

**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 GRANTING DEBTORS’
MOTION SEEKING ENTRY OF AN ORDER
AUTHORIZING THE DEBTORS TO (I) RESTRICT
ACCESS TO CERTAIN CONFIDENTIAL FEE LETTERS
RELATED TO PROPOSED DEBTOR-IN-POSSESSION FINANCING AND
(II) REDACT CERTAIN TERMS IN THE DIP MOTION AND LEONE DECLARATION**

Upon the motion (the “Motion”)² the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”): (a) restricting access to certain unredacted letters regarding fees related to the DIP Facilities (collectively, the “Fee Letters”), and (b) authorizing the Debtors to redact certain related terms in the Fee Letters, the DIP Motion and Leone Declaration, each 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 this Court having found that venue of this the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b) that this Court may decide by a final order

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.

² Capitalized terms used herein but not herein defined shall have the meanings given to them in the Motion.



consistent with Article III of the United States Constitution; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and upon the record of the hearing held by the Court on the Motion on February 26, 2019; and there being no objections to the relief granted herein; and, after due deliberation this Court having found that the relief granted herein is necessary to protect commercial information as set forth in section 107(b) of the Bankruptcy Code, the protection of which is in the best interests of the Debtors' estates, their creditors and other parties in interest and necessary to avoid immediate and irreparable harm to the Debtors and their estates; and good and sufficient cause appearing, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to file the Fee Letters, the DIP Motion and the Leone Declaration under seal (by delivering such documents to the Clerk of the Court in an envelope marked "Under Seal" with a copy of this Order) and to redact the Fee Letters, the DIP Motion and the Leone Declaration with respect to the confidential terms set forth therein and file such redacted documents on the public docket of this case, pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Bankruptcy Rule 9018-1, subject to further order of the Court. Any other pleadings filed in these chapter 11 cases that disclose the redacted information contained in any of such documents shall be filed under seal and served only on those parties authorized to receive the Fee Letters in accordance with this Order with the redacted versions filed on the public docket of this case and served on others.
3. Except upon further order of the Court after notice to the Debtors and the DIP Agent, each of the Fee Letters is confidential, shall remain under seal, and shall not be made available to anyone without the consent of the Debtors and DIP Agent party to such Fee Letters,

except that copies of each Fee Letter shall be provided to (i) the Court, (ii) the U.S. Trustee, (iii) counsel and financial advisors to any official committee of unsecured creditors appointed in these chapter 11 cases (on a confidential and professional eyes only basis), and (iv) any other party as may be ordered by the Court or agreed to by the Debtors and the DIP Agent, in each case, under appropriate confidentiality agreements satisfactory to the Debtors and the DIP Agent that preserve the confidentiality of such Fee Letters (and any information derived therefrom).

4. 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 Rules are satisfied by such notice.

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

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted in 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.

Dated: White Plains, New York
February 28, 2019

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE