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*Counsel to the Reorganized Debtors*

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

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

**NOTICE OF PRESENTMENT OF THE REORGANIZED DEBTORS' MOTION  
FOR ENTRY OF AN ORDER EXTENDING THE CLAIMS OBJECTION DEADLINE**

PLEASE TAKE NOTICE that, on March 22, 2021, the above-captioned reorganized debtors filed the *Reorganized Debtors' Motion for Entry of an Order Extending the Claims Objection Deadline* (the "Motion"). A hearing on the Motion (the "Hearing") will be held telephonically before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York (the "Court"), 300 Quarropas Street, White Plains,

<sup>1</sup> 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 address for purposes of these chapter 11 cases is 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.



New York 10601, on **April 14, 2021, at 10:00 a.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that, at the Hearing, the Reorganized Debtors will present an order substantially in the form attached to the Motion at Exhibit A (the “Proposed Order”) to the Court for approval.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the relief requested in the Motion (each, an “Objection”) shall (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court 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”), (c) be filed electronically with the Court on the docket of *In re Windstream Finance, Corp.*, Case No. 19-22397 (RDD) by registered users of the Court’s electronic filing system and in accordance with the General Order M-399 (which is available on the Court’s website at <http://www.nysb.uscourts.gov>), (d) be sent to the Court’s chambers, and (e) be served so that the following parties actually receive such responsive pleading on or before **April 7, 2021, at 4:00 p.m., prevailing Eastern Time** (the “Objection Deadline”): (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Stephen E. Hessler, P.C., Trudy Smith, and Chris Ceresa; and (ii) Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn.: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze.

**PLEASE TAKE FURTHER NOTICE** that the Reorganized Debtors are authorized to submit the Proposed Order to the Court if (a) an Objection is not filed and served timely on or before the Objection Deadline or (b) all Objections are resolved before the Hearing. The Court may enter the Order with no further notice or opportunity to be heard under such circumstances.

**PLEASE TAKE FURTHER NOTICE** that the Hearing may be continued or adjourned thereafter from time to time in accordance with the Case Management Order.

**PLEASE TAKE FURTHER NOTICE** that copies of the pleadings filed in the chapter 11 cases may be obtained free of charge on Kurtzman Carson Consultants LLC's website, <http://www.kccllc.net/windstream>. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth thereon.

*[Reminder of page intentionally left blank]*

Dated: March 22, 2021  
New York, New York

*/s/ Stephen E. Hessler, P.C.*

Stephen E. Hessler, P.C.

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*Counsel to the Reorganized Debtors*

Presentment Date and Time: April 14, 2021, at 10:00 a.m., prevailing Eastern Time  
Objection Deadline: April 7, 2021, at 4:00 p.m., prevailing Eastern Time

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*Counsel to the Reorganized Debtors*

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

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

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**REORGANIZED DEBTORS' MOTION FOR ENTRY OF  
AN ORDER EXTENDING THE CLAIMS OBJECTION DEADLINE**

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Windstream Finance, Corp. and its affiliates (collectively, before the Effective Date,<sup>2</sup> the “Debtors” and, thereafter, the “Reorganized Debtors”) state as follows in support of this motion:

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<sup>1</sup> 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 address for purposes of these chapter 11 cases is 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

<sup>2</sup> The “Effective Date” of the Plan (defined herein) occurred on September 21, 2020, as described in the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 2527].

### **Relief Requested**

1. The Reorganized Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), (a) extending the deadline within which the Reorganized Debtors may file objections to the allowance of Claims (defined herein) under Article I.A.38 of the Plan<sup>3</sup> and, out of an abundance of caution, notices of satisfaction of Claims (defined herein) to September 16, 2021, and (b) granting such other relief as is just and proper.<sup>4</sup>

### **Jurisdiction and Venue**

2. The United States Bankruptcy Court for the Southern District of New York (the “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 February 1, 2012. The Reorganized 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 Court in connection with this motion to the extent that it is later determined that the 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.

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<sup>3</sup> Capitalized terms used but not defined herein shall have the meaning set forth in the *Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 2243] (the “Confirmation Order”) or Exhibit A thereto (as may be modified, supplemented, and updated from time to time, the “Plan”), as applicable.

