

**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 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 (as modified by this Order, the “Procedures”) to identify individual holders of Midwest Notes Claims in order to implement distributions under the Plan; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) 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, as a core proceeding under 28 U.S.C. § 157(b) that this Court can decide by a final order consistent with Article III of the United States Constitution; and venue in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors’ notice of the Motion and the opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and upon the response to the Motion, the Debtors’ reply and all other responses thereto; and upon the record of

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.



the hearing held by the Court on the Motion on September 16, 2020 and all of the proceedings herein; and, after due deliberation, the Court 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 and that the Procedures are a proper means to implement the Plan, including, to the extent applicable, as the Plan, which has not been substantially consummated, has been properly modified thereby pursuant to 11 U.S.C. § 1127(b); now, therefore, it is hereby ORDERED that:

1. The Motion is granted as set forth herein, and, to the extent not withdrawn, any objection thereto is denied.

2. The Procedures and any actions reasonably necessary or desirable to implement the Procedures are hereby authorized and approved in all respects. For the avoidance of doubt, those holders of Midwest Notes Claims represented by Shearman & Sterling LLP are all known holders, are Eligible Holders³, and are not bound by the Procedures. Without limiting the generality of the foregoing:

- a. The Debtors shall use reasonable efforts, including the DTC notice, (i) to obtain the contact identification of currently unknown holders of Midwest Notes Claims and (ii) to inform them of this Order, in each case as promptly as practicable.
- b. Eligible Holders of Midwest Notes Claims will have until the later of (i) June 26, 2021 (the “Reversion Date”) or (ii) two months from the date of contact, *provided* that such contact occurs on or before the Reversion Date, to complete the necessary documentation (including providing “know-your-customer” information and tax information requested by the Debtors and/or the Exit Facility Agent) confirming

³ An “Eligible Holder” means a holder that is not a natural person (or a holding company, investment vehicle or trust for or owned and operated for the primary benefit of a natural person).

their eligibility to hold term loans provided under the Debtors' new exit term loan credit facility under the Plan.

- c. If a holder of a Midwest Notes Claim is not an Eligible Holder, the Debtors shall satisfy such Midwest Notes Claim in cash on or as promptly as practicable after the Effective Date of the Plan; *provided* that such holder has contacted the Debtors on or before the Reversion Date.
- d. Any holder of Midwest Notes Claims that does not contact the Debtors on or before the Reversion Date and any Eligible Holder that does not provide the necessary "know-your-customer" information and tax information requested by the Debtors and/or the Exit Facility Agent, as provided in paragraph 2(b) hereof, will have their claims to distributions under the Plan on account of such Midwest Notes Claims terminated pursuant to the Bankruptcy Code, and any cash that would have been distributed in respect of such Midwest Notes Claims will re-vest in the Reorganized Debtors, and any term loans under the Debtors' new exit term loan credit facility under the Plan that would have been distributed in respect of such Midwest Notes Claims shall be cancelled.
- e. The Debtors are authorized to pre-pay, in cash, on a non-pro-rata basis, any term loans in an aggregate principal amount not exceeding \$100,000 held by any holder of Midwest Notes Claims under the Debtors' new exit term loan credit facility under the Plan as set forth in the definitive documentation for such new exit term loan facility.
- f. 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 Plan's 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. To the extent that the relief granted in this Order constitutes a modification of the Plan under section 1127(b) of the Bankruptcy Code, such modification is approved.

5. Notwithstanding the possible applicability of the 14-day stay of this Order under Bankruptcy Rule 6004(h), such stay is waived, for cause shown, and the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

7. 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: September 17, 2020

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE