

**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
)	
vs.)	Case No. 19-08279 (RDD)
)	
UNITI GROUP, INC., <i>et al.</i> ,)	
)	
Defendants.)	
)	

AFFIDAVIT OF SERVICE

I, Jennifer Westwood, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors in the above-captioned case.

On February 24, 2020, at my direction and under my supervision, employees of KCC caused to be served the following document via Electronic Mail upon the service lists attached hereto as **Exhibit A** and **Exhibit B**; and on February 25, 2020, via Overnight Mail upon the service list attached hereto as **Exhibit C**; and via First Class Mail upon the service list attached hereto as **Exhibit D**:

(Continued on Next Page)

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.



192231220022800000000001

- **Memorandum of Law in Support of Plaintiffs' Partial Motion to Dismiss Defendants' Answer to Plaintiffs' Amended Complaint, Affirmative Defenses, Counterclaims and Third Party Complaint [Docket No. 94]**

Dated: February 27, 2020


Jennifer Westwood

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California, County of San Diego

Subscribed and sworn to (or affirmed) before me on this 27th day of February, 2020, by Jennifer Westwood, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature

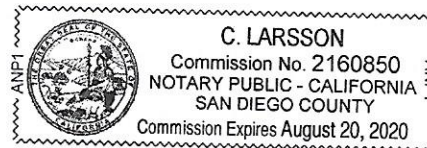
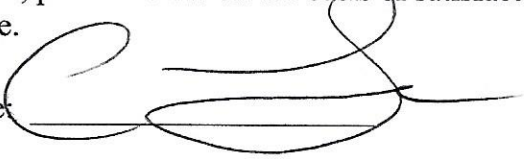


Exhibit A

Exhibit A

Master Service List
Served via Electronic Mail

Description	CreditorName	CreditorNoticeName	Email
Counsel for HAM Communications, Inc.	Alston & Bird LLP	Gerard S. Catalanello	gerard.catalanello@alston.com
Counsel for Accedian Networks Inc., Fox Net, LLC, Fox Cable Network Services, LLC and Fox News Network, L.L.C.	Alston & Bird LLP	John W. Weiss and William Hao	john.weiss@alston.com; william.hao@alston.com
Counsel for Fox Net, LLC, Fox Cable Network Services, LLC and Fox News Network, L.L.C.	Alston & Bird LLP	Leib M. Lerner	leib.lerner@alston.com
Arkansas Attorney General	Arkansas Attorney General	Attn Bankruptcy Department	oag@ArkansasAG.gov
Counsel for AT&T Corp. and certain of its affiliates and subsidiaries	Arnold & Porter Kaye Scholer LLP	Brian J. Lohan and Ginger Clements	brian.lohan@arnoldporter.com; ginger.clements@arnoldporter.com
Counsel for AT&T Corp. and certain of its affiliates and subsidiaries	Arnold & Porter Kaye Scholer LLP	Peta Gordon	peta.gordon@arnoldporter.com
Counsel for AT&T Corp. and certain of its affiliates and subsidiaries and Official Committee of Unsecured Creditors	AT&T Services Legal Department	James W. Grudus, Esq.	james.grudus@att.com
Counsel for Aurelius Capital Master, Ltd.	Aurelius Capital Master, Ltd.	Robbins, Russell, Englert, Orseck, Untereinger & Sauber LLP	wtrunk@robbinsrussell.com
Counsel for UBS Realty Investors LLC	Ballard Spahr LLP	Leslie C. Heilman	heilmani@ballardspahr.com
Counsel for Comcast Business Communications, LLC	Ballard Spahr LLP	Matthew G. Summers	summersm@ballardspahr.com
Counsel for AppDirect, Inc.	Ballard Spahr LLP	Tobey M. Daluz and Chantelle D. McClamb	daluzt@ballardspahr.com; mcclambc@ballardspahr.com
Counsel for Tri Tower Telecom Corporation	Barclay Damon LLP	Beth Ann Binovona and John R. Weider	bbivona@barclaydamon.com; jweider@barclaydamon.com
Consel for IREIT Wilson Marketplace, LLC	Barclay Damon LLP	Kevin M. Newman	knewman@barclaydamon.com
Consel for IREIT Wilson Marketplace, LLC	Barclay Damon LLP	Scott L. Fleischer	sfleischer@barclaydamon.com
Counsel for Cisco Systems Capital Corporation, Salesforce.com, Inc., Juniper Networks, Inc., Juniper Networks (US), Inc., Broadsoft, Inc., Broadsoft Adaptation, Inc., and Broadsoft, LLC	Bialson, Bergen & Schwab, a Professional Corporation	Lawrence M. Schwab and Thomas M. Gaa	Tgaa@bbslaw.com
Counsel for Netrality Property Trust, LLC	Blank Rome LLP	Evan J. Zucker	EZucker@BlankRome.com
Counsel for Netrality Property Trust, LLC	Blank Rome LLP	Samuel H. Becker, Jose F. Bibiloni	Becker@BlankRome.com; JBibiloni@BlankRome.com
Interested Party	BMC Group, Inc.	T. Feil and Steven Ordaz	sordaz.bmcgroup@ecfalerts.com
Counsel for Ninety Park Property LLC, VNO One Park LLC, 7 West 34th Street LLC	Borah, Goldstein, Altschuler, Nahins & Goidel, P.C.	Jeffrey C. Chancas	jchancas@borahgoldstein.com
Counsel for Saetec, Inc.	Boylan Code LLP	Devin Lawton Palmer	dpalmer@boylancode.com
Counsel for ADTRAN, Inc.	Bradley Arant Boult Cummings, LLP	Jay R. Bender, Cathleen C. Moore	jbender@bradley.com; ccmoore@bradley.com
Counsel for Communication Data Link, LLC	Brick Gentry, P.C.	Thomas L. Flynn	Tom.flynn@brickgentrylaw.com
Counsel for Douglas E. Abrahams	Bronson Law Offices, P.C.	H. Bruce Bronson	hbbronson@bronsonlaw.net
Counsel for Gallagher Fiduciary Advisors, LLC	Bryan Cave Leighton Paisner LLP	Brian C. Walsh	brian.walsh@bclplaw.com
Counsel for Delaware Trust Company	Bryan Cave Leighton Paisner LLP	Stephanie Wickowski and Jeremy Finkelstein	stephanie.wickowski@bclplaw.com; jeremy.finkelstein@bclplaw.com
Counsel for Gallagher Fiduciary Advisors, LLC	Bryan Cave Leighton Paisner LLP	Thomas J. Schell	tjschell@bclplaw.com
Counsel for Oracle America, Inc.	Buchalter, A Professional Corporation	Shawn M. Christianson	schristianson@buchalter.com
Counsel for Altec Capital Services, LLC	Burr & Forman LLP	Joe A. Joseph and Regan Loper	joseph@burr.com; rloper@burr.com
Counsel for Altec Capital Services, LLC	Burr & Forman LLP	Richard R. Robinson	rrobinson@burr.com
Counsel for Frost Brown Todd LLC for Kentucky Utilities Company and Louisville Gas & Electric Company	Cannon Heyman & Weiss, LLP	Stephen L. Yonaty	syonaty@chwattys.com
Interested Party	Carmody Torrance Sandak & Hennessey LLP	Thomas J. Sansone	tsansone@carmodylaw.com
Counsel for Byers Engineering Company	Chaiken Klorfein, LLC	Fredric Chaiken	fc@chaikenklorfein.com
Agent under the Revolver and Term Loan Credit Agreements	Chase Bank, N.A.	George D. Ionas	george.d.ionas@jpmorgan.com
Interested Party	Chatham County Tax Commissioner	Theresa C. Harrelson	bknot@chathamcounty.org
Counsel for Berkley Insurance Company and Aspen American Insurance Company	Chiesa Shahinian & Giantomasi PC	Armen Shahinian	ashahinian@csglaw.com
Counsel for Aspen American Insurance Company and Berkley Insurance Company	Chiesa Shahinian & Giantomasi PC	Jonathan Bondy	jbondy@csglaw.com

Pg 5 of 15

Exhibit A

Master Service List
Served via Electronic Mail

Description	CreditorName	CreditorNoticeName	Email
Counsel for Berkley Insurance Company and Aspen American Insurance Company	Chiesa Shahinian & Giantomasi PC	Scott A. Zuber	szuber@csglaw.com
Counsel for Communication Workers of America, AFL-CIO	Cohen, Weiss and Simon LLP	Richard M. Seltzer and Melissa S. Woods	rseltzer@cwsny.com; Mwoods@cwsny.com
Counsel for Hancock Reit Proscenium LLC, Hancock S-REIT AtI Corp and John Hancock Life Insurance (U.S.A.)	Coleman & Dempsey, LLP	Arlene L. Coleman	acoleman@coleman-dempsey.com
Interested Party	Commonwealth of Pennsylvania, Department of Revenue	Carol E. Momjian	cmomjian@attorneygeneral.gov
Counsel for the Texas Comptroller of Public Accounts	Comptroller of Public Accounts of the State of Texas	Courtney J. Hull, Assistant Attorney General	courtney.hull@oag.texas.gov brian.resnick@davispolk.com; david.schiff@davispolk.com
Counsel for Admin Agent	Davis Polk & Wardwell LLP	Brian M. Resnick and David Schiff	brian.resnick@davispolk.com; david.schiff@davispolk.com
Counsel for Uniti Group Inc.	Davis Polk & Wardwell LLP	Marshall S. Huebner, Eli J. Vonnegut, James M. Millerman	uniti.routing@davispolk.com timothy.graulich@davispolk.com; natasha.tsiouris@davispolk.com; windstream.citi.routing@davispolk.com
Counsel for DIP Agent	Davis Polk & Wardwell LLP	Timothy Graulich and Natasha Tsiouris	allan.brilliant@dechert.com; david.kelley@dechert.com; gary.mennitt@dechert.com; stephen.wolpert@dechert.com
Counsel for Uniti Group Inc.	Dechert LLP	Allan S. Brilliant, David N. Kelley, Gary J. Mennitt, Stephen M. Wolpert	stephen.wolpert@dechert.com
Counsel for the Commonwealth of Pennsylvania, Department of Environmental Protection	Department of Environmental Protection	Vera N. Kanova	verkanova@pa.gov
US Department of Justice	Department of Justice US Attorney General	Commercial Litigation Branch	askdoj@usdoj.gov
Counsel for TFC McDowell LLC	DLA Piper LLP (US)	Rachel Ehrlich Albanese	rachel.albanese@dlapiper.com
Counsel for TFC McDowell LLC	DLA Piper LLP (US)	Richard M. Kremen and Virginia R. Callahan	richard.kremen@dlapiper.com; virginia.callahan@dlapiper.com
Counsel for NuArx Inc.	Dykema Gossett PLLC	Sherrie L. Farrell	sfarrell@dykema.com
Counsel for Firooz Soulati and Mahin Amidzadeh	Eckert Seamans Cherin & Mellott, LLC	Christopher F. Graham, Sarah H. Morrissey	cgraham@eckertseamans.com; smorrissey@eckertseamans.com
Counsel for Zoom Video Communications, Inc.	Emmet, Marvin & Martin, LLP	Thomas A. Pitta	tpitta@emmetmarvin.com
Federal Communications Commission	Federal Communications Commission	Attn General Counsel	thomas.johnson@fcc.gov
Counsel for Georgia Power Company, Southern Company Services, Inc., and Southern Telecom, Inc.	FisherBroyles, LLP	Hollace T. Cohen	hollace.cohen@fisherbroyles.com
Counsel for Georgia Power Company, Southern Company Services, Inc., and Southern Telecom, Inc.	FisherBroyles, LLP	Thomas R. Walker	thomas.walker@fisherbroyles.com
Counsel for Actiontec Electronics, Inc.	Foley & Lardner LLP	Victor A. Vilaplana	vavilaplana@foley.com
Counsel for Microsoft Corporation and Microsoft Licensing, GP	Fox Rothschild LLP	Maria A. Milano	mamilano@foxrothschild.com
Counsel for Omaha Public Power District	Fraser Stryker PC LLO	Stephen M. Bruckner, Mark R. O'siochain and Steven R. Hogan II	sbruckner@fraserstryker.com; shogan@fraserstryker.com; mosiochain@fraserstryker.com
Counsel for Santander Bank, N.A.	Gebhardt & Smith LLP	Michael D. Nord	Mnord@gebsmith.com
Georgia Attorney General	Georgia Attorney General	Attn Bankruptcy Department	Agcarr@law.ga.gov
Counsel for SunTrust Equipment Finance & Leasing Corp.	Gordon Rees Scully Mansukhani LLP	Megan M. Adeyemo	madeyemo@grsm.com
Counsel for NW 230 Congress Street Property Owner LLC	Halperin Battaglia Benzija, LLP	Donna H. Lieberman	dlieberman@halperinlaw.net
Counsel for Landlord DAR Enterprises, L.L.C.	Halperin Battaglia Benzija, LLP	Donna H. Lieberman	dlieberman@halperinlaw.net
Counsel for RXR SMP Owner LLC	Hamburger, Maxson, Yaffe & McNally, LLP	Lane T. Maxson	lmaxson@hmylaw.com
Counsel for Ribbon Communications Operating Company, Inc.	Hunton Andrews Kurth LLP	Gregory G. Hesse	ghesse@huntonak.com
Counsel for Ribbon Communications Operating Company, Inc.	Hunton Andrews Kurth LLP	Michael S. Legge	mlegge@huntonak.com
Counsel for TierPoint, LLC, TierPoint Hosted Solutions, LLC (f/k/a Windstream Hosted Solutions, LLC), and TierPoint Oklahoma, LLC (fka Perimeter Technology Center LLC)	Husch Blackwell LLP	Marshall C. Turner, Caleb T. Holzaepfel	marshall.turner@huschblackwell.com; caleb.holzaepfel@huschblackwell.com
Interested Party	IBM Corporation	Rodrigo Alonso Rodriguez Gonzales	alonsorg@mx1.ibm.com
Counsel for Nitel, Inc.	Ice Miller LLP	Jason M. Torf, Michael W. Ott	Jason.Torf@icemiller.com; Michael.Ott@icemiller.com
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation	Mimi.M.Wong@irscounsel.treas.gov

Exhibit A

Master Service List
Served via Electronic Mail

Description	CreditorName	CreditorNoticeName	Email
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation	Mimi.M.Wong@irs.counsel.treas.gov
Iowa Attorney General	Iowa Attorney General	Attn Bankruptcy Department	IDR.Bankruptcy@ag.iowa.gov
Counsel for U.S. TelePacific Corp.	J. Scott Bovitz		bovitz@bovitz-spitzer.com
Interested Party	John Malone		john@johnmalonepc.com
Counsel for Capital Towers Company, LLC	Jones Walker LLP	Jeffrey R. Barber	jbarber@joneswalker.com
Agent under the Revolver and Term Loan Credit Agreements	JPMorgan Chase Bank, N.A.,	Timothy D. Lee	timothy.d.lee@jpmorgan.com
Counsel for UMB Bank, National Association, as Indenture Trustee	Kelley Drye & Warren LLP	James S. Carr, Eric R. Wilson, and Benjamin D. Feder	jcarr@kelleydrye.com; ewilson@kelleydrye.com; bfeder@kelleydrye.com
Counsel for Fusion Connect, Inc., on behalf of its various subsidiaries	Kelley Drye & Warren LLP	Kristin S. Elliott and Eric R. Wilson	KDWBankruptcyDepartment@kelleydrye.com; kelliott@kelleydrye.com; ewilson@kelleydrye.com
Counsel for Electric Plant Board of the City of Glasgow	Kerrick Bachert PSC	Scott A. Bachert	sbachert@kerricklaw.com
Counsel for Ankura Trust Company, LLC	Kilpatrick Townsend & Stockton LLP	Michael D. Langford	mlangford@kilpatricktownsend.com
Counsel for Ankura Trust Company, LLC	Kilpatrick Townsend & Stockton LLP	Todd C. Meyers, Gianfranco Finizio	tmeyers@kilpatricktownsend.com; gfinizio@kilpatricktownsend.com
Debtors' Counsel	Kirkland & Ellis LLP	Marc Kieselstein; Ross M. Kwasteniet; Brad Weiland; John R. Luze	mkieselstein@kirkland.com; rkwasteniet@kirkland.com; bweiland@kirkland.com; john.luze@kirkland.com
Debtors' Counsel	Kirkland & Ellis LLP	Stephen E. Hessler; Susan D. Golden; George Klidonas	shessler@kirkland.com; susan.golden@kirkland.com; george.klidonas@kirkland.com
Counsel for Joink, LLC	Lashly & Baer P.C.	Daniel D. Doyle	ddoyle@lashlybaer.com
Counsel for 505 Eighth Corp., 171 Madison Associates LLC, Union Square Broadway Associates LLC, 200 Varick Street DE LLC, 209-219 W. 38 LLC, 322 Partners LLC, 301-5 Seventh Ave Assoc LLC, 515 Madison LLC, New 594 Broadway Associates LLC, GSH Associates LLC, The Bet Eli Company LLC, 247 West 37th Street Associates LLC, and New 520 GSH LLC	Lasser Law Group, PLLC	Stephen M Lasser	slasser@lasserlg.com
Counsel for 530 6th Street, LLC	Law Offices of Branson & Branson, LLP	Uzzell S. Branson III	usb3@usblaw.com
Counsel for NW 230 Congress Street Property Owner LLC	Law Offices of Kevin S. Neiman	Kevin S. Neiman	kevin@ksnpc.com
Counsel for Bexar County	Linebarger Goggan Blair & Sampson, LLP	David G. Aelvoet	sanantonio.bankruptcy@publicans.com
Counsel for Iredell ISD, Kleberg County, Raymondville ISD, et al. (Hidalgo County)	Linebarger Goggan Blair & Sampson, LLP	Diane Wade Sanders	austin.bankruptcy@lgbs.com
Counsel for Dallas County and Mansfield ISD	Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	dallas.bankruptcy@publicans.com; dallas.bankruptcy@lgbs.com
Counsel for Fort Bend CO WCID # 02 and Wharton Co Jr Coll Dist	Linebarger Goggan Blair & Sampson, LLP	John P. Dillman	houston_bankruptcy@publicans.com
Counsel for U.S. Bank, National Association, as Indenture Trustee	Loeb & Loeb LLP	Walter H. Curchack and Vadim J. Rubinstein	wcurchack@loeb.com; vrubinstein@loeb.com
Counsel for Robert Murray, Lead Plaintiff	Lowenstein Sandler LLP	Michael S. Etkin and Andrew Behlmann	metkin@lowenstein.com; abehlmann@lowenstein.com
Counsel for GTT Communications, Inc.	Marcus & Shapira LLP	Darlene M. Nowak and Scott Livingston	nowak@marcus-shapira.com; livingston@marcus-shapira.com
Counsel for U.S. TelePacific Corp.	Marilyn Macron, P.C.	Marilyn Cowhey Macron	marilyn@marilynmacron.com
Counsel for U.S. Bank, National Association, as Indenture Trustee	Maslon LLP	Clark T. Whitmore and Jason Reed	Clark.Whitmore@maslon.com; Jason.Reed@maslon.com
Counsel for Columbia Office Properties, LLC	Mayer Brown LLP	Christine A. Walsh	cwalsh@mayerbrown.com
Counsel for Frontier Communications Corporation	Mayer Brown LLP	Joaquin M. C de Baca	jcdeBaca@mayerbrown.com
Counsel for Frontier Communications Corporation	Mayer Brown LLP	Sean T. Scott	stscott@mayerbrown.com
Counsel for New York Football Giants, Inc.	McCarter & English LLP	John R Stoelker	jstoelker@mccarter.com
Counsel for Nokia of America Corporation	McCarter & English LLP	Joseph Lubertazzi, Jr	jlubertazzi@mccarter.com
Counsel for the Texas Taxing Jurisdictions	McCreary, Veselka, Bragg & Allen, P.C.	Tara LeDay	tleday@mvbalaw.com
Counsel for United Electric Cooperative Services, Inc.	McDonald Sanders, P.C.	Donald A. Kaczowski	dak@mcdonaldlaw.com

Exhibit A

Master Service List
Served via Electronic Mail

Description	CreditorName	CreditorNoticeName	Email
Counsel for Sprint Communications Company, LP	MCGUIREWOODS LLP	David I. Swan, Thuc-Doan Phan	dswan@mcguirewoods.com; dphan@mcguirewoods.com
Counsel for Ad Hoc Group of Second Lien Noteholders	Milbank LLP	Dennis F. Dunne, Andrew M. Leblanc, Samuel A. Khalil	ddunne@milbank.com; aleblanc@milbank.com; skhalil@milbank.com
Counsel for 2001 Sixth LLC/Sixth & Virginia Properties	Miller Nash Graham & Dunn LLP	Mark D. Northrup	mark.northrup@millernash.com
Minnesota Attorney General	Minnesota Attorney General	Attn Bankruptcy Department	Attorney.General@ag.state.mn.us
Missouri Attorney General	Missouri Attorney General	Attn Bankruptcy Department	attorney.general@ago.mo.gov
Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Steven A. Ginther	sdnyecf@dor.mo.gov
Counsel for Acxiom LLC	Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.	Stan. D Smith	ssmith@mwlaw.com
Counsel for Dominion Energy South Carolina, Inc. f/k/a South Carolina Electric & Gas Company	Moore & Van Allen PLLC	David B. Wheeler, Reid E. Dyer	davidwheeler@mvalaw.com; reiddyder@mvalaw.com
Counsel for Meredith Corporation dba WGCL-TV, WGCL-46 (CBS), WGCL CBS46, WPCH-TV, WPCH-TV – Peachtree TV, Peachtree TV, WNEM-TV, and WNEM TV5	Morris James LLP	Brett D. Fallon	bfallon@morrisjames.com
Counsel for the Official Committee of Unsecured Creditors	Morrison & Foerster LLP	Lorenzo Marinuzzi, Brett H. Miller, Todd M. Goren, Jennifer L. Marines, and Erica J. Richards	LMarinuzzi@mofo.com; BrettMiller@mofo.com; TGoren@mofo.com; JMarines@mofo.com; ERichards@mofo.com
Counsel for GLM DFW, Inc.	Munsch Hardt Kopf & Harr, P.C.	Thomas D. Berghman, Davor Rukavina	tberghman@munsch.com; drukavina@munsch.com
Counsel for Cyient, Inc.	Murtha Cullina LLP	Robert E. Kaelin	rkaelin@murthalaw.com
Nebraska Attorney General	Nebraska Attorney General	Attn Bankruptcy Department	ago.info.help@nebraska.gov
Counsel for California Public Employees' Retirement System ("CalPERS")	Nixon Peabody LLP	Louis J. Cisz, III	lcisz@nixonpeabody.com
North Carolina Attorney General	North Carolina Attorney General	Attn Bankruptcy Department	dlennon@ncdoj.gov
Counsel for the Board of Directors of Windstream Holdings, Inc.	Norton Rose Fulbright US LLP	Kristian W. Gluck	kristian.gluck@nortonrosefulbright.com
Counsel for the Board of Directors of Windstream Holdings, Inc.	Norton Rose Fulbright US LLP	Louis R. Strubeck, Jr. and James A. Copeland	louis.strubeck@nortonrosefulbright.com; james.copeland@nortonrosefulbright.com
Counsel for the New York State Department of Taxation and Finance	NYS Department of Taxation and Finance	Amanda Hiller, Deputy Commissioner, Jeffrey K. Cymbler District Tax Attorney	Jeffrey.Cymbler@tax.ny.gov
Counsel for Oakland Schools	Oakland Schools	Sherry McMillan	Sherry.McMillan@oakland.k12.mi.us
Counsel for New York State Department of Taxation and Finance	Office of the New York State Attorney General	Leo V. Gagon, Assistant Attorney General	leo.gagon@ag.ny.gov
US Trustee	Office of the United States Trustee	Attn Paul Schwartzberg and Serene Nakano	paul.schwartzberg@usdoj.gov
United States Attorneys Office SDNY	Office of US Attorney SDNY	Attn Tax & Bankruptcy Unit	Jeffrey.Oestericher@usdoj.gov
Counsel for Velocloud Networks, LLC, a VMware company	Orrick, Herrington & Sutcliffe LLP	Debra L. Felder	dfelder@orrick.com
Counsel for Velocloud Networks, LLC, a VMware company	Orrick, Herrington & Sutcliffe LLP	Lorraine S. McGowen	lmcgowen@orrick.com
Counsel for Zayo Group, LLC	Pachulski Stang Ziehl & Jones LLP	Debra I. Grassgreen and John W. Lucas	dgrassgreen@pszjlaw.com; jlucas@pszjlaw.com
Counsel for Ad Hoc Group of First Lien Term Lenders	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Andrew N. Rosenberg, Brian S. Hermann, Samuel E. Lovett	arosenberg@paulweiss.com; bhermann@paulweiss.com; slovett@paulweiss.com
Counsel for Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation	Desiree M. Amador	Amador.Desiree@pbgc.gov; efile@pbgc.gov
Counsel for Ensono, LLP	Pepper Hamilton LLP	David B. Stratton, Evelyn J. Meltzer and Kenneth A. Listwak	strattond@pepperlaw.com; meltzere@pepperlaw.com; listwakk@pepperlaw.com
Counsel for United Call Center Solutions, LLC	Pepper Hamilton, LLP	Henry J. Jaffe and Kenneth A. Listwak	jaffeh@pepperlaw.com; listwakk@pepperlaw.com
Counsel for Andrews County Tax Office, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	c o Laura J. Monroe	lmbkr@pbfc.com
Counsel for Holiday Independent School District, City of Wichita Falls, Wichita Falls Independent School District, et al.	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	c/o Jeanmarie Baer	jbaer@pbfc.com
Counsel for Austin County Appraisal District, Burkeville Independent School District, Chambers County Tax Office, et al.	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	c/o Owen M. Sonik	osonik@pbfc.com

Pg 8 of 15

Exhibit A

Master Service List
Served via Electronic Mail

Description	CreditorName	CreditorNoticeName	Email
Counsel for Pinehurst Centre Property, LLC	Pierce Mccoy, PLLC	Jonathan A. Grasso	jon@piercemccoy.com
Counsel for Sho-Me Technologies, LLC, Sho-Me Power Electric Cooperative, Gascoage Electric Cooperative; and Pearce Services	Polsinelli PC	Brenna A. Dolphin	bdolphin@polsinelli.com
Counsel for Sho-Me Technologies, LLC, Sho-Me Power Electric Cooperative, Gascoage Electric Cooperative; and Pearce Services	Polsinelli PC	Jeremy R. Johnson	jeremy.johnson@polsinelli.com
Public Service Commission of the State of New York	Public Service Commission of the State of New York	John C. Graham	john.graham@dps.ny.gov
Counsel for Fifth Third Bank	Reed Smith LLP	Christopher A. Lynch and Richard J. Tannenbaum	clynch@reedsmith.com; rtannenbaum@reedsmith.com
Counsel for Wilmington Trust, National Association, as indenture trustee for the holders of 10.500% Second Lien Notes due June 20, 2024 and 9.00% Second Lien Notes due June 30, 2025	Reed Smith LLP	Kurt F. Gwynne and Jason D. Angelo	kgwynne@reedsmith.com; jangelo@reedsmith.com
Counsel for Robert Murray, Lead Plaintiff	Robbins Geller Rudman & Dowd LLP	Randall J. Baron, David A. Knotts and Eun Jin Lee	dknotts@rgrdlaw.com; elee@rgrdlaw.com
Counsel for Galleria Operating Co, Inc.	Robinson Brog Leinwand Greene Genovese & Gluck P.C.	Fred B. Ringel	fbr@robinsonbrog.com
Counsel for American Arbitration Association	Rumberger, Kirk & Caldwell, P.C.	R. Scott Williams	swilliams@rumberger.com
Counsel for Element Fleet Corporation (formerly known as Gelco Corporation)	Saul Ewing Arnstein & Lehr LLP	John D. Demmy	john.demmy@saul.com
Counsel for SBA Communications Corporation, Equinix, Inc. and CBRE, Inc.	Saul Ewing Arnstein & Lehr LLP	Lucian B. Murley	luke.murley@saul.com
Securities and Exchange Commission Headquarters	Securities and Exchange Commission	Attn General Counsel	SECBankruptcy-OGC-ADO@sec.gov; NYROBankruptcy@sec.gov
Securities and Exchange Commission NY Regional	Securities and Exchange Commission NY Regional Office	Andrew Calamari Regional Director	bankruptcynoticeshr@sec.gov
Counsel for the Dycom Entities and TCS Communications, LLC	Shearman & Sterling LLP	Fredric Sosnick and Sara Coelho	fsosnick@shearman.com; sara.coelho@shearman.com
Counsel for the Ad Hoc Group of Midwest Noteholders	Shearman & Sterling LLP	Joel Moss and Jordan A. Wishnew	joel.moss@shearman.com; jordan.wishnew@shearman.com
Counsel for 7121 Fairway Owner, LLC	Shutts & Bowen LLP	Larry I. Glick	lglick@shutts.com
Counsel for Business Communications Management, Inc. and BCM One, Inc.	Sidley Austin LLP	Dennis M. Twomey	dtwomey@sidley.com
Counsel for Simon Property Group, L.P. and its related entities	Simon Property Group, L.P.	Ronald M. Tucker	rtucker@simon.com
Counsel for JPMorgan Chase Bank, N.A.	Simpson Thacher & Bartlett LLP	Sandeep Qusba, Nicholas E. Baker, and Jamie J. Fell	squsba@stblaw.com; nbaker@stblaw.com; jamie.fell@stblaw.com
Counsel for Conduent Commercial Solutions LLC	Singer & Levick, PC	Michelle E. Shiro	mshiro@singerlevick.com
Counsel for MAP Ground Lease Owner LLC and Plymouth TFC, General Partnership	Sirlin Lesser & Benson, P.C.	Dana S. Plon	dplon@sirlinlaw.com
Counsel for Omni Group	SmithAmundsen LLC	William S. Hackney	whackney@salawus.com
Counsel for Cyrus One	Sprouse Law Firm	Marvin E. Sprouse III	msprouse@sprousepllc.com
Counsel for Transaction Network Services, Inc.	Squire Patton Boggs (US) LLP	Christopher J. Giaimo and Jeffrey N. Rothleder	christopher.giaimo@squirepb.com; jeffrey.rothleder@squirepb.com
Counsel for Prodapt North America, Inc., and USIC LLC	Squire Patton Boggs (US) LLP	Stephen D. Lerner	stephen.lerner@squirepb.com
Interested Party	State of Michigan, Department of Treasury	Dana Nessel and Juandisha M. Harris	harrisj12@michigan.gov
Counsel for CenturyLink	Stinson LLP	Brittany M. Michael	brittany.michael@stinson.com
Counsel for Digital Realty Trust, L.P. and affiliates	Stoel Rives LLP	Ellen E. Ostrow	ellen.ostrow@stoel.com
Counsel for Digital Realty Trust, L.P. and affiliates	Stoel Rives LLP	Oren Buchanan Haker	oren.haker@stoel.com
Counsel for Dell Marketing, L.P.	Streusand, Landon, Ozburn & Lemmon, LLP	Sabrina L. Streusand	streusand@slolp.com
Counsel for ATM Four LLC	Stuart P. Gelberg		spg@13trustee.net
Counsel for POTA JV, LLC	Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation	Peter C. D'Apice	dapice@sbep-law.com
Counsel for CQS (US), LLC	Sullivan & Worcester LLP	Jeffrey R. Gleit, Allison Weiss	jgleit@sandw.com
Counsel for H5 Capital – Atlanta, LLC, H5 Cincinnati LLC, H5 Cleveland LLC, and H5 Data Centers - San Antonio, LLC	SulmeyerKupetz, a Professional Corporation	Alan G. Tippie, Claire K. Wu	atippie@sulmeyerlaw.com; ckwu@sulmeyerlaw.com

Exhibit A

Master Service List
Served via Electronic Mail

Description	CreditorName	CreditorNoticeName	Email
Counsel for ATM Four LLC	The Law Offices of Geoffrey T. Mott, P.C.	Geoffrey T. Mott	gmott@geoffreymottlaw.com
Counsel for TN Dept of Revenue	TN Dept of Revenue	c/o TN Attorney General's Office, Bankruptcy Division	AGBankNewYork@ag.tn.gov
Counsel for ScanSource, Inc.	Troutman Sanders LLP	Brett D. Goodman	brett.goodman@troutman.com
Counsel for ScanSource, Inc.	Troutman Sanders LLP	Harris B. Winsberg	harris.winsberg@troutman.com
Counsel for Hart Electric Membership Corporation, North Georgia Electric Membership Corporation, Upson Electric Membership Corporation, Amicalola Electric Membership Corporation, Blue Ridge Mountain Electric Membership Corporation, and Flint Energies	Troutman Sanders LLP	Hugh M. McDonald	hugh.mcdonald@troutman.com
Environmental Protection Agency (US)	US Environmental Protection Agency	Mail Code 2310A, Office of General Counsel	Leopold.matt@Epa.gov
Counsel for Sequential Technology International, LLC	Vedder Price P.C.	Michael L. Schein	mschein@vedderprice.com
Top 50 Creditor and Official Committee of Unsecured Creditors	VeloCloud Networks, Inc.	Brooks Beard and Roy Nolasco	bbeard@vmware.com; rnolasco@vmware.com
Counsel for Viavi Solutions	Vogel Bach & Horn, LLP	Heike M. Vogel and Eric H. Horn	hvogel@vogelbachpc.com; ehorn@vogelbachpc.com
Co-Counsel for UMB Bank, N.A. as Indenture Trustee and U.S. Bank NA as Indenture Trustee	White & Case LLP	J. Christopher Shore, Harrison L. Denman, Philip M. Abelson, Charles R. Koster	cshore@whitecase.com; hdenman@whitecase.com; pabelson@whitecase.com; ckoster@whitecase.com
Co-Counsel for UMB Bank, N.A. as Indenture Trustee and U.S. Bank NA as Indenture Trustee	White & Case LLP	Thomas E Lauria	tlauria@whitecase.com
Indenture Trustee to the 10.5% and 9% Notes	Wilmington Trust National Association	Global Capital Markets	RRitrovato@WilmingtonTrust.com; SCimalore@WilmingtonTrust.com
Counsel for County of Putnam, Department of Finance	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Mark G. Ledwin	mark.ledwin@wilsonelser.com
Counsel for Pinehurst Centre Property, LLC	Wolcott Rivers Gates	Joshua D. Stiff	jstiff@wolriv.com
Counsel for 180 East Broad, LLC	Wollmuth Maher & Deutsch LLP	Paul R. DeFilippo	pdefilippo@wmd-law.com
Counsel for t3Broadband and t3 Wireless, Inc.	Womble Bond Dickinson (Us) LLP	Jeffrey L. Tarkenton	Jeffrey.Tarkenton@wbd-us.com
Counsel for BTC Block 20 Partnership, LP	Woods Oviatt Gilman LLP	Timothy P. Lyster	tlyster@woodsoviatt.com
Counsel for BTC Block 20 Partnership, LP	Woods Oviatt Gilman LLP	William F. Savino	Wsavino@woodsoviatt.com

Exhibit B

Exhibit B

Adversary Service List
Served via Electronic Mail

Description	CreditorName	CreditorNoticeName	Email
Counsel for Uniti Group Inc.	Davis Polk & Wardwell LLP	Eli J. Vonnegut, Elliot Moskowitz	uniti.routing@davispolk.com; eli.vonnegut@davispolk.com ; elliott.moskowitz@davispolk.com
Counsel to Uniti Group Inc.	Dechert LLP	Allan S. Brilliant, David N. Kelley, Gary J. Mennitt, Stephen M. Wolpert	allan.brilliant@dechert.com; david.kelley@dechert.com; gary.mennitt@dechert.com; stephen.wolpert@dechert.com
Counsel to Ad Hoc Group of Second Lien Noteholders	Milbank LLP	Dennis F. Dunne, Andrew M. Leblanc, Samuel A. Khalil	ddunne@milbank.com; aleblanc@milbank.com; skhalil@milbank.com
Counsel for the Official Committee of Unsecured Creditors	Morrison & Foerster LLP	Lorenzo Marinuzzi, Brett H. Miller, Todd M. Goren, Jennifer L. Marines, and Erica J. Richards	LMarinuzzi@mofo.com; BrettMiller@mofo.com; TGoren@mofo.com; JMarines@mofo.com; ERichards@mofo.com
Counsel to Ad Hoc Group of First Lien Term Lenders	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Andrew N. Rosenberg, Brian S. Hermann, Samuel E. Lovett	arosenberg@paulweiss.com; bhermann@paulweiss.com; slovett@paulweiss.com
Co-Counsel for UMB Bank, N.A. as Indenture Trustee and U.S. Bank NA as Indenture Trustee	White & Case LLP	J. Christopher Shore, Harrison L. Denman, Philip M. Abelson, Charles R. Koster	cshore@whitecase.com; hdenman@whitecase.com; pabelson@whitecase.com; ckoster@whitecase.com
Co-Counsel for UMB Bank, N.A. as Indenture Trustee and U.S. Bank NA as Indenture Trustee	White & Case LLP	Thomas E Lauria	tlauria@whitecase.com

Exhibit C

Exhibit C
Chambers Service List
Served via Overnight Mail

Description	Company	Contact	Address1	Address2	City	State	Zip
Chambers	United States Bankruptcy Court	Honorable Judge Drain	300 Quarropas Street Rm 248	Chambers Copy	White Plains	NY	10601

19-08279-rdd Doc 118 Filed 02/27/20 Entered 02/27/20 22:50:07
Pg 13 of 15 Main Document

Exhibit D

Exhibit D
Master Service List
Served via First Class Mail

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip	Country
Alabama Attorney General	Alabama Attorney General	Attn Bankruptcy Department	501 Washington Ave		Montgomery	AL	36104	
Aurelius Capital Management	Aurelius Capital Management	Attn Director or Officer	535 Madison Avenue, 22nd Fl		New York	NY	10022	
Aurelius Capital Master, Ltd.	Aurelius Capital Master, Ltd.	c/o SS&C Fund Services (Cayman) Ltd.	45 Market Street	Gardenia Court, Camana Bay	Grand Cayman		KY 1-9003	Cayman Islands
Official Committee of Unsecured Creditors	Communication Workers of America, AFL-CIO, CLC	Patricia M. Shea, General Counsel	501 Third Street, N.W. Suite 301		Washington	DC	20036	
Top 50 Creditor and Official Committee of Unsecured Creditors	Crown Castle Fiber	Scott Callahan, Senior Manager of Credit & Collections	80 Central Street		Boxborough	MA	01719	
Florida Attorney General	Florida Attorney General	Attn Bankruptcy Department	The Capitol PL-01		Tallahassee	FL	32399-1050	
Kentucky Attorney General	Kentucky Attorney General	Attn Bankruptcy Department	700 Capitol Avenue	Capitol Building, Suite 118	Frankfort	KY	40601-3449	
Top 50 Creditor and Official Committee of Unsecured Creditors	LEC Services Inc	David S. Crossley, Chief Operating Officer	138 Van Camp Blvd		Santa Fe	NM	87031	
Mississippi Attorney General	Mississippi Attorney General	Attn Bankruptcy Department	Walter Sillers Building	550 High St Ste 1200	Jackson	MS	39201	
Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Steven A. Ginther	PO Box 475		Jefferson City	MO	65105-0475	
New Mexico Attorney General	New Mexico Attorney General	Attn Bankruptcy Department	408 Galisteo St	Villagra Building	Santa Fe	NM	87501	
New York Attorney General	New York Attorney General	Attn Bankruptcy Department	Office of the Attorney General	The Capitol, 2nd Fl.	Albany	NY	12224-0341	
New York Attorney General	Office of the NY Attorney General	Attorney General	120 Broadway 24th Fl		New York	NY	10271	
New York Attorney General	Office of the NY Attorney General	Attorney General	The Capitol		Albany	NY	12224-0341	
US Trustee	Office of the United States Trustee	Attn Paul Schwartzberg and Serene Nakano	201 Varick Street, Suite 1006	William K Harrington	New York	NY	10014	
Ohio Attorney General	Ohio Attorney General	Attn Bankruptcy Department	30 E. Broad St. 14th Fl		Columbus	OH	43215	
Oklahoma Attorney General	Oklahoma Attorney General	Attn Bankruptcy Department	313 NE 21st St		Oklahoma City	OK	73105	
Pennsylvania Attorney General	Pennsylvania Attorney General	Attn Bankruptcy Department	16th Floor, Strawberry Square		Harrisburg	PA	17120	
Official Committee of Unsecured Creditors	Pension Benefit Guaranty Corporation	Thomas Taylor, Supervisory Financial Analyst	1200 K Street N.W.		Washington	DC	20005-4026	
Secretary of the State	Secretary of State	Division of Corporations	99 Washington Ave Ste 600	One Commerce Plz	Albany	NY	12231-0001	
Secretary of the State	Secretary of State		123 William St		New York	NY	10038-3804	
South Carolina Attorney General	South Carolina Attorney General	Attn Bankruptcy Department	Rembert C. Dennis Office Bldg.	1000 Assembly St Room 519	Columbia	SC	29201	
Texas Attorney General	Texas Attorney General	Attn Bankruptcy Department	300 W. 15th St		Austin	TX	78701	
Indenture Trustee to the 8.75%, 8.625%, 6 3/8%, 7.5%, and 7.75% Notes	U.S. Bank National Association	Attention: Global Corporate Trust Services	1349 West Peachtree Street	Suite 1050	Atlanta	GA	30309	
Indenture Trustee to the 8.75%, 8.625%, 6 3/8%, 7.5%, and 7.75% Notes	U.S. Bank National Association	c/o US Bank Corporate Trust Services	60 Livingston Ave.		St Paul	MN	55107	
Official Committee of Unsecured Creditors	UMB Bank	Gavin Wilkinson, Senior Vice President, Corporate Trust	120 South Sixth St, Ste 1400		Minneapolis	MN	55402	

Pg 15 of 15

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