

Hearing Date: July 29, 2021, at 10:00 a.m. (prevailing Eastern Time)
Response Deadline: July 22, 2021, at 4:00 p.m. (prevailing Eastern time)

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

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

FIFTEENTH NOTICE OF SATISFACTION OF CLAIM

PLEASE TAKE NOTICE THAT Windstream Finance, Corp. and its affiliates (before the effective date of their chapter 11 plan,² collectively, the “Debtors” and after the effective date of their chapter 11 plan, collectively, the “Reorganized Debtors”) have identified you as holding the below Claim (as defined herein)³ against the Debtors, which has been satisfied in full according to the Debtors’ books and records as reflected on **Schedule 1** attached hereto.

YOU SHOULD LOCATE YOUR NAME AND YOUR CLAIM ON THE SCHEDULES ATTACHED HERETO. PLEASE TAKE NOTICE THAT YOUR CLAIM MAY BE EXPUNGED FROM THE CLAIMS REGISTER AND YOU WILL NOT BE TREATED AS A CREDITOR WITH RESPECT TO THE CLAIM FOR PURPOSE OF DISTRIBUTION AS A RESULT OF THE NOTICE OF SATISFACTION. THEREFORE, PLEASE READ THIS NOTICE VERY CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

Important Information Regarding the Notice of Satisfaction

Grounds for the Notice of Satisfaction. The Reorganized Debtors are seeking to expunge your claim listed on **Schedule 1** to this notice (such claim, the “Claim”) on grounds that such Claim has been satisfied in full according to the Debtors’ books and records.

¹ 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 was 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.

² The Debtors emerged from chapter 11 on September 21, 2020, as set forth in the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [Docket No. 2527].

³ All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Satisfaction Procedures (as defined herein).



Notice of Satisfaction Procedures. On October 10, 2019, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order approving procedures for serving notices of satisfaction of claims asserted against the Debtors in the chapter 11 cases (the “Satisfaction Procedures”) [Docket No. 1141]. ***Please review the Satisfaction Procedures to ensure your response, if any, is timely and correctly filed and served. You may obtain a copy of the Satisfaction Procedures as set forth on page 4 hereof.***

Resolving the Notice of Satisfaction

Resolving Notice of Satisfaction. The Reorganized Debtors intend to facilitate the consensual resolution of your Claim. You may contact Trudy Smith and Chris Ceresa at Kirkland & Ellis LLP, the Reorganized Debtors’ restructuring counsel, via (a) email at trudy.smith@kirkland.com and chris.ceresa@kirkland.com, respectively, or (b) telephone at (646) 617-4745 and (212) 390-4056, respectively, within twenty-one (21) calendar days after the date of this notice or such other date as the Reorganized Debtors may agree in writing to discuss questions and potentially resolve any disputes related to this notice of satisfaction and your Claim without the need for filing a formal response or attending a hearing.

Parties Required to File a Response. Any party who disagrees with this notice of satisfaction and is unable to resolve consensually any disputes related to the notice of satisfaction must file a response (each, a “Response”) with the Court in accordance with the procedures described below; *provided* that such party may not object to any amount that the Court has approved previously pursuant to an order. **The failure to file a Response as provided below may result in your affected Claim being expunged.**

Response Contents. Each Response must contain the following (at a minimum):

- a. a caption stating the name of the Court, the name of the Reorganized Debtors, the case number, the notice of satisfaction to which the Response is directed, and, if applicable, the Proof(s) of Claim number(s) related thereto from the Claims Register;
- b. a concise statement setting forth the reasons why the Court should not enter the order with respect to the notice of satisfaction regarding such Claim, including the specific factual and legal bases upon which the claimant will rely in opposing the notice of satisfaction;
- c. a copy of any other documentation or other evidence of the Claim, to the extent not already included with the Proof(s) of Claim (if applicable), upon which the claimant will rely in opposing the notice of satisfaction; *provided* that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; *provided, however*, that the claimant shall disclose to the Reorganized Debtors all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely

in support of its Claim, subject to appropriate confidentiality constraints; and

- d. the following contact information for the responding party:
- (i) the name, address, telephone number, and email address of the responding claimant or the claimant's attorney or designated representative to whom the attorneys for the Reorganized Debtors should serve a reply to the Response, if any; or
 - (ii) the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the notice of satisfaction on the claimant's behalf.

Notice and Service. Your Response must be filed with the Court and served so that the following parties (the "Notice Parties") and the Court's chambers *actually receive* the Response on or before **4:00 p.m. (prevailing Eastern Time) on July 22, 2021** (the "Response Deadline"), Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Stephen E. Hessler, P.C., Trudy Smith, and Chris Ceresa; and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze.

Failure to Respond. A Response that is not filed and served on or before the Response Deadline in accordance with the procedures set forth herein may not be considered at the Hearing before the Court. **Absent reaching an agreement with the Reorganized Debtors resolving the Response to the notice of satisfaction, failure to file and serve a Response timely as set forth herein may result in the Reorganized Debtors causing its Claims and Noticing Agent to expunge such Claim from the Claims Register, and such claimant shall not be treated as a creditor with respect to the Claim for purposes of distribution.** Affected creditors will be served with such order attached hereto as **Exhibit A** once it has been entered.

Hearing on the Notice of Satisfaction

Date, Time, and Location. If you file a Response, a hearing on the notice of satisfaction will be held on **Thursday, July 29, 2021, at 10:00 a.m., prevailing Eastern Time**, (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, in Courtroom 248 of the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601. The hearing may be adjourned to a subsequent date in these cases in the Court's or the Reorganized Debtors' discretion. **You must attend the Hearing if you disagree with the notice of satisfaction and have filed a Response that has not been resolved prior to the Hearing. You may email the Court to arrange to appear at the Hearing via telephone.**

Additional Information

Additional Information. Copies of the Satisfaction Procedures, this notice, or any other pleadings filed in these chapter 11 cases are available for free online at <http://www.kccllc.net/windstream>. Copies of these documents may also be obtained upon written

request to the Reorganized Debtors' Claims and Noticing Agent at the following address: Windstream Finance, Corp., et al., c/o Kurtzman Carson Consultants LLC, 222 North Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any of the documents filed in these chapter 11 cases for a fee via PACER at <http://www.nysb.uscourts.gov>. **Please do not contact the Court to discuss the merits of any Claim or any notice of satisfaction filed with respect thereto.**

Reservation of Rights

NOTHING IN ANY NOTICE SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ANY RIGHTS OF THE REORGANIZED DEBTORS, THE DEBTORS, OR ANY OTHER PARTY IN INTEREST TO DISPUTE ANY CLAIMS, ASSERT COUNTERCLAIMS, RIGHTS OF OFFSET, RECOUPMENT, OR DEFENSES, OBJECT TO ANY CLAIMS ON ANY GROUNDS NOT PREVIOUSLY RAISED IN AN OBJECTION (UNLESS THE COURT HAS ALLOWED THE CLAIM OR ORDERED OTHERWISE), OR SEEK TO ESTIMATE ANY CLAIM AT A LATER DATE. AFFECTED PARTIES WILL BE PROVIDED APPROPRIATE NOTICE THEREOF AT SUCH TIME.

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Dated: June 29, 2021
New York, New York

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

Stephen E. Hessler, P.C.

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.

Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)

Brad Weiland (admitted *pro hac vice*)

John R. Luze (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Counsel to the Reorganized Debtors

Schedule 1

Satisfied Claim

Windstream Finance, Corp. 19-22397
Fifteenth Notice of Satisfaction

NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
1 LOS ANGELES COUNTY TREASURER AND TAX COLLECTOR PO BOX 54110 LOS ANGELES, CA 90054-0110	3/20/2019	19-22493	Windstream Supply, LLC	298	\$ 11,656.00*
Reason: This claim was satisfied in full with payment via check number 122393 dated 06/11/2021.					TOTAL \$ 11,656.00*

* Indicates claim contains unliquidated and/or undetermined amounts

Exhibit A

Proposed Order

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

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

**ORDER GRANTING FIFTEENTH NOTICE OF
SATISFACTION AND DISALLOWING SATISFIED CLAIM**

Upon the notice, dated June 29, 2021 (the “15th Notice of Satisfaction”)² of Windstream Finance, Corp. and its affiliates (collectively, the “Reorganized Debtors”) for entry of an order (this “Order”), providing notice that a certain claim set forth on Schedule 1 to the 15th Notice of Satisfaction (the “Claim”) has been satisfied in full according to the Debtors’ books and records and therefore seeking the disallowance of such Claim under 11 U.S.C. § 502, all as more fully set forth in the 15th Notice of Satisfaction; 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 January 31, 2012 that this 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 15th

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² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the 15th Notice of Satisfaction [Docket No. [●]].

Notice of Satisfaction and the opportunity for a hearing thereon were due and sufficient under the circumstances; and there being no objections to the relief granted herein; and no additional notice or a hearing on the 15th Notice of Satisfaction being required; and after due deliberation Court having determined that the legal and factual bases set forth in the 15th Notice of Satisfaction establish just cause for the relief granted herein; now, therefore, it is HEREBY ORDERED THAT:

1. Each Claim listed on **Schedule 1** attached hereto is disallowed and expunged under 11 U.S.C. § 502 as having been satisfied.

2. The Reorganized Debtors and their claims and noticing agent are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order, including update the claims register to reflect the relief granted herein.

3. Notice of the 15th Notice of Satisfaction shall be deemed good and sufficient, and the applicable requirements of the Bankruptcy Rules and Local Bankruptcy Rules have been satisfied.

4. This Order is deemed to be a separate Order with respect to each Claim disallowed hereby.

5. 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: _____, 2021

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Satisfied Claim