

Presentment Date and Time: August 16, 2019, at 10:00 a.m. (prevailing Eastern Time)

Objection Deadline: August 14, 2019, at 4:00 p.m. (prevailing Eastern Time)

Hearing Date and Time (Only if Objections Filed): August 20, 2019 at 10:00 a.m. (prevailing Eastern Time)

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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)
)

**NOTICE OF PRESENTMENT OF
STIPULATION AND AGREED ORDER TO EXTEND
THE DEADLINE UNDER SECTION 365(D)(4) OF THE
BANKRUPTCY CODE AS TO THE UNITI MASTER LEASE**

PLEASE TAKE NOTICE that on August 6, 2019, Windstream Holdings, Inc. and its debtor affiliates (collectively, the “Debtors”) filed the *Stipulation and Agreed Order to Extend the Deadline Under Section 365(d)(4) of the Bankruptcy Code as to the Uniti Master Lease* (the “Stipulation”)² attached hereto as **Exhibit A**, which represents an agreement between the Debtors and Uniti on the terms of a consensual extension of the deadline under section 365(d)(4).

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 shall the meanings ascribed to them in the Stipulation.



PLEASE TAKE FURTHER NOTICE that on July 30, 2019, the Court entered the *Order Appointing a Mediator* [Docket No. 874] appointing the Honorable Shelley C. Chapman to serve as mediator and to conduct nonbinding mediation among certain parties in interest. With the assistance of the mediator, the parties to the Stipulation reached agreement on the terms of a consensual extension of the purported application of the deadline under section 365(d)(4) as to the Debtors' arrangement with Uniti, as set forth in the Stipulation.

PLEASE TAKE FURTHER NOTICE that any responses or objections (each, an "Objection") to the Stipulation and the relief requested therein shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules 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"), shall set forth the basis for the Objection and the specific grounds therefore, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers pursuant to Local Bankruptcy Rule 9070- 1 and served so as to be actually received no later than **August 14, 2019, at 4:00 p.m. (prevailing Eastern Time)**, upon the parties on the Service List (as defined in the Case Management Order).

PLEASE TAKE FURTHER NOTICE that, if no Objections are timely filed and served, the undersigned will present the Stipulation to 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 for approval and signature on **August 16, 2019, at 10:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that if any Objections are timely filed and served, the undersigned will present the Stipulation to 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 for approval and signature on **August 20, 2019, at 10:00 a.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases 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 Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

[Remainder of page intentionally left blank]

Dated: August 6, 2019
White Plains, New York

/s/ Stephen E. Hessler, P.C.

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Stipulation and Agreed 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) |
| |) | |

**STIPULATION AND AGREED ORDER TO EXTEND
THE DEADLINE UNDER SECTION 365(D)(4) OF THE
BANKRUPTCY CODE AS TO THE UNITI MASTER LEASE**

Windstream Holdings, Inc. and its debtor affiliates as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) and Uniti Group, Inc. and certain affiliates (“Uniti,” and, together with the Debtors, the “Parties”) respectfully submit this proposed stipulation and agreed order (this “Stipulation”).

RECITALS

WHEREAS, on February 25, 2019 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of title 11, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), with the United States Bankruptcy Court for the Southern District of New York (the “Court”), and such cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 56];

WHEREAS, On June 20, 2019, the Court entered the *Order Extending the Time Within Which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property*

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.

[Docket No. 700], which extended the deadline under section 365(d)(4) of the Bankruptcy Code to assume or reject nonresidential real property leases to September 23, 2019.

WHEREAS, on July 25, 2019, the Debtors filed a complaint (the “Complaint”) in the adversary proceeding *Windstream Holdings, Inc. v. Uniti Group, Inc., et al.* [Adv. Proc. Docket No. 1]. As described further in the Complaint, in March 2015, Windstream Holdings, Inc. (“Holdings”) and Uniti are parties to an agreement styled as a Master Lease (the “Master Lease”). On July 25, 2019, the Debtors also filed *Debtors’ Motion to Stay Purported Application of the Deadline under Section 365(d)(4) of the Bankruptcy Code to the Uniti Arrangement* [Docket No. 848] (the “Stay Motion”).

WHEREAS, on July 30, 2019, the Court entered the *Order Appointing a Mediator* [Docket No. 874] appointing the Honorable Shelley C. Chapman to serve as mediator and to conduct nonbinding mediation among certain parties in interest. Following a mediation session on August 1, 2019, the Parties reached agreement on the terms of a consensual extension of the deadline under section 365(d)(4) as to the Master Lease as set forth herein.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AND UPON APPROVAL BY THE COURT OF THIS STIPULATION, THE FOLLOWING IS SO ORDERED:

1. The foregoing recitals are incorporated herein by reference as if set forth at length herein.
2. The deadline under section 365(d)(4) of the Bankruptcy Code will be extended for the Master Lease with the consent of Uniti through and including December 6, 2019 (the “Extension Period”).
3. The Stay Motion is hereby adjourned *sine die*, provided that the Debtors may notice the Stay Motion for a hearing before the end of the Extension Period.

4. During the Extension Period, Holdings agrees it will continue to make payments under the Master Lease in the ordinary course as they come due through and including the December payment due December 6, 2019.

5. During the Extension Period, the Parties² will cease all public comments on the pending disputes between them, except for factual statements required by law (*e.g.*, U.S. securities law). For the avoidance of doubt, (a) the Debtors may make disclosures regarding the Complaint and the Master Lease in its SEC filings and earnings materials and announcements, and (b) the Parties may make filings with the Court as they deem necessary or appropriate (including without limitation any response to and reply regarding the Stay Motion).

6. Following the expiration of the Extension Period, (a) Holdings will continue to make payments under the Master Lease in the ordinary course as they come due, unless and until the Debtors obtain an order from the Court permitting cessation of such payments and (b) Uniti will not seek to evict the Debtors from the property governed by the Master Lease or compel the surrender of any such assets unless and until Uniti obtains an order from the Court permitting such eviction or compelling such surrender.

7. The Parties' rights with respect to all other matters (including, without limitation, the claims set forth in the Complaint (including any remedies therefor), any rights under section 549 of the Bankruptcy Code, any request to cease payment under the Master Lease, and any request to evict the Debtors) shall be reserved and preserved.

8. Nothing in the Motion or this Stipulation shall be deemed or construed as (a) an assumption or rejection of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, (b) an admission or finding with respect to (i) whether the Master Lease is a

² For the avoidance of doubt, the Parties subject to this paragraph shall refer to the Debtors and Uniti, and not the Mediation Parties (as defined in the *Order Appointing a Mediator* [Docket No. 874]).

“true lease” under applicable nonbankruptcy law or (ii) whether the Master Lease is an unexpired lease of nonresidential real property within the meaning of section 365(d) of the Bankruptcy Code, (c) waiving or curtailing any of the Debtors’ rights under section 549 of the Bankruptcy Code to avoid or recover any payments under the Master Lease (including without limitation any payments contemplated by this Stipulation) or insulating Uniti from any such claims, or (d) an admission or finding that section 365(d)(3) of the Bankruptcy Code is applicable to the Master Lease.

9. This Stipulation shall be binding on and inure to the benefit of the Parties and their respective heirs, executors, administrators, successors, and permitted assigns.

10. The Court shall have exclusive jurisdiction to resolve any and all disputes related to this Stipulation. Each of the Parties irrevocably consents for all purposes of this Stipulation to the jurisdiction of the Court and agrees that venue is proper in the Court.

11. This Stipulation represents the Parties’ mutual understandings and supersedes all prior agreements whether in oral or written form.

12. This Stipulation shall be effective and enforceable immediately upon entry.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, and in agreement herewith, the Parties have executed and delivered this Stipulation as of the date first set forth below.

Dated: August 6, 2019
New York, New York

/s/ Stephen E. Hessler, P.C.

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

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Counsel to Uniti Group, Inc.

SO ORDERED this ____ day of ____, 2019

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE