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### *Counsel to the Debtors and Debtors in Possession*

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,<sup>1</sup>

Debtors.

Windstream Holdings, Inc. and Earthlink Holdings Corp.,

Plaintiffs,

V.

Charles Yadegarian, Robert Murray, Cindy Graham  
and Larry Graham,

Defendants.

## STIPULATION AND AGREED ORDER TO PARTIALLY LIFT THE AUTOMATIC STAY

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) and Carlos Yadegarian (the “Plaintiff”),<sup>2</sup> by and through their undersigned counsel, hereby enter into this stipulation and agreed order.

**WHEREAS**, Plaintiff commenced an action styled *Carlos Yadegarian, on behalf of himself and others similarly situated, vs. Julie A. Shimer, Marc F. Stoll, Walter L. Turek, Windstream Holdings, Inc., Carol B. Armitage, Samuel E. Beall III, Jeannie H. Diefenderfer, Jeffrey T. Hinson, Joseph F. Eazor, William G. Laperch, Larry Laque, Kristi Moody, Michael G. Stoltz, Tony Thomas, and Alan L. Wells*, Case No. 2019-CV-308935 in the Superior Court of Fulton County, Georgia on August 10, 2018 (the “Georgia Action”).

**WHEREAS**, on February 25, 2019 (the “Petition Date”), the Debtors commenced these voluntary cases under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and are continuing to operate their business and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

**WHEREAS**, upon the filing of the Debtors’ chapter 11 petitions, the automatic stay arising under section 362 of the Bankruptcy Code (the “Automatic Stay”) came into effect.

**WHEREAS**, on April 5, 2019 the Debtors filed their Complaint to Extend the Automatic Stay, or in the Alternative, to Obtain an Injunction or Other Equitable Relief in the above-captioned adversary proceeding in order to extend the Automatic Stay (the “Complaint”) to, *inter alia*, Carol B. Armitage, Samuel E. Beall III, Jeannie H. Diefenderfer, Joseph F. Eazor, Jeffrey T. Hinson, William G. LaPerch, Larry Laque, Kristi Moody, Julie A. Shimer, Marc F. Stoll, Michael G. Stoltz, Tony Thomas, Walter L. Turek, Alan L. Wells, and Samuel R. DeSimone, Jr. as they have been named in the Georgia Action (the “Georgia Non-Debtor Defendants”).

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<sup>2</sup> The docket reflects a misspelling, “Charlos,” of Carlos Yadegarian’s first name.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED** by and between the Debtor and the Plaintiff, which agreed and when “so-ordered” by the Court, shall constitute an order of the Court, as follows:

1. The Automatic Stay is hereby extended to the Georgia Non-Debtor Defendants with respect to the Georgia Action.

2. The Automatic Stay is lifted as to all defendants in the Georgia Action solely for the limited purpose of allowing the court to hold a hearing on, and rule on the pending motion to dismiss and the pending motion to stay the Georgia Action.

3. Neither the Stipulation and Order nor any negotiations and writings in connection with this Stipulation and Order shall in any way be construed as or deemed to be evidence of an admission on behalf of any Party regarding any, without limitation, claim, counterclaim, cause of action, right, or defense that such Party may have against each other.

4. This Stipulation and Order shall be binding on and inure to the benefit of the Parties hereto and their respective successors and assigns.

5. This Stipulation and Order shall not be modified, altered, amended, or vacated without written consent of all Parties hereto. Any such modification, alteration, amendment, or vacation, in whole or in part, shall be subject to the approval of the Court.

6. This Stipulation and Order contains the entire agreement by and between the Debtors and the Plaintiff with respect to the subject matter hereof, and all prior understandings or agreements, if any, are merged into this Stipulation and Order.

7. Each of the undersigned counsel represents that she or he is authorized to execute this Stipulation and Order on behalf of her or his respective client.

8. This Stipulation and Order may be executed in multiple counterparts, any of which may be transmitted by facsimile or electronic mail, and each of which shall be deemed an original, but all of which together shall constitute one instrument.

9. The Debtors are authorized to take all actions necessary to effectuate the relief provided by this Stipulation and Order.

10. The terms and conditions of this Stipulation and Order shall be immediately effective and enforceable upon its entry.

11. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Order.

Dated: July 1, 2019  
New York, New York

/s/ Stephen E. Hessler

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*Counsel to the Debtors and Debtors in Possession*

Dated: July 1, 2019  
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/s/ Albert Y. Chang

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*Counsel for Carlos Yadegarian*

## **ORDER**

Pursuant to stipulation, IT IS SO ORDERED.

Dated: August 23, 2019  
White Plains, New York

/s/Robert D. Drain

The Honorable Robert D. Drain  
United States Bankruptcy Judge