

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Chapter 11
	)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> ,	)	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.	)	
_____	)	

**STIPULATION AND AGREED ORDER REGARDING  
 THE SCHEDULE FOR EXPERT DISCOVERY**

UMB Bank, National Association and U.S. Bank National Association, solely in their capacities as indenture trustees for the Debtors’ \$1.1 billion in senior unsecured notes, and as intervenors in the above-captioned adversary proceeding (the “Trustees”), and Uniti Group, Inc. and its defendant affiliates (“Uniti,”) submit this proposed stipulation and agreed order (this “Stipulation”) regarding the Second Amended Scheduling Order Regarding Count I of the Complaint, dated February 21, 2020 [Adv. Proc. Dkt. No. 92] (the “Second Amended Scheduling Order”).

**RECITALS**

**WHEREAS**, on October 1, 2019, the Court entered the *Stipulated Scheduling Order* [Adv. Proc. Dkt. No. 31].



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**WHEREAS**, on January 31, 2020, the Court entered the *Stipulated Amended Scheduling Order* [Adv. Proc. Dkt. No. 78].

**WHEREAS**, on February 21, 2020, the Court entered the Second Amended Scheduling Order, which established February 29, 2020 as the expert discovery cutoff.

**WHEREAS**, the Second Amended Scheduling Order provides that motions related to experts must be filed by March 1, 2020, responses to such motions must be filed by March 3, 2020, and such dates may only be modified upon request and further order from the Court.

**WHEREAS**, the Trustees and Uniti have agreed that the Trustees' rebuttal expert may be deposed on March 2, 2020 and request modification to certain dates solely with respect to such witness. Windstream Holdings, Inc. and Windstream Services, LLC (together, "Windstream") and the other Intervenor support this Stipulation.<sup>1</sup>

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AND UPON APPROVAL BY THE 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. Any motion related to the Trustees' rebuttal expert shall be filed by March 3, 2020, at 10:00 p.m. Eastern Time.
3. Any response to a motion related to the Trustees' rebuttal expert shall be filed by March 4, 2020 at 10:00 p.m. Eastern Time.

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<sup>1</sup> The other Intervenor are: the First Lien Ad Hoc Group, the Ad Hoc Committee of Second Lien Noteholders, and the Official Committee of Unsecured Creditors.

4. This Stipulation shall be effective and enforceable immediately upon approval by the Bankruptcy Court.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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

Dated: February 28, 2020  
New York, New York

/s/ Christopher J. Shore  
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- and -

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*Counsel to Uniti Group, Inc.*

**SO ORDERED** this 2nd day of March, 2020

/s/Robert D. Drain  
THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE