

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

In re:)	
)	Chapter 11
WINDSTREAM FINANCE, CORP., <i>et al.</i> , ¹)	
)	Case No. 19-22397 (RDD)
Reorganized Debtors.)	(Formerly Jointly Administered under
)	Lead Case: Windstream Holdings, Inc.,
)	19-22312)

THIRD AMENDED SCHEDULING AND PRE-TRIAL ORDER

On November 4, 2020, the above-captioned debtors and debtors-in-possession (before the effective date of their Chapter 11 plan, the “Debtors”, and after the effective date of their Chapter 11 plan, the “Reorganized Debtors”) filed their *Notice of Filing of Ninth Amended Plan Supplement* [Docket No. 2654] (the “Plan Supplement Amendment”). Also on November 4, 2020, the Reorganized Debtors served on Charter Communications Operating, LLC (“Charter”) the *Notice of (A) Executory Contracts to Be Assumed by the Reorganized Debtors Pursuant to the Plan, (B) Cure Amounts, and (C) Related Procedures in Connection Therewith* (the “Cure Notice”). On November 18, 2020, Charter filed *Charter Communications Operating, LLC’s Objection to Notice of Filing of Ninth Amended Plan Supplement and Notice of (A) Executory Contracts to be Assumed by the Reorganized Debtors Pursuant to the Plan, (B) Cure Amounts and (C) Related Procedures in Connection Therewith* [Docket No. 2692] (the “Cure Objection”). On December 1, 2020, the Court entered a *Scheduling and Pre-Trial Order* [Docket No. 2728] (the “Original Scheduling Order”), which set forth a litigation schedule agreed to by Charter and the Reorganized Debtors (collectively, the “Parties”) and approved by the Court to resolve the foregoing matters. On December 21, 2020,

¹ The last four digits of the Reorganized Debtor Windstream Finance, Corp.’s tax identification number are 5713. Due to the large number of Reorganized Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Reorganized 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 Reorganized Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Reorganized Debtors’ service

the Court entered an *Amended Scheduling and Pre-Trial Order* [Docket No. 2756] (the “First Amended Scheduling Order”), which set forth an amended litigation schedule agreed to by the Parties and approved by the Court to resolve the foregoing matters. On January 27, 2021, the Court entered a *Second Amended Scheduling and Pre-Trial Order* [Docket No. 2781] (the “Second Amended Scheduling Order”), which set forth an amended litigation schedule agreed to by the Parties and approved by the Court to resolve the foregoing matters.

By this further amended Scheduling and Pre-Trial Order (this “Third Amended Order”), the Parties have agreed to a further amended litigation schedule as set forth herein to resolve the foregoing matters.

It is hereby ORDERED as follows:

1. The Parties shall meet and confer in good faith to attempt to reconcile their accounting records in order to determine the Cure Amounts (as defined in the Cure Notice). Such reconciliation period shall conclude on **March 31, 2021** unless such deadline is extended with the written consent of the Parties.
2. Discovery shall commence on **April 14, 2021**.
3. All discovery shall be completed on or before **June 14, 2021**. In the event of a dispute over discovery, the Parties’ counsel shall promptly confer to attempt in good faith to resolve the dispute. If, notwithstanding their good faith efforts to do so, they are unable to resolve a discovery issue, they shall promptly inform the Court by letter of the nature of the dispute and request a telephonic discovery conference. At the conference, the Court will ask the Parties about their prior efforts to resolve the dispute.
4. The Parties may seek leave under the Local Bankruptcy Rules to move for summary judgment under Fed. R. Bankr. P. 7056 after completion of discovery and before taking the steps set forth in paragraphs 5-9 below. If such leave is granted, the schedule set forth in paragraphs 5-9 below is adjourned and the Parties shall meet and confer on a trial schedule for the steps set forth in paragraphs 5-9 below within two weeks after the Court’s ruling on summary judgment.
5. The Parties shall file and serve pre-trial briefs not to exceed twenty (20) pages in length (excluding the Table of Contents and Table of Authorities) on or before **July 14, 2021** (unless a Party has previously obtained permission under the Local Bankruptcy Rules to move for summary judgment).

address for purposes of these Chapter 11 cases is 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

6. The Court will hold a final pretrial conference on **August 26, 2021 at 10:00 A.M.** (unless a Party has previously obtained permission under the Local Bankruptcy Rules to move for summary judgment, which motion shall be heard at that date and time), at which time the Parties must be prepared to proceed to trial within two weeks.
7. In advance of the final pretrial conference, the Parties shall have conferred and used their best efforts to agree on a joint exhibit book and shall have identified any exhibits whose admissibility is not agreed.
8. In addition, on or before two weeks before the final pretrial conference, the Parties shall have exchanged proposed witness lists.
9. On or before one week before the scheduled trial date, the Parties shall (a) submit to chambers declarations under penalty of perjury or affidavits of their direct witnesses, who shall be present at trial for cross-examination and redirect, or have sought the Court's permission to examine direct witnesses at trial and (b) submit to chambers the joint exhibit book referred to in paragraph 9 hereof.
10. The Parties agree that, during the period of December 18, 2020 through and including March 31, 2021, no interest shall accrue on the amounts allegedly owed by the Reorganized Debtors. Nothing contained in this Third Amended Order shall constitute, or be deemed to constitute, an acknowledgement that the Reorganized Debtors owe any interest to Charter for the period prior to December 18, 2020 or after March 31, 2021. Nothing contained in this Third Amended Order shall prejudice the Reorganized Debtors' ability to argue that they do not owe any interest to Charter for the period prior to December 18, 2020 or after March 31, 2021.
11. **Except as specified above, the Parties cannot amend this Third Amended Order by stipulation or otherwise, and the Court will not amend it unless presented with (i) proof of cause beyond the control of the party seeking amendment and (ii) timely application as soon as possible after the party seeking amendment learns of the cause. FAILURE TO COMPLY WITH THIS ORDER MAY RESULT IN DISMISSAL OR OTHER SANCTION. If delay or other act or omission of your adversary may result in a sanction against you, it is incumbent on you to promptly bring this matter to the Court for relief.**

Dated: White Plains, New York
March 5, 2021

/s/Robert D. Drain

Hon. Robert D. Drain
United States Bankruptcy Judge