

Hearing Date: July 26, 2019, at 1:30 p.m. (prevailing Eastern Time)
Objection Deadline: July 19, 2019, at 4:00 p.m. (prevailing Eastern Time)

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*¹

Debtors.

)
)
) Case No. 19-22312 (RDD)
)
) (Jointly Administered)
)
)

**NOTICE OF MOTION OF UMB BANK, NATIONAL ASSOCIATION AND
U.S. BANK NATIONAL ASSOCIATION, AS INDENTURE TRUSTEES, (I)
TO STRIKE THE UNITI MASTER LEASE FROM THE DEBTORS'
SCHEDULE G AND (II) TO MODIFY THE CASH MANAGEMENT ORDER**

¹ The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. A complete list of the debtor entities and the last four digits of their federal tax identification numbers 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.



PLEASE TAKE NOTICE that on June 28, 2019, UMB Bank, National Association, solely in its capacity as indenture trustee and U.S. Bank National Association, solely in its capacity as indenture trustee (“U.S. Bank,” and together with UMB Bank, the “Trustees”) filed the *Motion (i) to Strike the Uniti Master Lease from the Debtors’ Schedules G and (ii) to Modify the Cash Management Order* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing on 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, at the 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 any responses or objections to the relief requested in the motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the *Final Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 392] (the “Case Management Order”) approved by the Bankruptcy Court; (c) be filed electronically with the Bankruptcy Court on the docket of *In re Windstream Holdings, Inc.*, Case 19-22312 (RDD) by registered users of the Bankruptcy Court’s electronic filing system and in accordance with the General Order M-399 (which is available on the Bankruptcy Court’s website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **July 19, 2019, at 4:00 p.m., prevailing Eastern Time**, by (i) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors’

case website at <http://www.kccllc.net/windstream>) and (ii) any person or entity with a particularized interest in the subject matter of the motion.

PLEASE TAKE FURTHER NOTICE that if no objections are timely filed and served with respect to the motion, the Trustees shall, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form annexed as Exhibit A to the Motion, which order the Bankruptcy Court may enter with no further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that the hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates at the hearing.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <http://www.kccllc.net/windstream>. You may also obtain copies of any pleadings by visiting the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

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Dated: June 28, 2019
New York, New York

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*²

Debtors.

)
) Case No. 19-22312 (RDD)
)
) (Jointly Administered)
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) **Hearing Date: July 26, 2019, at 1:30 p.m.**
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**MOTION OF UMB BANK, NATIONAL ASSOCIATION AND U.S. BANK
NATIONAL ASSOCIATION, AS INDENTURE TRUSTEES, (I) TO STRIKE
THE UNITI MASTER LEASE FROM THE DEBTORS' SCHEDULE G AND
(II) TO MODIFY THE CASH MANAGEMENT ORDER**

² The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. A complete list of the debtor entities and the last four digits of their federal tax identification numbers 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.

UMB Bank, National Association, solely in its capacity as indenture trustee (“UMB Bank”) under that certain indenture dated as of December 13, 2017 between it and Windstream Services, LLC (as successor to Windstream Corporation) and Windstream Finance Corp. as co-issuers of 8.75% Senior Notes due 2024 and U.S. Bank National Association, solely in its capacities as indenture trustee (“U.S. Bank,” and together with UMB Bank, the “Trustees”) under (i) that certain indenture dated as of October 6, 2010 between it and Services as issuer of 7.75% Senior Notes due 2020, (ii) that certain indenture dated as of March 28, 2011 between it and Services as issuer of 7.75% Senior Notes due 2021, (iii) that certain indenture dated as of November 22, 2011 between it and Services as issuer of 7.50% Senior Notes due 2022, (iv) that certain indenture dated as of March 16, 2011 between it and Services as issuer of 7.50% Senior Notes due 2023, and (v) that certain indenture dated as of January 23, 2013 between it and Services as issuer of 6.375% Senior Notes due 2023 hereby file this motion (the “Motion”) seeking to strike the Master Lease³ from the Debtors’ Schedules of Assets and Liabilities and to modify the Cash Management Order to restrict certain further inter-Debtor loans. In support of the Motion, the Trustees state as follows:

Relief Requested

1. Pursuant to the Motion, and for the reasons set forth in the Memorandum of Law and the Declaration of Julia M. Winters filed contemporaneously herewith in support of the Motion, the Trustees seek entry of an order, substantially in the form attached hereto as Exhibit A, striking the Uniti Master Lease from Windstream Holdings, Inc.’s Schedule G and modifying the Cash Management Order to preclude Intercompany Transfers to Windstream Holdings, Inc. to fund payments pursuant to the Master Lease.

³ Terms used but not defined herein have the meaning ascribed to them in the Memorandum of Law in Support of the Motion filed contemporaneously herewith.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

3. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein includes 11 U.S.C. §§ 502, 365 and Rule 9024 of the Federal Rules of Bankruptcy Procedure.

Motion Practice

5. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and the Memorandum of Law in Support of the Motion includes a discussion of the application of the rules and statutory authorities to the Motion. Accordingly, the Trustees submit that this Motion satisfies Local Rule 9013-1(a).

Notice

6. The Trustees will provide notice of the Motion to the following parties and/or their respective counsel, as applicable: (a) the Debtors, (b) Uniti, and (c) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors’ case website at www.kccllc.net/windstream). The Trustees submit that no other or further notice is necessary.

No Prior Request

7. No prior request for the relief sought in this Motion has been made to this or any other court.

Dated: June 28, 2019
New York, New York

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Exhibit A

Proposed Order

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

In re:

WINDSTREAM HOLDINGS, INC., *et al*,⁴

Debtors.

Case No. 19-22312 (RDD)

(Jointly Administered)

ORDER GRANTING THE MOTION OF UMB BANK, NATIONAL ASSOCIATION AND U.S. BANK NATIONAL ASSOCIATION, AS INDENTURE TRUSTEES, (I) TO STRIKE THE UNITI MASTER LEASE FROM THE DEBTORS' SCHEDULE G AND (II) TO MODIFY THE CASH MANAGEMENT ORDER

Upon the motion of UMB Bank, National Association, solely in its capacity as indenture trustee and U.S. Bank National Association, solely in its capacity as indenture trustee (“U.S. Bank,” and together with UMB Bank, the “Trustees”) to (i) strike the Unit Master Lease from the Debtors’ Schedule G and (ii) to modify the Cash Management Order [Dkt. No. [●]] (the “Motion”);⁵ and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and it further appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest, it is hereby:

ORDERED that the relief requested in the Motion is granted as set forth herein; and it is further

⁴ The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. A complete list of the debtor entities and the last four digits of their federal tax identification numbers 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.

⁵ Terms used but not defined herein have the meaning ascribed to them in the Memorandum of Law in Support of the Motion [Dkt. No. [●]].

ORDERED that the Master Lease is stricken from Windstream Holdings, Inc.'s Schedule G; and it is further

ORDERED that the Cash Management Order is modified to preclude any Debtor from making Intercompany Transfers to Windstream Holdings, Inc. to fund payments pursuant to the Master Lease, pending further order of the Court.

Dated: July __, 2019

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE