

Stephen E. Hessler, P.C.  
 Marc Kieselstein, P.C.  
 Cristine Pirro Schwarzman  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
 601 Lexington Avenue  
 New York, New York 10022  
 Telephone: (212) 446-4800  
 Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.  
 Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)  
 Brad Weiland (admitted *pro hac vice*)  
 John R. Luze (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
 300 North LaSalle Street  
 Chicago, Illinois 60654  
 Telephone: (312) 862-2000  
 Facsimile: (312) 862-2200

*Proposed 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> , <sup>1</sup>	)	)	Case No. 19-22312 (RDD)
	)	)	
Debtors.	)	)	(Jointly Administered)
	)	)	

**NOTICE OF PRESENTMENT OF ORDER, PENDING A HEARING,  
 (I) PROHIBITING UTILITY PROVIDERS FROM ALTERING, REFUSING, OR  
 DISCONTINUING UTILITY SERVICES, (II) DETERMINING ADEQUATE  
 ASSURANCE OF PAYMENT FOR THE FUTURE UTILITY SERVICES, AND (III)  
 ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE ASSURANCE**

PLEASE TAKE NOTICE that on March 11, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the proposed *Order, Pending a Hearing, (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, and (III) Establishing Procedures for Determining Adequate Assurance* (the “Bridge Order”).

<sup>1</sup> 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.



**PLEASE TAKE FURTHER NOTICE** that the undersigned will present the Bridge Order to the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the “Court”) for approval and signature on **March 25, 2019, at 10:00 a.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Bridge Order shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the *Interim Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 57] (the “Case Management Order”) approved by the Court; (c) be filed electronically with the Court on the docket of *In re Windstream Holdings, Inc.*, No. 19-22312 (RDD) by registered users of the Court’s electronic filing system and in accordance with the General Order M 399 (which is available on the Court’s website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **March 22, 2019, at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”), by (i) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors’ case website at <http://www.kccllc.net/windstream>) and (ii) any person or entity with a particularized interest in the subject matter of the Bridge Order.

**PLEASE TAKE FURTHER NOTICE** that if no responses or objections are timely filed and served with respect to the Bridge Order, the Court may enter the Bridge Order, pursuant to Local Bankruptcy Rule 9074-1, without further notice or opportunity to be heard.

Dated: March 11, 2019  
New York, New York

*/s/ Stephen E. Hessler, P.C.*

---

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

Cristine Pirro Schwarzman

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.

Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)

Brad Weiland (admitted *pro hac vice*)

John R. Luze (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

*Proposed 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> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

---

**ORDER, PENDING A HEARING, (I) PROHIBITING UTILITY PROVIDERS FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES, (II) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR THE FUTURE UTILITY SERVICES, AND (III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE ASSURANCE**

---

Upon the submission of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) of a bridge order for entry pending a hearing on the *Debtors’ Motion for Entry of an Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for the Future Utility Services, and (III) Establishing Procedures for Determining Adequate Assurance* [Docket No. 7] (the “Utility Motion”)<sup>2</sup> prohibiting the termination of utility services up to and through the hearing on the Utility Motion; and the Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 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; and the Court having found that this a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the

---

<sup>1</sup> 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.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.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion.

Court having found that venue of this proceeding in this District is proper pursuant to 28 U.S.C. § 1408; and the Court having found that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having found that no other or further notice need be provided under the circumstances; and the Court having reviewed the Utility Motion and having considered the request; and the Court having determined that the legal and factual bases for the requested relief establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED THAT:

1. The requested relief is granted to the extent set forth herein.
2. The expiration of the period set forth in section 366(c)(2) of the Bankruptcy Code within which the Utilities Providers are prohibited from altering, refusing, or discontinuing the Utilities Services to the Debtors is hereby extended through and including April 17, 2019.
3. The hearing on the Motion shall be held on April 16, 2019, at 10:00 a.m., prevailing Eastern Time. Any objections or responses to entry of a final order on the Motion shall be filed on or before 4:00 p.m., prevailing Eastern Time, on April 9, 2019, and shall be served on: (a) the Debtors, Windstream Holdings, Inc., 4001 North Rodney Parham Road, Little Rock, Arkansas 72212, Attn.: Kristi M. Moody; (b) proposed 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; (c) counsel to any statutory committee appointed in these cases; and (d) the Office of The United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Paul K.

Schwartzberg and Serene Nakano. In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for a hearing.

4. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

White Plains, New York

Dated: \_\_\_\_\_, 2019

---

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE