

Pierce McCoy, PLLC  
Jonathan A. Grasso  
New York Bar No. 5622824  
85 Broad Street, Suite 17-063  
New York, New York 10004  
Telephone: (212) 320-8393  
Facsimile: (757) 257-0387  
[jon@piercemccoy.com](mailto:jon@piercemccoy.com)

**Hearing Date: July 26, 2019 at 1:30pm (Eastern)**  
**Objection Deadline: July 19, 2019 at 4:00pm (Eastern)**

*Attorneys for Dell Marketing, L.P.*

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

**In re:**

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

**Debtors.**

**Chapter 11**

**Case No. 19-22312-rdd**

**(Jointly Administered)**

**NOTICE OF HEARING ON MOTION OF DELL MARKETING, L.P.  
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE  
EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(B)(9)**

**PLEASE TAKE NOTICE** that a hearing to consider Dell Marketing, L.P.’s Motion for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(9) (the “Motion”), will be held 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 on **July 26, 2019 at 1:30 p.m.** (prevailing eastern time).

**PLEASE TAKE FURTHER NOTICE** that Objections, if any, to the Motion must be made in writing, with a hard copy delivered to the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, shall conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and the *Final Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 392] (the “Case Management Order”), and shall be



filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) in portable document format (PDF), and (b) by all other parties in interest, on a CD-Rom, in text-searchable portable document format (PDF), in an envelope with the case name, case number, type and title of document, document number in which the objection refers and the file name on the outside of the envelope, so as to be filed and received no later than **July 19, 2019, at 4:00 p.m.** (prevailing eastern time) (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if an Objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

**PLEASE TAKE FURTHER NOTICE** that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

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Dated: June 21, 2019

Respectfully submitted,

By: /s/ Jonathan A. Grasso  
Jonathan A. Grasso  
New York Bar No. 5622824  
Pierce McCoy, PLLC  
85 Broad Street, Suite 17-063  
New York, New York 10004  
Telephone: (212) 320-8393  
Facsimile: (757) 257-0387  
[jon@piercemccoy.com](mailto:jon@piercemccoy.com)

and

Sabrina L. Streusand  
Texas Bar No. 11701700  
Streusand, Landon, Ozburn & Lemmon, LLP  
1801 S. Mopac Expressway, Suite 320  
Austin, Texas 78746  
Telephone: (512) 236-9901  
Facsimile: (512) 236-9904  
[streusand@slollp.com](mailto:streusand@slollp.com)

**ATTORNEYS FOR DELL MARKETING, L.P.**

Pierce McCoy, PLLC  
Jonathan A. Grasso  
New York Bar No. 5622824  
85 Broad Street, Suite 17-063  
New York, New York 10004  
Telephone: (212) 320-8393  
Facsimile: (757) 257-0387

and

Sabrina L. Streusand  
Streusand, Landon, Ozburn & Lemmon, LLP  
1801 S. MoPac Expressway, Suite 320  
Austin, Texas 78746  
Telephone: (512) 236-9901  
Facsimile: (512) 236-9904

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

**In re:**

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

**Chapter 11**

**Case No. 19-22312-rdd**

**(Jointly Administered)**

**MOTION OF DELL MARKETING, L.P. FOR ALLOWANCE AND PAYMENT  
OF ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(b)(9)**

Dell Marketing, L.P. (“Dell”), by its counsel, respectfully submits this Motion for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(9) (the “Motion”) and requests entry of an order pursuant to 11 U.S.C. § 503(b)(9) directing the allowance and payment of Dell’s administrative expense claim in the amount of \$253,449.40. In support of the relief requested, Dell states the following:

## I. JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue is proper pursuant to 28 U.S.C. §§1408 and 1409.
3. The statutory basis for the relief requested includes 11 U.S.C. § 503 and Federal Rules of Bankruptcy Procedure 9014. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

## II. BACKGROUND

4. On February 25, 2019 (the “Petition Date”), Windstream Holdings, Inc. and related entities (the “Debtors”) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”). Debtors continue to operate their businesses as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

5. Prior to the Petition Date, Dell supplied Debtors with computer equipment and related product (“Products”) for use in Debtors’ ordinary course of business. In the 20 days preceding the Petition Date, Dell sold and delivered Products valued at \$253,449.40 to Debtors in the ordinary course of business. True and correct copies of the invoices and proofs of delivery evidencing such sales and deliveries are attached to proof of claim number 1679 filed with the claims agent<sup>1</sup>. Additional copies will be provided upon request to the undersigned counsel.

6. Dell has not received payment for the \$253,449.40 in Products delivered to Debtors during the 20 day period preceding the Petition Date.

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<sup>1</sup> These documents that have been previously provided to the Debtors’ counsel are over 500 pages of invoices and delivery confirmations.

### **III. RELIEF REQUESTED**

7. By this Motion, Dell seeks allowance and payment of \$253,449.40 as an administrative expense pursuant to § 503(b)(9) of the Bankruptcy Code for Products delivered to Debtors in the ordinary course of business during the 20 days preceding the Petition Date.

8. The Products delivered by Dell to Debtors during the 20 days preceding the Petition Date were delivered to Debtors in the ordinary course of Debtors' business.

9. The value of the Products delivered by Dell to Debtors during the 20 days preceding the Petition Date is established by the agreed price for such Products (the fair market value), as set forth in the invoices and delivery slips attached to proof of claim number 1679 filed with the claims agent.

10. Dell is therefore entitled, pursuant to § 503(b)(9) of the Bankruptcy Code, to an administrative expense claim in the amount of \$253,449.40 on account of the Products being delivered by Dell to Debtors in the 20 days preceding the Petition Date.

11. Dell seeks payment of its administrative claim promptly, within ten (10) days of this Motion be heard, and if allowed and granted by the Court.

### **IV. RESERVATION OF RIGHTS**

12. Dell holds other claims against Debtors, including claims for Products delivered to Debtors prior to the 20 days immediately preceding the Petition Date. Dell specifically reserves those claims and all other rights with respect to those claims.

### **V. CONCLUSION**

13. **WHEREFORE**, Dell respectfully requests that this Court enter an order in form substantially similar to attached Exhibit A (i) allowing Dell's administrative expense claim

pursuant to § 503(b)(9) of the Bankruptcy Code with respect to the Products in the amount of \$253,449.40 and (ii) granting Dell such other and further relief as is just and proper.

Dated: June 21, 2019

Respectfully submitted:

By: /s/ Jonathan A. Grasso  
Jonathan A. Grasso  
New York Bar No. 5622824  
Pierce McCoy, PLLC  
85 Broad Street, Suite 17-063  
New York, New York 10004  
Telephone: (212) 320-8393  
Facsimile: (757) 257-0387  
[jon@piercemccoy.com](mailto:jon@piercemccoy.com)

and

Sabrina L. Streusand  
Texas Bar No. 11701700  
Streusand, Landon, Ozburn & Lemmon, LLP  
1801 S. Mopac Expressway, Suite 320  
Austin, Texas 78746  
Telephone: (512) 236-9901  
Facsimile: (512) 236-9904  
[streusand@slollp.com](mailto:streusand@slollp.com)

**ATTORNEYS FOR DELL MARKETING, L.P.**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the foregoing Notice, Motion and Proposed Order have been served on June 21, 2019 via first class mail, and email (if provided) upon all parties listed on the attached Master Service List.

/s/ Jonathan A. Grasso  
Jonathan A. Grasso



# **EXHIBIT A**

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

**In re:**  
**WINDSTREAM HOLDINGS, INC., et al.,**  
**Debtors.**

**Chapter 11**  
**Case No. 19-22312-rdd**  
**(Jointly Administered)**

**ORDER GRANTING THE MOTION OF DELL MARKETING, L.P.  
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM  
PURSUANT TO 11 U.S.C. §503(b)(9)**

Came on for consideration Dell Marketing, L.P.'s ("Dell") Motion for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. §503(b)(9) ("Motion"). The Court finds that appropriate notice was given of such Motion and any hearing thereof. The Court finds that after considering the Motion, the Debtors' response, if any, and the pleadings, the Court finds that the Motion should be granted, and THEREFORE IT IS:

ORDERED, that the Motion is GRANTED;

IT IS FURTHER ORDERED, Dell is allowed an administrative expense claim in the amount of \$253,449.40;

IT IS FURTHER ORDERED, Debtors are directed to pay the allowed administrative expense claim in the amount of \$253,449.40 within ten (10) days of the entry of this Order; and

IT IS FURTHER ORDERED, that the Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation and implementation of this Order, including without limitation any request by Dell for further relief.

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

\_\_\_\_\_  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY COURT

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country	Phone	Fax	Email
Alabama Attorney General	Alabama Attorney General	Attn Bankruptcy Department	501 Washington Ave		Montgomery	AL	36104		334-242-7300		
Counsel for HAM Communications, Inc.	Alston & Bird LLP	Gerard S. Catalanello	90 Park Avenue		New York	NY	10016		212-210-9400	212-210-9444	gerard.catalanello@alston.com
Counsel for Accedian Networks Inc., Fox Net, LLC, Fox Cable Network Services, LLC and Fox News Network, L.L.C.	Alston & Bird LLP	John W. Weiss and William Hao	90 Park Ave		New York	NY	10016		212-210-9400	210-210-9444	john.weiss@alston.com; william.hao@alston.com
Counsel for Fox Net, LLC, Fox Cable Network Services, LLC and Fox News Network, L.L.C.	Alston & Bird LLP	Leib M. Lerner	333 South Hope Street, 16th Fl		Los Angeles	CA	90071		213-576-1000	213-576-1100	leib.lerner@alston.com
Counsel for BOKF, N.A., solely in its capacity as Successor Trustee	Arent Fox LLP	Andrew I. Silfen and Jordana L. Renert	1301 Avenue of the Americas, Fl 42		New York	NY	10019		212-484-3900	212-484-3990	andrew.silfen@arentfox.com; jordana.renert@arentfox.com
Arkansas Attorney General	Arkansas Attorney General	Attn Bankruptcy Department	323 Center St. Ste 200		Little Rock	AR	72201-2610		501-682-2007		oag@ArkansasAG.gov
Counsel for AT&T Corp. and certain of its affiliates and subsidiaries	Arnold & Porter Kaye Scholer LLP	Brian J. Lohan and Ginger Clements	70 West Madison Street, Suite 4200		Chicago	IL	60602		312-583-2300	312-583-2360	brian.lohan@arnoldporter.com; ginger.clements@arnoldporter.com
Counsel for AT&T Corp. and certain of its affiliates and subsidiaries	Arnold & Porter Kaye Scholer LLP	Peta Gordon	250 West 55th Street		New York	NY	10119		212-836-8000	212-836-6517	peta.gordon@arnoldporter.com
Counsel for AT&T Corp. and certain of its affiliates and subsidiaries and Official Committee of Unsecured Creditors	AT&T Services Legal Department	James W. Grudus, Esq.	One AT&T Way, Room 3A115		Bedminster	NJ	07921		908-234-3318	832-213-0157	james.grudus@att.com
Aurelius Capital Management	Aurelius Capital Management	Attn Director or Officer	535 Madison Avenue, 22nd Fl		New York	NY	10022		646-445-6500		
Aurelius Capital Master, Ltd.	Aurelius Capital Master, Ltd.	c/o SS&C Fund Services (Cayman) Ltd.	45 Market Street	Gardenia Court, Camana Bay	Grand Cayman		KY 1-9003	Cayman Islands			
Counsel to Aurelius Capital Master, Ltd.	Aurelius Capital Master, Ltd.	Robbins, Russell, Englert, Orseck, Untereinger & Sauber LLP	Attn William J. Trunk	1801 K St. NW Suite 411L	Washington	DC	20006		202-775-4517	202-775-4510	wtrunk@robbinsrussell.com
Counsel for AppDirect, Inc.	Ballard Spahr LLP	Tobey M. Daluz and Chantelle D. McClamb	919 N. Market Street, 11th Floor		Wilmington	DE	19801		302-252-4465		daluzt@ballardspahr.com; mcclambc@ballardspahr.com
Counsel for Tri Tower Telecom Corporation	Barclay Damon LLP	Beth Ann Binovna and John R. Weider	The Avant Bldg Ste 1200	200 Delaware Ave	Buffalo	NY	14202-2150		716-856-5500	716-856-5510	bbivona@barclaydamon.com; jweider@barclaydamon.com
Counsel for Cisco Systems Capital Corporation	Bialson, Bergen & Schwab, a Professional Corporation	Lawrence M. Schwab and Thomas M. Gaa	633 Menlo Ave., Suite 100		Menlo Park	CA	94025		650-857-9500	650-494-2738	Tgaa@bbslaw.com
Counsel for Netrality Property Trust, LLC	Blank Rome LLP	Evan J. Zucker	1271 Avenue of the Americas		New York	NY	10020		212-885-5000	212-885-5001	EZucker@BlankRome.com
Counsel for Netrality Property Trust, LLC	Blank Rome LLP	Samuel H. Becker, Jose F. Bibiloni	One Logan Square	130 North 18th St	Philadelphia	PA	19103		215-569-5500	215-569-5555	Becker@BlankRome.com; JBibiloni@BlankRome.com
Interested Party	BMC Group, Inc.	T. Feil and Steven Ordaz	3732 W. 120th St		Hawthorne	CA	90250		206-499-2169		sordaz.bmcgroup@ecfalerts.com
Counsel for Ninety Park Property LLC, VNO One Park LLC, 7 West 34th Street LLC	Borah, Goldstein, Altschuler, Nahins & Goidel, P.C.	Jeffrey C. Chancas	377 Broadway		New York	NY	10013		212-965-2663	212-965-2773	jchancas@borahgoldstein.com
Counsel for Saetec, Inc. and Access Communication Services, Inc.	Boylan Code LLP	Devin Lawton Palmer	145 Culver Road, Suite 100		Rochester	NY	14620		585-232-5300	585-238-9054	dpalmer@boylancode.com
Counsel for ADTRAN, Inc.	Bradley Arant Boult Cummings, LLP	Jay R. Bender, Cathleen C. Moore	One Federal Place	1819 5th Avenue North	Birmingham	AL	35203		205-521-8000		jbender@bradley.com; ccmoore@bradley.com
Counsel for Communication Data Link, LLC	Brick Gentry, P.C.	Thomas L. Flynn	6701 Westown Parkway, Suite 100		West Des Moines	IA	50266		515-274-1450	515-274-1488	Tom.flynn@brickgentrylaw.com
Counsel for Gallagher Fiduciary Advisors, LLC	Bryan Cave Leighton Paisner LLP	Brian C. Walsh	One Metropolitan Square	211 North Broadway, Suite 3600	St. Louis	MO	63102		314-259-2717		brian.walsh@bcplaw.com
Counsel for Gallagher Fiduciary Advisors, LLC	Bryan Cave Leighton Paisner LLP	Lindsey Robin	2200 Ross Ave, Suite 3300		Dallas	TX	75201		214-721-8000		Lindsey.Robin@bcplaw.com
Counsel for Delaware Trust Company	Bryan Cave Leighton Paisner LLP	Stephanie Wickowski and Jeremy Finkelstein	1290 Avenue of the Americas		New York	NY	10104		212-541-2002		stephanie.wickowski@bcplaw.com; jeremy.finkelstein@bcplaw.com
Counsel for Gallagher Fiduciary Advisors, LLC	Bryan Cave Leighton Paisner LLP	Thomas J. Schell	1290 Avenue of the Americas		New York	NY	10104-3300		212-541-2115	212-541-1462	tjschell@bcplaw.com
Counsel for Oracle America, Inc.	Buchalter, A Professional Corporation	Shawn M. Christianson	55 Second Street, 17th Floor		San Francisco	CA	94105-3493		415-227-0900	415-227-0770	schristianson@buchalter.com
Counsel for Altec Capital Services, LLC	Burr & Forman LLP	Joe A. Joseph and Regan Loper	420 North 20th Street, Suite 3400		Birmingham	AL	35203		205-458-3000	205-251-3000	joseph@burr.com; rloper@burr.com
Counsel for Altec Capital Services, LLC	Burr & Forman LLP	Richard R. Robinson	1201 N. Market Street, Suite 1407		Wilmington	DE	19801		302-830-2311	302-397-2025	rrobinson@burr.com

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country	Phone	Fax	Email
Counsel for Oakland County Treasurer	Calhoun & Di Ponio, PLC	Kevin C. Calhoun	29828 Telegraph Road		Southfield	MI	48034		248-228-2200		kevin@lawyemich.com
Counsel for Frost Brown Todd LLC for Kentucky Utilities Company and Louisville Gas & Electric Company	Cannon Heyman & Weiss, LLP	Stephen L. Yonaty	726 Exchange St, Ste 500		Buffalo	NY	14210		716-856-1700	716-856-2311	syonaty@chwattys.com
Interested Party	Camody Torrance Sandak & Hennessey LLP	Thomas J. Sansone	195 Church Street	PO Box 1950	New Haven	CT	06509-1950		203-777-5501	203-784-3199	tsansone@camodylaw.com
Counsel for Byers Engineering Company	Chaiken Klorfein, LLC	Fredric Chaiken	1140 Hightower Trail, Building 2		Atlanta	GA	30350		770-641-5919	770-641-5920	fc@chaikenklorfein.com
Agent under the Revolver and Term Loan Credit Agreements	Chase Bank, N.A.	George D. Ionas	500 Stanton Christiana Road	Floor 3, Ops 2	Newark	DE	19713			302-634-3301	george.d.ionas@ipmorgan.com
Counsel for Berkley Insurance Company and Aspen American Insurance Company	Chiesa Shahinian & Giantomasi PC	Amen Shahinian	One Boland Drive		West Orange	NJ	07052		973-530-2002	973-530-2202	ashahinian@csglaw.com
Counsel for Berkley Insurance Company and Aspen American Insurance Company	Chiesa Shahinian & Giantomasi PC	Beth J. Rotenberg	One Boland Drive		West Orange	NJ	07052		973-530-2118	973-530-2318	brotenberg@csglaw.com
Counsel for Aspen American Insurance Company and Berkley Insurance Company	Chiesa Shahinian & Giantomasi PC	Jonathan Bondy	One Boland Drive		West Orange	NJ	07052		973-530-2052	973-530-2250	jbondy@csglaw.com
Counsel for Berkley Insurance Company and Aspen American Insurance Company	Chiesa Shahinian & Giantomasi PC	Scott A. Zuber	One Boland Drive		West Orange	NJ	07052		973-530-2046	973-530-2246	szuber@csglaw.com
Counsel to Communication Workers of America, AFL-CIO	Cohen, Weiss and Simon LLP	Richard M. Seltzer and Melissa S. Woods	900 Third Avenue, 21st Fl		New York	NY	10022-4869		212-356-0219 (Seltzer); 212-356-0234 (Woods)	646-473-8219 (Seltzer); 646-473-8234 (Woods)	rseltzer@cwsny.com; mwoods@cwsny.com
Counsel for Hancock Reit Proscenium LLC, Hancock S-REIT AtI Corp and John Hancock Life Insurance (U.S.A.)	Coleman & Dempsey, LLP	Arlene L. Coleman	Two Ravinia Dr	Suite 1250	Atlanta	GA	30346		770-392-7100		acoleman@coleman-dempsey.com
Interested Party	Commonwealth of Pennsylvania, Department of Revenue	Carol E. Momjian	Office of Attorney General	The Phoenix Building	Philadelphia	PA	19103		215-560-2128	717-772-4526	cmomjian@attorneygeneral.gov
Official Committee of Unsecured Creditors	Communication Workers of America, AFL-CIO, CLC	Patricia M. Shea, General Counsel	501 Third Street, N.W. Suite 301		Washington	DC	20036				
Counsel for the Texas Comptroller of Public Accounts	Comptroller of Public Accounts of the State of Texas	Courtney J. Hull, Assistant Attorney General	PO Box 12548	Bankruptcy & Collections Division MC 008	Austin	TX	78711-2548		512-475-4862	512-936-1409	courtney.hull@oag.texas.gov
Top 50 Creditor and Official Committee of Unsecured Creditors	Crown Castle Fiber	Scott Callahan, Senior Manager of Credit & Collections	80 Central Street		Boxborough	MA	01719		978-264-6000; 978-268-9309	978-264-6100	
Counsel for Admin Agent	Davis Polk & Wardwell LLP	Brian M. Resnick and David Schiff	450 Lexington Avenue		New York	NY	10017		212-450-4213 (B. Resnick); 212-450-3182 (D. Schiff)	212-701-5213 (B. Resnick); 212-701-6182 (D. Schiff)	brian.resnick@davispolk.com; david.schiff@davispolk.com
Counsel for Uniti Group Inc.	Davis Polk & Wardwell LLP	Marshall S. Huebner, Eli J. Vonnegut, James M. Millerman	450 Lexington Ave		New York	NY	10017		212-450-4000	212-701-5800	uniti.routing@davispolk.com
Counsel for DIP Agent	Davis Polk & Wardwell LLP	Timothy Graulich and Natasha Tsiouris	450 Lexington Avenue		New York	NY	10017		212-450-4639	212-701-5639	timothy.graulich@davispolk.com; natasha.tsiouris@davispolk.com; windstream.citi.routing@davispolk.com
Counsel for the Commonwealth of Pennsylvania, Department of Environmental Protection	Department of Environmental Protection	Vera N. Kanova	Central Office of Chief Counsel	400 Market Street	Harrisburg	PA	17101-2063		717-787-9370	717-783-7911	verkanova@pa.gov
US Department of Justice	Department of Justice US Attorney General	Commercial Litigation Branch	950 Pennsylvania Ave NW		Washington	DC	20530		202-514-2000	202-307-6777	askdoj@usdoj.gov
Counsel to TFC McDowell LLC	DLA Piper LLP (US)	Rachel Ehrlich Albanese	1251 Avenue of the Americas		New York	NY	10020-1104		212-335-4500	212-335-4501	rachel.albanese@dlapiper.com
Counsel to TFC McDowell LLC	DLA Piper LLP (US)	Richard M. Kremen and Virginia R. Callahan	6225 Smith Avenue		Baltimore	MD	21209		410-580-3000	410-580-3001	richard.kremen@dlapiper.com; virginia.callahan@dlapiper.com
Counsel for Firooz Soulati and Mahin Amidzadeh	Eckert Seamans Cherin & Mellott, LLC	Christopher F. Graham, Sarah H. Morrissey	10 Bank Street, Suite 700		White Plains	NY	10606		914-286-6443	914-949-5424	cgraham@eckertseamans.com; smorrissey@eckertseamans.com
Federal Communications Commission	Federal Communications Commission	Attn General Counsel	445 12th Street SW		Washington	DC	20554		202-418-1700	202-418-2822	thomas.johnson@fcc.gov
Counsel for Georgia Power Company, Southern Company Services, Inc., and Southern Telecom, Inc.	FisherBroyles, LLP	Hollace T. Cohen	445 Park Ave, 9th Fl		New York	NY	10022		917-365-4871	212-423-0618	hollace.cohen@fisherbroyles.com

