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Counsel to the Debtors and Debtors in Possession

**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)
)
Re. Docket No. 399, 437

**CERTIFICATE OF NO OBJECTION REGARDING NOTICE OF
PRESENTMENT OF DEBTORS' MOTION (I) SETTING BAR DATES FOR
SUBMITTING PROOFS OF CLAIM, (II) APPROVING PROCEDURES FOR
SUBMITTING PROOFS OF CLAIM, AND (III) APPROVING NOTICE THEREOF**

Pursuant to 28 U.S.C. § 1746, Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules"), and in accordance with this Court's case management procedures set forth in the *Final Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 392] (the "Case Management Order"),

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.



the undersigned counsel for the above-captioned debtors and debtors in possession (the “Debtors”) hereby certifies as follows:

1. On April 23, 2019, the Debtors filed the *Debtors’ Motion (I) Setting Bar Dates for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof* [Docket No. 399] (the “Bar Date Motion”).

2. In accordance with the Case Management Order, responses to the Bar Date Motion were due no later than May 7, 2019, at 4:00 p.m., prevailing Eastern Time (the “Objection Deadline”). Local Rule 9075-2 provides that the Bar Date Motion may be granted without a hearing if (a) no objections or other responsive pleadings have been filed on or before the applicable objection deadline and (b) the attorney for the entity that filed the Bar Date Motion complies with such rule

3. As of the filing of this certificate, more than forty-eight (48) hours have elapsed since the Objection Deadline and, to the best of my knowledge, no responsive pleading to the Bar Date Motion has been (a) filed with the Court on the docket of the above-captioned chapter 11 cases or (b) served on the Debtors or their proposed counsel.

4. The Debtors received informal comments from certain parties in interest and the creditors’ committee. Those comments are reflected in the revised proposed order attached hereto as **Exhibit A** (the “Revised Proposed Order”). A blacklined copy of the Revised Proposed Order is attached hereto, as **Exhibit B**, reflecting changes made from the proposed form of order attached to the Bar Date Motion.

5. Accordingly, the Debtors respectfully request entry of the Revised Proposed Order attached hereto as **Exhibit A** at the Court’s earliest convenience. If not entered prior to the hearing, the Debtors will seek entry of the Revised Proposed Order at the hearing scheduled for 10:00 a.m.,

prevailing Eastern Time, on May 14, 2019, before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.

Dated: May 13, 2019
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

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Exhibit A

Revised Proposed 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 (I) SETTING BAR DATES FOR
SUBMITTING PROOFS OF CLAIM, (II) APPROVING PROCEDURES FOR
SUBMITTING PROOFS OF CLAIM, AND (III) APPROVING NOTICE THEREOF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3): (a) setting bar dates for creditors to submit Proofs of Claim in these chapter 11 cases, (b) approving procedures for submitting Proofs of Claim, and (c) approving the form of notice of the bar dates and manner of service thereof; all as more fully set forth in the Motion; and this Court having 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; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding 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 have the meanings ascribed to them in the Motion.

to 28 U.S.C. § 157(b); and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Except as otherwise provided herein, all persons and entities including, and without limitation, individuals, partnerships, corporations, joint ventures, and trusts, that assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors which arose before the Petition Date, *including* claims pursuant to section 503(b)(9) of the Bankruptcy Code (each, a "503(b)(9) Claim"), shall submit a written proof of such Claim so that it is *actually received* by Kurtzman Carson Consultants LLC (the "Notice and Claims Agent") before **4:00 p.m. Eastern Time on July 15, 2019** (the "General Claims Bar Date") in accordance with this Bar Date Order.

3. Notwithstanding any other provision of this Bar Date Order, Proofs of Claim submitted by governmental units must be submitted so as to be *actually received* by the Notice and Claims Agent before **4:00 p.m. Eastern Time on August 26, 2019** (the "Governmental Bar Date").

4. Any person or entity that holds a Claim arising from the rejection of an executory contract or unexpired lease must submit a Proof of Claim based on such rejection on or before the

later of (a) the General Claims Bar Date and (b) any date this Court may fix in the applicable order authorizing such rejection and, if no such date is provided, 30 days from the date of entry of such order. The Debtors will provide notice of the Rejection Bar Date to the contract or lease counterparty whose contract or lease is being rejected at the time the Debtors reject any executory contract or unexpired lease.

5. If the Debtors amend or supplement their Schedules subsequent to the date hereof, the Debtors shall provide notice of any amendment or supplement to the holders of Claims affected thereby. The Debtors shall also provide such holders with notice that they will be afforded at least 45 days from the date of such notice to submit Proofs of Claim with respect to Claims affected by the amendment or supplement of the Schedules or otherwise be forever barred from doing so.

6. In accordance with Bankruptcy Rule 3003(c)(2) and the Guidelines, any holder of a Claim that is not excepted from the requirements of the Bar Date Order and fails to timely submit a Proof of Claim in the appropriate form shall be forever barred, estopped, and enjoined from: (a) asserting such Claim against the Debtors and their chapter 11 estates, (b) voting on any chapter 11 plan filed in this case on account of such Claim, and (c) participating in any distribution in these chapter 11 cases on account of such Claim.

7. As appropriate, the Debtors shall mail one or more Proof of Claim forms substantially similar to the Form of Proof of Claim annexed as **Exhibit B** to the Motion, which is hereby approved, indicating on the form how the Debtors have listed such creditor's Claim in the Schedules (including the identity of the Debtors, the amount of the Claim and whether the Claim has been scheduled as "contingent," "unliquidated," or "disputed.")

8. The following procedures for the submission of Proofs of Claim asserting Claims against the Debtors in these chapter 11 cases shall apply:

- a. Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (iv) be signed or electronically transmitted through the interface available on the Notice and Claims Agent's website at <http://www.kccllc.net/windstream> by the claimant or by an authorized agent or legal representative of the claimant; and (v) unless otherwise consented to by the Debtors in writing, include supporting documentation.
- b. In addition to the requirements set forth in (a) above, any Proof of Claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted; (iii) attach documentation of any reclamation demand made to any Debtor under section 546(c) of the Bankruptcy Code (if applicable); and (iv) set forth whether any portion of the 503(b)(9) Claim was satisfied by payments made by the Debtors pursuant to any order of the Court authorizing the Debtors to pay prepetition Claims.
- c. Parties who wish to receive proof of receipt of their Proofs of Claim from the Notice and Claims Agent must also include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.
- d. Each Proof of Claim must specify by name and case number the Debtor against which the Claim is submitted. A Proof of Claim submitted under Case No. 19-22312 or that does not identify a Debtor will be deemed as submitted only against Windstream Holdings, Inc.; *provided, however* that the Debtors may, in their sole discretion, permit a creditor to file one or more consolidated Proofs of Claim against more than one Debtors, provided, further, that such consolidated Proof of Claim must (i) provide against which Debtors the claim is asserted and (ii) set forth the basis for and dollar amounts of each claim the creditor holds against each respective Debtor. A Proof of Claim that names a subsidiary Debtor but is submitted under the Case No. 19-22312 will be treated as having been submitted against the subsidiary Debtor with a notation that a discrepancy in the submission exists.
- e. If the holder asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate Proof of Claim Form must be submitted with respect to each Debtor. To the extent more than one Debtor is listed on the Proof of Claim, such Claim will be treated as if submitted only against the first-listed Debtor.

- f. Each Proof of Claim, including supporting documentation, must be submitted so that the Notice and Claims Agent **actually receives** the Proof of Claim on or before the applicable Bar Date by: (i) electronically using the interface available on the Notice and Claims Agent's website at <http://www.kccllc.net/windstream>, or (ii) first-class U.S. Mail, overnight mail or other hand-delivery system, which Proof of Claim must include an **original** signature, at the following address: Windstream Holdings, Inc. Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245.

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL
WILL NOT BE ACCEPTED AND WILL NOT BE DEEMED TIMELY SUBMITTED.**

9. The following persons or entities need **not** submit a Proof of Claim in these chapter 11 cases on or prior to the General Claims Bar Date:

- a. any person or entity that has already submitted a Proof of Claim against the Debtors with the Clerk of the Court or the Debtors' Notice and Claims Agent (defined herein) in a form substantially similar to Official Bankruptcy Form No. 410;
- b. any person or entity whose Claim is listed on the Schedules filed by the Debtors; provided that (i) the Claim is **not** scheduled as "disputed," "contingent," or "unliquidated"; (ii) the claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the claimant does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- c. (i) the DIP Secured Parties, on account of claims arising under the DIP Loan Documents, and (ii) the Prepetition Secured Parties, on account of claims arising under the Prepetition Debt Documents;³
- d. any holder of a Claim that has already been paid in full;
- e. any entity whose claim has previously been allowed by a final order of the Court;
- f. any holder of a Claim for which a specific deadline has previously been fixed by the Court;

³ Capitalized terms used but not defined in this Paragraph 9(c) and in Paragraph 11 shall have the meanings set forth in 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, and (F) Granting Related Relief* [Docket No. 376] (the "Final DIP Order").

- g. any Debtor having a Claim against another Debtor;
- h. any holder of a Claim based on an equity interest in the Debtors;
- i. any holder of a Claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided* that any person or entity asserting a Claim entitled to administrative expenses status under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the General Claims Bar Date;
- j. any current employee of the Debtors and any labor union authorized by law to represent any current employee, in each case solely with respect to any claim related to wages, salaries, vacation or other compensation arising in the ordinary course of business and previously authorized to be paid by order of the Court including the *Final Order Authorizing the Debtors to (I) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (II) Continue Employee Benefits Programs* [Docket No. 378]; *provided* that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of (i) the General Claims Bar Date, and (ii) 30 days from the date of service of such written notice, to file a proof of claim; *provided, further* that a current employee must submit a Proof of Claim by the General Claims Bar Date for all other Claims arising before the Petition Date, including Claims for wrongful termination, discrimination, harassment, hostile work environment, and retaliation;
- k. any current or former officer, manager, or director of the Debtors asserting Claims for indemnification, contribution, and/or reimbursement arising as a result of such officer's, manager's, or director's prepetition or postpetition services to the Debtors; and
- l. claims for fees and expenses of professionals retained in these proceedings.

10. Notwithstanding anything to the contrary set forth in the Bar Date Order, the Bar Date Notices, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, or local bankruptcy rules that would otherwise require the Pension Benefit Guaranty Corporation (the "PBGC") to file a separate proof of claim against each Debtor on account of each claim against such entity, any proof of claim or amendment filed against any Debtor shall be deemed to be filed and asserted by the PBGC against every Debtor. The foregoing is intended solely for

administrative convenience and shall not be deemed to constitute an agreement or admission as to the validity of any claims and shall not affect the substantive rights of any of the Debtors, the PBGC, or any other party in interest, including with respect to the allowance, amount, or priority of the PBGC's claims or with respect to any objection, defense, offset, or counterclaim related to the PBGC's claims or any party's rights to contest or object to any proofs of claim filed by the PBGC on any grounds. No claim filed by the PBGC shall be disallowed, reduced, or expunged on the basis that it is filed only against one Debtor.

11. Notwithstanding anything to the contrary set forth in the Bar Date Order, the Bar Date Notices, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, or local bankruptcy rules that would otherwise require the Communication Workers of America, AFL-CIO, CLC (the "CWA") to file a separate proof of claim against each Debtor on account of each claim against such entity, any proof of claim or amendment filed against any Debtor shall be deemed to be filed and asserted by the CWA against every Debtor. The foregoing is intended solely for administrative convenience and shall not be deemed to constitute an agreement or admission as to the validity of any claims and shall not affect the substantive rights of any of the Debtors, the CWA, or any other party in interest, including with respect to the allowance, amount, or priority of the CWA's claims or with respect to any objection, defense, offset, or counterclaim related to the CWA's claims or any party's rights to contest or object to any proofs of claim filed by the CWA on any grounds. No claim filed by the CWA shall be disallowed, reduced, or expunged on the basis that it is filed only against one Debtor.

12. Nothing in this Bar Date Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules.

13. Notwithstanding anything to the contrary in this Bar Date Order, the Prepetition Secured Parties are authorized to file one master Proof of Claim (any such claim, a “Master Proof of Claim”) pursuant to paragraph 27 of the Final DIP Order for any claims arising under the Prepetition Debt Documents or the Final Dip Order. As to any Prepetition Secured Parties, paragraph 27 of the Final DIP Order shall govern and control with respect to any such Master Proof of Claim that a Prepetition Secured Party elects to submit, and the terms of such paragraph 27 shall control to the extent inconsistent with this Bar Date Order. Any Prepetition Secured Party that elects to file a Master Proof of Claim shall further be authorized to amend, supplement, or otherwise modify such Master Proof of Claim from time to time.

14. Notwithstanding anything to the contrary in this Bar Date Order, each administrative agent, collateral agent, or indenture trustee (the “Prepetition Agents/Trustees”) under the Debtors’ prepetition funded debt documents (other than the Prepetition Secured Parties, which are governed by the immediately preceding paragraph and the Final DIP Order) is authorized to file a Master Proof of Claim on behalf of itself and any or all holders (each, a “Debt Claim Holder”) of claims under the applicable funded debt documents (collectively, the “Debt Claims”). Any such Master Proof of Claim shall have the same effect as if each applicable Debt Claim Holder had individually filed a Proof of Claim against each applicable Debtor on account of such Debt Claim Holder’s Debt Claim. The Prepetition Agents/Trustees shall further be authorized to amend, supplement, or otherwise modify such Master Proof of Claim from time to time, to the extent permitted by applicable law. The Prepetition Agents/Trustees shall not be required to file with a Master Proof of Claim any instruments, agreement, or other documents evidencing the obligations referenced in such Master Proof of Claim, which instruments, agreements, or other documents will be provided upon written

request by counsel to the Debtors to counsel for the applicable Prepetition Agent/Trustee. For administrative convenience, any Master Proof of Claim authorized herein may be filed in the case of Debtor Windstream Holdings, Inc. Case No. 19-22312 (RDD) (the “Lead Case”), with respect to all amounts asserted in such Master Proof of Claim, and such Master Proof of Claim shall be deemed to be filed and asserted by the applicable entity or entities against every Debtor that is liable for the applicable claim so long as such authorized Master Proof of Claim sets forth in reasonable detail the basis for such claim and, to the extent reasonably possible, the amount asserted against each applicable Debtor. No authorized Master Proof of Claim shall be disallowed, reduced, or expunged on the basis that it is filed only in the Lead Case. For the avoidance of doubt, the provisions set forth in this paragraph and any Master Proof of Claim filed pursuant to the terms hereof are intended solely for the purpose of administrative convenience and shall not affect the substantive rights of any party-in-interest or their respective successors-in-interest, including, without limitation, the rights of any Prepetition Agents/Trustees or any Debt Claim Holder as holders of a Debt Claim against the Debtors under applicable law, and the numerosity requirements set forth in section 1126 of the Bankruptcy Code.

15. Notwithstanding anything to the contrary in this Bar Date Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, any order of this Court, or any proof of claim form or notice of the bar date, (a) ACE American Insurance Company on its own behalf and on behalf of all of its affiliates and successors (collectively, the “ACE Companies”) may file a single consolidated proof of claim (the “ACE Proof of Claim”) in the Lead Case, which shall be deemed filed by each of the ACE Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors; (b) Federal Insurance Company on its own behalf and on behalf of all of its affiliates and

successors (collectively, the “Chubb Companies”) may file a single consolidated proof of claim (the “Chubb Proof of Claim” and collectively with the ACE Proof of Claim, the “Consolidated Claims”) in the Lead Case, which shall be deemed filed by each of the Chubb Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors; and (c) as the documents supporting the Consolidated Claims are voluminous and contain confidential information, and with the written consent of the Debtors, the documents supporting the Consolidated Claims will not be filed with the Consolidated Claims. Nothing contained in this paragraph shall be construed as a waiver or modification of any rights, claims or defenses, including, without limitation, the right of the ACE Companies or the Chubb Companies to (a) assert joint and several liability against some or all of the Debtors, (b) modify the Debtor(s) against which the Consolidated Claims are asserted, or (c) amend the amount or nature of the Consolidated Claims; *provided, however*, that the Consolidated Claims shall not be disallowed, reduced or expunged solely on the basis that the Consolidated Claims are filed (i) only in the Lead Case and only against Windstream Holdings, Inc. (instead of in the bankruptcy cases of each or any of the other Debtors), and/or (ii) only by either ACE American Insurance Company or Federal Insurance Company (instead of by each of the ACE Companies and the Chubb Companies).

16. The notice substantially in the form annexed as **Exhibit C** to the Motion is approved and shall be deemed adequate and sufficient if served by first-class mail at least 21 days prior to the General Claims Bar Date on:

- a. the Master Service List (as defined in the Case Management Order and available on the Debtors’ case website at www.kccllc.net/windstream);
- b. all known creditors and other known holders of potential Claims against the Debtors, including all persons or entities listed in the Schedules for which the Debtors have addresses;

- c. all creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors;
- d. all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Bar Date Order;
- e. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- f. all entities who are party to executory contracts and unexpired leases with the Debtors;
- g. all entities who are party to litigation with the Debtors;
- h. all current and former employees (to the extent that contract information for former employees is available in the Debtors' records);
- i. all regulatory authorities that regulate the Debtors' businesses, including consumer protection, environmental, and permitting authorities; and
- j. all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business.

17. After the initial mailing of the Bar Date Notices and Proof of Claim Forms, the Debtors may, in their discretion, make supplemental mailings of notices, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known to the Debtors. In this regard, the Debtors may make supplemental mailings of the Bar Date Notices and Proof of Claim Forms in these and similar circumstances at any time up to 21 days in advance of the applicable Bar Date, with any such mailings being deemed timely and the appropriate Bar Date being applicable to the recipient creditors.

18. Pursuant to Bankruptcy Rules 2002(f) and 2002(l), the Debtors shall publish a form of the Bar Date Notice (modified as necessary but consistent with the requirements of the Guidelines), substantially in the form annexed as **Exhibit D** to the Motion, on one occasion in each

of the *USA Today (national edition)* and any such other publications that the Debtors deem appropriate and disclose in their Affidavit of Service at least 28 days prior to the General Claims Bar Date, which publication is hereby approved and shall be deemed good, adequate, and sufficient publication notice of the General Claims Bar Date.

19. Any person or entity who desires to rely on the Schedules will have the responsibility for determining that such person's or entity's Claim is accurately listed in the Schedules.

20. The Debtors' and their Notice and Claims Agent are authorized to take all actions and make any payments necessary to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

21. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

22. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

23. Entry of this Bar Date Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or interests not subject to the General Claims Bar Date established herein must submit such Proofs of Claim or interest or be barred from doing so.

24. The 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

Exhibit B

Redline

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 (I) SETTING BAR DATES FOR

SUBMITTING PROOFS OF CLAIM, (II) APPROVING PROCEDURES FOR

SUBMITTING PROOFS OF CLAIM, AND (III) APPROVING NOTICE THEREOF

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3): (a) setting bar dates for creditors to submit Proofs of Claim in these chapter 11 cases, (b) approving procedures for submitting Proofs of Claim, and (c) approving the form of notice of the bar dates and manner of service thereof; all as more fully set forth in the Motion; and this Court having 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; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Debtors’ notice

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² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Except as otherwise provided herein, all persons and entities including, and without limitation, individuals, partnerships, corporations, joint ventures, and trusts, that assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors which arose before the Petition Date, *including* claims pursuant to section 503(b)(9) of the Bankruptcy Code (each, a “503(b)(9) Claim”), shall submit a written proof of such Claim so that it is *actually received* by Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) before **4:00 p.m. Eastern Time on July 15, 2019** (the “General Claims Bar Date”) in accordance with this Bar Date Order.

3. Notwithstanding any other provision of this Bar Date Order, Proofs of Claim submitted by governmental units must be submitted so as to be *actually received* by the Notice and Claims Agent before **4:00 p.m. Eastern Time on August 26, 2019** (the “Governmental Bar Date”).

4. Any person or entity that holds a Claim arising from the rejection of an executory contract or unexpired lease must submit a Proof of Claim based on such rejection on or before the later of (a) the General Claims Bar Date and (b) any date this Court may fix in the applicable

order authorizing such rejection and, if no such date is provided, 30 days from the date of entry of such order. The Debtors will provide notice of the Rejection Bar Date to the contract or lease counterparty whose contract or lease is being rejected at the time the Debtors reject any executory contract or unexpired lease.

5. If the Debtors amend or supplement their Schedules subsequent to the date hereof, the Debtors shall provide notice of any amendment or supplement to the holders of Claims affected thereby. The Debtors shall also provide such holders with notice that they will be afforded at least 45 days from the date of such notice to submit Proofs of Claim with respect to Claims affected by the amendment or supplement of the Schedules or otherwise be forever barred from doing so.

6. In accordance with Bankruptcy Rule 3003(c)(2) and the Guidelines, any holder of a Claim that is not excepted from the requirements of the Bar Date Order and fails to timely submit a Proof of Claim in the appropriate form shall be forever barred, estopped, and enjoined from: (a) asserting such Claim against the Debtors and their chapter 11 estates, (b) voting on any chapter 11 plan filed in this case on account of such Claim, and (c) participating in any distribution in these chapter 11 cases on account of such Claim.

7. As appropriate, the Debtors shall mail one or more Proof of Claim forms substantially similar to the Form of Proof of Claim annexed as **Exhibit B** to the Motion, which is hereby approved, indicating on the form how the Debtors have listed such creditor's Claim in the Schedules (including the identity of the Debtors, the amount of the Claim and whether the Claim has been scheduled as "contingent," "unliquidated," or "disputed.")

8. The following procedures for the submission of Proofs of Claim asserting Claims against the Debtors in these chapter 11 cases shall apply:

- a. Each Proof of Claim must: (i) be written in English; (ii) include a Claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (iv) be signed or electronically transmitted through the interface available on the Notice and Claims Agent's website at <http://www.kccllc.net/windstream> by the claimant or by an authorized agent or legal representative of the claimant; and (v) unless otherwise consented to by the Debtors in writing, include supporting documentation.
- b. In addition to the requirements set forth in (a) above, any Proof of Claim asserting a 503(b)(9) Claim must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) Claim is being asserted; (iii) attach documentation of any reclamation demand made to any Debtor under section 546(c) of the Bankruptcy Code (if applicable); and (iv) set forth whether any portion of the 503(b)(9) Claim was satisfied by payments made by the Debtors pursuant to any order of the Court authorizing the Debtors to pay prepetition Claims.
- c. Parties who wish to receive proof of receipt of their Proofs of Claim from the Notice and Claims Agent must also include with their Proof of Claim a copy of their Proof of Claim and a self-addressed, stamped envelope.
- d. Each Proof of Claim must specify by name and case number the Debtor against which the Claim is submitted. A Proof of Claim submitted under Case No. 19-22312 or that does not identify a Debtor will be deemed as submitted only against Windstream Holdings, Inc.; *provided, however* that the Debtors may, in their sole discretion, permit a creditor to file one or more consolidated Proofs of Claim against more than one Debtors, provided, further, that such consolidated Proof of Claim must (i) provide against which Debtors the claim is asserted and (ii) set forth the basis for and dollar amounts of each claim the creditor holds against each respective Debtor. A Proof of Claim that names a subsidiary Debtor but is submitted under the Case No. 19-22312 will be treated as having been submitted against the subsidiary Debtor with a notation that a discrepancy in the submission exists.
- e. If the holder asserts a Claim against more than one Debtor or has Claims against different Debtors, a separate Proof of Claim Form must be submitted with respect to each Debtor. To the extent more than one Debtor is listed on the Proof of Claim, such Claim will be treated as if submitted only against the first-listed Debtor.

- f. Each Proof of Claim, including supporting documentation, must be submitted so that the Notice and Claims Agent ***actually receives*** the Proof of Claim on or before the applicable Bar Date by: (i) electronically using the interface available on the Notice and Claims Agent's website at <http://www.kccllc.net/windstream>, or (ii) first-class U.S. Mail, overnight mail or other hand-delivery system, which Proof of Claim must include an ***original*** signature, at the following address: Windstream Holdings, Inc. Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, ~~Third Floor~~, Suite 300, El Segundo, CA 90245.

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL
NOT BE ACCEPTED AND WILL NOT BE DEEMED TIMELY SUBMITTED.**

9. The following persons or entities need ***not*** submit a Proof of Claim in these chapter 11 cases on or prior to the General Claims Bar Date:

- a. any person or entity that has already submitted a Proof of Claim against the Debtors with the Clerk of the Court or the Debtors' Notice and Claims Agent (defined herein) in a form substantially similar to Official Bankruptcy Form No. 410;
- b. any person or entity whose Claim is listed on the Schedules filed by the Debtors; provided that (i) the Claim is ***not*** scheduled as "disputed," "contingent," or "unliquidated"; (ii) the claimant agrees with the amount, nature, and priority of the Claim as set forth in the Schedules; and (iii) the claimant does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- c. (i) the DIP Secured Parties, on account of claims arising under the DIP Loan Documents, and (ii) the Prepetition Secured Parties, on account of claims arising under the Prepetition Debt Documents;³
- d. any holder of a Claim that has already been paid in full;
- e. any entity whose claim has previously been allowed by a final order of the Court;
- f. any holder of a Claim for which a specific deadline has previously been fixed by the Court;
- g. any Debtor having a Claim against another Debtor;

³ Capitalized terms used but not defined in this Paragraph 9(c) and in Paragraph 11 shall have the meanings set forth in 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, and (F) Granting Related Relief* [Docket No. 376] (the "Final DIP Order").

- h. any holder of a Claim based on an equity interest in the Debtors;
- i. any holder of a Claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided* that any person or entity asserting a Claim entitled to administrative expenses status under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the General Claims Bar Date;
- j. any current employee of the Debtors and any labor union authorized by law to represent any current employee, in each case solely with respect to any claim related to wages, salaries, vacation or other compensation arising in the ordinary course of business and previously authorized to be paid by order of the Court including the *Final Order Authorizing the Debtors to (I) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (II) Continue Employee Benefits Programs* [Docket No. 378]; *provided* that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of (i) the General Claims Bar Date, and (ii) 30 days from the date of service of such written notice, to file a proof of claim; *provided, further* that a current employee must submit a Proof of Claim by the General Claims Bar Date for all other Claims arising before the Petition Date, including Claims for wrongful termination, discrimination, harassment, hostile work environment, and retaliation;
- k. any current or former officer, manager, or director of the Debtors asserting Claims for indemnification, contribution, and/or reimbursement arising as a result of such officer's, manager's, or director's prepetition or postpetition services to the Debtors; and
- l. claims for fees and expenses of professionals retained in these proceedings.

10. Notwithstanding anything to the contrary set forth in the Bar Date Order, the Bar Date Notices, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, or local bankruptcy rules that would otherwise require the Pension Benefit Guaranty Corporation (the "PBGC") to file a separate proof of claim against each Debtor on account of each claim against such entity, any proof of claim or amendment filed against any Debtor shall be deemed to be filed and asserted by the PBGC against every Debtor. The foregoing is intended solely for administrative convenience and shall not be deemed to constitute an agreement or admission as

to the validity of any claims and shall not affect the substantive rights of any of the Debtors, the PBGC, or any other party in interest, including with respect to the allowance, amount, or priority of the PBGC's claims or with respect to any objection, defense, offset, or counterclaim related to the PBGC's claims or any party's rights to contest or object to any proofs of claim filed by the PBGC on any grounds. No claim filed by the PBGC shall be disallowed, reduced, or expunged on the basis that it is filed only against one Debtor.¶

11. Notwithstanding anything to the contrary set forth in the Bar Date Order, the Bar Date Notices, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, or local bankruptcy rules that would otherwise require the Communication Workers of America, AFL-CIO, CLC (the "CWA") to file a separate proof of claim against each Debtor on account of each claim against such entity, any proof of claim or amendment filed against any Debtor shall be deemed to be filed and asserted by the CWA against every Debtor. The foregoing is intended solely for administrative convenience and shall not be deemed to constitute an agreement or admission as to the validity of any claims and shall not affect the substantive rights of any of the Debtors, the CWA, or any other party in interest, including with respect to the allowance, amount, or priority of the CWA's claims or with respect to any objection, defense, offset, or counterclaim related to the CWA's claims or any party's rights to contest or object to any proofs of claim filed by the CWA on any grounds. No claim filed by the CWA shall be disallowed, reduced, or expunged on the basis that it is filed only against one Debtor.

12. ~~11.~~ Nothing in this Bar Date Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules.

13. ~~12.~~ Notwithstanding anything to the contrary in this Bar Date Order, the Prepetition Secured Parties are authorized to file one master Proof of Claim (any such claim, a “Master Proof of Claim”) pursuant to paragraph 27 of the Final DIP Order for any claims arising under the Prepetition Debt Documents or the Final Dip Order. As to any Prepetition Secured Parties, paragraph 27 of the Final DIP Order shall govern and control with respect to any such Master Proof of Claim that a Prepetition Secured Party elects to submit, and the terms of such paragraph 27 shall control to the extent inconsistent with this Bar Date Order. Any Prepetition Secured Party that elects to file a Master Proof of Claim shall further be authorized to amend, supplement, or otherwise modify such Master Proof of Claim from time to time.

14. ~~13.~~ Notwithstanding anything to the contrary in this Bar Date Order, each administrative agent, collateral agent, or indenture trustee (the “Prepetition Agents/Trustees”) under the Debtors’ prepetition funded debt documents (other than the Prepetition Secured Parties, which are governed by the immediately preceding paragraph and the Final DIP Order) is authorized to file a Master Proof of Claim on behalf of itself and any or all holders (each, a “Debt Claim Holder”) of claims under the applicable funded debt documents (collectively, the “Debt Claims”). Any such Master Proof of Claim shall have the same effect as if each applicable Debt Claim Holder had individually filed a Proof of Claim against each applicable Debtor on account of such Debt Claim Holder’s Debt Claim. The Prepetition Agents/Trustees shall further be authorized to amend, supplement, or otherwise modify such Master Proof of Claim from time to time, to the extent permitted by applicable law. The Prepetition Agents/Trustees shall not be required to file with a Master Proof of Claim any instruments, agreement, or other documents evidencing the obligations referenced in such Master Proof of Claim, which instruments, agreements, or other documents will be provided upon written request by counsel to the Debtors

to counsel for the applicable Prepetition Agent/Trustee. For administrative convenience, any Master Proof of Claim authorized herein may be filed in the case of Debtor Windstream Holdings, Inc. Case No. 19-22312 (RDD) (the “Lead Case”), with respect to all amounts asserted in such Master Proof of Claim, and such Master Proof of Claim shall be deemed to be filed and asserted by the applicable entity or entities against every Debtor that is liable for the applicable claim so long as such authorized Master Proof of Claim sets forth in reasonable detail the basis for such claim and, to the extent reasonably possible, the amount asserted against each applicable Debtor. No authorized Master Proof of Claim shall be disallowed, reduced, or expunged on the basis that it is filed only in the Lead Case. For the avoidance of doubt, the provisions set forth in this paragraph and any Master Proof of Claim filed pursuant to the terms hereof are intended solely for the purpose of administrative convenience and shall not affect the substantive rights of any party-in-interest or their respective successors-in-interest, including, without limitation, the rights of any Prepetition Agents/Trustees or any Debt Claim Holder as holders of a Debt Claim against the Debtors under applicable law, and the numerosity requirements set forth in section 1126 of the Bankruptcy Code.

15. ~~14.~~ Notwithstanding anything to the contrary in this Bar Date Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, any order of this Court, or any proof of claim form or notice of the bar date, (a) ACE American Insurance Company on its own behalf and on behalf of all of its affiliates and successors (collectively, the “ACE Companies”) may file a single consolidated proof of claim (the “ACE Proof of Claim”) in the Lead Case, which shall be deemed filed by each of the ACE Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors-
~~(other than the Canadian Debtors)~~; (b) Federal Insurance Company on its own behalf and on

behalf of all of its affiliates and successors (collectively, the “Chubb Companies”) may file a single consolidated proof of claim (the “Chubb Proof of Claim” and collectively with the ACE Proof of Claim, the “Consolidated Claims”) in the Lead Case, which shall be deemed filed by each of the Chubb Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors—~~(other than the Canadian Debtors)~~; and (c) as the documents supporting the Consolidated Claims are voluminous and contain confidential information, and with the written consent of the Debtors, the documents supporting the Consolidated Claims will not be filed with the Consolidated Claims. Nothing contained in this paragraph shall be construed as a waiver or modification of any rights, claims or defenses, including, without limitation, the right of the ACE Companies or the Chubb Companies to (a) assert joint and several liability against some or all of the Debtors, (b) modify the Debtor(s) against which the Consolidated Claims are asserted, or (c) amend the amount or nature of the Consolidated Claims; *provided, however*, that the Consolidated Claims shall not be disallowed, reduced or expunged solely on the basis that the Consolidated Claims are filed (i) only in the Lead Case and only against Windstream Holdings, Inc. (instead of in the bankruptcy cases of each or any of the other Debtors), and/or (ii) only by either ACE American Insurance Company or Federal Insurance Company (instead of by each of the ACE Companies and the Chubb Companies).

16. ~~15.~~ The notice substantially in the form annexed as Exhibit C to the Motion is approved and shall be deemed adequate and sufficient if served by first-class mail at least 21 days prior to the General Claims Bar Date on:

- a. the Master Service List (as defined in the Case Management Order and available on the Debtors’ case website at www.kccllc.net/windstream);
- b. all known creditors and other known holders of potential Claims against the Debtors, including all persons or entities listed in the Schedules for which the Debtors have addresses;

- c. all creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities listed in the Schedules as holding claims against the Debtors;
- d. all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Bar Date Order;
- e. all known non-Debtor equity and interest holders of the Debtors as of the date the Bar Date Order is entered;
- f. all entities who are party to executory contracts and unexpired leases with the Debtors;
- g. all entities who are party to litigation with the Debtors;
- h. all current and former employees (to the extent that contract information for former employees is available in the Debtors' records);
- i. all regulatory authorities that regulate the Debtors' businesses, including consumer protection, environmental, and permitting authorities; and
- j. all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business.

17. ~~16.~~ After the initial mailing of the Bar Date Notices and Proof of Claim Forms, the Debtors may, in their discretion, make supplemental mailings of notices, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known to the Debtors. In this regard, the Debtors may make supplemental mailings of the Bar Date Notices and Proof of Claim Forms in these and similar circumstances at any time up to 21 days in advance of the applicable Bar Date, with any such mailings being deemed timely and the appropriate Bar Date being applicable to the recipient creditors.

18. ~~17.~~ Pursuant to Bankruptcy Rules 2002(f) and 2002(l), the Debtors shall publish a form of the Bar Date Notice (modified as necessary but consistent with the requirements of the

Guidelines), substantially in the form annexed as **Exhibit D** to the Motion, on one occasion in each of the *USA Today (national edition)* and any such other publications that the Debtors deem appropriate and disclose in their Affidavit of Service at least 28 days prior to the General Claims Bar Date, which publication is hereby approved and shall be deemed good, adequate, and sufficient publication notice of the General Claims Bar Date.

19. ~~18.~~ Any person or entity who desires to rely on the Schedules will have the responsibility for determining that such person's or entity's Claim is accurately listed in the Schedules.

20. ~~19.~~ The Debtors' and their Notice and Claims Agent are authorized to take all actions and make any payments necessary to effectuate the relief granted pursuant to this Bar Date Order in accordance with the Motion.

21. ~~20.~~ Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

22. ~~21.~~ Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

23. ~~22.~~ Entry of this Bar Date Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing a date by which holders of Claims or interests not subject to the General Claims Bar Date established herein must submit such Proofs of Claim or interest or be barred from doing so.

24. ~~23.~~ The 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