

Objection Date and Time: September 1, 2020, at 4:00 p.m. (prevailing Eastern Time)
Presentment Date and Time: September 4, 2020, at 10:00 a.m. (prevailing Eastern Time)

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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> , ¹)	Case No. 19-22312 (RDD)
)	
Debtors.)	(Jointly Administered)
_____)	

**NOTICE OF PRESENTMENT OF
DEBTORS' MOTION ESTABLISHING
PROCEDURES IN FURTHERANCE OF PLAN DISTRIBUTIONS**

PLEASE TAKE NOTICE that on August 26, 2020, Windstream Holdings, Inc. and its debtor affiliates (collectively, the "Debtors") filed the *Debtors' Motion Establishing Procedures in Furtherance of Plan Distributions* (the "Motion"), which establishes procedures by which holders of Midwest Notes Claims must complete documentation in advance of distributions of the Exit Facility.

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.kcellc.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.



PLEASE TAKE FURTHER NOTICE that an order, substantially in the form attached to the Motion as **Exhibit A** (the “Proposed Order”), will be presented for signature by the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601 on **September 4, 2020, at 10:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York, and the *Final Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 392] (the “Case Management Order”) approved by the Court; (c) be filed electronically with the Court on the docket of *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) by registered users of the Court’s electronic filing system and in accordance with the General Order M-399 (which is available on the Court’s website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **September 1, 2020, at 4:00 p.m., prevailing Eastern Time**, by (i) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors’ case website at <http://www.kccllc.net/windstream>) and (ii) any person or entity with a particularized interest in the subject matter of the Motion.

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, the Debtors shall, on or after the Objection Deadline, submit to the

Court an order substantially in the form attached to the Motion as **Exhibit A**, which order the Court may enter without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if an Objection is timely filed and served, a hearing (the “Hearing”) will be held to consider the Motion on **September 16, 2020, at 10:00 a.m., prevailing Eastern Time** before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <http://www.kccllc.net/windstream>. You may also obtain copies of any pleadings by visiting the Court’s website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

[Remainder of page intentionally left blank]

Dated: August 27, 2020
New York, New York

/s/ Stephen E. Hessler

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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)
)	

**DEBTORS' MOTION ESTABLISHING
PROCEDURES IN FURTHERANCE OF PLAN DISTRIBUTIONS**

Windstream Holdings, Inc. ("Holdings") and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") respectfully state the following in support of this motion:

Background²

1. Pursuant to the Plan confirmed on June 26, 2020, the claims that arise under that certain indenture dated February 23, 1998, by and among Windstream Holding of the Midwest,

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.kcellc.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 not defined herein have the meanings ascribed to them in the Plan.

Inc. (f/k/a Alltel Communications Holdings of the Midwest, Inc., f/k/a Aliant Communications Inc.), as issuer, and Ankura Trust Company, LLC, in its capacity as successor trustee, for the 6 ¾% Senior Notes due 2028 in the principal amount of \$100 million (the “Midwest Notes Claims”) are classified as Class 4 Claims, with each holder of an Allowed Midwest Notes Claim receiving its Pro Rata share of the Midwest Notes New Exit Term Facility, the principal amount of which shall be \$100 million, plus any interest and fees due and owing under the Midwest Notes Indenture and/or the Final DIP Order to the extent unpaid as of the Effective Date, and any additional Midwest Notes OID Consideration. The Midwest Notes New Exit Term Facility will be \$100 million in new term loans under the New Exit Facility and will be pari passu with and secured on the same terms as the other third-party term loans arising under the New Exit Facility, and the Midwest Notes OID Consideration will be satisfied in cash.

2. There are certain steps the Debtors must take to be in a position to distribute term loans to holders that previously held notes. Most importantly, to appropriately distribute new term loans under the New Exit Facility to holders of Midwest Notes Claims, the agent of the New Exit Facility (“New Exit Facility Agent”) must comply with “know-your-customer” practices, which, for non-institutional holders, must be completed on an individual basis. Accordingly, the Debtors request this relief in conjunction with the notice sent through the DTC at the direction of the New Exit Facility Agent to holders of Midwest Notes Claims, which requests noteholders’ information, puts such individuals on alert of the requirements to obtain the New Exit Facility proceeds and helps ensure timely execution of Plan distributions. Since the Midwest Notes are held through the DTC and other intermediaries (and the new term loans under the Midwest Notes New Exit Term Facility will not) the Debtors must take these steps to identify the holders of Midwest Notes Claims

and confirm that they are able to hold the new term loans under the Midwest Notes New Exit Term Facility.

3. Those holders of Midwest Notes Claims who contact the New Exit Facility Agent or the Debtors in accordance with the terms of this notice or in any other format will have until the later of (i) the Reversion Date or (ii) two months after contact (the “Contact Outside Date”) to provide the requested information and appropriate tax forms to become a lender under the exit facility credit agreement. As soon as such documentation is entered into, the Debtors, in their capacity as disbursement agent, will enter into an assignment and assumption agreement with the holder pursuant to which the holder will receive its share of the term loan, plus any accrued but unpaid interest. This effort is already underway in relation to the 72% of the Midwest Notes Claims represented by Shearman & Sterling LLP (i.e., those holders identified in the *Third Amended Verified Statement of Shearman & Sterling LLP Pursuant to Bankruptcy Rule 2019* [Docket No. 1780]), and these procedures seek to address only the remaining 28% of outstanding Midwest Notes Claims.

4. For those holders of Midwest Notes Claims who are ineligible to hold term loans, the Debtors request the authority to prepay such holders in cash on a non-pro rata basis. The Debtors also seek authority to prepay any term loans in an aggregate principal amount of less than \$100,000 held by any holder of Midwest Notes Claims.

5. To ensure timely distributions in furtherance of the terms of the Plan, the Debtors seek that this Court enter an order to enforce the appropriateness of the above procedures and to set a deadline of June 26, 2021 (the “Reversion Date”) by which any unknown holders of Allowed Midwest Notes Claims need to contact the Debtors to obtain and complete necessary documentation so as to receive their distribution. Establishing this deadline will allow the New

Exit Facility Agent to timely and effectively distribute the proceeds of the New Exit Facility to the proper recipients and add finality to these cases, preventing the possibility of impossible distributions to unknown individuals to continue for years past the Emergence Date. Importantly, both the Reversion Date and the procedures outlined in this motion have been approved and are supported by each of the Plan Support Agreement parties, counsel for the New Exit Facility Agent, and counsel to the indenture trustee of the Midwest Notes.

Relief Requested

6. The Debtors seek entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, approving the procedures under which holders of Midwest Notes Claims must comply in order to receive a timely distribution, including setting the Reversion Date for one year past the Confirmation Date.

Jurisdiction and Venue

7. The United States Bankruptcy Court for the Southern District of New York has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

8. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

9. The bases for the relief requested herein are sections 105(a), 347, and 1143 of the Bankruptcy Code, Bankruptcy Rule 9013, and Rule 9013-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”).

Terms

10. The procedures governing distribution of term loans under the Midwest Notes New Exit Term Facility to the holders of Midwest Notes Claims that are currently unidentified or ineligible to receive term loans (the “Procedures”) are as follows:

- a. Company will act as Disbursement Agent for the benefit of unidentified noteholders and an amount of term loans equal to such unidentified noteholders’ distribution will be allocated to the Company on the Effective Date.
- b. On August 25, 2020, the DTC sent a notice requesting that holders of Midwest Notes Claims complete an administrative questionnaire, provide tax documentation, and obtain a letter from broker, bank, or other nominee confirming the principal balance of the Midwest Notes held.
- c. If the holders of Midwest Notes Claims cannot be identified by the Reversion Date, or if holders of Midwest Notes Claims that are eligible to receive term loans (each an “Eligible Holder”) cannot provide the necessary “know-your-customer” and tax information by the later of (i) the Reversion Date or (ii) the Contact Outside Date, the term loans held by the Company for the benefit of such unidentified holders or Eligible Holders of Midwest Notes Claims will be cancelled.
- d. Eligible Holders will have until the later of (i) the Reversion Date or (ii) the Contact Outside Date to provide the required information to become a lender under the exit facility credit agreement. Once such Eligible Holders provide such documents and the New Exit Facility Agent and the Debtors confirm their eligibility, the Debtors shall enter into an assignment and assumption agreement with such Eligible Holders, pursuant to which their share of the term loans will be provided (along with any accrued but unpaid interest).

- e. The Debtors also have the option, but not the obligation, to prepay in cash, on a non-pro rata basis, any term loans in an aggregate principal amount of less than \$100,000 held by any holder of Midwest Notes Claims.
- f. If a holder that is not an Eligible Holder contacts the Debtors prior to the Reversion Date, then the Debtors shall prepay such holder in cash on a non-pro rata basis.
- g. Trading in the Midwest Notes will be suspended on the Effective Date to validate holders' information.

Basis for Relief

I. The Relief Requested is Appropriate Pursuant to Section 105(a) of the Bankruptcy Code.

11. Section 105(a) of the Bankruptcy Code provides that a court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Pursuant to § 105(a), the bankruptcy courts have broad equitable powers. *In re Prudential Lines Inc.*, 928 F.2d 565 (2d Cir.), *cert. denied*, 502 U.S. 821, 112 S.Ct. 82, 116 L. Ed. 2d 55 (1991). *See e.g., Momentum Mfg. Corp. v. Employee Creditors Comm. (In re Momentum Mfg. Corp.)*, 25 F.3d 1132, 1136 (2d Cir. 1994) (“[i]t is well settled that bankruptcy courts are courts of equity, empowered to invoke equitable principles to achieve fairness and justice in the reorganization process.”). The Court is given these equitable powers to ensure that the Debtors are afforded the benefits afforded under the Bankruptcy Code.

