

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 the Court having considered the *Limited Objection of U.S. Bank National Association to Reorganized Debtors' Motion for Entry of an Order (I) Closing the Chapter 11 Cases, (II) Entering a Final Decree, (III) Terminating Services of Claims and Noticing Agent, and (IV) Granting Related Relief* [Docket No. 243] (the "U.S. Bank Objection"); and the Court having considered the *Limited Objection of CMN-RUS, Inc. to Reorganized Debtors' Motion for Entry of an Order (I) Closing the Chapter 11 Case, (II) Entering a Final Decree, (III) Terminating Services of Claims and Noticing Agent, and (IV) Granting Related Relief* [Docket No. 244] (the "CMN Objection"); and the U.S. Bank Objection having been resolved by certain language in this Order; and the CMN Objection having been resolved in accordance with the bench ruling made by the Court at the hearing held on September 20, 2022 (the "Hearing") and as reflected herein; and upon the record of the Hearing held by the Court, and all of the proceedings 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; and this Court having determined, in light of the nature and status of the claims objection as to each of the Outstanding Claims (*i.e.*, Claim Nos. 5161, 8710, and 8713), that the interests of judicial economy, convenience to the parties, fairness and comity are served by the retention of jurisdiction over the Outstanding Matter, therefore, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The docket of the chapter 11 case *In re Windstream Finance Corp., et al.*, Case No. 19-22397 (LGB) (the “Remaining Case”) is hereby closed; *provided that* the Court shall retain jurisdiction in accordance with Article XI of the Plan (Retention of Jurisdiction); *provided further that* the Court shall retain jurisdiction over the Outstanding Matter and any matter arising from or related to the appeal styled *U.S. Bank National Association v. Windstream Holdings, Inc.*, 21-1754 (2d Cir. 2021) and any subsequent appeals or proceedings in any way related to the same (the “Unsecured Trustee Appeal”).

3. KCC shall, to the extent applicable, (i) prepare a final claims register(s) for the Clerk’s Office pursuant to the guidelines for implementing 28 U.S.C. § 156(c) and (ii) box and transport all claims (if any) to the Federal Archives, at the direction of the Clerk’s Office. The services to be rendered by KCC in accordance with the preceding sentence shall be charged to the Reorganized Debtors.

4. Except as provided herein, KCC is hereby terminated and released as claims and noticing agent in these Chapter 11 Cases under Bankruptcy Rule 2002, 28 U.S.C. § 156(c), and the KCC Order.

5. Entry of this Order is without prejudice to the rights of the Debtors, the Reorganized Debtors or any party in interest to seek to reopen the Chapter 11 Cases for good cause shown in accordance with 11 U.S.C. § 350(b), including, for the avoidance of doubt, to resolve the Outstanding Claims or any matter arising from or related to the Unsecured Trustee Appeal. Upon reopening of any of the Chapter 11 Cases, quarterly fees will be imposed and paid pursuant to 28 U.S.C. § 1930(a)(6) and calculated based upon all disbursements for the period of reopening.

6. This Order is not intended to affect the jurisdiction of any court or limit the relief any court may grant with respect to any matter arising from or related to the Unsecured Trustee Appeal.

7. The Reorganized Debtors shall not rely upon this Order or the closing of the Remaining Case in any manner in connection with the Unsecured Trustee Appeal.

8. Notwithstanding anything else in the Motion or this Order, and for the avoidance of doubt, the closing of the Remaining Case and the retention of jurisdiction of the Outstanding Matter in this Order shall not: (i) divest, alter or otherwise diminish in anyway the jurisdiction or venue of pending arbitration between CMN and the Reorganized Debtors over the Outstanding Matter; or (ii) prejudice, waive, release, or otherwise diminish in anyway the claims, counter-claims, or the defenses related thereto of CMN in the pending arbitration.

9. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted in accordance with the Motion and pursuant to this Order.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. 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.

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

13. The Reorganized Debtors shall reserve sufficient funds to pay the Office of the U.S. Trustee the amount of any quarterly fees due pursuant to 28 U.S.C. § 1930 and any applicable interest due pursuant to 31 U.S.C. § 3717, which fees and interest, if any, shall be paid within fifteen (15) days of the entry of this Order. Within five (5) days after the entry of the Order, the

Debtors shall provide to the United States Trustee an affidavit indicating cash disbursements for the period from July 1, 2022 to the date that the Order has been entered.

New York, New York

Dated: **September 21, 2022**

/s/ Lisa G. Beckerman

THE HONORABLE LISA G. BECKERMAN
UNITED STATES BANKRUPTCY JUDGE