

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

UMB BANK, NATIONAL
ASSOCIATION and CQS (US), LLC

Appellants,

v.

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

Appellees.

Case No. 20-cv-04276 (VB)

**INTERVENOR-APPELLEE ELLIOTT INVESTMENT MANAGEMENT L.P.'S
MOTION TO FILE ITS BRIEF UNDER SEAL**

Pursuant to Section 3.B of the *Individual Practices of Judge Vincent L. Briccetti*, dated February 3, 2020 (the “Individual Practices”), Intervenor-Appellee Elliott Investment Management L.P. (“Elliott”) hereby moves this Court for leave to file a public, redacted version of its brief and to file under seal a confidential version of its brief. As grounds, Elliott states as follows:

1. On June 10, 2020, this Court entered an *Order Granting Appellants’ Motion to Accept Documents Under Seal into Appellate Record* [Dkt. No. 5], pursuant to which, the Court accepted certain materials into the appellate record under seal (the “Sealed Material”) which had been previously filed or admitted by the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) under seal or with redactions in accordance with the stipulated protective orders entered by the Bankruptcy Court.

2. Among the Sealed Materials are expert declarations and reports that are subject to the Bankruptcy Court’s protective order because they were designated highly confidential in their entirety (the “Expert Reports”). Elliott’s brief includes information taken directly from the Expert



Reports that was relied upon, but not directly quoted, by the Bankruptcy Court in its publicly filed Confirmation Order. *See* AX31.

3. Accordingly, in compliance with Section 3.B of the Individual Practices, Elliott has contemporaneously filed two versions of its brief: (i) a version, to be filed publicly, which redacts certain non-public information taken directly from the Expert Reports, and (ii) an unredacted version, to be filed under seal, which highlights the portions of the brief redacted in the public version.

4. As the relief Elliott seeks is procedural, this Court may rule on it at any time without awaiting a response. Fed. R. Bankr. P. 8013(b).

WHEREFORE, Elliott respectfully requests that this Court enter an order, substantially in the form attached as **Exhibit A**, granting leave to file under seal a confidential version of its brief and to file a public, redacted version of its brief, and granting such other relief as it deems just and proper.

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Dated: September 2, 2020

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CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing and paper copies will be sent to those indicated as non-registered participants.

/s/ Keith H. Wofford

Keith H. Wofford

EXHIBIT A

[PROPOSED ORDER]

**UNITED STATES DISTRICT COURT
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Case No. 20-cv-04276 (VB)

**ORDER GRANTING INTERVENOR-APPELLEE ELLIOTT INVESTMENT
MANAGEMENT L.P.'S MOTION TO FILE ITS BRIEF UNDER SEAL**

Upon *Intervenor-Appellee Elliott Investment Management L.P.'s* (“Elliott”) *Motion to File its Brief Under Seal* (the “Motion”), for good cause shown, it is hereby ORDERED, ADJUDGED and DECREED that:

1. The Motion is granted;
2. This Court grants Elliott leave to file under seal a confidential version of its brief (the “Sealed Brief”) and to file a public, redacted version of its brief, and the Sealed Brief shall be dealt with by the parties pursuant to this Court’s usual practices and procedures concerning sealed materials; and
3. Upon entry, Elliott shall give notice of this Order to counsel for the Appellants.

Dated: _____, 2020

THE HONORABLE VINCENT L. BRICCETTI
UNITED STATES DISTRICT JUDGE