12. The Debtors request that this Court authorize the Procedures to permit the distributions contemplated by the Plan to take place in a timely fashion. Without such Procedures in place, many such holders of Midwest Notes Claims would not receive any distribution at all under the Plan on account of such claims due to logistical impossibility.

13. Accordingly, the Debtors propose that setting the Reversion Date is appropriate. For those holders that respond and are eligible to hold term loans issued under the New Exit Facility, such distributions will be authorized and distributed by the New Exit Facility Agent as soon as practicable. The Debtors have been debtors in the above captioned chapter 11 cases for over a year and half, their cases have been well-publicized, and major developments have been publicly reported. At this point, and particularly after the efforts associated with the Procedures, if an individual noteholder does not come forth, then it is appropriate for the Debtors to assume that such holders that have not contacted the Debtors by the Reversion Date are not seeking to collect on such claims.

14. The Debtors believe that approval of these Procedures is necessary, as it is the only way to identify such unknown holders and effectuate the provisions of and distributions contemplated by the Plan. Accordingly, for these reasons and the reasons set forth above, the Debtors respectfully submit that the Procedures are appropriate and should be approved.

II. The Proposed Procedures Comply with Section 1127(b) of the Bankruptcy Code.

15. Although the Debtors believe that these Procedures accord with the reservations of rights set forth in the confirmed Plan and serve to further the Procedures contemplated therein, to the extent the Court views the Procedures as a plan modification, the Procedures fully align with the Bankruptcy Code. The Plan provides that:

The Debtors reserve the right to modify the Plan and seek Confirmation consistent with the Bankruptcy Code and the Bankruptcy Rules and, as appropriate, not resolicit votes on such modified Plan. Subject to certain restrictions and requirements set forth in section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019 and those restrictions on modifications set forth in the Plan, the Debtors expressly reserve their rights to alter, amend, or modify materially the Plan with respect to the Debtors, one or more times, after Confirmation, and, to the extent necessary, may initiate proceedings in the Bankruptcy Court to so alter, amend, or modify the Plan, or remedy any defect or omission, or reconcile any inconsistencies in the Plan, the Plan Supplement, the Disclosure Statement, or the Confirmation Order, in such matters as may be necessary to carry out the purposes and intent of

the Plan; provided that any alterations, amendments, or modifications that affect the rights, obligations, liabilities and duties of the Consenting Creditors or the Backstop Parties shall require the consent of the Required Consenting Creditors or the Requisite Backstop Parties, as applicable, and, to the extent required under section 3.02 of the Plan Support Agreement, the Required Consenting Midwest Noteholders..

Plan at Art. X.A.

16. Section 1127(b) of the Bankruptcy Code describes the requirements for the post-confirmation modification of a plan:

The proponent of a plan . . . may modify such plan at any time after confirmation of such plan and before substantial consummation of such plan, but may not modify such plan so that such plan as modified fails to meet the requirements of sections 1122 and 1123 of this title. Such plan as modified under this subsection becomes the plan only if circumstances warrant such modification and the court, after notice and a hearing, confirms such plan as modified, under section 1129 of this title.

17. The term “modification” is not defined in the Bankruptcy Code and courts determine what constitutes a “modification” on a case-by-case basis. *In re Boylan Intern., Ltd.*, 452 B.R.43, 47 (Bankr. S.D.N.Y. May 18, 2011) (citations omitted). Courts have found that a “modification” occurred when there was an alteration of “the legal relationships among the debtor and its creditors and other parties in interest” or when the change to the plan affected the legal relationships among them. *In re Doral Ctr., Inc. v. Ionosphere Clubs, Inc. (In re Ionosphere Clubs, Inc.)*, 208 B.R. 812, 815 (S.D.N.Y. 1997). As stated, the Debtors do not believe that these Procedures rise to the level of a plan modification, and do not assert that section 1127 of the Bankruptcy should be applied in this Court’s consideration of these procedures. The Procedures serve to identify those holders who are already entitled to a distribution and seek to make receipt of the New Exit Facility proceeds logistically possible. However, the Debtors believe that, even if applied, the Procedures accord with the principles of section 1127(b) of the Bankruptcy Code, as they do not seek to alter any legal rights, but instead seek to provide logical avenues by which these unknown individuals can collect on their distribution, or receive a favorable equivalent.

III. The Reversion Date is Appropriate with Respect to Unclaimed Distributions.

18. Bankruptcy Code §§ 347(b) and 1143 speak to the disposition of unclaimed funds in the registry of the court. *In re IBIS Corp.*, 272 B.R. 883, 887 (Bankr. E.D. Va. 2001). Section 1143 of the Bankruptcy Code provides:

If a plan requires presentment or surrender of a security *or the performance of any other act as a condition to participation in distribution under the plan*, such action shall be taken *not later than five years* after the date of the entry of the order of confirmation. Any entity that has not within such time presented or surrendered such entity's security or taken any such other action that the plan requires may not participate in distribution under the plan. (*emphasis added*)

19. Section 347 of the Bankruptcy Code provides as follows:

Any security, money or other property remaining unclaimed at the expiration of the time allowed in a case under chapter 9, 11 or 12 of this title for the presentation of a security or the performance of any other act as a condition to participation in the distribution under any plan confirmed under section 943(b), 1129, 1173 or 1225 of this title, as the case may be, becomes the property of the debtor or the entity acquiring assets under the plan, as the case may be.

20. The plain language of § 347(b), when read in conjunction with § 1143, provides that unclaimed funds become property of the debtor, at the absolute latest, five years after the entry of the confirmation order. There are two conditions precedent to the application of § 347(b): (i) that the funds be unclaimed and (ii) that no more than five years have elapsed after confirmation. *Id.* Section 1143 adds a third condition, requiring that if a plan requires any other act as a condition to participation in the distribution under the plan, the action must be taken at least within this five-year period. *Id.*

21. The Debtors submit that the timeframe suggested by the Procedures is appropriate since, similar to sections 347 and 1143 of the Bankruptcy Code, it seeks to provide certainty as to both the timing of distributions as well as a date by which the conditions to participation need to be undertaken. As these Code sections suggest, the Debtors are not obligated to keep distributions that are logistically impossible to make open indefinitely, particularly for those holders who will

never complete the required actions. Instead, as provided under the Procedures, it is appropriate to recognize a date by which such steps need be taken. Given the publicity surrounding these chapter 11 cases, the time elapsed since the Petition Date, the extensive outreach attempted to these unknown parties, and the filing and notice of this motion, the Debtors assert it is reasonable to set the Reversion Date as June 26, 2021.

Notice

16. The Debtors have provided notice of this motion to: (a) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors' case website at www.kccllc.net/windstream) and (b) any person or entity with a particularized interest in the subject matter of this motion. The Debtors respectfully submit that no other or further notice is necessary.

No Prior Request

17. No prior request for the relief sought in this motion has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: August 27, 2020
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,¹

Debtors.

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)
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)
)
)
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Chapter 11

Case No. 19-22312 (RDD)

(Jointly Administered)

**ORDER AUTHORIZING PROCEDURES
IN FURTHERANCE OF PLAN DISTRIBUTIONS**

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 obtain approval of procedures to identify individual holders of Midwest Notes Claims; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012; and that this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief

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.

requested therein at a hearing, if any, before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Procedures and any actions reasonably necessary or desirable to implement the Procedures are hereby authorized and approved in all respects. Without limiting the generality of the foregoing:
 - a. The Debtors are authorized to use reasonable efforts, including the DTC notice, to obtain the contact identification of currently unknown holders of Midwest Notes Claims pursuant to the Procedures, and for the avoidance of doubt, those holders of Midwest Notes Claims represented by Shearman & Sterling LLP are all known holders and are not bound by the Procedures.
 - b. Pursuant to the Procedures, Eligible Holders of Midwest Notes Claims will have until the later of (i) the Reversion Date or (ii) two months from the date of contact to complete the necessary documentation confirming their eligibility to hold term loans provided under the Midwest Notes New Exit Term Facility.
 - c. As provided in the Procedures, to the extent that a holder of a Midwest Notes Claim is not an Eligible Holder, the Debtors are authorized to satisfy such Midwest Notes Claim in cash.
 - d. As provided in the Procedures, any holder of Midwest Notes Claims that does not contact the Debtors or the Exit Facility Agent by the Reversion Date and any Eligible Holder that does not provide the necessary “know-your-customer” and tax

information will have their claims to distributions under the Plan terminated pursuant to the Bankruptcy Code and any cash that would have been distributed in respect of such claims will re-vest in the Reorganized Debtors and any term loans that would have been distributed in respect of such claims shall be cancelled.

e. As provided in the Procedures, the Debtors are authorized to pre-pay, in cash, on a non-pro-rata basis, any term loans in an aggregate principal amount of less than \$100,000 held by any holder of Midwest Notes Claims.

f. As provided in the Procedures, the Debtors are authorized to cause any trading in the Midwest Notes to be suspended or arrange for other similar restrictions on the Midwest Notes, through the DTC or otherwise, so long as such suspension or similar arrangement takes place on or after the Effective Date.

3. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by such notice.

4. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

White Plains, New York
Dated: _____, 2020

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE