

**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)
)	
)	Re: Docket No. 404
)	

ORDER APPROVING THE DEBTORS' KEY EMPLOYEE RETENTION PLAN

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), approving the Debtors' key employee retention plan (the "KERP"), all as more fully set forth in the Motion; and upon the accompanying Smith declaration and Georgeson declaration; and there being due and sufficient notice of the Motion, and no additional notice being required; and upon the objection to the Motion filed by the United States Trustee for Region 2, the Debtor's reply thereto, including the supplemental Smith declaration, and that statement regarding the Motion filed by the Official Unsecured Creditors' Committee; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) 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 Motion being a core proceeding under 28 U.S.C. § 157(b) that this Court may decide by a final

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 Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.



order consistent with Article III of the United States Constitution; and this Court having found that venue of the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of the evidentiary hearing held by the Court on the Motion on May 14, 2019 and all of the proceedings herein; and, after due deliberation, the Court having determined that the Debtor has satisfied the legal and factual bases for the requested relief under 11 U.S.C. § 503(c), and that such relief is in the best interests of the Debtors' estates and creditors; and good and sufficient cause appearing, it is hereby ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Pursuant to sections 503(c) and 363(b)(1) of the Bankruptcy Code, the KERP is approved.
3. The Debtors are authorized, but not directed, to implement the KERP and make the payments contemplated thereunder at the times specified in the Motion.
4. The Debtors may add a replacement participant(s) to the KERP upon the resignation or the termination for cause of any KERP participant; provided, that such replacement participant is not a beneficiary of the KEIP (insider).
5. Notwithstanding Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry.
6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

Dated: White Plains, New York
May 15, 2019

/s/ Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE