

Katten

575 Madison Avenue
New York, NY 10022-2585
+1.212.940.8800 tel
katten.com

SHAYA ROCHESTER
shaya.rochester@katten.com
+1.212.940.8529 direct
+1.212.940.8776 fax

July 16, 2021

VIA ELECTRONIC MAIL

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, NY 10601-4140

**Re: Charter's July 16, 2021 Letter Regarding Discovery Dispute
*In re Windstream Finance Corp., et al., Case No. 19-22397 (RDD)***

Dear Judge Drain:

Our firm conflicts counsel to the Reorganized Debtors in the above-referenced Chapter 11 cases. We write in response to the letter dated July 16, 2021 (the "Quinn Emanuel Letter") sent to Your Honor by Quinn Emanuel Urquhart & Sullivan, LLP, special litigation counsel to Charter Communications, Inc. and Charter Communications Operating, LLC (together, "Charter"), with respect to the Reorganized Debtors' *Motion For Entry Of An Order Authorizing Assumption Of The Charter Agreements And Granting Related Relief* (Dkt. No. 142) (the "Motion") filed with the Court on July 8, 2021, with a hearing scheduled for 10:00 a.m. on July 29, 2021 (Dkt. No. 145).

The Quinn Emanuel Letter expressly states that "we do not believe this matter needs to be addressed prior to the hearing on July 29. We only raise this with the Court now to ensure timely compliance with the Sixth Scheduling Order."

The Reorganized Debtors concur that there is no need to burden the Court with the matters raised in the Quinn Emanuel prior to the July 29 hearing. For the record, however, we want to alert the Court that the Quinn Emanuel Letter contains numerous inaccuracies. Accordingly, the Reorganized Debtors reserve all of their rights to correct those mistakes and to take appropriate action in the event any of the issues raised in the Quinn Emanuel Letter ever need to be adjudicated by the Court.

Also, to be clear, the Reorganized Debtors concur that there is no need for the Reorganized Debtors or Charter to expend any time, effort or resources on the matters raised in the Quinn Emanuel Letter until the Court rules on the Motion. We made this point clear to Quinn Emanuel multiple times over the past week. For example, we wrote: "***We are happy to allow you reasonable additional time to produce the requested discovery such that you do not have to expend any effort on this until after the Court rules on Windstream's motion at which point the discovery may***

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become moot anyway.” (emphasis added). Nonetheless, Quinn Emanuel felt inclined to submit its Letter to the Court.

As far as we can tell, the only remaining point of disagreement between the parties concerning discovery is that Charter has requested that the Reorganized Debtors permit Charter to allow Charter to serve discovery, despite the fact that Charter missed the deadline for doing so under the *Court’s Pre-Trial and Scheduling Order* [Dkt No. 139]. The Reorganized Debtors will not accede to that request. However, as Charter itself acknowledges, the issue of whether it missed the deadline is not before the Court and may never be before the Court, so it is a waste of time, including most importantly, the Court’s time, to fight over this issue at this point in the proceedings.

We are of course available for a conference with Your Honor whenever convenient for you and your Chambers. We greatly appreciate the Court’s assistance with this matter.

Respectfully submitted,

/s/ Shaya Rochester

Shaya Rochester
Conflicts Counsel for the Reorganized Debtors

cc: Susheel Kirpalani, Esq. (via email: susheelkirpalani@quinnemanuel.com)
Benjamin Finestone, Esq. (via email: benjaminfinestone@quinnemanuel.com)
Anil Makhijani, Esq. (via email: anilmakhijani@quinnemanuel.com)
John Kingston, Esq. (via email: jkingston@thompsoncoburn.com)
Brian Hockett, Esq. (via email: bhockett@thompsoncoburn.com)
Steven A Shredl, Esq. (via email: sshredl@thompsoncoburn.com)
(Co-Counsel for Charter)
Terence P. Ross, Esq. (via email: tross@kattenlaw.com)
(Conflicts Counsel for the Reorganized Debtors)