

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,

Debtors.¹

Case No. 19-22312 (RDD)

Chapter 11

(Jointly Administered)

Objection Deadline: June 17, 2020 at 4:00 p.m.

**LIMITED OBJECTION AND RESERVATION OF RIGHTS
OF ZAYO GROUP, LLC TO DEBTORS' NOTICE OF PLAN SUPPLEMENT**

Zayo Group, LLC and certain of its subsidiaries and affiliates (collectively, "Zayo"), creditors of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), by and through their undersigned counsel, submit the following *Limited Objection and Reservation of Rights* (the "Limited Objection") to the *Notice of Filing of Plan Supplement* [Docket No. 1973] (the "Plan Supplement Notice") filed by the Debtors on June 3, 2020. In support of this Limited Objection, Zayo respectfully states as follows:

RELEVANT BACKGROUND

1. The Debtors and Zayo are parties to numerous contracts, service order forms, and invoices (collectively, including any amendments, supplements, and order forms, the "Agreements"). Pursuant to the Agreements, Zayo provides the infrastructure necessary for the Debtors to provide broadband access to various households. Specifically, Zayo provides the Debtors various business-to-business services, including dark fiber, lit fiber, and colocations services.

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 are 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.



2. As more fully set forth in the timely filed proof of claim of Zayo (the “Proof of Claim”), the amount due Zayo under the Agreements is not less than \$4,375,735.18.

3. On May 14, 2020, the Debtors filed their *First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1812] (the “Plan”).

4. On June 3, 2020, the Debtors filed the Plan Supplement Notice, which attached the current version of the *Assumed Executory Contract and Unexpired Lease List* (the “Assumption and Cure List”), which is Exhibit A to the Plan and part of the Plan Supplement.

5. The Plan Supplement Notice provides that “the documents contained in the Plan Supplement are integral to, and are considered part of, the Plan” and that “[i]f the Plan is approved, the documents contained in the Plan Supplement will be approved by the Court pursuant to the Confirmation Order.”

6. The Assumption and Cure List identifies 450 contracts between Zayo and the Debtors for assumption (the “Zayo Contracts”). *See* Assumption and Cure List entries 11,213 to 11,663 at pp. 495-515. Each Zayo contract is listed on the Assumption and Cure List with a cure amount of “TBD.”² Accordingly, Zayo has not been provided notice as of the date hereof regarding the proposed cure amount of the Zayo Contracts.

7. The deadline for filing objections to the Plan, including the Plan Supplement, is June 17, 2020 (the “Objection Deadline”).

² The first Zayo Contract at row 11,215 is identified with a cure amount of “TBD” and the following 459 Zayo Contracts are identified with a cure amount of “See above.”

LIMITED OBJECTION

8. Zayo does not object to the assumption and assignment of the Zayo Contracts. Further, Zayo understands that it was the Debtors' intention to identify all contracts between Zayo and the Debtors for assumption and assignment.

9. However, Zayo files this Limited Objection to reserve its rights with respect to the cure amount of each Zayo Contract and to the extent that Zayo cannot identify a specific Zayo Contract, as the Assumption and Cure List only contains a basic description of each Zayo Contract and a Debtor-specific contract number, rather than Zayo's BAN (Billing Account Number). At a minimum, the Debtors must be required to file a revised Assumption and Cure List that identifies the cure amount for each Zayo Contract, identifies the corresponding Zayo BAN, and provides sufficient time for Zayo to analyze the asserted cure amounts.³

10. As stated above, Zayo is owed, among other things, \$4,375,735.18. As this cure amount must be paid upon assumption and assignment, Zayo needs to know which Zayo Contracts are being assumed and what amounts are due under each assumed Zayo Contract.

11. Zayo is using its best efforts to identify which Zayo Contracts the Debtors are referring to in the Assumption and Cure List and the cure amount for each Zayo Contract. However, such a determination cannot be made by the Objection Deadline, and therefore, Zayo reserves its right to further object to the cure amounts and, if necessary, the assumption and assignment in general, as more information becomes available.

WHEREFORE, based on the foregoing Zayo submits this Limited Objection, objects to the lack of any cure amounts being identified, and reserved all right to further object or seek such other appropriate relief upon the receipt of more accurate information.

³ Zayo believes that two (2) weeks to reconcile a revised Assumption and Cure List should be sufficient time.

Dated: June 17, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Jason H. Rosell

Jason H. Rosell (NY Bar No. 4964185)

150 California Street, 15th Floor

San Francisco, CA 94111

Telephone: (415) 227-6910

Counsel to Zayo Group, LLC