<sup>4</sup> This motion is filed prior to the expiration of the current Claims Objection Deadline, with a return date no later than fourteen (14) days from the date hereof or such date the Court permits. Accordingly, rule 9006-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”) automatically extends the Claims Objection Deadline pending the Court’s resolution of the relief requested by this Motion.

4. The statutory bases for the relief requested herein are section 105 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rule 9006, and Local Bankruptcy Rule 9006-2.

### **The Claims Reconciliation Process**

5. On May 10, 2019, the Debtors filed their respective schedules of assets and liabilities and statements of financial affairs [Docket Nos. 505-06] pursuant to Bankruptcy Rule 1007 and the *Order Granting a Second Extension of Time to File Schedules and Statements of Financial Affairs* [Docket No. 387]. On January 21, 2020, the Debtors filed amendments to certain schedules. *See* Docket Nos. 1435-36. As of the date hereof, the Debtors have scheduled over 23,850 claims, totaling more than \$309.4 billion.

6. On May 13, 2019, the Court entered the *Order (I) Setting Bar Dates for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof* [Docket No. 518] establishing certain dates and deadlines for filing proofs of claim in the chapter 11 cases. As of the date hereof, parties have filed over 8,790 proofs of claim against the Debtors, totaling approximately \$16.6 billion. In sum, there were over 32,640 filed proofs of claim and scheduled claims (collectively, the “Claims”), totaling approximately \$326 billion.

7. On October 10, 2019, the Court granted the Debtors authority to file omnibus objections to Claims and notices of satisfaction in accordance with the procedures set forth in the *Order (I) Approving (A) Omnibus Claims Objection Procedures, (B) Omnibus Substantive Claims Objections and Form of Notice, and (C) Satisfaction Procedures and Form of Notice and (II) Waiving Bankruptcy Rule 3007(e)(6)* (the “Procedures Order”) [Docket No. 1141]. Consequently, the Debtors and their advisors commenced a comprehensive process to reconcile each Claim with the Debtors’ books and records. The claims reconciliation process involved, among other things,

(a) line-by-line reviews of invoices, agreements, and other documents related to each proof of claim and (b) innumerable telephone conferences and correspondence with claimants and their applicable counsel. As a result of this process, 15 omnibus claims objections and 12 satisfaction notices have been filed to date. The Court has entered orders granting all previous omnibus claims objections and satisfaction notices except for the *Reorganized Debtors' Fifteenth Omnibus Objection to Insufficient Documentation Claims, No Liability Claims, Substantively Duplicate Claims, and a Claim to be Modified* [Docket No. 67] and the *Twelfth Notice of Satisfaction of Claims* [Docket No. 66], which are pending as of the date hereof.

8. The claims reconciliation process has enabled the resolution of a significant number of Claims. More specifically, over 7,640 Claims were expunged, *i.e.*, (a) approximately 3,810 Claims pursuant to omnibus claims objections, which argued grounds such as that the Claims were untimely, substantively duplicate of other Claims, or lacked a basis for liability and (b) 3,830 Claims pursuant to satisfaction notices. In addition, approximately 21,040 Claims were consensually resolved through with claimants and their counsel and/or pursuant to the terms of the Plan.<sup>5</sup> Such results could not have been achieved without the Debtors having the time allotted under the Plan to administer an efficient and proactive reconciliation process.

9. Only a relatively small number of claims remain outstanding. Approximately 652 proofs of claim have yet to be allowed, satisfied, withdrawn, or subject to an omnibus claims objection, 62 of which are subject to a pending omnibus objection. The outstanding proofs of claim represent approximately 7 percent of the number and 2.5 percent of the amount of outstanding proofs of claim. In addition, approximately 2,280 unsatisfied scheduled claims

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<sup>5</sup> See Plan, at Art. VII.D.



remain. This represents, approximately, a mere 10 percent of the total number of claims scheduled in these chapter 11 cases.

10. The Plan provides that the Reorganized Debtors may file omnibus claims objections and satisfaction notices no later than “(a) 180 days after the Effective Date” (*i.e.*, March 22, 2021)<sup>6</sup> and “(b) such later date as may be fixed by the Bankruptcy Court” (such date, the “Claims Objection Deadline”).<sup>7</sup> Accordingly, the Reorganized Debtors request an additional 180 days to continue resolving and reconciling the remaining Claims.

### **Basis for Relief**

11. Bankruptcy courts retain post-confirmation jurisdiction to the extent provided in the plan. *See In re Johns-Manville Corp.*, 7 F.3d 32, 34 (2d Cir. 1993). This Court has retained jurisdiction under the Debtors’ Plan with respect to all matters arising out of or related thereto “allow[ing], disallow[ing], determin[ing], liquidat[ing], classif[ing], estimat[ing], or establish[ing] the priority, [s]ecured or unsecured status, or amount of any Claim[,] including ... the resolution of any and all objections to ... Claims.”<sup>8</sup> The Plan provides that the Court may fix a date beyond March 22, 2021 to object to claims.<sup>9</sup>

12. Further, “when an act is required or allowed to be done at or within a specified period . . . by order of the court, the court for cause may at any time in its discretion . . . order the period enlarged if the request therefore is made before the expiration of the period originally

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<sup>6</sup> The Effective Date occurred on September 21, 2020. 180 days thereafter is March 20, 2021, which falls on a weekend. The deadline automatically extends to the first non-holiday weekday thereafter pursuant to Bankruptcy Rule 9006, which is March 22, 2021.

<sup>7</sup> Plan, at Art. VII.E.

<sup>8</sup> Plan, at Art. XI.1, XI.8; *see* Confirmation Order.

<sup>9</sup> Plan, at Art. VII.E; *see supra par.* 10.

prescribed . . . .” Fed. R. Bankr. Pro. 9006. The U.S. Supreme Court has noted that any analysis of a motion brought under Bankruptcy Rule 9006 is “at bottom an equitable one, taking account of all relevant circumstances,” including “the danger of prejudice to the debtor, the length of the delay and its potential impact on judicial proceedings, the reason for the delay, including whether it was within the reasonable control of the movant, and whether the movant acted in good faith.” *Pioneer Inv. Serv. Co. v. Brunswick Assocs. P’ship*, 507 U.S. 380, 395 (1993); see also *In re Mmahat*, No. Civ. A. 94–292, 1994 WL 160512, at \*6 (E.D. La. 1994) (characterizing the Bankruptcy Rule 9006 standard as a “lenient” one). Extensions of time to object to claims have been routinely granted to other chapter 11 debtors in this district.<sup>10</sup>

13. Given the relevant circumstances, cause exists to extend the Claims Objection Deadline an additional 180 days, which is necessary based on the number of Claims that remain outstanding, is consistent with prior extensions granted in other cases, and will not have a materially adverse impact on creditors or other judicial proceedings. The Debtors and Reorganized Debtors have prosecuted omnibus claims objections and filed satisfaction notices diligently and in good faith throughout these chapter 11 cases. More specifically, the Debtors and Reorganized Debtors have filed omnibus objections and satisfaction notices almost every month since the Omnibus Procedures were entered. After each filing, the Debtors have worked collaboratively with claimants that have responded, including by accepting informal responses and granting claimants extensions of the deadline to respond when appropriate. The Debtors have even

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<sup>10</sup> See, e.g., *In re Avaya, Inc.*, Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. June 12, 2018) (initial 180-day deadline extended by 180 days); *In re Extended Stay Inc.*, Case No. 09-13764 (JMP) (Bankr. S.D.N.Y. Oct. 19, 2011) (initial 90-day deadline extended by more than one year); *In re Refco Inc.*, Case No. 05-60006 (RDD) (Bankr. S.D.N.Y. July 8, 2010) (initial 90-day deadline extended by more than three years and eight months); *In re Musicland Holding Corp.*, Case No. 06-10064 (SMB) (Bankr. S.D.N.Y. June 10, 2010) (initial one-year deadline extended by more than two years and four months); see also *In re Delta Air Lines, Inc.*, Case No. 05-17923 (PCB) (Bankr. S.D.N.Y. Sept. 26, 2007) (initial 180-day deadline extended by 180 days).

provided internal reconciliation notes and analyses to claimants upon their request, ensuring a transparent and efficient process. As a result, the Debtors and their advisors have been working tirelessly to resolve the thousands of proofs of claim.

14. Most of the Claims that remain on the register are in part due to either the factual and legal complexities associated therewith or delays in receiving information from claimants regarding the basis for their response. The Debtors and Reorganized Debtors have not wasted any time in resolving their more complex Claims. They have been engaging in robust negotiations with certain claimants, which has involved mediation in certain instances, or have been developing strategies to resolve these complex Claims with their advisors. Additionally, the Reorganized Debtors have maintained regular communication with claimants that have not yet provided support for their responses to an objection or notice of satisfaction. The Reorganized Debtors believe that it is beneficial to the estates if such communication remains ongoing so as to avoid bringing contested Claims to the Court for adjudication prematurely.

15. If the extension is not granted, the Reorganized Debtors would be highly prejudiced in at least two ways. *First*, claimants with invalid claims could argue that they are entitled to a distribution merely because the Reorganized Debtors did not file an objection before March 22. *Second*, claimants could use the deadline to strong-arm the Debtors into a fast settlement with respect to contested claims on the notice of satisfaction that is pending as of the date hereof. An extension forecloses those and other scenarios and allows the Reorganized Debtors to settle claims based on merit. Therefore, the Reorganized Debtors request that the Claims Objection Deadline under the Plan be extended an additional 180 days to September 16, 2021.

#### **Motion Practice**

16. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this motion.

Accordingly, the Reorganized Debtors submit that this motion satisfies Local Bankruptcy Rule 9013-1(a).

**Notice**

17. The Reorganized Debtors have provided notice of this motion to (a) the holders of outstanding Claims or the respective attorney of record, (b) the entities on the Master Service List (as defined in the case management order and available on the Reorganized Debtors' case website at [www.kccllc.net/windstream](http://www.kccllc.net/windstream)), and (c) parties that have filed a request for service of papers under Bankruptcy Rule 2002. In light of the nature of the relief requested, the Reorganized Debtors respectfully submit that no further notice is necessary.

**No Prior Request**

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

*[Remainder of page intentionally left blank]*

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: March 22, 2021  
New York, New York

/s/ Stephen E. Hessler, P.C.

Stephen E. Hessler, P.C.

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*Counsel to the Reorganized Debtors*

**Exhibit A**

**Proposed Order**

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

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

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**ORDER EXTENDING THE CLAIMS OBJECTION DEADLINE**

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Upon the motion (the “Motion”)<sup>2</sup> of the Reorganized Debtors for the entry of an order (this “Order”) extending the Claims Objection Deadline under the Plan to September 16, 2021, all as more fully set forth in the Motion; 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, as a core proceeding pursuant to 28 U.S.C. § 157(b) that this Court may decide by a final order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Reorganized Debtors’ notice of the Motion’s request for relief and the opportunity for a hearing thereon were appropriate under the circumstances and no other notice thereof need be provided; and upon the record of the hearing held by the Court on April 14, 2021 and all of the proceedings

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<sup>1</sup> 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 address for purposes of these chapter 11 cases is 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

herein; and, after due deliberation, this Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish good and sufficient cause for the relief granted herein, therefore, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Claims Objection Deadline is extended through and including September 16, 2021.
3. The requirements of Local Bankruptcy Rule 9006-2 shall be deemed satisfied.
4. Entry of this Order is without prejudice to the Reorganized Debtors' right to request additional extensions of the Claims Objection Deadline.
5. Nothing in this Order or the Motion is or shall be deemed to constitute any admission as to the validity, nature, amount, or priority of any claim asserted against the Debtors in the chapter 11 cases or a waiver of any right to dispute the validity, nature, amount, or priority of or otherwise object on any grounds to any such claims.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
8. Notice of the Motion shall be deemed good and sufficient, and the applicable requirements of the Bankruptcy Rules and Local Bankruptcy Rules have been satisfied.



9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

White Plains, New York  
Dated: \_\_\_\_\_, 2021

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE