

Hearing Date and Time: 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.)	
_____)	

**NOTICE OF WINDSTREAM'S
MOTION FOR LEAVE TO FILE AMENDED COMPLAINT**

PLEASE TAKE NOTICE that *Windstream's Memorandum in Support of its Motion for Leave to File an Amended Complaint* and accompanying exhibits, the pleadings and papers on file in this action, and on such other and further submissions as may be presented prior to, and at, the hearing on this motion, Plaintiffs, by their undersigned counsel, will move before the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601 (the "Bankruptcy Court"), on January 16, 2020, for an Order in

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.



the above-captioned action pursuant to Rule 15(a)(2) of the Federal Rules of Civil Procedure, made applicable to these proceedings by Rule 7015 of the Federal Rules of Bankruptcy Procedure, and granting such other and further relief as the Court deems just and proper.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Motion, if any, shall (a) be made in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the Bankruptcy Court; (c) be filed and served so as to be actually received by **January [15], 2020 by 12:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, Plaintiffs shall, on or after the Objection Deadline, submit to the Court an order substantially in the form annexed as **Exhibit A** to the Motion, which order the Court may enter with no further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion 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.

Dated: New York, New York
January 10, 2020

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

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

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- and -

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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)
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Debtors.)	(Jointly Administered)
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WINDSTREAM HOLDINGS, INC. and)	
WINDSTREAM SERVICES, LLC,)	
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Plaintiffs,)	Adversary Proceeding
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)	
UNITI GROUP, INC., <i>et al.</i>)	
)	
)	
Defendants.)	

**ORDER GRANTING WINDSTREAM’S
MOTION FOR LEAVE TO FILE PROPOSED AMENDED COMPLAINT**

Upon the motion (the “Rule 15 Motion”)² of Plaintiffs Windstream Holdings, Inc. (“Holdings”) and Windstream Services, LLC (“Services,” and together with Holdings, “Windstream”) for entry of an order (this “Order”), pursuant to Federal Rule of Civil Procedure 15(a)(2), made applicable to this Adversary Proceeding by Federal Rule of Bankruptcy Procedure 7015; and this Court having 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*

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

Southern District of New York, dated February 1, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Plaintiffs' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Rule 15 Motion is granted on final basis as set forth herein.
2. Windstream may file its proposed Amended Complaint attached as Exhibit 1 to its *Memorandum in Support of Its Motion for Leave to File Proposed Amended Complaint*.
3. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.
4. Windstream is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.
5. 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