

**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)
)	

ORDER AMENDING THE FINAL DIP ORDER

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Debtors to amend the Final DIP Order, as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012, as a core proceeding pursuant to 28 U.S.C. § 157(b) that this Court may decide by a final order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion’s request for relief and the opportunity for a hearing thereon were appropriate under the circumstances and no other notice thereof need be provided; and there being no objection to the Motion; and upon the record of the hearing held by the Court on June 24, 2020 and all of the proceedings herein; and, after due deliberation, this Court

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.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.



having determined that the legal and factual bases set forth in the Motion and at the hearing establish good and sufficient cause for the relief granted herein, therefore, it is HEREBY ORDERED THAT:

IT IS FOUND, DETERMINED, ORDERED AND ADJUDGED, that:

1. The Motion is granted as set forth herein. Any objections to the Motion that have not been withdrawn, waived, or settled are hereby denied and overruled.

2. The DIP Order Amendment is hereby approved. The Final DIP Order remains in full force and effect other than with respect to the DIP Order Amendment as set forth herein.

3. Notwithstanding anything in the Final DIP Order to the contrary, Adequate Protection Payments otherwise due under paragraph 15(g) to the First Lien Secured Parties between July 1, 2020 through and including October 31, 2020 shall become payable on the earlier of the Effective Date or the closing of the Unit Settlement *provided, however*, that Adequate Protection Payments to the Prepetition Midwest Notes Indenture Trustee, for the benefit of the applicable Prepetition Midwest Notes Secured Parties, shall not be deferred in such manner and shall continue to be paid on a monthly basis.

4. Good cause has been shown for entry of this Order. The relief requested in the Motion is necessary, essential, and appropriate for the continued operation of the Debtors' businesses, as well as the management, and preservation of the Debtors' assets and personal property.

5. Under the circumstances, the notice given by the Debtors of the Motion and the Hearing constitutes due and sufficient notice thereof, and adequate under the circumstances and complies with the Bankruptcy Code, the Bankruptcy Rules, and any other applicable law, and no further notice related to this proceeding is necessary or required.

6. The provisions of this Order shall be binding upon and inure to the benefit of the Debtors, the DIP Loan Parties, the DIP Lenders, the DIP Agent, the Prepetition Secured Parties, and the Prepetition Agent, and their respective successors and assigns (including any trustee or other fiduciary hereinafter appointed as a legal representative of the Debtors or with respect to the property of the estate of the Debtors).

7. The Debtors are authorized and empowered to take any and all further actions as may be reasonably necessary or appropriate to give effect to this Order and the relief granted herein.

8. This Order shall constitute findings of fact and conclusions of law and shall take effect and be fully enforceable immediately upon entry hereof.

9. The Court shall retain jurisdiction with regard to all issues or disputes relating to this Order and the implementation thereof, including the Final DIP Order.

White Plains, New York
Dated: June 26, 2020

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE