

**Hearing Date and Time: August 20, 2019 at 10:00 a.m. (prevailing Eastern Time)**  
**Objection Deadline: August 16, 2019 at 4:00 p.m. (prevailing Eastern Time)**

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

In re:	)	Chapter 11
	)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	
WINDSTREAM HOLDINGS, INC., and	)	
WINDSTREAM SERVICES, LLC,	)	
	)	Adv. Pro. No. 19-08279 (RDD)
Plaintiffs,	)	
	)	
vs.	)	
	)	
UNITI GROUP, INC., <i>et al.</i> ,	)	
	)	
Defendants.	)	

**MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
PURSUANT TO FEDERAL RULE 24 AND BANKRUPTCY RULE 7024  
TO INTERVENE IN ADVERSARY PROCEEDING**

<sup>1</sup> 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.



The Official Committee of Unsecured Creditors (the “Committee”) of Windstream Holdings, Inc., *et al.* (collectively, the “Debtors”), by and through its undersigned counsel, hereby moves (the “Motion”) the Court for entry of an order pursuant to Rule 24 of the Federal Rules of Civil Procedure (the “Federal Rules”), as made applicable to this proceeding by Rule 7024 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), allowing the Committee to intervene in the above-captioned adversary proceeding (the “Adversary Proceeding”). In support of the Motion, the Committee respectfully represents as follows:

### **PRELIMINARY STATEMENT**

1. Intervention is “an important monitoring tool at the disposal of the creditors’ committee” that ensures that key aspects of a chapter 11 case do not occur without the input of the Committee. *In re Caldor Corp.*, 303 F.3d 161, 176 (2d Cir. 2002) (quoting *Phar-Mor, Inc. v. Coopers & Lybrand*, 22 F.3d 1228, 1240 (3d Cir. 1994)). Under Federal Rule 24(a)(1), the Committee has the absolute right to intervene in the instant Adversary Proceeding because a separate federal statute, section 1109(b) of the Bankruptcy Code, provides the Committee with the requisite “unconditional right” to intervene. The Committee has the further right to intervene under Federal Rules 24(a)(2) and (b)(1).

2. On July 25, 2019, the Debtors commenced this adversary proceeding by filing a complaint [Adv. Proc. Docket No. 1] (the “Complaint”) seeking entry of a judgment against the above-captioned defendants (the “Defendants” or “Uniti”) relating to the “Uniti Arrangement.”<sup>2</sup> The Uniti Arrangement was a transaction that was disguised as a sale of certain assets from Debtor Windstream Services, LLC (“Services”) and certain of its subsidiaries to Uniti and a subsequent lease of certain of those assets back to Debtor Windstream Holdings, Inc. (“Holdings”, and together with Services, “Windstream”), but which was, in reality, a financing.

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<sup>2</sup> Capitalized words not defined herein shall have the same meaning ascribed to them in the Complaint.

The Master Lease between Uniti, as lessor, and Holdings, as lessee, was not a true lease because, among other things, after the purported transaction, Uniti and Windstream continued to behave both behind closed doors and in public as if Windstream owned the assets it supposedly “sold,” consistent with the parties’ intent. If the Uniti Arrangement is treated as a lease in the chapter 11 context, rather than what it truly is—a financing—it will result in the loss of billions of dollars of value from the Debtors’ estates as well as irreparable harm to the Debtors’ unsecured creditors.

3. On July 12, 2019, the Committee filed a motion seeking, among other things, standing to prosecute, on behalf of the Debtors’ estates, claims arising out of the same facts underlying the Adversary Proceeding, pursuant to sections 105, 1103, and 1109 of the Bankruptcy Code [Bankr. Docket No. 786] (the “Standing Motion”). Subsequent to the filing of the Standing Motion, the Debtors filed the Complaint. The hearing on the Standing Motion is currently scheduled for August 20, 2019.

4. The relief sought in this Adversary Proceeding will impact the outcome of these chapter 11 cases and is a prerequisite for determining recoveries for unsecured creditors. The Committee, as a fiduciary for all unsecured creditors, has a duty to maximize recoveries for unsecured creditors and a fundamental interest in the outcome of the Adversary Proceeding.

5. The significance of the relief requested in this Adversary Proceeding to the ultimate recovery on claims held by unsecured creditors will determine whether the damage inflicted by the Defendants will be remediated, thereby ensuring that unsecured creditors will be able to obtain the best recovery possible.

6. The Committee is in the process of discussing with the Debtors the terms of a proposed consensual intervention. In light of the risk that those discussions do not result in an agreement, in order to protect the interests of its constituency, the Committee hereby seeks leave

pursuant to Federal Rule 24 and Bankruptcy Rule 7024 to formally intervene in the Adversary Proceeding.

### **JURISDICTION AND VENUE**

7. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **BACKGROUND**

8. On February 25, 2019, each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

9. On March 12, 2019, the United States Trustee for the Southern District of New York appointed a seven (7) member Committee pursuant to section 1102(a)(1) of the Bankruptcy Code [Bankr. Docket No. 136]. The Committee members include: (i) Pension Benefit Guaranty Corporation; (ii) Communication Workers of America, AFL-CIO, CLC; (iii) AT&T Services, Inc.; (iv) VeloCloud Networks, Inc.; (v) Crown Castle Fiber; (vi) LEC Services, Inc.; (vii) UMB Bank.

10. In this Adversary Proceeding,<sup>3</sup> the Debtors seek entry of a judgment providing the following relief:

- (a) A declaration that the Uniti Arrangement, including the Master Lease, does not create a “lease” under the Bankruptcy Code, including 11 U.S.C. § 365, and instead should be recharacterized as a financing arrangement;

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<sup>3</sup> The Debtors’ recitation of the facts underlying the Adversary Proceeding is set forth in the Complaint.

- (b) A declaration that the Master Lease does not create a lease of “real property” under the Bankruptcy Code, including 11 U.S.C. § 365;
- (c) Avoidance of constructive fraudulent transfers;
- (d) Recovery of the property fraudulently transferred or damages in an amount to be determined at trial for the value thereof from the direct and indirect transferees;
- (e) A declaration that Uniti breached the Master Lease;
- (f) Damages in an amount to be proven at trial against Uniti for its breaches of the Master Lease;
- (g) A declaration that Uniti is liable for the misconduct of Uniti Group’s subsidiaries;
- (h) Attorneys’ fees, costs, and expenses incurred in this Adversary Proceeding, including pursuant to Section 37.1 of the Master Lease;
- (i) Pre and post-judgment interest up to the statutory maximum; and
- (j) Any other relief that this Court may deem just, proper, or equitable under the circumstances.

[Compl. p. 53.]

11. The Committee believes it is in the best interests of the Debtors’ unsecured creditors for it to intervene in the Adversary Proceeding pursuant to Federal Rule 24 and Bankruptcy Rule 7024 because the outcome of the Adversary Proceeding will have a direct and significant impact on unsecured creditor recoveries. The stakes—preventing the loss of billions of dollars from the Debtors’ estates—are too large, and the issues too important, for the Committee to wait on the sidelines and watch the dispute be litigated, mediated, settled or tried without the Committee’s active participation.

#### **RELIEF REQUESTED**

12. By this Motion, the Committee seeks entry of an order, substantially in the form attached hereto as Exhibit A, pursuant to section 1109(b) of the Bankruptcy Code and Federal

Rule 24, made applicable hereto by Bankruptcy Rule 7024, to intervene in the Adversary Proceeding.

**BASIS FOR RELIEF**

**I. THE COMMITTEE HAS THE ABSOLUTE RIGHT TO INTERVENE IN THE ADVERSARY PROCEEDING**

13. Bankruptcy Rule 7024 governs intervention in adversary proceedings and incorporates Federal Rule 24. *See* Fed. R. Bankr. P. 7024 (“Rule 24 F.R. Civ. P. applies in adversary proceedings.”). Federal Rule 24(a)(1) provides for intervention as a matter of right “[o]n timely motion,” when the proposed intervenor “is given an unconditional right to intervene by a federal statute.” Fed. R. Civ. P. 24(a)(1).

14. As described below, the Committee meets both requirements: (a) section 1109(b) of the Bankruptcy Code provides the Committee with an unconditional right to intervene as a creditors’ committee and party in interest; and (b) this Motion is timely. Accordingly, the Committee is entitled to intervene as a matter of right in the Adversary Proceeding.

**A. Section 1109(b) of the Bankruptcy Code Grants the Committee an Unconditional Right to Intervene in the Adversary Proceeding**

15. Federal Rule 24(a)(1) provides that any entity can intervene in an adversary proceeding if the right to intervene is granted by a federal statute. *See* Fed. R. Civ. P. 24(a)(1) (“On a timely motion, the court must permit anyone to intervene who . . . is given a conditional right to intervene by a federal statute.”). In turn, section 1109(b) of the Bankruptcy Code provides that “[a] *party in interest*, including the debtor, the trustee, [or] a *creditors’ committee* . . . may raise and may appear and be heard on any issue in a case under this chapter.” 11 U.S.C. § 1109(b) (emphasis added).

16. The Second Circuit has determined that the plain language of section 1109(b) provides an express grant of authority for a creditors’ committee to intervene in adversary

proceedings. *See Iridium India Telecom Ltd. v. Motorola, Inc.*, 165 F. App'x 878, 879 (2d Cir. 2005) (holding that party in interest granted unconditional right to intervene, upon timely motion, in adversary proceeding under section 1109(b) of Bankruptcy Code); *In re Caldor Corp.*, 303 F.3d at 169 (“the phrase ‘any issue in a case’ plainly grants a right to raise, appear and be heard on any issue regardless [of] whether it arises in a contested matter or an adversary proceeding”) (emphasis omitted).

17. In a detailed analysis, the Second Circuit in *Caldor* explained that this interpretation of section 1109(b) is required by the “plain text of the statute,” and “other courts that have similarly focused on the text of § 1109(b) have reached the same conclusion.” *In re Caldor Corp.*, 303 F.3d at 163, 169 (collecting authority). Based upon the plain language of section 1109(b) of the Bankruptcy Code, the Committee has the unconditional right to intervene in the Adversary Proceeding.

18. Furthermore, the Committee is entitled to intervene in the Adversary Proceeding as a “party in interest” under section 1109(b) of the Bankruptcy Code. The term “party in interest,” which the Bankruptcy Code does not define, “is generally understood to include all persons whose pecuniary interests are directly affected by the bankruptcy proceedings.” *In re Thirteen Chapter 7 Cases of Former Tr. Germain*, 182 B.R. 375, 377–78 (Bankr. D. Conn. 1995).

19. The Committee is a “party in interest” because it represents the interests of those creditors that have a direct financial stake in the outcome of the Adversary Proceeding, which will determine, in part, the amount of money available for recovery by unsecured creditors. For these reasons, it is beyond question that the Committee is a party in interest within the meaning of section 1109(b) of the Bankruptcy Code.

20. Because the Adversary Proceeding is part of the Debtors' chapter 11 cases and the Committee's ability to intervene is expressly contemplated by the text of section 1109(b), the Committee is entitled to intervene in the Adversary Proceeding pursuant to Federal Rule 24(a)(1) and Bankruptcy Rule 7024.

**B. The Committee's Motion is Timely**

21. The Committee also satisfies the other requirement for intervention as a matter of right: it has made a timely application to intervene. *Morris & Judith Family P'ship, LLC v. Fid. Brokerage Servs. LLC*, 329 F.R.D. 148, 150 (S.D.N.Y. 2019). Factors relevant to a determination of timeliness include "(a) the length of time the applicant knew or should have known of its interest before making the motion; (b) prejudice to existing parties resulting from the applicant's delay; (c) prejudice to the applicant if the motion is denied; and (d) the presence of unusual circumstances militating for or against a finding of timeliness." *Royal Park Investments SA/NV v. U.S. Bank Nat'l Ass'n*, 356 F. Supp. 3d 287, 293 (S.D.N.Y. 2018).

22. Applying these criteria, the Committee's request to intervene is timely. The Committee files this Motion just 12 days after the Complaint was filed. In addition, no prejudice would be caused to the existing parties by the Committee's intervention: the Defendants have not filed a response to the Complaint, no discovery has occurred, no trial deadlines have been set, and the Committee will not duplicate the Debtors' efforts in prosecuting the Adversary Proceeding. By contrast, the Committee could face significant prejudice if it is denied intervention, as it will not be permitted to participate in an action that will have significant consequences for the recoveries available to unsecured creditors. Finally, no unusual circumstances exist militating against a finding of timeliness.

23. All factors favor a finding that the Motion is timely.



**II. THE COMMITTEE IS ALSO ENTITLED TO INTERVENE IN THE ADVERSARY PROCEEDING UNDER FEDERAL RULE 24(a)(2)**

24. In addition to its absolute right to intervene under Federal Rule 24(a)(1), the Committee also meets the intervention standards set forth in Federal Rule 24(a)(2). *See* Fed. R. Civ. P. 24(a)(2) (“On a timely motion, the court may permit anyone to intervene who . . . claims an interest relating to the property or transaction that is the subject of the action, and is so situated that disposing of the action may as a practical matter impair or impede the movant’s ability to protect its interest, unless existing parties adequately represent that interest.”). Rule 24 “is to be liberally construed,” *Olin Corp. v. Lamorak Ins. Co.*, 325 F.R.D. 85, 87 (S.D.N.Y. 2018).

25. Under Rule 24(a)(2), the proposed intervenor must “(1) file timely, (2) demonstrate an interest in the action, (3) show an impairment of that interest arising from an unfavorable disposition, and (4) have an interest not otherwise adequately protected.” *Farmland Dairies v. Comm’r of New York State Dep’t of Agric. & Markets*, 847 F.2d 1038, 1043 (2d Cir. 1988). The Committee satisfies each of the foregoing requirements.

26. First, the Committee’s intervention motion is timely. At this point, the only activity in the Adversary Proceeding has been the filing of the Complaint. The Committee is in the process of discussing with the Debtors the terms of a proposed consensual intervention, but the Committee files this Motion in order to preserve its rights to intervene in the event that those discussions do not result in an agreement. No prejudice will result if the Committee’s timely motion to intervene is granted.

27. Second, as stated above, the Committee has sufficient interests in the outcome of the Adversary Proceeding as the fiduciary representative of unsecured creditors. *See In re Caldor Corp.*, 303 F.3d at 176 (intervention by creditors’ committees is generally warranted

because it “allow[s] the creditors’ committee to exert enough leverage on the debtor-in-possession so that the debtor-in-possession does not use its extensive flexibility and discretion in a Chapter 11 reorganization to compromise the creditors’ interests.”) (quoting *Phar-Mor, Inc.*, 22 F.3d at 1240). The Committee believes that the Defendants’ position has seriously injured the Debtors and, in so doing, imperiled the ability of unsecured creditors to obtain the largest possible recovery. Any value of the Debtors that is preserved or restored through the Adversary Proceeding will redound to the recovery that unsecured creditors will be able to achieve in the Debtors’ chapter 11 cases. Accordingly, the Committee has a sufficient interest in the outcome of the Adversary Proceeding to warrant intervention.

28. Third, the Committee’s interests may be prejudiced by the disposition of the Adversary Proceeding insofar as an adverse resolution interferes with the Debtors’ ability to reorganize in an effective and efficient manner. The Debtors’ ability to reorganize in such a manner is critical to maximizing the unsecured creditors’ recovery in these cases. The Defendants’ conduct as the supposed lessor of the Master Lease and thus, the recipient of over \$50 million per month in purported “rent” payments, has harmed, and will continue to harm, the Debtors and the value of their estates. The Committee represents unsecured creditors—the constituency that will be directly impacted by that harm. Again, intervention by the Committee is warranted in such a circumstance.

29. Finally, the Committee’s interests are not adequately represented by the current parties to the Adversary Proceeding. As set forth above, any diminution in the value of the Debtors’ estates will fall squarely upon the unsecured creditors in these chapter 11 cases. The interests of the Committee’s constituency in this litigation are unique because the result of the

Adversary Proceeding will be a critical factor in determining the ultimate recovery available to general unsecured creditors.

30. Only the Committee in its role as a statutory fiduciary for unsecured creditors can be entrusted to protect the unique rights and interests of its constituents in this Adversary Proceeding. The Committee should be allowed to intervene to protect those interests.

31. The Committee therefore satisfies all of Federal Rule 24(a)'s requirements for intervention as of right, and the Motion should be granted.

**III. ALTERNATIVELY, THE COMMITTEE SHOULD BE PERMITTED TO INTERVENE IN THE ADVERSARY PROCEEDING PURSUANT TO FEDERAL RULE 24(b).**

32. In the alternative, the Court should permit the Committee to intervene in the Adversary Proceeding pursuant to Federal Rule 24(b). Federal Rule 24(b), made applicable by Bankruptcy Rule 7024, provides “[o]n timely motion, the court may permit anyone to intervene who . . . has a claim or defense that shares with the main action a common question of law or fact.” Fed. R. Civ. P. 24(b)(1)(B). The decision to grant or deny a motion for permissive intervention is wholly discretionary. *United States v. New York City Hous. Auth.*, 326 F.R.D. 411, 418 (S.D.N.Y. 2018). The court must consider on a Rule 24(b) motion whether intervention will “unduly delay or prejudice the adjudication of the rights of the original parties.” *Citizens Against Casino Gambling in Erie Cty. v. Hogen*, 417 F. App'x 49, 51 (2d Cir. 2011).

33. As discussed *supra*, the Motion is timely. Although the Committee reserves its rights to seek to assert additional claims based on the same facts underlying the Complaint, the Committee requests that, at this time, it be deemed to join the Complaint and related motions.

34. As such, both the “common question of law or fact” requirement is satisfied. Further, there would be no undue prejudice or delay caused by the intervention. *See Bettor Racing, Inc. v. Nat'l Indian Gaming Comm'n*, No. Civ. 13-4051-KES, 2013 WL 5954418, at \*7

(D.S.D. Nov. 6, 2013) (granting permissive intervention because, among other things, the complaint contained factual allegations that implicated the movant); *see also Taylor Ridge Estates, Inc. v. Statewide Ins. Co.*, No. Civ. 4-01-CV-90058, 2001 WL 1678745, at \*7 (S.D. Iowa Oct. 1, 2001) (no undue delay where intervenor's claims alleged almost identical facts and legal theories and arose under the same contracts).

35. Lastly, as detailed above, the Committee's intervention would not cause undue prejudice and delay to the Debtors or to the Defendants because the Adversary Proceeding is in its early stages. *Rivers v. Califano*, 86 F.R.D. 41, 44 (S.D.N.Y. 1980) ("I note that it is still early in the course of this litigation. . . . Consequently, it does not appear that intervention will unduly delay or prejudice the adjudication of rights of the original parties."); *Padilla v. Maersk Line, Ltd.*, 2009 WL 3496877, at \*3 (S.D.N.Y. Oct. 29, 2009) ("When a case is in its early stages, a motion to intervene is timely.").

#### **IV. The Committee Should Be Granted A Waiver Of Federal Rule 24(c).**

36. As the Committee intends to adopt the Complaint filed by the Debtors,<sup>4</sup> the Committee respectfully requests that this Court waive the requirement under Federal Rule 24(c) that the Committee file a complaint-in-intervention with this motion. Such relief is appropriate where, as here, the parties will not be prejudiced by the waiver because the precise nature of the Committee's claims is clear. *See McCausland v. S'holders Mgmt. Co.*, 52 F.R.D. 521, 524 (S.D.N.Y. 1971) (waiving requirement under FRCP 24(c) that a motion to intervene must "be accompanied by a pleading setting forth the claim . . . for which intervention is sought" where the proposed intervenors expressed an intention to adopt the filed complaint for their own such that "[n]o doubt exist[ed] as to the precise and detailed nature of the intervenors' claim, and

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<sup>4</sup> As set forth above, the Committee reserves its rights to seek to assert additional claims based on the same facts underlying the Complaint.

defendants [were not] prejudiced by the failure to annex to the motion a copy of the complaint already served upon them.” *See also Official Comm. of Asbestos Claimants of G-I Holding, Inc. v. Heyman (In re G-I Holding, Inc.)*, 2003 U.S. Dist. LEXIS 21164 (S.D.N.Y. Nov. 25, 2003) (“[A]dopting claims already asserted against a defendant can be sufficient [for purposes of FRCP 24(c)] where it does not cause prejudice to the parties.”); *Tachiona v. Mugabe*, 186 F. Supp. 2d 383, 393 n.8 (S.D.N.Y. 2002) (“Where . . . the position of the movant is apparent from other filings and where the opposing party will not be prejudiced, Rule 24(c) permits a degree of flexibility with technical requirements.”). The Committee therefore respectfully requests a waiver of the requirement under Federal Rule 24(c).

### **CONCLUSION**

37. For the foregoing reasons, the Committee is entitled to, or in the alternative, should be permitted to, intervene in the Adversary Proceeding.

Dated: August 6, 2019  
New York, New York

Respectfully submitted,

/s/ Lorenzo Marinuzzi

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**Exhibit A**

**Proposed Order**

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

In re:	)	Chapter 11
	)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	
WINDSTREAM HOLDINGS, INC., and	)	
WINDSTREAM SERVICES, LLC,	)	
	)	Adv. Pro. No. 19-08279 (RDD)
Plaintiffs,	)	
	)	
vs.	)	
	)	
UNITI GROUP, INC., <i>et al.</i> ,	)	
	)	
Defendants.	)	

**ORDER GRANTING MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS PURSUANT TO FEDERAL RULE 24 AND BANKRUPTCY RULE 7024  
TO INTERVENE IN ADVERSARY PROCEEDING**

Upon consideration of the Committee’s motion (the “Motion”)<sup>1</sup> for entry of an order pursuant to Rule 24 of the Federal Rules of Civil Procedure (the “Federal Rules”), as made applicable to this proceeding by Rule 7024 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), allowing the Committee to intervene in the above-captioned adversary proceeding (the “Adversary Proceeding”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1134; and it appearing that venue of these chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing

<sup>1</sup> 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.

that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and adequate and sufficient notice of the Motion having been provided to all parties in interest; and sufficient cause appearing for the relief requested in the Motion; and after due deliberation thereon, it is

HEREBY ORDERED THAT:

1. The Motion is granted.
2. The Committee is authorized to intervene in the Adversary Proceeding.
3. All pleadings and other papers required to be served on every other party in this Adversary Proceeding pursuant to Federal Rule 5 and Bankruptcy Rule 7005 shall be served on the Committee.
4. The Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. This Order shall be effective and enforceable immediately upon entry.
6. This Court retains jurisdiction to resolve any disputes arising under or related to this Order, including any discovery disputes that may arise between or among the parties, and to interpret, implement, and enforce the provisions of this Order.

White Plains, New York  
Dated: \_\_\_\_\_, 2019

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE