

Hearing Date: January 16, 2020, at 10:00 a.m. (prevailing Eastern Time)
Objection Deadline: January [15], 2020, at 12:00 p.m. (prevailing Eastern Time)

**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)
)	
)	
WINDSTREAM HOLDINGS, INC. and)	
WINDSTREAM SERVICES, LLC,)	
)	
Plaintiffs,)	Adversary Proceeding
)	
v.)	Case No. 19-08279 (RDD)
)	
UNITI GROUP, INC., <i>et al.</i>)	
)	
Defendants.)	

**WINDSTREAM’S MOTION TO SHORTEN NOTICE PERIOD
WITH RESPECT TO WINDSTREAM’S MOTION FOR LEAVE TO FILE
AMENDED COMPLAINT**

Plaintiffs Windstream Holdings, Inc. (“Holdings”) and Windstream Services, LLC (“Services,” and together with Holdings, “Windstream” or “Debtors”) state the following in support of this motion (the “Motion to Shorten”):

Relief Requested

1. Windstream seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”): shortening the notice period with respect to the *Windstream’s Motion for*

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.



Leave to File Amended Complaint (the “Rule 15 Motion,” and together with this Motion to Shorten, the “Motions”),² and setting the date and time for the hearing on the Rule 15 Motion for **January 16, 2020, at 10:00 a.m. (prevailing Eastern Time)**. The Debtors also request that the Court set the objection deadline for the Rule 15 Motion for **January [15], 2020, at 4:00 p.m. (prevailing Eastern Time)**.

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 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

4. The bases for the relief requested herein are Rules 2002(a)(3), 9006(c), and 9007 of the Bankruptcy Rules and Rule 9006-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Background

5. The Debtors are a leading provider of advanced network communications and technology solutions for businesses across the United States. The Debtors also offer broadband, entertainment and security solutions to consumers and small businesses primarily in rural areas in

² Capitalized terms used but otherwise not defined herein shall have the meaning set forth in the Rule 15 Motion.

18 states. Additionally, the Debtors supply core transport solutions on a local and long-haul fiber network spanning approximately 150,000 miles and have over 11,000 employees.

6. On February 25, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of certain facts and circumstances surrounding these chapter 11 cases is set forth in the *Declaration of Tony Thomas, Chief Executive Officer and President of Windstream Holdings, Inc., (I) in Support of Debtors’ Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* [Docket No. 27] (the “First Day Declaration”), filed on the Petition Date.

7. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 56]. The Debtors continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 12, 2019, the United States Trustee for the Southern District of New York appointed the creditors’ committee pursuant to section 1102 of the Bankruptcy Code [Docket No. 136].

Basis for Relief

8. Pursuant to Bankruptcy Rule 9007, the Court has authority to regulate the time within which, the entities to whom, and the form and matter in which, notice shall be given, which includes the authority to determine appropriate notice for conducting a hearing on the matters presented by the Motions.

9. Moreover, pursuant to paragraph 18 of the *Final Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 392] (the “Case Management Order”), the right to seek an amendment or waiver of the provisions of the Case Management Order upon a showing of good cause, including, the right to file a motion seeking emergency *ex parte* relief or relief upon shortened notice, was expressly preserved.

10. Windstream submits that good cause exists here. The Court has scheduled an omnibus hearing on January 16, 2020, and the relief requested in the Rule 15 Motion should be heard at that time to facilitate the expeditious resolution of the litigation. Therefore, the Debtors respectfully submit that good cause exists to shorten the notice period to allow the Rule 15 Motion to be heard in connection with the hearing currently scheduled for **January 16, 2020, at 10:00 a.m. (prevailing Eastern Time)**.

Motion Practice

11. This Motion to Shorten includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Motion to Shorten. Accordingly, the Debtors submit that this Motion to Shorten satisfies Local Rule 9013-1(a).

No Prior Request

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

[Remainder of page left intentionally blank]

WHEREFORE, the Debtors respectfully requests that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: New York, New York
January 10, 2020

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

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.

Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)

Brad Weiland (admitted *pro hac vice*)

Richard U.S. Howell (admitted *pro hac vice*)

Yates M. French (admitted *pro hac vice*)

Ravi S. Shankar (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed 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)
WINDSTREAM HOLDINGS, INC. and)	
WINDSTREAM SERVICES, LLC,)	
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Plaintiffs,)	Adversary Proceeding
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v.)	Case No. 19-08279 (RDD)
)	
UNITI GROUP, INC., <i>et al.</i>)	
)	
Defendants.)	

**ORDER SHORTENING THE NOTICE PERIOD WITH RESPECT TO
WINDSTREAM’S MOTION FOR LEAVE TO FILE AMENDED COMPLAINT**

Upon the motion (the “Motion to Shorten”)² of Plaintiffs Windstream Holdings, Inc. (“Holdings”) and Windstream Services, LLC (“Services,” and together with Holdings, “Windstream”) for the entry of an order (this “Order”) shortening the notice period with respect to the *Windstream’s Motion for Leave to File Amended Complaint* filed contemporaneously herewith (the “Rule 15 Motion,” and together with the Motion to Shorten, the “Motions”); and it

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 have the meanings ascribed to them in the Motion to Shorten or the Rule 15 Motion, as applicable.

appearing that an order is necessary to expedite consideration of the relief requested in the Rule 15 Motion and such expedited consideration is beneficial to the Debtors' estates and creditors; and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. The Motion to Shorten is granted on final basis as set forth herein.
2. A hearing (the "Hearing") to consider the relief requested in the Motions will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Court, Room 248, 300 Quarropas Street, White Plains, New York 10601 at **10:00 a.m. prevailing Eastern Time on January 16, 2020.**
3. Responses or objections to the Motions must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure, the Local Rules for the Southern District of New York, and the *Final Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 392] and shall be filed with the Court no later than **January [15], 2020, at 12:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline"). Only those responses that are timely filed, served, and received will be considered at the Hearing. Failure to file a timely objection may result in entry of an order granting the Motions as requested by the Plaintiffs.
4. Notice of the Motion to Shorten as provided therein shall be deemed good and sufficient notice of such Motion to Shorten and the requirements of Bankruptcy Rule 6004(a) and the Local 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. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion to Shorten.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

White Plains, New York
Dated: _____, 2020

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I, Ravi Shankar, an attorney, certify that on this date, January 10, 2020, I caused one copy of the foregoing document to be served via Electronic Mail on the counsel listed below.

/s/ Ravi S. Shankar
Ravi S. Shankar

DAVIS POLK & WARDWELL LLP

Eli J. Vonnegut
Elliot Moskowitz
Angela M. Libby
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000

*Attorneys for Uniti Group Inc. and its
Subsidiaries*

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

Andrew N. Rosenberg
Aidan Synott
Brian S. Hermann
Samuel E. Lovett
1285 Avenue of the Americas
New York, New York 10019
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

Attorneys for the First Lien Ad Hoc Group

MILBANK LLP

Dennis F. Dunne
Andrew M. Leblanc
Samuel A. Khalil
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

*Counsel for the Ad Hoc Committee of Second
Lien Noteholders*

WHITE & CASE LLP

Thomas E. Lauria
Southeast Financial Center, Suite 4900
200 South Biscayne Blvd.
Miami, Florida 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744

J. Christopher Shore
Harrison Denman
Philip M. Abelson
Julia M. Winters
1221 Avenue of the Americas
New York, New York 10020-1095
Telephone: (212) 819-8200
Facsimile: (212) 354-8113

*Special Counsel to UMB Bank, N.A.
and U.S. Bank N.A.*

MORRISON & FOERSTER LLP

Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Jamie A. Levitt
250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

*Counsel for the Official Committee of
Unsecured Creditors*