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Counsel to the Debtors and Debtors in Possession

**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)
)	

**NOTICE OF FILING OF STIPULATION AND ORDER
EXTENDING THE TIME TO ASSUME CERTAIN UNEXPIRED
LEASES OF NON-RESIDENTIAL REAL PROPERTY**

PLEASE TAKE NOTICE that on January 16, 2020, Windstream Holdings, Inc. and its debtor affiliates (collectively, the “Debtors”) filed the *Stipulation and Order Extending the Time to Assume Certain Unexpired Leases of Non-Residential Real Property* (the “Stipulation”)² attached hereto as **Exhibit A**, which represents an agreement between the Debtors and Georgia Power Company, Southern Telecom, Inc., and Southern Company Services, Inc. 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’ 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 the parties to the Stipulation reached an agreement to extend the deadline under section 365(d)(4) with respect to the Debtors' contracts with Georgia Power Company, Southern Telecom, Inc., and Southern Company Services, Inc. and to the extent that such deadline may be applicable, all as set forth in the Stipulation.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases may be obtained free of charge on Kurtzman Carson Consultants LLC's website at <http://www.kccllc.net/windstream>. You may also obtain copies of any pleadings on 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: January 16, 2020
White Plains, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

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Exhibit A

Stipulation and Agreed Order

**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)
)

**STIPULATION AND ORDER EXTENDING THE TIME TO ASSUME CERTAIN
UNEXPIRED LEASES OF NON-RESIDENTIAL REAL PROPERTY**

Windstream Holdings, Inc. and its debtor affiliates as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) and Georgia Power Company (“GPC”), Southern Telecom, Inc. (“STI”), and Southern Company Services, Inc. (“SCS” and, collectively with the Debtors, the “Parties”) respectfully submit this proposed stipulation and agreed order (“Stipulation and Order”).

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 “Bankruptcy Court”), and such cases are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure [Docket No. 56] (collectively, the “Chapter 11 Cases”).

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.

WHEREAS, on September 27, 2019, the Court entered an order (a) authorizing the Debtors to, among other things, assume certain unexpired leases of non-residential real property, (b) extending the Debtors' deadline to assume or reject any non-residential real property lease under section 365(d)(4) of the Bankruptcy Code, to the extent applicable, with the consent of GPC, STI, and SCS, to December 1, 2019, and (c) extending the deadline for GPC, STI, and SCS to object to the Debtors' proposed assumption or rejection of any non-residential real property lease under section 365(d)(4) of the Bankruptcy Code, to the extent applicable and to which GPC, STI, or SCS is a party, to December 15, 2019 [Docket No. 1106] (the "Order").²

WHEREAS, on November 27, 2019, the the Court entered an order (a) extending the Debtors' deadline to assume or reject any non-residential real property lease under section 365(d)(4) of the Bankruptcy Code, to the extent applicable, with the consent of GPC, STI, and SCS, to January 17, 2020, and (b) extending the deadline for GPC, STI, and SCS to object to the Debtors' proposed assumption or rejection of any non-residential real property lease under section 365(d)(4) of the Bankruptcy Code, to the extent applicable and to which GPC, STI, or SCS is a party, to January 31, 2020 [Docket No. 1267].

WHEREAS, by this Stipulation and Order, the Parties hereby agree to extend the Debtors' deadline to assume or reject any non-residential real property lease on the terms set forth herein.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AND UPON APPROVAL BY THE BANKRUPTCY 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 Capitalized terms used but not defined herein have the same meaning ascribed in the Order.

2. The Debtors' deadline to assume or reject any non-residential real property lease under section 365(d)(4) of the Bankruptcy Code, to the extent applicable and to which GPC, STI, or SCS is a party, is extended to March 2, 2020.

3. The deadline for GPC, STI, and SCS to object to the Debtors' proposed assumption or rejection of any non-residential real property lease under section 365(d)(4) of the Bankruptcy Code, to the extent applicable and to which GPC, STI, or SCS is a party, is extended to March 16, 2020.

4. Notwithstanding anything in the Motion or the Order to the contrary, including, but not limited to, paragraph 7 of the Order (which provision shall not apply to GPC, STI, or SCS), each of GPC, STI, SCS, and the Debtors reserves all of its rights, claims, and defenses with respect to any executory contract or unexpired lease to which any of GPC, STI, or SCS and any of the Debtors are parties. In the case of GPC, STI, and SCS, such reservation of rights, claims, and defenses shall include the right to argue that such executory contract or unexpired lease is not a non-residential real property lease, to challenge any "Cure" amount that the Debtors may propose in connection with assumption of the executory contract or unexpired lease, to pursue any claims with respect to any such executory contract or unexpired lease now existing or hereafter arising, and to file a motion requesting that this Court approve an order requiring the applicable Debtor to assume or reject any executory contract or unexpired lease within a specified period of time. In the case of the Debtors, such reservation of rights, claims, and defenses shall include the right to object to the foregoing.

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

6. Neither this Stipulation and Order nor any right or interest hereunder may be assigned in whole or in part by any of the Parties without the prior consent of the other Parties.

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

8. Nothing in this Stipulation and Order, whether express or implied, shall be construed to give to any person or entity other than the Parties any legal or equitable right, remedy, interest, or claim under or in respect of this Stipulation and Order.

9. This Stipulation and Order represents the Parties' mutual understandings and supersedes all prior agreements whether in oral or written form.

10. This Stipulation and Order shall be effective and enforceable immediately upon entry.

[Signature pages to follow]

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

Dated: January 16, 2020
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

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Counsel to the Debtors and Debtors in Possession

Dated: January 16, 2020
New York, New York

/s/ Hollace Cohen

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*Counsel for Georgia Power Company, Southern Telecom,
Inc., and Southern Company Services, Inc.*

SO ORDERED THIS ____ DAY OF _____, 2020

UNITED STATES BANKRUPTCY JUDGE