

**VORYS, SATER, SEYMOUR AND PEASE LLP**

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*Counsel for Cincinnati Bell, Inc. and Certain of Its Subsidiaries and Affiliates*

**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.	)	(Jointly Administered)
	)	

**REQUEST OF CINCINNATI BELL, INC. AND CERTAIN OF ITS  
SUBSIDIARIES AND AFFILIATES FOR ALLOWANCE AND  
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Cincinnati Bell, Inc. and/or certain of its subsidiaries and affiliates (together, “Cincinnati Bell”), by and through their undersigned counsel, hereby submits this Request (the “Request”), pursuant to Section 503(b)(1)(A) of title 11 of the United States Code (the “Bankruptcy Code”), and Article II of the *First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., et al., Pursuant to Chapter 11 of the Bankruptcy Code (Technical Modifications)* [Docket No. 2201] (the “Plan”) for an order (i) allowing and granting Cincinnati Bell an administrative expense claim in an amount not less than \$642,580.40 for post-petition amounts due to Cincinnati Bell from the above-captioned debtors (collectively, “Debtors”), and (ii) directing the Debtors to pay the allowed administrative claim forthwith. In support of this Request, Cincinnati Bell states as follows.



## I. BACKGROUND

1. Certain of the Debtors and Cincinnati Bell are or were parties to several prepetition contracts (collectively with all annexes, addenda and other documents attached thereto, and/or incorporated therein, the “Agreements”), as of February 25, 2019 (the “Petition Date”).

2. As of the Petition Date, Debtors (believed by Cincinnati Bell to be Non-Obligor Debtors) were indebted to Cincinnati Bell in the amount of at least \$779,601.74 (the “Pre-Petition Claim”)<sup>1</sup>, including for services provided under the Agreements and filed tariffs. Additionally, the Debtors requested and accepted Cincinnati Bell’s continued provision of services to the Debtors after the Petition Date, for which \$642,580.40 also remains unpaid through September 26, 2020<sup>2</sup> (the “Post-Petition Claim”).<sup>3</sup>

3. Pursuant to Article V(A) of the Plan:

all Executory Contracts or Unexpired Leases not otherwise assumed or rejected will be deemed assumed by the applicable Reorganized Debtor in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code, other than: (a) those that are identified on the Rejected Executory Contracts and Unexpired Leases Schedule; (b) those that have been previously rejected by a Final Order; (c) those that have been previously assumed by a Final Order; (d) those that are the subject of a motion to reject Executory Contracts or Unexpired Leases that is pending on the Confirmation Date; or (e) those that are subject to a motion to reject an Executory Contract or Unexpired Lease pursuant to which the requested effective date of such rejection is after the Effective Date.

Plan at Art. V(A).

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<sup>1</sup> Attached hereto as Exhibit 1 is a summary chart of all Proofs of Claim filed by Cincinnati Bell against the Debtors. The Debtors and Cincinnati Bell have reached a tentative agreement regarding allowance and payment of the Pre-Petition Claim in an amount of \$550,000 as the “Cure Amount” under the Agreements; however, the agreement is subject to resolution of the Post-Petition Claim.

<sup>2</sup> Cincinnati Bell reserves its right to payment for all amounts owing for such services after September 26, 2020 and reserves the right to amend or supplement this Request to seek allowance and payment thereof.

<sup>3</sup> A summary of the Post-Petition Claim is attached hereto as Exhibit 2. All invoices supporting the Post-Petition Claim have been provided to the Debtors and are too voluminous to attach hereto. Documents may be provided upon request.

