

**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 MOTION IN  
 LIMINE OF UMB BANK, NATIONAL ASSOCIATION AND U.S. BANK NATIONAL  
 ASSOCIATION, AS INDENTURE TRUSTEES, TO PRECLUDE CERTAIN  
 TESTIMONY OF PAUL H. CHILL AND WILLIAM P. ZARAKAS**

The Ad Hoc Committee of Second Lien Noteholders (the “Ad Hoc Committee”)<sup>2</sup> hereby joins (the “Joinder”) in the *Motion in Limine of UMB Bank, National Association and U.S. Bank National Association, as Indenture Trustees, to Preclude Certain Testimony of Paul H. Chill and*

<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.



*William P. Zarakas* [Dkt. No. 112] (the “Trustees’ Motion”). 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 Trustees’ Motion. The Ad Hoc Committee reserves the right to supplement this Joinder, as well as to respond to any further pleading filed or arguments made in support of or in opposition to the Trustees’ Motion, in writing or at any oral argument on the Trustees’ Motion.

**CONCLUSION**

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

Dated: February 27, 2020  
New York, New York

**MILBANK LLP**

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