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country	Phone	Fax	Email
Counsel for Georgia Power Company, Southern Company Services, Inc., and Southern Telecom, Inc.	FisherBroyles, LLP	Thomas R. Walker	945 East Paces Ferry Rd NE, Suite 200		Atlanta	GA	30326		404-728-1970	470-300-9337	thomas.walker@fisherbroyles.com
Florida Attorney General	Florida Attorney General	Attn Bankruptcy Department	The Capitol PL-01		Tallahassee	FL	32399-1050		850-414-3300	850-487-2564	
Counsel for Actiontec Electronics, Inc.	Foley & Lardner LLP	Victor A. Vilaplana	3579 Valley Centre Drive, Suite 300		San Diego	CA	92130		858-847-6759	858-792-6773	vilaplana@foley.com
Counsel for Microsoft Corporation and Microsoft Licensing, GP	Fox Rothschild LLP	Maria A. Milano	1001 Fourth Avenue, Suite 4500		Seattle	WA	98154		206-624-3600	206-389-1708	mamilano@foxrothschild.com
Counsel for Omaha Public Power District	Fraser Stryker PC LLO	Stephen M. Bruckner, Mark R. O'siochain and Steven R. Hogan II	500 Energy Plaza	409 S 17th Street	Omaha	NE	68102		402-341-6000	402-341-8290	sbruckner@fraserstryker.com; shogan@fraserstryker.com; mosiochain@fraserstryker.com
Counsel for BOKF, N.A., solely in its capacity as Successor Trustee	Frederic Dorwart, Lawyers PLLC	Samuel S. Ory	124 East Fourth St		Tulsa	OK	74103-5010		918-583-9913	918-583-8251	sory@fdlaw.com
Counsel for Santander Bank, N.A.	Gebhardt & Smith LLP	Michael D. Nord	One South Street, Suite 2200		Baltimore	MD	21202		410-385-5072		Mnord@gebsmith.com
Georgia Attorney General	Georgia Attorney General	Attn Bankruptcy Department	40 Capital Square, SW		Atlanta	GA	30334-1300		404-656-3300	404-657-8733	Agcarr@law.ga.gov
Counsel for SunTrust Equipment Finance & Leasing Corp.	Gordon Rees Scully Mansukhani LLP	Megan M. Adeyemo	2200 Ross Avenue, Suite 4100W		Dallas	TX	75201		214-231-4660	214-461-4053	madeyemo@grsm.com
Counsel for NW 230 Congress Street Property Owner LLC	Halperin Battaglia Benzija, LLP	Donna H. Lieberman	40 Wall Street, 37th Floor		New York	NY	10005		212-765-9100		dlieberman@halperinlaw.net
Counsel for Landlord DAR Enterprises, L.L.C.	Halperin Battaglia Benzija, LLP	Donna H. Lieberman	40 Wall Street, 37th Floor		New York	NY	10005		212-765-9100		dlieberman@halperinlaw.net
Counsel for RXR SMP Owner LLC	Hamburger, Maxson, Yaffe & McNally, LLP	Lane T. Maxson	225 Broadhollow Road, Suite 301E		Melville	NY	11747		631-694-2400	631-694-1376	lmaxson@hmylaw.com
Counsel for Ribbon Communications Operating Company, Inc.	Hunton Andrews Kurth LLP	Gregory G. Hesse	1445 Ross Avenue, Suite 3700		Dallas	TX	75202		214-468-3335		ghesse@huntonak.com
Counsel for Ribbon Communications Operating Company, Inc.	Hunton Andrews Kurth LLP	Michael S. Legge	200 Park Avenue		New York	NY	10166		212-309-1000		mlegge@huntonak.com
Interested Party	IBM Corporation	Marie-Josée Dube	275 Viger East		Montreal	QC	H2X 3R7	Canada	514-964-0694	845-491-5032	mjdube@ca.ibm.com
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation	2970 Market St		Philadelphia	PA	19104			855-235-6787	Mimi.M.Wong@irsounsel.treas.gov
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346		Philadelphia	PA	19101-7346		800-973-0424	855-235-6787	Mimi.M.Wong@irsounsel.treas.gov
Iowa Attorney General	Iowa Attorney General	Attn Bankruptcy Department	Hoover State Office Bldg	1305 E. Walnut Street	Des Moines	IA	50319		515-281-5164	515-281-4209	IDR.Bankruptcy@ag.iowa.gov
Counsel for U.S. TelePacific Corp.	J. Scott Bovitz		1100 Wilshire Boulevard Ste. 2403		Los Angeles	CA	90017-1961		213-346-8300	213-928-4174	bovitz@bovitz-spitzer.com
Counsel for Robert Murray, Lead Plaintiff	Johnson Fistel, LLP	W. Scott Holleman	99 Madison Avenue, 5th Fl		New York	NY	10016		212-802-1486	212-602-1592	scotth@johnsonfistel.com
Agent under the Revolver and Term Loan Credit Agreements	JPMorgan Chase Bank, N.A.,	Timothy D. Lee	383 Madison Avenue	24th Floor	New York	NY	10179			212-270-5100	timothy.d.lee@jpmorgan.com
Claims and Noticing Agent	KCC	Joe Morrow	222 N. Pacific Coast Highway	Suite 300	EI Segundo	CA	90245		877-759-8815	310-751-1548	windstreaminfo@kccllc.com
Counsel for UMB Bank, National Association, as Indenture Trustee	Kelley Drye & Warren LLP	James S. Carr, Eric R. Wilson, and Benjamin D. Feder	101 Park Ave		New York	NY	10178		212-808-7800	212-808-7897	jcarr@kelleydrye.com; ewilson@kelleydrye.com; bfeder@kelleydrye.com
Counsel for Fusion Connect, Inc., on behalf of its various subsidiaries	Kelley Drye & Warren LLP	Kristin S. Elliott and Eric R. Wilson	101 Park Ave		New York	NY	10178		212-808-7800	212-808-7897	KDWBankruptcyDepartment@kelleydrye.com; kelliot@kelleydrye.com; ewilson@kelleydrye.com
Kentucky Attorney General	Kentucky Attorney General	Attn Bankruptcy Department	700 Capitol Avenue	Capitol Building, Suite 118	Frankfort	KY	40601-3449		502-696-5300		
Counsel for Electric Plant Board of the City of Glasgow	Kerrick Bachert PSC	Scott A. Bachert	1025 State Street	P. O. Box 9547	Bowling Green	KY	42102-9547		270-782-8160	270-782-5856	sbachert@kericklaw.com
Counsel for Ankura Trust Company, LLC	Kilpatrick Townsend & Stockton LLP	Michael D. Langford	1100 Peachtree Street NE, Suite 2800		Atlanta	GA	30309-4528		404-815-6500	404-815-6555	mlangford@kilpatricktownsend.com
Counsel for Ankura Trust Company, LLC	Kilpatrick Townsend & Stockton LLP	Todd C. Meyers, Gianfranco Finizio	The Grace Building	1114 Avenue of the Americas	New York	NY	10036-7703		212-775-8700	212-775-8800	tmeyers@kilpatricktownsend.com; gfinizio@kilpatricktownsend.com
Debtors' Counsel	Kirkland & Ellis LLP	Marc Kieselstein; Ross M. Kwasteniet; Brad Weiland; John R. Luze	300 N. LaSalle		Chicago	IL	60654		312-862-2000	312-862-2200	mkieselstein@kirkland.com; rkwasteniet@kirkland.com; bweiland@kirkland.com; john.luze@kirkland.com

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country	Phone	Fax	Email
Debtors' Counsel	Kirkland & Ellis LLP	Stephen E. Hessler, Susan D. Golden; Cristine Pirro; George Kildonas	601 Lexington Ave		New York	NY	10022		212-446-4800	212-446-4900	shessler@kirkland.com; susan.golden@kirkland.com; cristine.pirro@kirkland.com; george.kildonas@kirkland.com
Counsel for 530 6th Street, LLC	Law Offices of Branson & Branson, LLP	Uzzell S. Branson III	301 N. Lake Avenue, Ste. 410		Pasadena	CA	91101		818-216-2206		usb3@usblaw.com
Counsel for NW 230 Congress Street Property Owner LLC	Law Offices of Kevin S. Neiman	Kevin S. Neiman	999 18th Street, Suite 1230 S		Denver	CO	80202		303-996-8637		kevin@ksnpc.com
Top 50 Creditor and Official Committee of Unsecured Creditors	LEC Services Inc	David S. Crossley, Chief Operating Officer	138 Van Camp Blvd		Los Lunas	NM	87031		505-301-3404		DSCROSSLEY@ISP.COM
Counsel for Bexar County	Linebarger Goggan Blair & Sampson, LLP	David G. Aelvoet	711 Navarro Street, Ste 300		San Antonio	TX	78205		210-225-6763	210-225-6410	sanantonio.bankruptcy@publicans.com
Counsel for Iredell ISD, Kleberg County, Raymondville ISD, et al. (Hidalgo County)	Linebarger Goggan Blair & Sampson, LLP	Diane Wade Sanders	PO Box 17428		Austin	TX	78760		512-447-6675	512-443-5114	austin.bankruptcy@lbs.com
Counsel for Dallas County	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2777 N. Stemmons Freeway, Ste 1000		Dallas	TX	75207		214-880-0089	469-221-5003	dallas.bankruptcy@publicans.com
Counsel for Fort Bend CO WCID # 02 and Wharton Co Jr Coll Dist	Linebarger Goggan Blair & Sampson, LLP	John P. Dillman	PO Box 3064		Houston	TX	77253-3064		713-844-3400	713-844-3503	houston_bankruptcy@publicans.com
Counsel for U.S. Bank, National Association, as Indenture Trustee	Loeb & Loeb LLP	Walter H. Curchack and Vadim J. Rubinstein	345 Park Avenue		New York	NY	10154		212-407-4000	212-407-4990	wcurchack@loeb.com; vrubinstein@loeb.com
Counsel for Robert Murray, Lead Plaintiff	Lowenstein Sandler LLP	Michael S. Etkin and Andrew Behlmann	One Lowenstein Dr		Roseland	NJ	07068		973-597-2500	973-597-2333	metkin@lowenstein.com; abelmann@lowenstein.com
Counsel for GTT Communications, Inc.	Marcus & Shapira LLP	Darlene M. Nowak and Scott Livingston	One Oxford Centre	301 Grant Street, 35th Floor	Pittsburgh	PA	15219		412-338-5214	412-391-8758	nowak@marcus-shapira.com; livingston@marcus-shapira.com
Counsel for U.S. TelePacific Corp.	Marilyn Macron, P.C.	Marilyn Cowhey Macron	211 Beach 134th St, 1st Fl		Belle Harbor	NY	11694		718-404-7199	718-945-7455	marilyn@marilynmacron.com
Counsel for U.S. Bank, National Association, as Indenture Trustee	Maslon LLP	Clark T. Whitmore and Jason Reed	3300 Wells Fargo Center	90 South Seventh Street	Minneapolis	MN	55402		612-672-8200	612-642-8335	Clark.Whitmore@maslon.com; Jason.Reed@maslon.com
Counsel for Columbia Office Properties, LLC	Mayer Brown LLP	Christine A. Walsh	1221 Avenue of the Americas		New York	NE	10020-1001		212-506-2500	212-262-1910	cwalsh@mayerbrown.com
Counsel for New York Football Giants, Inc.	McCarter & English LLP	John R Stoelker	Worldwide Plaza	825 Eighth Ave, 31st Fl	New York	NY	10019		212-609-6800	212-609-6921	jstoelker@mccarter.com
Counsel for the Texas Taxing Jurisdictions	McCreary, Veselka, Bragg & Allen, P.C.	Tara LeDay	P.O. Box 1269		Round Rock	TX	78680		512-323-3200	512-323-3205	tleday@mvbalaw.com
Counsel for United Electric Cooperative Services, Inc.	McDonald Sanders, P.C.	Donald A. Kaczowski	777 Main Street, Suite 1300		Forth Worth	TX	76102		817-336-8651	817-334-0271	dak@mcdonaldlaw.com
Counsel for Sprint Communications Company, LP	MCGUIREWOODS LLP	David I. Swan, Thuc-Doan Phan	1750 Tysons Blvd., Suite 1800		Tysons	VA	22102		703-712-5365	703-712-5246	dswan@mcquirewoods.com; dphan@mcquirewoods.com
Counsel for Sprint Communications Company, LP	MCGUIREWOODS LLP	Nathan Greenberg	1251 Avenue of the Americas 20th Fl		New York	NY	10020		212-548-2100	212-548-2150	ngreenberg@mcquirewoods.com
Counsel to Ad Hoc Group of Second Lien Noteholders	Milbank LLP	Dennis F. Dunne, Andrew M. Leblanc, Samuel A. Khalil	55 Hudson Yards		New York	NY	10001-2163		212-530-5000	212-530-5219	ddunne@milbank.com; aleblanc@milbank.com; skhalil@milbank.com
Minnesota Attorney General	Minnesota Attorney General	Attn Bankruptcy Department	445 Minnesota St Suite 1400		St Paul	MN	55101-2131		651-296-3353		Attorney.General@ag.state.mn.us
Mississippi Attorney General	Mississippi Attorney General	Attn Bankruptcy Department	Walter Sillers Building	550 High St Ste 1200	Jackson	MS	39201		601-359-3680		
Missouri Attorney General	Missouri Attorney General	Attn Bankruptcy Department	Supreme Court Bldg	207 W. High St.	Jefferson City	MO	65101		573-751-3321	573-751-0774	attorney.general@ago.mo.gov
Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Steven A. Ginther	PO Box 475		Jefferson City	MO	65105-0475		573-751-5531	573-751-7232	sdnyecf@dor.mo.gov
Counsel for Axiom LLC	Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.	Stan. D Smith	425 West Capitol Ave, Ste 1800		Little Rock	AR	72201-3525		501-688-8830		ssmith@mwlaw.com
Counsel for Meredith Corporation	Morris James LLP	Brett D. Fallon	500 Delaware Avenue, Suite 1500	P.O. Box 2306	Wilmington	DE	19899-2306		302-888-6888	302-571-1750	bfallon@mormsjames.com
Counsel for the Official Committee of Unsecured Creditors	Morrison & Foerster LLP	Lorenzo Marinuzzi, Brett H. Miller, Todd M. Goren, Jennifer L. Marines, and Erica J. Richards	250 West 55th St		New York	NY	10019		212-468-8000	212-468-7900	LMarinuzzi@mofo.com; BrettMiller@mofo.com; TGoren@mofo.com; JMarines@mofo.com; ERichards@mofo.com
Counsel for GLM DFW, Inc.	Munsch Hardt Kopf & Harr, P.C.	Thomas D. Berghman, Davor Rukavina	500 N. Akard, Suite 3800		Dallas	TX	75201-6659		214-855-7500	214-855-7584	tberghman@munsch.com; drukavina@munsch.com
Counsel for Cyient, Inc.	Murtha Cullina LLP	Robert E. Kaelin	CityPlace I - 185 Asylum St		Hartford	CT	06103-3469		860-240-6036	860-240-6150	rkaelin@murthalaw.com
Nebraska Attorney General	Nebraska Attorney General	Attn Bankruptcy Department	2115 State Capitol	P.O. Box 98920	Lincoln	NE	68509		402-471-2682	402-471-3297	ago.info.help@nebraska.gov
New Mexico Attorney General	New Mexico Attorney General	Attn Bankruptcy Department	408 Galisteo St	Villagra Building	Santa Fe	NM	87501		505-490-4060	505-490-4883	
New York Attorney General	New York Attorney General	Attn Bankruptcy Department	Office of the Attorney General	The Capitol, 2nd Fl.	Albany	NY	12224-0341		518-474-7330		

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country	Phone	Fax	Email
Counsel for California Public Employees' Retirement System ("CalPERS")	Nixon Peabody LLP	Louis J. Cisz, III	One Embarcadero Center, 32nd Fl		San Francisco	CA	94111		415-984-8320	415-984-8300	lcisz@nixonpeabody.com
North Carolina Attorney General	North Carolina Attorney General	Attn Bankruptcy Department	9001 Mail Service Center		Raleigh	NC	27699-9001		919-716-6400	919-716-6750	dlennon@ncdoj.gov
Counsel for the Board of Directors of Windstream Holdings, Inc.	Norton Rose Fulbright US LLP	Kristian W. Gluck	2200 Ross Avenue, Suite 3600		Dallas	TX	75201-7932		214-855-8210	214-855-8200	kristian.gluck@nortonrosefulbright.com
Counsel for the Board of Directors of Windstream Holdings, Inc.	Norton Rose Fulbright US LLP	Louis R. Strubeck, Jr. and James A. Copeland	1301 Avenue of the Americas		New York	NY	10019-6022		2212-318-3159	212-541-5369	louis.strubeck@nortonrosefulbright.com; james.copeland@nortonrosefulbright.com
Counsel for the New York State Department of Taxation and Finance	NYS Department of Taxation and Finance	Amanda Hiller, Deputy Commissioner, Jeffrey K. Cymbler District Tax Attorney	15 MetroTech Center		Brooklyn	NY	11201		347-390-8837		Jeffrey.Cymbler@tax.ny.gov
Counsel for Oakland Schools	Oakland Schools	Sherry McMillan	2111 Pontiac Lake Road		Waterford	MI	48328		248-209-2062		Tonia.Wemette@oakland.k12.mi.us
Counsel for New York State Department of Taxation and Finance	Office of the New York State Attorney General	Leo V. Gagion, Assistant Attorney General	28 Liberty Street, 17th Floor		New York	NY	10005		212-416-8592		leo.gagion@ag.ny.gov
New York Attorney General	Office of the NY Attorney General	Attorney General	120 Broadway 24th Fl		New York	NY	10271		212-416-8000	212-416-6075	
New York Attorney General	Office of the NY Attorney General	Attorney General	The Capitol		Albany	NY	12224-0341		800-771-7755		
US Trustee	Office of the United States Trustee	Attn Paul Schwartzberg and Serene Nakano	201 Varick Street, Suite 1006	William K Harrington	New York	NY	10014		212-510-0500	212-668-2255	paul.schwartzberg@usdoj.gov
United States Attorneys Office SDNY	Office of US Attorney SDNY	Attn Tax & Bankruptcy Unit	86 Chambers St, Third Floor		New York	NY	10007		212-637-2800	212-637-2684	Jeffrey.Oestericher@usdoj.gov
Ohio Attorney General	Ohio Attorney General	Attn Bankruptcy Department	30 E. Broad St, 14th Fl		Columbus	OH	43215		614-466-4986		
Oklahoma Attorney General	Oklahoma Attorney General	Attn Bankruptcy Department	313 NE 21st St		Oklahoma City	OK	73105		405-521-3921	405-521-6246	
Counsel for Velocloud Networks, LLC, a VMware company	Orick, Herrington & Sutcliffe LLP	Debra L. Felder	1152 15th St, NW		Washington	DC	20005		202-339-8567	202-339-8500	dfelder@orick.com
Counsel for Velocloud Networks, LLC, a VMware company	Orick, Herrington & Sutcliffe LLP	Lorraine S. McGowen	51 West 52nd St		New York	NY	10019		212-506-5114	212-506-5151	lmcgowen@orick.com
Counsel for Zayo Group, LLC	Pachulski Stang Ziehl & Jones LLP	Debra I. Grassgreen and John W. Lucas	150 California St, 15th Fl		San Francisco	CA	94111		415-263-7000	415-263-7010	dgrassgreen@pszjlaw.com; jlucas@pszjlaw.com
Counsel to Ad Hoc Group of First Lien Term Lenders	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Andrew N. Rosenberg, Brian S. Hermann, Samuel E. Lovett	1285 Avenue of the Americas 16th Floor, Strawberry Square		New York	NY	10019-6064		212-373-3000	212-757-3990	arosenberg@paulweiss.com; bhermann@paulweiss.com; slovett@paulweiss.com
Pennsylvania Attorney General	Pennsylvania Attorney General	Attn Bankruptcy Department	Office of the General Counsel	1200 K Street NW	Washington	DC	20005-4026		202-326-4020 x 3625	202-326-4112	Amador.Desiree@pbgc.gov; efile@pbgc.gov
Counsel for Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Desiree M. Amador	Office of the General Counsel	1200 K Street N.W.	Washington	DC	20005-4026		202-326-4000	202-326-4112	
Official Committee of Unsecured Creditors	Pension Benefit Guaranty Corporation	Thomas Taylor, Supervisory Financial Analyst	1200 K Street N.W.		Washington	DC	20005-4026		202-326-4000	202-326-4112	
Counsel for Ensono, LLP	Pepper Hamilton LLP	David B. Stratton, Evelyn J. Meltzer and Kenneth A. Listwak	Hercules Plaza, Suite 5100	1313 Market Street	Wilmington	DE	19801		302-777-6500	302-421-8390	strattond@pepperlaw.com; meltzere@pepperlaw.com; listwakk@pepperlaw.com
Counsel for United Call Center Solutions, LLC	Pepper Hamilton, LLP	Henry J. Jaffe and Kenneth A. Listwak	Hercules Plaza, Suite 5100	1313 Market Street	Wilmington	DE	19801		302-777-6500	302-421-8390	jaffeh@pepperlaw.com; listwakk@pepperlaw.com
Counsel for Andrews County Tax Office, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	c/o Laura J. Monroe	P.O. Box 817		Lubbock	TX	79408		806-744-5097	806-744-9953	lmbkr@pbfc.com
Counsel for Holiday Independent School District, City of Wichita Falls, Wichita Falls Independent School District, et al.	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	c/o Jeanmarie Baer	PO Box 8188		Wichita Falls	TX	76307		940-723-4323	940-723-8553	jbaer@pbfc.com
Counsel for Austin County Appraisal District, Burkeville Independent School District, Chambers County Tax Office, et al.	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	c/o Owen M. Sonik	1235 North Loop West, Ste 600		Houston	TX	77008		713-862-1860	713-862-1429	osonik@pbfc.com
Counsel for Sho-Me Technologies, LLC, Sho-Me Power Electric Cooperative, Gascosage Electric Cooperative; and Pearce Services	Polsinelli PC	Brenna A. Dolphin	222 Delaware Avenue, Suite 1101		Wilmington	DE	19801		302-252-0920	302-252-0921	bdolphin@polsinelli.com
Counsel for Sho-Me Technologies, LLC, Sho-Me Power Electric Cooperative, Gascosage Electric Cooperative; and Pearce Services	Polsinelli PC	Jeremy R. Johnson	600 3rd Avenue, 42nd Fl		New York	NY	10016		212-684-0199	212-684-0197	jeremy.johnson@polsinelli.com

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country	Phone	Fax	Email
Public Service Commission of the State of New York	Public Service Commission of the State of New York	John C. Graham	Three Empire State Plaza, 17th Fl		Albany	NY	12223-1350		518-474-7687		john.graham@dps.ny.gov
Counsel for Fifth Third Bank	Reed Smith LLP	Christopher A. Lynch and Richard J. Tannenbaum	599 Lexington Avenue		New York	NY	10022		212-521-5400	212-521-5450	clynch@reedsmith.com; rtannenbaum@reedsmith.com
Counsel for Wilmington Trust, National Association, as indenture trustee for the holders of 10.500% Second Lien Notes due June 20, 2024 and 9.00% Second Lien Notes due June 30, 2025	Reed Smith LLP	Kurt F. Gwynne and Jason D. Angelo	1201 North Market Street, Suite 1500		Wilmington	DE	19801		302-778-7500	302-778-7575	kgwynne@reedsmith.com; jangelo@reedsmith.com
Counsel for Robert Murray, Lead Plaintiff	Robbins Geller Rudman & Dowd LLP	Randall J. Baron, David A. Knotts and Eun Jin Lee	655 West Broadway, Ste 1900		San Diego	CA	92101		619-231-1058	619-231-7423	dknotts@rgrdlaw.com; elee@rgrdlaw.com
Counsel for Galleria Operating Co, Inc.	Robinson Brog Leinwand Greene Genovese & Gluck P.C.	Fred B. Ringel	875 Third Avenue, 9th Floor		New York	NY	10022		212-603-6300	212-956-2164	fbr@robinsonbrog.com
Counsel for American Arbitration Association	Rumberger, Kirk & Caldwell, P.C.	R. Scott Williams	2001 Park Place North, Suite 1300		Birmingham	AL	35203		205-327-5550	205-326-6786	swilliams@rumberger.com
Counsel for Element Fleet Corporation (formerly known as Gelco Corporation)	Saul Ewing Arnstein & Lehr LLP	John D. Demmy	1201 N. Market St, Ste 2300	P.O. Box 1266	Wilmington	DE	19899		302-421-6848	302-421-5881	john.demmy@saul.com
Counsel for SBA Communications Corporation, Equinix, Inc. and CBRE, Inc.	Saul Ewing Arnstein & Lehr LLP	Lucian B. Murley	1201 N. Market Street , Suite 2300	P.O. Box 1266	Wilmington	DE	19899		302-421-6898		luke.murley@saul.com
Secretary of the State	Secretary of State	Division of Corporations	99 Washington Ave Ste 600	One Commerce Plz	Albany	NY	12231-0001		518-473-2492	518-474-1418	
Secretary of the State	Secretary of State		123 William St		New York	NY	10038-3804		212-417-5800	212-417-2383	
Securities and Exchange Commission Headquarters	Securities and Exchange Commission	Attn General Counsel	100 F St NE		Washington	DC	20549		202-551-6061	202-772-9180	SECBankruptcy-OGC-ADO@sec.gov; NYROBankruptcy@sec.gov
Securities and Exchange Commission NY Regional	Securities and Exchange Commission NY Regional Office	Andrew Calamari Regional Director	Brookfield Place	200 Vesey St Ste 400	New York	NY	10281-1022		212-336-1100; 212-336-1020	212-336-1320	bankruptcynticeschr@sec.gov
Counsel for the Dycorn Entities and TCS Communications, LLC	Shearman & Sterling LLP	Fredric Sosnick and Sara Coelho	599 Lexington Avenue		New York	NY	10022		212-848-4000	646-848-7179	fsosnick@shearman.com; sara.coelho@shearman.com
Counsel to the Ad Hoc Group of Midwest Noteholders	Shearman & Sterling LLP	Joel Moss and Jordan A. Wishnew	599 Lexington Avenue		New York	NY	10022-6069		212-848-4693	212-848-7179	joel.moss@shearman.com; jordan.wishnew@shearman.com
Counsel for 7121 Fairway Owner, LLC	Shutts & Bowen LLP	Larry I. Glick	200 South Biscayne Boulevard, Suite 4100		Miami	FL	33131		305-358-6300	305-381-9982	lglick@shutts.com
Counsel for Business Communications Management, Inc. and BCM One, Inc.	Sidley Austin LLP	Dennis Kao	787 Seventh Ave		New York	NY	10019		212-839-5300	212-839-5599	dkao@sidley.com
Counsel for Business Communications Management, Inc. and BCM One, Inc.	Sidley Austin LLP	Dennis M. Twomey	One South Dearborn St		Chicago	IL	60603		312-853-7000	312-853-7036	dtwomey@sidley.com
Counsel for Simon Property Group, L.P. and its related entities	Simon Property Group, L.P.	Ronald M. Tucker	225 West Washington St		Indianapolis	IN	46204		317-263-2346	317-263-7901	rtucker@simon.com
Counsel for JPMorgan Chase Bank, N.A.	Simpson Thacher & Bartlett LLP	Sandeep Qusba, Nicholas E. Baker, and Jamie J. Fell	425 Lexington Ave		New York	NY	10017		212-455-2000	212-455-2502	squsba@stblaw.com; nbaker@stblaw.com; jamie.fell@stblaw.com
Counsel to Conduent Commercial Solutions LLC	Singer & Levick, PC	Michelle E. Shriro	16200 Addison Rd, Ste 140		Addison	TX	75001		972-380-5533	972-380-5748	mshriro@singerlevick.com
Counsel for MAP Ground Lease Owner LLC and Plymouth TFC, General Partnership	Sirlin Lesser & Benson, P.C.	Dana S. Plon	123 South Broad St, Ste 2100		Philadelphia	PA	19109		215-864-9700		dplon@sirlinlaw.com
Counsel for Omni Group	SmithAmundsen LLC	William S. Hackney	150 North Michigan Ave Ste 3300		Chicago	IL	60601		312-894-3200	312-394-3210	whackney@salawus.com
South Carolina Attorney General	South Carolina Attorney General	Attn Bankruptcy Department	401 Congress Avenue, Suite 1540	1000 Assembly St Room 519	Columbia	SC	29201		803-734-3970	803-253-6283	
Counsel for Cyrus One	Sprouse Law Firm	Marvin E. Sprouse III	401 Congress Avenue, Suite 1540		Austin	TX	78701		512-658-1915		msprouse@sprousepllc.com
Counsel to Transaction Network Services, Inc.	Squire Patton Boggs (US) LLP	Christopher J. Giaimo and Jeffrey N. Rothleder	2550 M Street, NW		Washington	DC	20037		202-457-6000	202-457-6315	christopher.giaimo@squirepb.com; jeffrey.rothleder@squirepb.com
Counsel for Prodapt North America, Inc., and USIC LLC	Squire Patton Boggs (US) LLP	Stephen D. Lemer	30 Rockefeller Plaza		New York	NY	10112		212-872-9800	212-872-9815	stephen.lemer@squirepb.com
Interested Party	State of Michigan, Department of Treasury	Dana Nessel and Juandisha M. Harris	Cadillac Place, Ste 10-200	3030 W. Grand Blvd.	Detroit	MI	48202		313-456-0140		harris12@michigan.gov
Counsel for Digital Realty Trust, L.P. and affiliates	Stoel Rives LLP	Ellen E. Ostrow	201 Main St No. 1100		Salt Lake City	UT	84111		801-578-6956	801-578-6999	ellen.ostrow@stoel.com



Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country	Phone	Fax	Email
Counsel for Digital Realty Trust, L.P. and affiliates	Steel Rives LLP	Oren Buchanan Haker	760 SW Ninth Avenue, Suite 3000		Portland	OR	97205		503-294-9338	503-220-2480	oren.haker@steel.com
Counsel for CenturyLink	Stinson LLP	Brittany M. Michael	1325 Avenue of the Americas, 27th Floor		New York	NY	10019		612-335-1500	612-335-1657	brittany.michael@stinson.com
Counsel for Dell Marketing, L.P.	Streusand, Landon, Ozburn & Lemmon, LLP	Sabrina L. Streusand	1801 S. MoPac Expressway	Suite 320	Austin	TX	78746			512-236-9904	streusand@slolip.com
Counsel for ATM Four LLC	Stuart P. Gelberg		600 Old Country Road Ste 410		Garden City	NY	11530		516-228-4280		sppg@13trustee.net
Counsel for POTA JV, LLC	Stutzman, Bromberg, Esserman & Pflfka, A Professional Corporation	Peter C. D'Apice	2323 Bryan Street, Suite 2200		Dallas	TX	75201		214-969-4900	214-969-4999	dapice@sbsp-law.com
Texas Attorney General	Texas Attorney General	Attn Bankruptcy Department	300 W. 15th St		Austin	TX	78701		512-463-2100	512-475-2994	
Counsel for ATM Four LLC	The Law Offices of Geoffrey T. Mott, P.C.	Geoffrey T. Mott	7600 Jericho Turnpike, No 105		Woodbury	NY	11797		516-544-4600		gmott@geoffreymottlaw.com
Counsel for TN Dept of Revenue	TN Dept of Revenue	c/o TN Attorney General's Office, Bankruptcy Division	PO Box 20207		Nashville	TN	37202-0207		615-741-1935	615-741-3334	AGBankNewYork@ag.tn.gov
Counsel for ScanSource, Inc.,	Troutman Sanders LLP	Brett D. Goodman	875 Third Ave		New York	NY	10022		212-704-6000	212-704-6288	brett.goodman@troutman.com
Counsel for ScanSource, Inc., Indenture Trustee to the 8.75%, 8.625%, 6 3/8%, 7.5%, and 7.75% Notes	Troutman Sanders LLP	Harris B. Winsberg	600 Peachtree Street NE, Suite 3000		Atlanta	GA	30308		404-885-3000	404-885-3900	harris.winsberg@troutman.com
Indenture Trustee to the 8.75%, 8.625%, 6 3/8%, 7.5%, and 7.75% Notes	U.S. Bank National Association	Attention: Global Corporate Trust Services	1349 West Peachtree Street	Suite 1050	Atlanta	GA	30309		404-898-8822	404-898-8844	
Official Committee of Unsecured Creditors	UMB Bank	Gavin Wilkinson, Senior Vice President, Corporate Trust	120 South Sixth St, Ste 1400		Minneapolis	MN	55402		612-337-7001		
Chambers	United States Bankruptcy Court	Honorable Judge Drain	300 Quaropas Street Rm 248	Chambers Copy	White Plains	NY	10601				
Environmental Protection Agency (US)	US Environmental Protection Agency	Mail Code 2310A, Office of General Counsel	1200 Pennsylvania Ave NW	Ariel Rios Building	Washington	DC	20004		202-272-0167	202-564-4613	Leopold.matt@Epa.gov
Counsel for Sequential Technology Intemational, LLC	Vedder Price P.C.	Michael L. Schein	1633 Broadway, 31st Floor		New York	NY	10019		212-407-7700	212-407-7799	mschein@vedderprice.com
Top 50 Creditor and Official Committee of Unsecured Creditors	VeloCloud Networks, Inc.	Brooks Beard and Doug Loi	3401 Hillview Ave		Palo Alto	CA	94304		650-427-4268	650-475-5001	bbeard@vmware.com; dloi@vmware.com
Counsel for Viavi Solutions	Vogel Bach & Horn, LLP	Heike M. Vogel and Eric H. Horn	30 Broad Street, 14th Floor		New York	NY	10004		212-242-8350	646-607-2075	hvogel@vogelbachpc.com; ehorn@vogelbachpc.com
Co-Counsel for UMB Bank, N.A. as Indenture Trustee and U.S. Bank NA as Indenture Trustee	White & Case LLP	J. Christopher Shore, Harrison L. Denman, Philip M. Abelson, Charles R. Koster	1221 Avenue of the Americas		New York	NY	10020-1095		212-819-8200	212-354-8113	cshore@whitecase.com; hdenman@whitecase.com; pabelson@whitecase.com; ckoster@whitecase.com
Co-Counsel for UMB Bank, N.A. as Indenture Trustee and U.S. Bank NA as Indenture Trustee	White & Case LLP	Thomas E Lauria	200 S Biscayne Blvd Suite 4900		Miami	FL	33131		305-371-2700	305-358-5744	tlauria@whitecase.com
Indenture Trustee to the 10.5% and 9% Notes	Wilmington Trust National Association	Global Capital Markets	50 South Sixth Street	Suite 1290	Minneapolis	MN	55402			612-217-5651	RRitrovato@WilmingtonTrust.com; SCimalore@WilmingtonTrust.com
Debtors	Windstream Holdings, Inc.		4001 Rodney Parham Road	Building 1	Little Rock	AR	72212		501-748-7000	501-748-6392	
Counsel to Pinehurst Centre Property, LLC	Wolcott Rivers Gates	Cullen D. Speckhart	919 E. Main Street, Ste. 2010		Richmond	VA	23219		757-497-6633	757-470-5566	cspeckhart@wolriv.com
Counsel for 180 East Broad, LLC	Wollmuth Maher & Deusch LLP	Paul R. DeFilippo	500 Fifth Avenue		New York	NY	10110		212-382-3300		pdefilippo@wmd-law.com
Counsel for t3Broadband and t3 Wireless, Inc.	Womble Bond Dickinson (Us) LLP	Jeffrey L. Tarkenton	1200 Nineteenth Street, Suite 500		Washington	DC	20036		202-867-4450	202-261-0050	Jeffrey.Tarkenton@wbd-us.com
Counsel for BTC Block 20 Partnership, LP	Woods Oviatt Gilman LLP	Timothy P. Lyster	700 Crossroads Building	2 State St	Rochester	NY	14614		585-987-2800	585-454-3968	tlyster@woodsoviatt.com