4. The Effective Date of the Plan was September 21, 2020. *See* Notice at Dkt. No. 2527.

## II. REQUEST

5. The Agreements are executory contracts and were not rejected as set forth in the Plan. Further, certain of the Agreements were specifically included in the Debtor's Assumed Executory Contracts/Unexpired Leases Schedule. *See* Notice of Filing of Eighth Amended Plan Supplement [Doc. 2522].<sup>4</sup> Accordingly, Cincinnati Bell asserts that the Pre-Petition Claim and the Post-Petition Claim are obligations owed by the Reorganized Debtors under the assumed Agreements and tariffs.<sup>5</sup>

6. In addition (or in the alternative) to the liability of the Debtors under the assumed Agreements, the Post-Petition Claim arose on or after the Petition Date as a result of post-petition services that benefited the Debtors and their estates. Accordingly, the Post-Petition Claim is entitled to be allowed as an administrative expense claim. *See* 11 U.S.C. § 503(b)(1)(A) (administrative expenses include "the actual, necessary costs and expenses of preserving the estate"). In addition, inasmuch as the Plan has become effective, the Reorganized Debtors should be ordered to pay the Post-Petition Claim forthwith.

WHEREFORE, based upon the foregoing, Cincinnati Bell respectfully requests that this Court enter an order:

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<sup>4</sup> Per written consent of the Debtors through counsel, Cincinnati Bell's deadline to object to the assumption and assignment of the Agreements and the proposed cure amount was extended through and including October 21, 2020 at 4:00 p.m. Contemporaneously herewith, Cincinnati Bell is filing its Limited Objection and Reservation of Rights to Debtor's Proposed Cure Amounts for Assumption of Certain Executory Contracts Under the Plan.

<sup>5</sup> To the extent the Debtors may attempt to reject or assert that the Agreements have been rejected, Cincinnati Bell asserts that this Request and the Post-Petition Claim asserted herein may be treated as a Claim (subject to amendment as may be appropriate) for damages arising from the rejection of the Agreements, which is entitled to be paid in full under Class 6B of the Plan as a Non-Obligor General Unsecured Claim. Moreover, to the extent that the Debtors may assert that the Post-Petition Claim is not an executory contract-based claim and/or that the amounts claimed did not benefit the estate, again, the Post-Petition Claim would be entitled to be paid in full under Class 6B of the Plan as a Non-Obligor General Unsecured Claim, and Cincinnati Bell reserves the right to so claim.

A. (i) allowing Cincinnati Bell an administrative claim in the case in the amount of \$642,580.40 as of September 26, 2020; and (ii) directing the Reorganized Debtors to pay the allowed administrative claim forthwith;

B. allowing as a Class 6B Non-Obligor General Unsecured Claim any portion of the Post-Petition Claim that the Court determines is not entitled to allowance as an administrative claim; and

C. granting such other and further relief as the Court may deem just and appropriate under the facts and circumstances of these cases.

Dated: October 21, 2020

/s/ Jeffrey A. Marks

Jeffrey A. Marks, Esq. (*Pro Hac Vice* Admission Pending)

Kari B. Coniglio (*Pro Hac Vice* Admission Pending)

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*Counsel for Cincinnati Bell, Inc. and Certain of Its  
Subsidiaries and Affiliates*

**CERTIFICATE OF SERVICE**

I hereby certify that on October 21, 2020 a true and correct copy of the foregoing *Request of Cincinnati Bell, Inc. and Certain of its Affiliates and Subsidiaries for Allowance and Payment of Administrative Expense Claim* was filed and served electronically via the Court's CM/ECF System upon those who are registered to receive electronic notice.

/s/ Jeffrey A. Marks  
Jeffrey A. Marks, Esq.

**EXHIBIT 1**

<b><u>Creditor</u></b>	<b><u>Claim</u></b>	<b><u>Debtor ID</u></b>	<b><u>Unsecured</u></b>	<b><u>Secured</u></b>	<b><u>Priority</u></b>	<b><u>Total</u></b>
				\$	\$	
Cincinnati Bell	3778	2831	\$ 356.70	-	-	\$ 356.70
				\$	\$	
Cincinnati Bell	3779	8319	\$ 629.87	-	-	\$ 629.87
				\$	\$	
Cincinnati Bell	3795	1989	\$ 423.39	-	-	\$ 423.39
				\$	\$	
Cincinnati Bell	3837	7325	\$ 785.80	-	-	\$ 785.80
				\$	\$	
Cincinnati Bell	3838	2360	\$ 300.49	-	-	\$ 300.49
				\$	\$	
Cincinnati Bell	3839	3677	\$ 97.94	-	-	\$ 97.94
				\$	\$	
Cincinnati Bell	3840	3869	\$ 534.80	-	-	\$ 534.80
				\$	\$	
Cincinnati Bell	3841	2891	\$ 454.31	-	-	\$ 454.31
				\$	\$	
Cincinnati Bell	3842	3848	\$ 409.25	-	-	\$ 409.25
				\$	\$	
Cincinnati Bell	3843	2014	\$ 10.00	-	1,082.36	\$ 1,092.36
				\$	\$	
Cincinnati Bell	3844	2021	\$ 305.07	-	-	\$ 305.07
				\$	\$	
Cincinnati Bell	3845	n/a	\$ -	-	43.85	\$ 43.85
				\$	\$	
Cincinnati Bell	3848	5707	\$ 648.12	-	-	\$ 648.12
				\$	\$	
Cincinnati Bell	3857	6189	\$ 97.02	-	-	\$ 97.02
				\$	\$	
Cincinnati Bell	3866	2323	\$ 1,158.97	-	-	\$ 1,158.97
				\$	\$	
Cincinnati Bell	3884	5153	\$ 85.97	-	-	\$ 85.97
				\$	\$	
Cincinnati Bell	3886	6146	\$ 247.73	-	-	\$ 247.73
				\$	\$	
Cincinnati Bell	3887	0579	\$ 485.31	-	-	\$ 485.31
				\$	\$	
Cincinnati Bell	3890	1586	\$ 253.20	-	-	\$ 253.20
				\$	\$	
Cincinnati Bell	3891	9514	\$ 270.36	-	-	\$ 270.36
				\$	\$	
Cincinnati Bell	3892	8236	\$ 2,250.38	-	-	\$ 2,250.38
				\$	\$	
Cincinnati Bell	3893	7547	\$ 1,112.21	-	-	\$ 1,112.21
				\$	\$	
Cincinnati Bell	3894	0652	\$ 281.96	-	-	\$ 281.96
				\$	\$	
Cincinnati Bell	3895	5511	\$ 326.19	-	-	\$ 326.19

Cincinnati Bell	3896	9584	\$	366.53	-	-	\$	366.53
Cincinnati Bell	3897	4534	\$	154.58	-	-	\$	154.58
Cincinnati Bell	3898	0921	\$	17,628.75	-	-	\$	17,628.75
Cincinnati Bell	3899	9157	\$	105.83	-	-	\$	105.83
Cincinnati Bell	3900	8773	\$	229.98	-	-	\$	229.98
Cincinnati Bell	3901	7578	\$	247.08	-	-	\$	247.08
Cincinnati Bell	3902	2501	\$	600.35	-	-	\$	600.35
Cincinnati Bell	3903	7414	\$	89.38	-	-	\$	89.38
Cincinnati Bell	3904	4530	\$	234.87	-	-	\$	234.87
Cincinnati Bell	3905	9505	\$	242.88	-	-	\$	242.88
Cincinnati Bell	3906	7478	\$	105.06	-	-	\$	105.06
Cincinnati Bell	3907	8858	\$	375.62	-	-	\$	375.62
Cincinnati Bell	3908	0794	\$	9,988.22	-	-	\$	9,988.22
Cincinnati Bell	4031	0330	\$	10,175.14	-	-	\$	10,175.14
Cincinnati Bell	4032	0339	\$	4,391.08	-	-	\$	4,391.08
Cincinnati Bell	4033	0921	\$	12,926.70	-	-	\$	12,926.70
Cincinnati Bell	4034	1728	\$	4,382.94	-	-	\$	4,382.94
Cincinnati Bell	4035	0936	\$	178.04	-	-	\$	178.04
Cincinnati Bell	4036	0326	\$	15,829.00	-	-	\$	15,829.00
Cincinnati Bell	4037	4247	\$	3,285.05	-	-	\$	3,285.05
Cincinnati Bell	4038	0913	\$	5,166.78	-	-	\$	5,166.78
Cincinnati Bell	4039	0984	\$	6,369.70	-	-	\$	6,369.70
Cincinnati Bell	4040	2891	\$	527.24	-	-	\$	527.24
Cincinnati Bell	4041	3677	\$	205.99	-	-	\$	205.99
Cincinnati Bell	4042	4742	\$	7,446.47	-	-	\$	7,446.47
Cincinnati Bell	4085	0921	\$	17,628.75	-	-	\$	17,628.75

Cincinnati Bell	4086	0330	\$ 3,015.81	\$ -	\$ -	\$ 3,015.81
Cincinnati Bell	4486	1022	\$ 36,560.13	\$ -	\$ -	\$ 36,560.13
Cincinnati Bell	4487	8037	\$ 2,237.52	\$ -	\$ -	\$ 2,237.52
Cincinnati Bell	4488	4214	\$ 7.43	\$ -	\$ -	\$ 7.43
Cincinnati Bell	4489	3003	\$ 52,995.70	\$ -	\$ -	\$ 52,995.70
Cincinnati Bell	4490	8208	\$ 205,830.15	\$ -	\$ -	\$ 205,830.15
Cincinnati Bell	4491	3893	\$ 10,321.48	\$ -	\$ -	\$ 10,321.48
Cincinnati Bell	4492	9059	\$ 87,641.45	\$ -	\$ -	\$ 87,641.45
Cincinnati Bell	4493	4046	\$ 5,564.00	\$ -	\$ -	\$ 5,564.00
Cincinnati Bell	4494	2912	\$ 133,704.67	\$ -	\$ -	\$ 133,704.67
Cincinnati Bell	4495	1041	\$ 209.08	\$ -	\$ -	\$ 209.08
Cincinnati Bell	4496	2454	\$ 636.07	\$ -	\$ -	\$ 636.07
Cincinnati Bell	4497	7167	\$ 494.40	\$ -	\$ -	\$ 494.40
Cincinnati Bell	4501	2202	\$ 2,856.80	\$ -	\$ -	\$ 2,856.80
Cincinnati Bell	4502	4014	\$ 55,558.25	\$ -	\$ -	\$ 55,558.25
Cincinnati Bell	4503	2272	\$ 1,154.93	\$ -	\$ -	\$ 1,154.93
Cincinnati Bell	4504	4215	\$ 12,479.06	\$ -	\$ -	\$ 12,479.06
Cincinnati Bell	4505	2272	\$ 407.95	\$ -	\$ -	\$ 407.95
Cincinnati Bell	4708	4236	\$ 855.81	\$ -	\$ -	\$ 855.81
Cincinnati Bell	4709	0326	\$ 28,189.94	\$ -	\$ -	\$ 28,189.94
Cincinnati Bell	4730	5135	\$ 811.98	\$ -	\$ -	\$ 811.98
Cincinnati Bell	4731	5905	\$ 5,008.83	\$ -	\$ -	\$ 5,008.83
Cincinnati Bell	4732	8637	\$ 93.16	\$ -	\$ -	\$ 93.16
Cincinnati Bell	4841	n/a	\$ 1,433.88	\$ -	\$ -	\$ 1,433.88
						<b>\$ 779,601.74</b>



**EXHIBIT 2**

<b>Billing System</b>	<b>Current</b>	<b>Past Due</b>	<b>Total Aging</b>
<b>Cincinnati Bell CRIS Billing</b>	\$ 6,958.84	\$ 12,168.23	\$ 19,127.07
<b>Cincinnati Bell CABS Billing</b>	\$ 206,282.06	\$ 415,976.51	\$ 622,258.57
<b>Hawaiian Telecom Kenan Billing</b>	\$ 1,098.94	\$ 95.82	\$ 1,194.76
<b>Total</b>	\$ 214,339.84	\$ 428,240.56	\$ 642,580.40

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

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

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**ORDER GRANTING REQUEST OF CINCINNATI BELL, INC. AND CERTAIN OF ITS  
SUBSIDIARIES AND AFFILIATES FOR ALLOWANCE AND  
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

Upon the *Request of Cincinnati Bell, Inc. and/or Certain of its Subsidiaries and Affiliates For Allowance and Payment of Administrative Expense Claim* (the “Request”)<sup>1</sup> for an order (i) allowing and granting Cincinnati Bell an administrative expense claim in an amount not less than \$642,580.40 for post-petition amounts due to Cincinnati Bell from the above-captioned debtors (collectively, “Debtors”), and (ii) directing the Debtors to pay the allowed administrative claim forthwith; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Request in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Request has been given and that no other or further notice is necessary; and the Court having reviewed and considered the Request, any objections to the Request, the arguments of counsel made, and the evidence proffered or adduced, at any hearing held on the Request; and upon the record herein; and after due deliberation thereon; and the Court having determined that there is good and sufficient cause for the relief set forth in this Order, IT IS HEREBY ORDERED THAT:

1. The Request is GRANTED.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Request.

2. Cincinnati Bell is hereby granted an administrative priority expense claim in the amount of \$642,580.40, which shall be paid by the Reorganized Debtors within ten days of entry of this Order.

3. The Court retains exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

**VORYS, SATER, SEYMOUR AND PEASE LLP**

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*Counsel for Cincinnati Bell, Inc. and Certain of Its Subsidiaries and Affiliates*

**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.	)	(Jointly Administered)
	)	

**NOTICE REQUEST OF CINCINNATI BELL, INC. AND CERTAIN OF ITS  
SUBSIDIARIES AND AFFILIATES FOR ALLOWANCE AND  
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

**PLEASE TAKE NOTICE** that on October 21, 2020, Cincinnati Bell, Inc. and certain of its subsidiaries and affiliates (together, “Cincinnati Bell”) by and through its undersigned counsel, filed the *Request for Allowance and Payment of Administrative Expense Claim of Cincinnati Bell, Inc. and certain of its subsidiaries and affiliates* (the “Request”).

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Request is scheduled to take place for the omnibus hearing before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601 on **November 19, 2020, at 10:00 a.m. (ET)** (the “Omnibus Hearing”).

**PLEASE TAKE FURTHER NOTICE** that responses or objections, if any, to the Request shall be: (i) in writing, (ii) conform to the Federal Rules of Bankruptcy Procedure, the

Local Bankruptcy Rules for the Southern District of New York, and the *Final Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 392] (the “Case Management Order”), and (iii) be filed with the Bankruptcy Court on the docket of *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (a) by registered users of the Bankruptcy Court’s case filing system, electronically in accordance with General Order M–399 (which can be found at <http://www.nysb.uscourts.gov>) and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers as set forth in the Case Management Order), in accordance with the customary practices of the Bankruptcy Court and General Order M–399, to the extent applicable, and served upon, the undersigned counsel, the entities on the and on the Master Service List (as defined in the Case Management Order), and any person or entity with a particularized interest in the subject matter of the Request, so as to be *actually received* on or before **November 12, 2020, at 4:00 p.m. (ET)** (the “Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE** that, if no objections to the Request are timely filed and served, Cincinnati Bell shall, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form attached to the Request, which the Bankruptcy Court may enter, granting the Request, with no further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that the Omnibus Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates in open court at the Omnibus Hearing

**PLEASE TAKE FURTHER NOTICE** that copies of the Request, the Case Management Order, and all other documents filed in the chapter 11 cases may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <http://www.kccllc.net/windstream>.

You may also obtain copies of any pleadings by visiting the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: October 21, 2020

/s/ Jeffrey A. Marks

Jeffrey A. Marks, Esq. (*Pro Hac Vice* Admission Pending)

Kari B. Coniglio (*Pro Hac Vice* Admission Pending)

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