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Proposed 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.))	(Joint Administration Requested)

DEBTORS' AMENDED MOTION FOR ENTRY OF A FINAL ORDER
(I) RESTATING AND ENFORCING ANTI-DISCRIMINATION PROVISIONS
OF THE BANKRUPTCY CODE; AND (II) AUTHORIZING THE DEBTORS TO
(A) PARTICIPATE IN SPECTRUM AUCTIONS IN THE ORDINARY COURSE OF
BUSINESS AND (B) HONOR ALL OBLIGATIONS RELATED THERETO

Windstream Holdings, Inc. 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 (this "Motion"):

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 the Debtors have requested joint administration, 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' proposed 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.



Relief Requested

1. The Debtors seek entry of a final order, substantially in the form attached hereto as **Exhibit A** (the “Order”): (a) restating and enforcing the anti-discrimination provisions of the Bankruptcy Code; and (b) authorizing the Debtors to continue to participate in the Spectrum Auctions and honor certain obligations related thereto consistent with historical practice.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) 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 January 31, 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 Bankruptcy Court in connection with this Motion to the extent that it is later determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

4. The bases for the relief requested herein are sections 105(a), 363(b), 363(c), and 525 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rules 6003 and 6004, and rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Background

5. The Debtors are a leading provider of advanced network communications and technology solutions for businesses across the United States. The Debtors also offer broadband, entertainment and security solutions to consumers and small businesses primarily in rural areas in

18 states. Additionally, the Debtors supply core transport solutions on a local and long-haul fiber network spanning approximately 150,000 miles. As of the date hereof, the Debtors have approximately 11,600 employees.

6. As set forth in greater detail in the *Declaration of Tony Thomas, Chief Executive Officer and President of Windstream Holdings, Inc., (I) in Support of Debtors' Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* (the "First Day Declaration"), on February 15, 2019, the United States District Court for the Southern District of New York entered a *Memorandum Decision and Order* against Debtor Windstream Services, LLC after trial in the matter styled *U.S. Bank National Association v. Windstream Services, Inc. v. Aurelius Capital Master, Ltd.*, Case No. 17-cv-7857 (JMF), that recognized an event of default under the Debtors' prepetition unsecured bond indentures, which in turn resulted in a cross-default under the Debtors' secured credit facilities and certain other material agreements. As of the date hereof, the Debtors are obligated for approximately \$5.6 billion in funded debt obligations. To avoid any precipitous action against the Debtors' assets that would have harmed the Debtors' businesses, the Debtors commenced these chapter 11 cases to obtain the protection of the automatic stay and preserve value for stakeholders enterprise wide.

7. On February 25, 2019 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") has not appointed an official committee of unsecured creditors in these chapter 11 cases. Additional information regarding the Debtors'

business, their capital structure, and the circumstances leading to these chapter 11 filings is contained in the First Day Declaration.

Spectrum Auctions

I. Overview.

8. The Federal Communications Commission (the “FCC”) governs, among other things, the management, use, and assignment of spectrum.² Since 1994, the FCC has used a competitive auction process to determine who can use particular bands of spectrum, and at such auctions bidders can participate to obtain licenses associated with available bands of spectrum (each, a “Spectrum Auction”). Participation in these auctions is open to eligible companies and individuals who apply through submission of an application and providing an upfront payment. The FCC has the discretion to select which applicants are qualified bidders and therefore eligible to win the auction and receive a license. The underlying purpose of a Spectrum Auction is to afford the FCC the ability and authority to assign licenses to those bidders who the FCC believes will use the licenses most effectively.

9. Each Spectrum Auction represents a time bound opportunity. First, the assets for sale at each auction are exceptional—each piece of spectrum is different, and each spectrum band is suitable for different purposes. Further, Spectrum Auctions do not occur often, nor does the FCC hold to a regular schedule, meaning that the consequences of missing even one Spectrum Auction could be severe. The pre-auction time commitment to become a bidder is also prolonged and intensive, as potential participants are required to attend a pre-auction seminar 60-75 days prior to an auction, file a short-form application 45-60 days in advance of an auction, make an upfront payment, register, and participate in a mock auction. The Debtors anticipate entering into

² Spectrum refers to certain limited frequencies used for communication over airwaves.

a Spectrum Auction as a bidder as early as March 14, 2019, and further upcoming Spectrum Auctions are described below. In the event one of the upcoming Spectrum Auctions is missed, the Debtors may miss out on an opportunity to obtain rare and valuable assets, and further may lose the benefit of the efforts already expended in advance of one of these planned Spectrum Auctions. Therefore, the Debtors' participation in any upcoming Spectrum Auctions is absolutely crucial.

II. The Debtors' Spectrum Strategy.

10. Obtaining wireless spectrum is a significant aspect of the Debtors' long term business strategy, called the "last-mile" network strategy.³ The Debtors' existing copper last-mile infrastructure is limited in the speeds it can deliver to customers, and the Debtors' competition, especially fiber over-builders and cable providers, are aggressively moving to gigabit speeds that copper cannot deliver. To stay competitive, the Debtors have been overbuilding their copper network with fiber where it is economical to do so, mainly in areas where they have above ground cable. However, in those areas where the Debtors' cable is buried, overbuilding with fiber is not cost-effective. While the technology that utilizes spectrum is new, based on analysis performed by the Debtors' engineering teams, they estimate they can deliver 1 Gig services with this technology at half the cost of overbuilding their buried copper network with fiber. Therefore, acquiring wireless spectrum is the Debtors' first step in developing a wireless network that can deliver gigabit speeds with economics comparable to their aerial fiber overbuilds.

³ The "last mile" of a network is that final stretch of cable that reaches the ultimate destination, such as a residence or business. The main fiber line runs into a neighborhood and then splits off into individual "drop lines" that run into individual homes. Although most last mile infrastructure already exists, the majority of it is made of copper cables, and was installed when this infrastructure only had to carry telephone and TV data. Although copper cables served this purpose well when they were installed, increased internet usage and demand for high-bandwidth services, like streaming HD video and audio, have changed the landscape. As a result, copper cable is ill-suited for modern customer activity, and the Debtors, as well as their competitors, have all been exploring and implementing strategies on how to solve the issues posed by this "last mile." Many service providers are either using existing copper infrastructure for the last mile (which limits customers' speed), or installing fiber to the home (which is resource-intensive).

11. The movement towards wireless spectrum technology represents a marriage of the Debtors’ current assets with new technology that will enable them to competitively meet their customers’ demands for years to come. Without this technology, it is not economically feasible for the Debtors to deliver 1 Gig services to a large portion of their customer base. Additionally, wireless spectrum technology is almost custom made for the Debtors’ network because it requires a provider to have fiber very close to the customer location (approximately within 2000 feet). However, once a Spectrum Auction is over, that band of spectrum is unavailable, and the Debtors may be unable to otherwise secure similar spectrum assets covering such areas.

III. Planned Spectrum Auctions.

12. The upcoming Spectrum Auctions that the Debtors plan to participate in are described in the following table:

Spectrum Available	Known Timing	Description and Purpose
24 Ghz Auction	Bidding for this Auction begins March 14, 2019.	The Debtors already submitted an upfront payment to secure their participation in this Spectrum Auction, and many of the licenses up for auction cover areas that correlate with the Debtors’ planned expansion.
37, 39, and 47 Ghz Auctions (3.4 Ghz of spectrum will be made available)	The second half of 2019.	Although all details are still developing, the Debtors are confident that participation in this Spectrum Action is necessary.
CBRS Spectrum (70 Mhz of mid-band spectrum in the 3.5 Ghz band will be made available)	Late 2019 or into 2020.	This spectrum would allow the Debtors to deliver speeds across greater distances, allowing them to reach more homes in our more rural communities in a more cost-effective manner.

13. As demonstrated by the description of the Spectrum Auctions above, these auctions require the Debtors to take certain measures, including making upfront payments, to qualify as a bidder. However, the decision as to whether or not an applicant is a qualified bidder is ultimately at the discretion of the FCC.

14. It is for this reason that the Debtors seek the relief requested herein. Although the relief is sought out of an abundance of caution, entry of the Final Order will serve the important role of informing the FCC, other Spectrum Auction participants, and interested parties that the Debtors are still operating in the ordinary course of business, as well as under the broad protections offered by the Bankruptcy Code. The relief requested herein will also protect any of the Debtors' investments or other measures they have undertaken in order to apply to participate in any future Spectrum Auctions.

Basis for Relief

I. Government Determination of Qualified Bidders in the Spectrum Auctions is Subject to the Anti-Discrimination Protections of the Bankruptcy Code.

15. Because the FCC has a discretionary role in determining which bidders are qualified to participate in the Spectrum Auctions, the Debtors submit that the relief and notice provisions requested herein are necessary out of an abundance of caution. Section 525 of the Bankruptcy Code prohibits governmental units from, among other things: (a) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, previously filed for bankruptcy, or are insolvent prior to or during the pendency of these chapter 11 cases. *See In re Psycho-Therapy and Counseling Ctr., Inc.*, 195 B.R. 522, 533 (Bankr. D. Col. 1996) (holding that the debtor's exclusion from a governmental program on account of its non-payment of a dischargeable debt would interfere with the debtor's breathing spell and fresh start).

16. The protections afforded a debtor under section 525 of the Bankruptcy Code are automatic upon the filing of a chapter 11 petition. *See* 11 U.S.C. § 525(a) (“[A governmental

unit may not deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant to, condition such a grant to, discriminate with respect to such a grant against [. . .] a person that is or has been a debtor under this title.”). Although the anti-discrimination provision is self-executing on the Petition Date, the Debtors believe that a Court order is necessary and appropriate to better enforce creditor compliance with the Bankruptcy Code, particularly in light of the discretionary nature of the Spectrum Auctions. To that end, the Debtors submit that the relief sought herein will advance the efficient administration of these chapter 11 cases.

17. Bankruptcy courts in this district and elsewhere have entered orders restating and enforcing the protections set forth in section 525 of the Bankruptcy Code and other sections thereof under comparable circumstances. *See, e.g., In re Seadrill Ltd.*, Case No. 17-60079 (DRJ) (Bankr. S.D. Tex. Sept. 13, 2017) (enforcing and restating the anti-discrimination provisions and automatic stay provisions of sections 525, 362, and 365 of the Bankruptcy Code); *In re TK Holdings, Inc.*, Case No. 17-11375 (BLS) (Bankr. D. Del. June 27, 2017) (enforcing and restating the provisions of sections 362 and 365 of the Bankruptcy Code); *In re Toisa Ltd.*, Case No. 17-10184 (SCC) (Bankr. S.D.N.Y. Jan. 30, 2017) (same); *In re Excel Marine Carriers Ltd.*, Case No. 13-23060 (RDD) (Bankr. S.D.N.Y. July 3, 2013) (same); *In re Ampal-Am. Israel Corp.*, Case No. 12-13689 (SMB) (Bankr. S.D.N.Y. Aug. 30, 2012) (enforcing and restating automatic stay provisions); *In re MPF Holdings US LLC*, Case No. 08-36084 (JB) (Bankr. S.D. Tex. Oct. 2, 2008) (enforcing and restating the automatic stay and anti-discrimination provisions of sections 362 and 525 of the Bankruptcy Code).

II. Participation in the Spectrum Auctions Is Essential to the Debtors' Ongoing Operations and Restructuring Efforts.

18. This Court should grant the relief requested because participation in the Spectrum Auctions is fundamental to the long-term viability of the Debtors' business. By this Motion, the Debtors request the Court's acknowledgement that participation in the Spectrum Auctions and any acts attendant to participation are permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes the debtor in possession to "use property of the estate in the ordinary course of business without notice or a hearing." Section 363(c)(1) of the Bankruptcy Code addresses the inefficiencies that would arise should a debtor be required to seek court approval for every action it takes in the ordinary course of business. The Debtors' business and future strategy is predicated on participation in the Spectrum Auctions, and accordingly, the Debtors respectfully request that the Court grant the authority, but not direction, for the Debtors to participate as a bidder in each of the FCC's planned upcoming Spectrum Auctions, or any others that may arise in the course of these chapter 11 cases.

III. Maintaining Participation in the Spectrum Auctions Will Not Harm Parties in Interest.

19. It is in every stakeholders' best interests that the Debtors avoid any administrative inefficiencies, including attempts to cancel deposits or other costs associated with withdrawing from the Spectrum Auctions. Further, to maximize the probability that the Debtors emerge successfully from bankruptcy they must continue implementing their business strategy. As set forth in the First Day Declaration, the Debtors did not arrive in chapter 11 due to operational failures. Instead, as set forth in the First Day Motions, Windstream hopes and anticipates that its operations will continue uninterrupted. These auctions are likely the only available method for acquiring this spectrum and pursuing alternative methods would be costly, disruptive, and require expenditure of significant resources that the Debtors cannot afford at this critical time in these

chapter 11 cases. As a result, the Debtors respectfully submit that parties in interest will not be harmed but instead benefited by the Debtors' participation in Spectrum Auctions.

IV. The Court Should Authorize the Debtors to Honor All Obligations Related to the Spectrum Auctions.

20. Pursuant to section 363(b) of the Bankruptcy Code, courts may authorize use of estate assets outside the ordinary course of business where a sound business purpose exists for doing so. *See Ionosphere Clubs*, 98 B.R. at 175 (noting that section 363(b) provides "broad flexibility" to authorize a debtor to honor prepetition claims where supported by an appropriate business justification); *see also James A. Phillips*, 29 B.R. at 397 (relying upon section 363 as a basis to allow a contractor to pay the prepetition claims of suppliers who were potential lien claimants).

21. The Debtors do not believe that participation in the Spectrum Auctions is outside of the ordinary course of business. Out of an abundance of caution, however, the Debtors seek that the relief sought herein is appropriate and warranted under the circumstances. The Spectrum Auctions present a rare opportunity for the Debtors to increase estate value. Failure to participate in the Spectrum Auctions could undermine the Debtors' business strategy, destroy value that would otherwise inure to the benefit of the Debtors' estates, and penalize the Debtors' for seeking chapter 11 relief.

The Requirements of Bankruptcy Rule 6003 Are Satisfied

22. Bankruptcy Rule 6003 empowers a court to grant relief within the first 21 days after the Petition Date "to the extent that relief is necessary to avoid immediate and irreparable harm." For the reasons discussed above, restating and enforcing the Debtors' ability to (a) continue to participate in the Spectrum Auctions and (b) honor obligations related thereto consistent with historical practice as well as granting the other relief requested herein is integral to the Debtors'

ability to transition their operations into these chapter 11 cases. Failure to receive such authorization and other relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors' operations at this critical juncture. For the reasons discussed herein, the relief requested is necessary in order for the Debtors to operate their businesses in the ordinary course and preserve the ongoing value of the Debtors' operations and maximize the value of their estates for the benefit of all stakeholders. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

Reservation of Rights

23. Nothing contained in this Motion or any actions taken by the Debtors pursuant to relief granted in the Final Order is intended or should be construed as: (a) an admission as to the validity of any particular claim against a Debtor entity; (b) a waiver of the Debtors' rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Motion; (e) a request or authorization to assume or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Motion are valid, and the Debtors expressly reserved their rights to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

Motion Practice

24. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of its application to this Motion. Accordingly, the Debtors submit that this Motion satisfies Local Rule 9013-1(a).

Notice

25. The Debtors will provide notice of this Motion to the following parties and/or their respective counsel, as applicable: (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agent under the proposed postpetition debtor in possession financing facility; (d) the administrative agents and indenture trustees under the Debtors' prepetition credit agreement and note indentures; (e) Milbank LLP, counsel to an *ad hoc* group of second lien noteholders; (f) Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel to an *ad hoc* group of first lien term lenders; (g) Shearman & Sterling LLP, counsel to the Midwest noteholders; (h) the Pension Benefit Guaranty Corporation; (i) the United States Attorney's Office for the Southern District of New York; (j) the Internal Revenue Service; (k) the United States Securities and Exchange Commission; (l) the attorneys general in the states where the Debtors conduct their business operations; (m) the FCC; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

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

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

Dated: February 26, 2019
New York, New York

/s/ Stephen E. Hessler

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Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

**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.)	(Joint Administration Requested)

**ORDER (I) RESTATING AND ENFORCING ANTI-DISCRIMINATION PROVISIONS
OF THE BANKRUPTCY CODE; AND (II) AUTHORIZING THE DEBTORS TO
(A) PARTICIPATE IN SPECTRUM AUCTIONS IN THE ORDINARY COURSE
OF BUSINESS AND (B) HONOR ALL OBLIGATIONS RELATED THERETO**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (a) restating and enforcing the anti-discrimination provisions of the Bankruptcy Code, and (b) authorizing the Debtors’ continued participation in the Spectrum Auctions and payment of any prepetition obligations related thereto consistent with historical practice, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) 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 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

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 the Debtors have requested joint administration, 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’ proposed 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 used but not otherwise defined herein have the meanings ascribed to them in the Motion or the First Day Declaration, as applicable.

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 and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing 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 on a final basis as set forth herein.
2. The Debtors have the authority to to (a) continue to participate in Spectrum Auctions and bidding on licenses consistent with historical practice; and (b) honor all obligations related thereto.
3. Pursuant to section 525 of the Bankruptcy Code, all governmental units and other regulatory authorities are prohibited and enjoined from: (a) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases.
4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any particular claim against a Debtor entity; (b) a waiver of the Debtors' rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication

or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order or the Motion are valid, and the Debtors expressly reserved their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

5. 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) are satisfied by such notice.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

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

8. 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: _____, 2019

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE