

MORRISON & FOERSTER LLP

250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Erica J. Richards

*Counsel for the Official Committee of
Unsecured Creditors*

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

In re:)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> ,)	Case No. 19-22312 (RDD)
Debtors. ¹)	(Jointly Administered)
)	

**MOTION FOR AN ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO EXCEED THE PAGE LIMIT FOR ITS OBJECTION
TO CONFIRMATION OF THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF WINDSTREAM HOLDINGS, INC., *ET AL.*, PURSUANT TO
CHAPTER 11 OF THE BANKRUPTCY CODE**

¹ The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of debtor entities 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.



The Official Committee of Unsecured Creditors (the “Committee”) of Windstream Holdings, Inc. (“Holdings”) and its debtor affiliates, as debtors and debtors-in-possession (collectively, the “Debtors”), hereby files this motion (the “Motion”) requesting entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), authorizing the objection of the Committee (the “Plan Objection”)² to the Debtors’ *First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1812] (as amended or supplemented, the “Plan”) to exceed the page limit set forth in the Case Management Order [Docket No. 392] (the “CMO”), and in support thereof respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction to consider this motion pursuant to 28 U.S.C §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is Proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

2. By this Motion, the Committee respectfully requests that the Court permit the Plan Objection to exceed the 40-page limitation (the “Page Limit”) set forth in the CMO by no more than 25 pages. *See* CMO, ¶ 16.

BASIS FOR RELIEF REQUESTED

3. The Committee submits that an expanded page limit is warranted by the complexity and importance of the issues addressed in the Plan Objection. The Plan Objection provides both legal arguments and citations to the factual record rebutting the Debtors’ assertions that, among other things, (a) value attributable to the Uniti settlement (the “Settlement Value”) is subject to the

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

Prepetition Liens; (b) all unencumbered value, including the Settlement Value, is subject to DIP Liens (as defined in the Final DIP Order); (c) all unencumbered value, including the Settlement Value, is subject to adequate protection liens in favor of the First Lien Creditors; and (d) the Plan satisfies all confirmation requirements under the Bankruptcy Code. In order to support its position on these issues, the Committee needs to, among other things, present a comprehensive factual foundation for its Plan Objection, including providing background information as to the Debtors' prepetition capital structure, and relevant aspects of the DIP Financing, the Uniti Litigation, and the Committee's lien investigation. The Plan Objection also provides the Court with numerous citations to legal authority and deposition testimony provided by the Debtors' fact and expert witnesses, which are intended to help the Court and other parties in interest develop a thorough understanding of the substantive contested issues that will be presented at the confirmation hearing and bear directly on whether the Plan can be confirmed. While the Committee's professionals are endeavoring to provide the Court with the most succinct briefing possible, the Committee believes that the Court and other parties in interest will benefit from being able to review and analyze the Committee's position in detail in advance of the hearing.

NOTICE

4. The Committee will provide notice of the Motion to the following parties and/or their respective counsel, as applicable: (a) the Debtors, and (b) the entities on the Master Service List (as defined in the Case Management Order). The Committee submits that no other or further notice is necessary.

NO PRIOR REQUEST

5. No prior request for the relief sought in this Motion has been made to this or any other Court.

CONCLUSION

6. For the foregoing reasons, the Committee respectfully request that the Court (a) enter an order substantially in the form annexed hereto; and (b) grant such other and further relief as the Court may deem proper.

Dated: June 18, 2020
New York, New York

Respectfully submitted,

/s/ Lorenzo Marinuzzi

MORRISON & FOERSTER LLP

Lorenzo Marinuzzi

Todd M. Goren

Jennifer L. Marines

Erica J. Richards

250 W 55th St.

New York, New York 10019

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

*Counsel for the Official Committee of Unsecured
Creditors*

Exhibit A

Proposed Order

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

In re:)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> ,)	Case No. 19-22312 (RDD)
Debtors. ¹)	(Jointly Administered)
)	
)	

**ORDER GRANTING THE MOTION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO EXCEED THE PAGE LIMIT FOR ITS OBJECTION
TO CONFIRMATION OF THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF WINDSTREAM HOLDINGS, INC., *ET AL.*,
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

Upon the motion (the “Motion”)² of the Committee for entry of an order authorizing the Committee’s Plan Objection to exceed the Page Limit; the Court having reviewed the Motion; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (c) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

¹ The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of debtor entities 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 defined herein shall have the meanings ascribed to them in the Motion.

1. The Motion is granted as set forth herein.
2. The Committee's Plan Objection may exceed the Page Limit by up to 25 pages, for a total of not more than 65 pages.
3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: June [], 2020
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE