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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> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

**AGENDA FOR TELEPHONIC HEARING ON MAY 7, 2020**

Time and Date of Hearing: May 7, 2020, at 10:00 a.m. (prevailing Eastern Time)

Telephonic Only Hearing: In accordance with General Order M-543 (“General Order M-543”), dated March 20, 2020, the Hearing will only be conducted telephonically. Any parties wishing to participate in the Hearing must make arrangements through CourtSolutions LLC. Instructions to register for CourtSolutions LLC are attached to General Order M-54. Please register with Court Solutions at [www.court-solutions.com](http://www.court-solutions.com).

Copies of Motions: A copy of each pleading can be viewed on the Court’s website at <http://www.nysb.uscourts.gov> and the website of the Debtors’ notice and claims agent, Kurtzman Carson Consultants LLC, at <http://www.kccllc.net/windstream>. Further information may be obtained via email at [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com), or by calling toll free at 877-759-8815, or internationally at 424-236-7262.

<sup>1</sup> 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.



**I. MATTERS TO BE HEARD IN BANKRUPTCY MAIN CASE NO. 19-22312:**

1. ***Uniti Settlement Motion.*** Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1558]

Objection Deadline: May 1, 2020, at 11:59 p.m. (prevailing Eastern Time).

Responses Received:

- A. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1740]
- B. Declaration of Lorenzo Marinuzzi in Support of Objections of the Official Committee of Unsecured Creditors to (A) Debtors' Motion for Entry of an Order Authorizing (I) the Debtors' Entry Into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses, and (B) Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1742]
- C. Declaration of Bruce Mendelsohn in Support of Objections of the Official Committee of Unsecured Creditors to (A) Debtors' Motion for Entry of an Order Authorizing (I) the Debtors' Entry Into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses, and (B) Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1743]
- D. Objection of UMB Bank, National Association and U.S. Bank National Association, As Indenture Trustees to Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1744]
- E. Declaration Julia M. Winters in Support of the Objection of UMB Bank, National Association and U.S. Bank National Association, as Indenture Trustees to the Debtors' Motion for Entry of an Order

Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1745]

- F. Direct Examination Declaration of Bruce Mendelsohn [Docket No. 1749]
- G. Amended Direct Examination Declaration of Bruce Mendelsohn [Docket No. 1764]

Related Documents:

- H. Notice of Adjournment of Hearing [Docket No. 1611]
- I. Committee's Letter to Judge Drain Requesting Conference Regarding Discovery Disputes Concerning Uniti 9019 Settlement Motion [Docket No. 1630]
- J. Debtors' Letter to Judge Drain Responding to Committee's Letter Requesting Conference Regarding Discovery Disputes Concerning Uniti 9019 Settlement Motion [Docket No. 1636]
- K. First Lien Ad Hoc Group's Letter In Response to the April 1st Letter by the Official Committee of Unsecured Creditors, UMB Bank, National Association, and U.S. Bank National Association [Docket No. 1637]
- L. Elliott Investment Management L.P.'s Letter to Judge Drain Responding the Committee's Letter dated April 1, 2020 [Docket No. 1638]
- M. Notice of Further Adjournment of Hearing on Uniti Settlement Motion and Backstop Commitment Motion and Rescheduling of Uniti Adversary Proceeding [Docket No. 1653]
- N. Stipulated Scheduling Order [Docket No. 1664]
- O. Notice of Filing of Definitive Document [Docket No. 1697]
- P. Second Notice of Filing of Definitive Document [Docket No. 1703]
- Q. Third Notice of Filing of Definitive Document [Docket No. 1704]
- R. Amended Stipulated Scheduling Order [Docket No. 1720]

- S. Notice of Filing of Amendments to the Backstop Commitment Agreement and Ancillary Agreements Related to the Uniti Settlement [Docket No. 1723]
- T. Declaration of Nicholas Leone [Docket No. 1746]
- U. Declaration of Anthony Thomas [Docket No. 1747]
- V. Declaration of Alan L. Wells [Docket No. 1748]
- W. Memorandum of Law of Uniti (1) in Reply to the Objections of UMB Bank, National Association and U.S. Bank National Association and Official Committee of Unsecured Creditors; and (2) in Support of Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1765]
- X. Declaration of Eli J. Vonnegut in Support of Uniti's Memorandum of Law (1) in Reply to the Objections of UMB Bank, National Association and U.S. Bank National Association and Official Committee of Unsecured Creditors; and (2) in Support of Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(B) and (II) Assumption of the Leases Pursuant to Section 365(A) [Docket No. 1766]
- Y. Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1768]
- Z. Declaration of Richard U.S. Howell in Support of the Debtors' Omnibus Reply in Support of Debtors Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1771]
- AA. Omnibus Reply of Elliott Investment Management, L.P. to the Objections of the Official Committee of Unsecured Creditors and UMB Bank, National Association and U.S. Bank National Association, as Indenture Trustees to (A) The Debtors Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors Assets Pursuant to Section 363(B) and (II) the Assumption of the

Leases Pursuant to Section 365(A) and (B) the Debtors Motion for Entry of an Order Authorizing (I) the Debtors Entry into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses [Docket No. 1770]

- BB. The First Lien Ad Hoc Group's Omnibus Reply in Support of the Debtor's 9019 Motion, Backstop Motion, and Disclosure Statement Motion [Docket No. 1772]
- CC. Declaration of Samuel E. Lovett in Support of the First Lien Ad Hoc Group's Omnibus Reply in Support of the Debtor's 9019 Motion, Backstop Motion, and Disclosure Statement Motion [Docket No. 1773]
- DD. Statement of the Ad Hoc Group of Midwest Noteholders in Support of Debtors' Motions: (1) to Approve (I) the Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto; (2) for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(B) and (II) the Assumption of the Leases Pursuant to Section 365(A); and (3) for Entry of an Order Authorizing (I) the Debtors' Entry into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses [Docket No. 1775]

Status: This matter is going forward.

- 2. ***BCA Assumption Motion.*** Debtors' Motion for Entry of an Order Authorizing (I) the Debtors Entry into the Backstop Commitment Agreement and (II) Granting Related Relief [Docket No. 1579]

Objection Deadline: May 1, 2020, at 11:59 p.m. (prevailing Eastern Time).

Responses Received:

- A. Objection of UMB Bank, National Association and U.S. Bank National Association, as Indenture Trustees, to the Debtors' Motion for Entry of an Order Authorizing (I) the Debtors Entry Into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses [Docket No. 1738]
- B. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Authorizing (I) the Debtors' Entry into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses [Docket No. 1741]

- C. Declaration of Lorenzo Marinuzzi in Support of Objections of the Official Committee of Unsecured Creditors to (A) Debtors' Motion for Entry of an Order Authorizing (I) the Debtors' Entry Into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses, and (B) Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) The Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1742]
- D. Declaration of Bruce Mendelsohn in Support of Objections of the Official Committee of Unsecured Creditors to (A) Debtors' Motion for Entry of an Order Authorizing (I) the Debtors' Entry Into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses, and (B) Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(b) and (II) the Assumption of the Leases Pursuant to Section 365(a) [Docket No. 1743]
- E. Direct Examination Declaration of Bruce Mendelsohn [Docket No. 1749]
- F. Amended Direct Examination Declaration of Bruce Mendelsohn [Docket No. 1764]

Related Documents:

- G. Notice of Adjournment of Hearing [Docket No. 1611]
- H. Notice of Further Adjournment of Hearing on Uniti Settlement Motion and Backstop Commitment Motion and Rescheduling of Uniti Adversary Proceeding [Docket No. 1653]
- I. Stipulated Scheduling Order [Docket No. 1664]
- J. Amended Stipulated Scheduling Order [Docket No. 1720]
- K. Notice of Filing of Amendments to the Backstop Commitment Agreement and Ancillary Agreements Related to the Uniti Settlement [Docket No. 1723]
- L. Declaration of Nicholas Leone [Docket No. 1746]
- M. Declaration of Anthony Thomas [Docket No. 1747]
- N. Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of an Order Authorizing (I) the Debtors Entry into the Backstop

Commitment Agreement and (II) Granting Related Relief  
[Docket No. 1769]

- O. Omnibus Reply of Elliott Investment Management, L.P. to the Objections of the Official Committee of Unsecured Creditors and UMB Bank, National Association and U.S. Bank National Association, as Indenture Trustees to (A) The Debtors Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors Assets Pursuant to Section 363(B) and (II) the Assumption of the Leases Pursuant to Section 365(A) and (B) the Debtors Motion for Entry of an Order Authorizing (I) the Debtors Entry into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses [Docket No. 1770]
- P. The First Lien Ad Hoc Group's Omnibus Reply in Support of the Debtor's 9019 Motion, Backstop Motion, and Disclosure Statement Motion [Docket No. 1772]
- Q. Declaration of Samuel E. Lovett in Support of the First Lien Ad Hoc Group's Omnibus Reply in Support of the Debtor's 9019 Motion, Backstop Motion, and Disclosure Statement Motion [Docket No. 1773]
- R. Statement of the Ad Hoc Group of Midwest Noteholders in Support of Debtors' Motions: (1) to Approve (I) the Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto; (2) for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(B) and (II) the Assumption of the Leases Pursuant to Section 365(A); and (3) for Entry of an Order Authorizing (I) the Debtors' Entry into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses [Docket No. 1775]

Status: This matter is going forward.

- 3. ***Disclosure Statement Motion.*** Debtors' Motion to Approve the (I) Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots and Notices in Connection therewith, and (IV) Certain Dates with Respect Thereto [Docket No. 1633]

Objection Deadline: April 30, 2020, at 4:00 p.m. (prevailing Eastern Time).

Responses Received:

- A. Response of Element Fleet Corporation to Disclosure Statement and to Motion for Approval of Adequacy of Disclosure Statement and Solicitation Procedures [Docket No. 1719]
- B. Limited Objection of the U.S. Securities and Exchange Commission to Approval of the Disclosure Statement and Confirmation of the Debtors' Joint Plan of Reorganization [Docket No. 1724]
- C. Securities Lead Plaintiff's Objection to Approval of the Disclosure Statement and Solicitation Procedures Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.* [Docket No. 1726]
- D. Objection of UMB Bank, National Association and U.S. Bank National Association, as Indenture Trustees, to the Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et. al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1734]
- E. Statement and Reservation of Rights of the Official Committee of Unsecured Creditors with Respect to Debtors' Motion to Approve the (I) Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots and Notices in Connection therewith, and (IV) Certain Dates with Respect Thereto [Docket No. 1735]

Related Documents:

- F. Notice of Filing of Plan Support Agreement [Docket No. 1533]
- G. Notice of Filing of Amended Plan Support Agreement [Docket No. 1559]
- H. Notice of Filing of Second Amended Plan Support Agreement [Docket No. 1584]
- I. Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1631]
- J. Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1632]
- K. Certificate of Service re Notice of Disclosure Statement Hearing [Docket No. 1657]



- L. Notice of Filing of Exhibits to the Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1722]
- M. Debtors' Omnibus Reply to Objections to Approval of the Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1767]
- N. The First Lien Ad Hoc Group's Omnibus Reply in Support of the Debtor's 9019 Motion, Backstop Motion, and Disclosure Statement Motion [Docket No. 1772]
- O. Declaration of Samuel E. Lovett in Support of the First Lien Ad Hoc Group's Omnibus Reply in Support of the Debtor's 9019 Motion, Backstop Motion, and Disclosure Statement Motion [Docket No. 1773]
- P. Statement of the Ad Hoc Group of Midwest Noteholders in Support of Debtors' Motions: (1) to Approve (I) the Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto; (2) for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(B) and (II) the Assumption of the Leases Pursuant to Section 365(A); and (3) for Entry of an Order Authorizing (I) the Debtors' Entry into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses [Docket No. 1775]

Status: This matter is going forward.

Dated: May 5, 2020  
New York, New York

*/s/ Stephen E. Hessler, P.C.*

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