

Fill in this information to identify the case:

Debtor 1 Windstream Services, LLC

Debtor 2 f/k/a Windstream Corporation
(Spouse, if filing)

United States Bankruptcy Court for the: Southern District of New York

Case number 19-22400

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor? 507 Olive, LLC
Name of the current creditor (the person or entity to be paid for this claim)
Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else? No
 Yes. From whom? _____

3. Where should notices and payments to the creditor be sent? **Where should notices to the creditor be sent?** **Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Name <u>Brian C. Walsh</u> Street <u>211 N. Broadway, Suite 3600</u> Number Street City State ZIP Code <u>St. Louis MO 63102</u> Contact phone <u>(314) 259-2000</u> Contact email <u>brian.walsh@bcplaw.com</u>	Name <u>JPMorgan Chase Pension Lockbox No.731019</u> Street <u>14800 Frye Road, TXI-0006</u> Number Street City State ZIP Code <u>Fort Worth TX 76155</u> Contact phone <u>(212) 623-8585</u> Contact email <u>Christopher.Sifain@jpmorgan.com</u>
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_____ niform claim identifier for electronic payments in chapter 13 (if you use one):

4. Does this claim amend one already filed? No
 Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim? No
 Yes. Who made the earlier filing? _____

Official Form 410 Date Stamped Copy Returned
 No self addressed stamped envelope **Proof of Claim**
 No copy to return



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ _____ Does this amount include interest or other charges?
 Contingent and unliquidated No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.
 Lease _____

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
 Value of property: \$ _____
 Amount of the claim that is secured: \$ _____
 Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

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Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____%

Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____ 0.00

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check one:

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

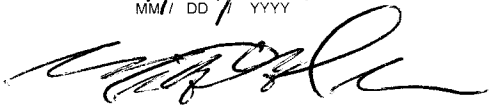
- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 07/09/2019
MM/DD/YYYY



Signature

Print the name of the person who is completing and signing this claim:

Name Michael W. Johnson
First name Middle name Last name

Title Area President

Company Gallagher Fiduciary Advisors, LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 1667 K St. N.W., Suite 1270

Number Street

Washington DC 20006

City State ZIP Code

Contact phone (202) 898-2270 Email Michael.W.Johnson@ajg.com

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July 10, 2019

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Windstream Holdings, Inc. Claims Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

VIA FEDEX

Re: *In re Windstream Services, LLC*, No. 19-22400, United States Bankruptcy Court, Southern District of New York

Ladies and Gentlemen:

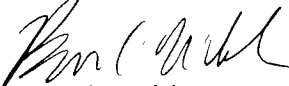
Enclosed for filing are an original and a copy of a proof of claim on behalf of each of the following creditors:

- 507 Olive, LLC
- 8306 Highway 90A, LLC
- 10005 Monroe Road, LLC
- 151 MLK Blvd., LLC
- 320 N. Shipp, LLC
- 202 Graham, LLC
- 3501 Digital Dr., LLC
- 615 S. Thornton Avenue, LLC
- 1780 Jet Stream Dr., LLC
- 1814 W. Tacoma Street, LLC

Please file the originals and return the file-stamped copies to me in the enclosed postage-paid envelope.

Should you have any questions, please contact me.

Very truly yours,



Brian C. Walsh

BCW:fjk

Enclosures

cc: Darin Hoffner (*by email*)
Thomas J. Schell

In re Windstream Services, LLC

Case No. 19-22400

United States Bankruptcy Court for the Southern District of New York

Attachment to Proof of Claim of 507 Olive, LLC

507 Olive, LLC (the "Landlord") and Windstream Corporation, predecessor in interest of Windstream Services, LLC (the "Debtor"), are parties to a certain Lease dated as of August 28, 2014 concerning certain real property located at 507 Olive Street in Texarkana, Texas (the "Lease").

Because the Lease is voluminous and in the possession of the Debtor, it is not attached hereto. The Landlord will provide a copy of the Lease upon request.

As of February 25, 2019 (the "Petition Date"), the Landlord was not aware of any fixed and liquidated obligations owed by the Debtor under the Lease.

The Landlord may have contingent and/or unliquidated claims against the Debtor arising under various provisions of the Lease, including the Debtor's obligation to indemnify the Landlord under Article 16 of the Lease.

The Landlord is the beneficiary of a letter of credit in the amount of \$52,115.00 supporting the Debtor's obligations under the Lease.

The Landlord reserves the rights (a) to file a claim or request for payment pursuant to Section 503(b) or Section 507(a) of the Bankruptcy Code and generally to make requests for payment of administrative expenses; and (b) to amend and/or supplement this Proof of Claim in any respect.