

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

IN RE:	:	
	:	Appeal From
WINDSTREAM HOLDINGS, INC., <u>et al.</u> ,	:	
	:	
Debtors.	:	Case No. 19-22312 (RDD)
	:	
	:	(Jointly Administered)
U.S. BANK NATIONAL ASSOCIATION,	:	
	:	
Appellant,	:	
v.	:	Case No. 20-cv-4276 (VB) (Lead Case)
	:	
WINDSTREAM HOLDINGS, INC. <u>et al.</u> ,	:	
	:	
Appellees.	:	
U.S. BANK NATIONAL ASSOCIATION,	:	
	:	
Appellant,	:	
v.	:	Case No. 20-cv-5440 (VB)
	:	
WINDSTREAM HOLDINGS, INC. <u>et al.</u> ,	:	
	:	
Appellees.	:	
CQS (US), LLC	:	
	:	
Appellant,	:	
v.	:	Case No. 20-cv-5529 (VB)
	:	
WINDSTREAM HOLDINGS, INC. <u>et al.</u> ,	:	
	:	
Appellees.	:	

STIPULATION AND ~~PROPOSED~~ ORDER

Appellants U.S. Bank National Association, solely in its capacities as Indenture Trustees, and CQS (US) LLC (together, “Appellants”), Appellees Windstream Holdings, Inc., and its debtor subsidiaries (the “Debtors”), Intervenor-Appellee Elliott Investment Management, L.P., on behalf of itself and certain funds and accounts managed, advised, or sub-advised by it (“Elliott”), and Proposed Intervenor the First Lien Ad Hoc Group, hereby submit this joint stipulation (the “Stipulation”) by and through their undersigned attorneys, consenting to the First



1922312200814000000000012

Lien Ad Hoc Group's intervention in the above-captioned appeal as an Appellee. The parties stipulate and consent to the entry of an Order as follows:

1. The First Lien Ad Hoc Group's Motion to Intervene (ECF No. 28) is GRANTED.

2. The Debtors shall file a brief of no more than 13,000 words, Elliott shall file a separate brief of no more than 7,500 words, and the First Lien Ad Hoc Group shall file a separate brief of no more than 2,500 words, by September 2, 2020. Elliott and the First Lien Ad Hoc Group will not duplicate each other's briefing or the Debtors' briefing.

3. Appellants shall jointly file a reply brief of no more than 9,000 words by September 16, 2020.

4. To the extent the Court schedules oral argument, Appellants and Appellees will each be apportioned half the time, unless the Court directs otherwise.

Dated: August 14, 2020
New York, New York

PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP

/s/ Brian S. Hermann

Brian S. Hermann
Aidan Synnott
Samuel E. Lovett
bhermann@paulweiss.com
asynnott@paulweiss.com
slovett@paulweiss.com
1285 Avenue of the Americas
New York, NY 10019
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

Counsel to the First Lien Ad Hoc Group

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP

/s/Stephen E. Hessler

Stephen E. Hessler, P.C.
Marc Kieselstein, P.C.
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Debtors

ROPES & GRAY LLP

/s/ Keith H. Wofford

Keith H. Wofford
Gregg M. Galardi
1211 Avenue of the Americas
New York, NY 10036-8704
Telephone: (212) 596-9000
Facsimile: (212) 596-9090

Matthew L. McGinnis (admitted *pro hac vice*)
Stephen Moeller-Sally (admitted *pro hac vice*)
William L. Roberts (admitted *pro hac vice*)
Prudential Tower, 800 Boylston Street
Boston, MA 02199-3600
Telephone: (617) 951-7000
Facsimile: (617) 951-7777

Counsel for Elliott Investment Management, L.P.

WHITE & CASE LLP

/s/ J. Christopher Shore

J. Christopher Shore
Harrison Denman
Julia M. Winters
1221 Avenue of the Americas
New York, NY 10020-1095
Telephone: (212) 819-8200
Facsimile: (212) 354-8133

Thomas E. Lauria (*pro hac vice* pending)
Raoul G. Cantero (*pro hac vice* pending)
Southeast Financial Center, Suite 4900
200 South Biscayne Blvd.
Miami, FL 33131
Telephone: (305) 371-2700
Facsimile: (305) 358-5744

*Special Counsel to U.S. Bank N.A.,
solely in its capacity as Indenture Trustee*

SULLIVAN & WORCESTER LLP

/s/ Jeffrey R. Gleit

Jeffrey R. Gleit, Esq.
Allison Weiss, Esq.
1633 Broadway
New York, New York 10019
Telephone: (212) 660-3000
Facsimile: (212) 660-3001
jgleit@sullivanlaw.com
aweiss@sullivanlaw.com

Counsel to CQS (US), LLC

The Clerk is instructed to terminate the motion. (Doc. #28).

SO ORDERED, this 14 day of August 2020.

A handwritten signature in black ink, appearing to read "Vincent Briccetti", written in a cursive style.

HONORABLE VINCENT L. BRICCETTI
UNITED STATES DISTRICT JUDGE