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**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)
))	

AGENDA FOR JUNE 24, 2020 REMOTE CONFIRMATION HEARING

Time and Date of Hearing: June 24, 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 follow the procedures set forth in the *Order Establishing Procedures for the Remote Evidentiary Hearing Beginning on June 24, 2020 in Connection with Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 2056].

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’ proposed 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, or by calling toll free at 877-759-8815, or internationally at 424-236-7262.

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.



I. UNCONTESTED MATTER:

1. ***DIP Amendment Motion.*** Debtors' Motion for an Order Amending the Final DIP Order [Docket No. 2009].

Objection Deadline: June 21, 2020, at 4:00 p.m. (prevailing Eastern Time)

Responses Received: Informal comments from parties in interest.

Related Documents:

- A. Final Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Docket No. 376].
- B. Notice of Filing of Revised Proposed Order Amending the Final DIP Order [Docket No. 2198].

Status: This matter is going forward.

II. CONTESTED MATTER:

2. ***Chapter 11 Plan.*** First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code (Technical Modifications) [Docket No. 2201].

Objection Deadline: June 17, 2020, at 4:00 p.m. (prevailing Eastern Time), extended to June 19, 2020, at 12:00 p.m. (prevailing Eastern Time) for certain parties in interest.

Discovery Letters:

- A. Letter to the Court by Official Committee of Unsecured Creditors re: Joint Letter of the Official Committee of Unsecured Creditors and UMB Bank, National Association and U.S. Bank National Association Regarding Discovery and Schedule for Confirmation Hearing [Docket No. 1841].
- B. Letter to the Court by Yates M. French re: Response to Joint Letter to the Court by Committee and Trustees Regarding Discovery and Schedule for Confirmation Hearing [Docket No. 1915].
- C. Letter to the Court by Brian S. Hermann re: Response to Joint Letter of the Official Committee of Unsecured Creditors and UMB Bank, National Association and U.S. Bank National Association Regarding Discovery and Schedule for Confirmation Hearing [Docket No. 1916].

- D. Letter to the Court by Lorenzo Marinuzzi and J. Christopher Shore Regarding Discovery and Confirmation Hearing [Docket No. 2029].
- E. Letter to the Court by Yates M. French re: Letter to the Court by Lorenzo Marinuzzi and J. Christopher Shore Regarding Discovery and Confirmation Hearing [Docket No. 2051].
- F. Letter to Judge Drain from Lorenzo Marinuzzi and J. Christopher Shore Responding to Debtors' June 16, 2020 Letter Regarding Discovery and Confirmation Hearing [Docket No. 2105].

Substantive Plan Objections:

- G. Texas Taxing Jurisdictions Objection to Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1641].
- H. Objection of United States Trustee to First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2021].
- I. Limited Objection of Saetec, Inc. to the Debtors' First Amended Joint Chapter 11 Plan [Docket No. 2024].
- J. Objection of Commonwealth of Pennsylvania, Department of Revenue to First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2027].
- K. Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2159].
 - i. Motion for an Order Authorizing the Official Committee of Unsecured Creditors to Exceed the Page Limit for its Objection to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2156].
 - ii. *Ex Parte* Motion of the Official Committee of Unsecured Creditors for an Order Pursuant to Sections 105(a) and 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 Authorizing the Filing Under Seal of Certain Confidential Information [Docket No. 2157].

- L. Declaration of Lorenzo Marinuzzi in Support of Objection of the Official Committee of Unsecured Creditors to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2161].
- M. Objection of UMB Bank, National Association and U.S. Bank National Association as Indenture Trustees to Confirmation of Amended Plan/First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2162].
- N. Declaration of Julia M. Winters in Support of UMB Bank, National Association and U.S. Bank Nationals Association as Indenture Trustees, to the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2163].
- O. Objection to Confirmation of Plan Securities Lead Plaintiff's Limited Objection to Confirmation of the First Amended Joint Plan of Reorganization of Windstream Holdings, Inc. *et al.* [Docket No. 2165].
- P. Direct Examination Declaration of Kevin Nystrom [Docket No. 2172].
- Q. Joinder to Objection of UMB Bank, National Association and U.S. Bank National Association as Indenture Trustees to Confirmation of Amended Plan/First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2177].

Plan Supplement/Cure Objections:

- R. Objection and Reservation of Rights of FirstEnergy Companies to Notice of Filing of Plan Supplement [Docket No. 2022].
- S. Objection and Reservation of Rights of Florida Power & Light Company to Notice of Filing of Plan Supplement [Docket No. 2023].
- T. Objection of Joink LLC to Assumption of Executory Contract [Contract No. 3,782] [Docket No. 2042].
- U. Limited Objection of Glasgow Electric Plant Board to Notice of (A) Executory Contracts and Unexpired Leases to be Assumed by the Debtors Pursuant to the Plan, (B) Cure Amounts, if any and (C) Related Procedures in Connection Therewith [Docket No. 2044].
- V. Objection of American Electric Power Companies to Notice of Filing of Plan Supplement [Docket No. 2045].

- W. United Call Center Solutions LLC's Limited Objection to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code and to the Assumption of, and Cure Amount Pertaining to, a Certain Executory Contract [Docket No. 2046].
- X. Experian Information Solutions, Inc.'s Limited Objection to Cure Notice and Assumption of Contracts [Docket No. 2050].
- Y. Objection of CenturyLink, Inc. to the Debtors' First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2055].
- Z. Limited Objection of GTT Americas LLC and GC Pivotal LLC to Confirmation of Plan and Cure of Executory Contracts [Docket No. 2057].
- AA. DataBank Objection and Reservation of Rights to Notice of Filing Plan Supplement and Proposed Cure Amount [Docket No. 2058].
- BB. Charter Communications Operating, LLP's Objection to Plan Confirmation Regarding Assumption of Executory Contracts and Reservation of Rights with Respect to Cure Amounts [Docket No. 2059].
- CC. Limited Objection of Microsoft to Notice of Filing Plan Supplement [Docket No. 2060].
- DD. Objection of PPL Electric Utilities Corporation to Cure Amount in Connection with Proposed Assumption of Executory Contract [Docket No. 2061].
- EE. Objection of Constellation NewEnergy, Inc. to Notice of Filing of Plan Supplement and Notice of Filing of First Amended Plan Supplement [Docket No. 2062].
- FF. Limited Objection of LinkedIn to Notice of Filing Plan Supplement [Docket No. 2063].
- GG. Objection of Counterparty (U.S. Telepacific Corp.) to Debtors' Proposed Assumption of Executory Contracts [Docket No. 2067].
- HH. ScanSource, Inc.'s Limited Objection and Reservation of Rights to Notice of Filing of Plan Supplement [Docket No. 2073].
- II. Objection and Reservation of Rights of Niagara Mohawk Power Corporation dba National Grid, National Grid USA Service Company, Inc., and Other National Grid Companies to Notice of Filing of Plan Supplement [Docket No. 2079].

- JJ. Limited Objection of Element Fleet Corporation to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2080].
- i. Supplement to Limited Objection of Element Fleet Corporation to Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2121].
- KK. Objection and Reservation of Rights of New York State Electric & Gas Corporation and Rochester Gas & Electric Corporation to Notice of Filing of Plan Supplement [Docket No. 2081].
- LL. Objection of Georgia Transmission Corporation to the Debtors' Notice of Filing of Plan Supplement [Docket No. 2082].
- MM. CBRE, Inc.'s Limited Objection to Assumption of the Agreement and Confirmation of the Plan [Docket No. 2084].
- NN. Limited Objection and Reservation of Rights of Kentucky Utilities Company to Debtors' Assumed Executory Contract and Unexpired Lease List Filed as Exhibit A to the Plan Supplement [Docket No. 2091].
- OO. Objections of the Ad Hoc EMC Group to the Debtors' Notice of Filing of Plan Supplement [Docket No. 2094].
- PP. Limited Objection and Reservation of Rights of Louisville Gas and Electric Company to Debtors' Assumed Executory Contract and Unexpired Lease List Filed as Exhibit A to the Plan Supplement [Docket No. 2097].
- QQ. Reservation of Rights of KCST USA, Inc. with Respect to Plan Supplement and Proposed Cure Amount [Docket No. 2098].
- RR. Limited Objection and Reservation of Rights of NG-KIH Design Build LLC, as Agent, to Debtors' Assumed Executory Contract and Unexpired Lease List Filed as Exhibit A to the Plan Supplement [Docket No. 2099].
- SS. Omnibus Notice of Reservation of Rights with Respect to the Notice of Filing of Plan Supplement [Docket No. 2100].
- TT. Omnibus Limited Objection with Respect to the Notice of Filing of Plan Supplement [Docket No. 2101].
- UU. Limited Objection of TierPoint LLC, et al. to Debtors First Amended Joint Chapter 11 Plan and Notice of Filing of Plan Supplement [Docket No. 2106].

- VV. First Electric Cooperative Corporation's Objection to Proposed Cure Amount [Docket No. 2107].
- WW. Oracle's Limited Objection to and Reservation of Rights Regarding First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code and Notice of Filing Plan Supplement, Along with Exhibit A and Affirmation of Service [Docket No. 2108].
- XX. Objection of Johnson Controls, Inc. to Notice of Filing of Plan Supplement, Assumed Executory Contract and Unexpired Lease List [Docket No. 2109].
- YY. Limited Objection and Reservation of Rights of Altec Capital Services, LLC with Respect to Proposed Assumption of Certain Agreements Under the Plan [Docket No. 2110].
- ZZ. Limited Objection and Reservation of Rights to First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2112].
- AAA. Objection to Assumption of Certain Contracts of CoreSite 1275 K Street, LLC, CoreSite Real Estate 427 S. LaSalle, LLC, CoreSite One Wilshire, LLC and CoreSite Denver, LLC [Docket No. 2113].
- BBB. Limited Objection and Reservation of Rights of Berkley Insurance Company and Berkley Regional Insurance Company to Debtors' Proposed Assumption of Certain Executory Contracts Under the Plan [Docket No. 2115].
- CCC. Limited Objection and Reservation of Rights of Aspen American Insurance Co., Aspen Insurance UK Limited, Aspen Specialty Insurance Co. to Debtors' Proposed Assumption of Certain Executory Contracts Under the Plan [Docket No. 2116].
- DDD. Limited Objection and Reservation of Rights of Zayo Group, LLC to Debtors' Notice of Plan Supplement [Docket No. 2117].
- EEE. Limited Objection of Knoxville Utilities Board with Respect to the Notice of Filing of Plan Supplement [Docket No. 2151].
- FFF. United Electric Cooperative Services, Inc.'s Objection to Debtors' Plan and Reservation of Rights Regarding Cure Amounts [Docket No. 2153].
- GGG. Limited Objection of Crown Castle Fiber LLC to Confirmation of the First Amended Joint Plan Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.* Pursuant to Chapter 11 of the Bankruptcy Code and to the Assumption of, and Cure Amount Pertaining to Certain Executory Contracts [Docket No. 2160].

HHH. Letter received on 6-16-20 Filed by Melissa E & Amanda L Shaw [Docket No. 2164].

III. Objection to Notice of Filing of Plan Supplement [Docket No. 2166].

JJJ. Objection of Alabama Power Company to the Debtors' Notice of (A) Executory Contracts and Unexpired Leases to Be Assumed by the Debtors Pursuant to the Plan; (B) Cure Claims, If Any; and (C) Related Procedures in Connection Therewith [Docket No. 2167].

Related Documents:

KKK. Notice of Filing of Plan Support Agreement [Docket No. 1533].

LLL. Notice of Filing of Amended Plan Support Agreement [Docket No. 1559].

MMM. Notice of Filing of Second Amended Plan Support Agreement [Docket No. 1584].

NNN. Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1631].

OOO. 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].

PPP. First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1781].

QQQ. Disclosure Statement Relating to the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1782].

RRR. 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].

SSS. Disclosure Statement Relating to the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1813].

TTT. Order Approving (I) 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. 1814].

UUU. Notice of Filing of Redlines of (I) Solicitation Version of Disclosure Statement Relating to the First Amended Joint Chapter 11 Plan of

Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code and (II) Solicitation Version of First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1815].

- VVV. Notice of Filing of Affidavits of Publication [Docket No. 1918].
- WWW. Notice of Filing of Plan Supplement [Docket No. 1973].
- XXX. Notice of Filing of First Amended Plan Supplement [Docket No. 2010].
- YYY. Stipulated Scheduling Order [Docket No. 2012].
- ZZZ. Notice of Filing of Second Amended Plan Supplement [Docket No. 2039].
- AAAA. Order Establishing Procedures for Remote Evidentiary Hearing [Docket No. 2056].
- BBBB. Declaration of David Hartie Regarding the Solicitation and Tabulation of Votes on the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2171].
- CCCC. Declaration of Nicholas Leone in Support of First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code (Filed Under Seal) [Docket No. 2174].
- DDDD. Declaration of Nicholas Grossi in Support of First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code (Filed Under Seal) [Docket No. 2175].
- EEEE. Declaration of Anthony Thomas in Support of First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2176].
- FFFF. Debtors' (I) Brief in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code, and (II) Omnibus Reply to Confirmation Objections [Docket No. 2180].
 - i. Debtors' Motion for an Order Authorizing the Debtors to Exceed the Page Limit for the Debtors' (I) Brief in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code, and (II) Omnibus Reply to Confirmation Objections [Docket No. 2169].

- ii. Notice of Filing of Corrected Table to Debtors' (I) Brief in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code, and (II) Omnibus Reply to Confirmation Objections [Docket No. 2194].

GGGG. Declaration of Richard U.S. Howell, P.C. in Support of Debtors' (I) Brief in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code, and (II) Omnibus Reply to Confirmation Objections [Docket No. 2181].

HHHH. Statement of 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 Regarding the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2191].

IIII. The First Lien Ad Hoc Group's Omnibus Reply in Support of Confirmation of the Debtors' Plan of Reorganization [Docket No. 2192].

JJJJ. Declaration of Samuel E. Lovett in Support of the First Lien Ad Hoc Group's Omnibus Reply in Support of Confirmation of the Debtors' Plan of Reorganization [Docket No. 2200].

- i. Exhibit 7 to Declaration of Samuel E. Lovett in Support of the First Lien Ad Hoc Group's Omnibus Reply in Support of Confirmation of the Debtors' Plan of Reorganization [Docket No. 2202].

KKKK. Notice of Filing of Third Amended Plan Supplement [Docket No. 2199].

LLLL. 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 First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2203].

MMMM. Declaration of Keith H. Wofford in Support of the 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 First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2204].

NNNN. Notice of Filing of Proposed Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. *et al.*, Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 2206].

Status: This matter is going forward.

Dated: June 22, 2020
New York, New York

/s/ Stephen E. Hessler

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