

**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 AUTHORIZING AND APPROVING THE REJECTION OF CERTAIN
EXECUTORY CONTRACTS**

Upon the notice, dated May 15, 2019 (the “Rejection Notice”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), providing notice that certain Contracts set forth on the schedule attached to the Rejection Notice are to be rejected under 11 U.S.C. § 365, all as more fully set forth in the Rejection Notice; 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 January 31, 2012, as a core proceeding under 28 U.S.C. § 157(b) that this Court may decide by a final order consistent with Article III of the United States Constitution; and this Court having found that venue of the Rejection Notice in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Rejection Notice and the opportunity for a hearing thereon was due and sufficient under the circumstances and consistent with the Court’s prior order establishing rejection

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.kcellc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

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



procedures and that no other notice need be provided; and counsel for the Debtors having represented that there was no objection to the relief granted hereby; and after due deliberation this Court having determined that the legal and factual bases set forth in the Rejection Notice establish sufficient cause for the relief granted herein and that the rejection of the following Contracts is a proper exercise of business judgment and in the best interests of the Debtors and their estate; now, therefore, it is HEREBY ORDERED THAT:

1. The Contracts listed on the schedule attached hereto as **Exhibit A** and subject to the Rejection Notice dated May 15, 2019 are rejected under 11 U.S.C. § 365 as of the Rejection Date set forth in the Rejection Notice and such schedule.

2. Proofs of Claim arising out of such rejection shall be filed by **4:00 p.m. Eastern Time on August 15, 2019**. FAILURE TO TIMELY SUBMIT A PROOF OF CLAIM IN THE APPROPRIATE FORM ON OR BEFORE THE DEADLINE SET FORTH HEREIN, YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM (A) ASSERTING SUCH CLAIM AGAINST ANY OF THE DEBTORS AND THEIR CHAPTER 11 ESTATES, (B) VOTING ON ANY CHAPTER 11 PLAN OF REORGANIZATION FILED IN THESE CASES ON ACCOUNT OF SUCH CLAIM, AND (C) PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.

3. The Debtors and their notice and claims agent are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order and in accordance with the Rejection Notice.

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

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

6. This 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
July 15, 2019

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Rejected Contracts

Rejected Contracts

Counterparty	Debtor Counterparty	Description of Contract ¹	Abandoned Personal Property	Rejection Date
GLM DFW, INC. 13601 PRESTON ROAD SUITE 400E DALLAS, TX 75240 ATTN: MARY JANE GALVAN	Windstream Services, LLC	Waste Management Services Agreement dated 2/12/2018		06/01/19
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Service Agreement dated 05/17/2016		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Software License Agreement dated 03/01/2017		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Evaluation and Testing Agreement dated 08/26/2016		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #01 (Windstream Prototype) dated 5/13/2016		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #02 (Windstream Prototype Training) dated 5/26/2016		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #03 (Prototype Hosting Agreement) dated 10/26/2016		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #04 (Hosting Statement of Work) dated 07/01/2017		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #05 (Additional Flex Days) dated 07/25/2017		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #06 (2018 & 2019 Professional Services) dated 06/01/2018		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #07 (Sigma Training) dated 11/05/2018		5/15/2019
SIGMA SYSTEMS CANADA LP 55 YORK STREET, SUITE 1100 TORONTO, ON M5J 1R7 CANADA	Windstream Services, LLC	Statement of Work #08 (Sigma Training) dated 03/25/2019		5/15/2019

¹ The inclusion of a Contract on this list does not constitute an admission as to the executory or non-executory nature of the Contract or as to the existence or validity of any claims held by the counterparty or counterparties to such Contract.