

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

**AD HOC COMMITTEE OF SECOND LIEN NOTEHOLDERS' JOINDER TO  
PLAINTIFFS' PARTIAL MOTION TO DISMISS DEFENDANTS' ANSWER TO  
PLAINTIFFS' AMENDED COMPLAINT, AFFIRMATIVE DEFENSES,  
COUNTERCLAIMS AND THIRD PARTY COMPLAINT**

The Ad Hoc Committee of Second Lien Noteholders (the "Ad Hoc Committee")<sup>2</sup> hereby joins (the "Joinder") in *Plaintiffs' Partial Motion to Dismiss Defendants' Answer To Plaintiffs' Amended Complaint, Affirmative Defenses, Counterclaims and Third Party Complaint* [Dkt. No.

<sup>1</sup> The last four digits of Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of debtors in these chapter 11 cases (the "Debtors"), a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. Such complete list may be obtained on the website of the Debtors' claims and noticing agent at <http://www.kccllc.net/windstream>. The Debtors' service address is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

<sup>2</sup> The Ad Hoc Committee consists of certain beneficial holders and/or investment managers or advisors to beneficial holders of, among other claims and interests, the 10.50% Senior Second Lien Notes due 2024 and the 9.00% Senior Second Lien Notes due 2025 issued by Windstream Services, LLC and Windstream Finance Corp.



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94] (“Plaintiffs’ Motion”).<sup>3</sup> In support of this Joinder, the Ad Hoc Committee respectfully states as follows:

### **JOINDER**

1. The Ad Hoc Committee joins in, and hereby incorporates by reference, the points, authorities, and arguments advanced in the Plaintiffs’ Motion to dismiss Uniti’s Counterclaim VI (constructive fraudulent transfer) and Counterclaim VII (unjust enrichment). *See Defendants’ Answer to Plaintiffs’ Amended Complaint, Affirmative Defenses, Counterclaims, and Third Party Complaint* [Dkt. No. 80] (the “Answer”). Although the Plaintiffs’ Motion seeks dismissal of Counterclaims VI and VII at this time, the Ad Hoc Committee submits that all seven counterclaims asserted in the Answer lack merit.

### **RESERVATION OF RIGHTS**

2. The Ad Hoc Committee reserves the right to supplement this Joinder, as well as to respond to any further pleading filed in support of or in opposition to the Plaintiffs’ Motion, and to raise additional arguments or objections before or at the trial on Plaintiffs’ Count I (Recharacterization) of the Amended Complaint or at any other hearing to consider the relief sought.

### **CONCLUSION**

WHEREFORE, for the reasons set forth in the Plaintiffs’ Motion, the Ad Hoc Committee respectfully requests that the Court grant the Plaintiffs’ Motion.

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<sup>3</sup> Capitalized terms not herein defined shall have the meaning ascribed in the Plaintiffs’ Motion or the *Amended Complaint* [Dkt. No. 71] (the “Amended Complaint”).

Dated: February 24, 2020  
New York, New York

**MILBANK LLP**

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