

Fill in this information to identify the case:

Debtor Windstream Services, LLC

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

Case number 19-22400

**Official Form 410
Proof of Claim**

04/16

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 or 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?	<u>13560 Morris Road Office Investors LLC</u> <small>Name of the current creditor (the person or entity to be paid for this claim)</small>	
	<small>Other names the creditor used with the debtor</small> _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> 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)
<small>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</small>	<u>13560 Morris Road Office Investors LLC</u> <u>c/o Ballard Spahr LLP</u> <u>ATTN: Leslie C. Heilman, Esq.</u> <u>919 N. Market Street, 11th Floor</u> <u>Wilmington, DE 19801, USA</u>	
	<small>Contact phone</small> <u>302-252-4446</u>	<small>Contact phone</small> _____
	<small>Contact email</small> <u>heilmanl@ballardspahr.com</u>	<small>Contact email</small> _____
	<small>Uniform claim identifier for electronic payments in chapter 13 (if you use one):</small> _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ <small>MM / DD / YYYY</small>	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



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? \$ 109,300.06. Does this amount include interest or other charges?
 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.
Rent Due - Lease Guaranty - See Attached.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature or property:
 Real estate: If the claim is secured by the debtor's principle 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 amount should match the amount in line 7.)
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 all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) 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).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

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 acknowledgement 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 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 07/15/2019
MM / DD / YYYY

/s/ Leslie C. Heilman
Signature

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

Name Leslie C. Heilman
First name Middle name Last name

Title Attorney

Company Ballard Spahr LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (877) 759-8815 | International (424) 236-7262

Debtor: 19-22400 - Windstream Services, LLC		
District: Southern District of New York, White Plains Division		
Creditor: 13560 Morris Road Office Investors LLC c/o Ballard Spahr LLP ATTN: Leslie C. Heilman, Esq. 919 N. Market Street, 11th Floor Wilmington, DE, 19801 USA Phone: 302-252-4446 Phone 2: Fax: Email: heilmanl@ballardspahr.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: Rent Due - Lease Guaranty - See Attached.	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 109,300.06	Includes Interest or Charges: No	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: Yes, 0.00 Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Leslie C. Heilman on 15-Jul-2019 7:00:57 p.m. Eastern Time Title: Attorney Company: Ballard Spahr LLP		

**Schedule to Proof of Claim of
13560 Morris Road Office Investors LLC (“Morris Road”)**

**In re Windstream Services, LLC
Case No. 19-22400 (Chapter 11)
United States Bankruptcy Court for the Southern District of New York**

This Schedule supplements the information stated in the accompanying Proof of Claim and shall constitute part of the Proof of Claim.

I. Basis for the Claim

Windstream Services, LLC (formerly Windstream Corporation) (the “**Debtor**”), as guarantor, pursuant to the terms and conditions of a Guaranty in favor of Morris Road (the “**Guaranty**”), guaranteed the obligations of Windstream Supply, LLC (the “**Tenant**”), as tenant, under that certain unexpired non-residential real property lease with Morris Road, as landlord (as may have been amended from time to time, the “**Lease**”) for certain premises known as Suite 4200, Floor 4, 13560 Morris Road, Alpharetta, Georgia 30004 (the “**Premises**”). A true and correct copy of the Lease and Guaranty is available upon request.

On or about February 25, 2019 (the “**Petition Date**”), the Debtor and certain of its affiliates filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

Thereafter, the Lease was rejected by the Debtors pursuant to the *Order Authorizing Rejection of Certain Unexpired Leases Effective Nunc Pro Tunc to the Petition Date* (Docket No. 391), effective as of February 25, 2019.

II. Calculation and Classification of the Claim

As of the Petition Date, the Debtor owed the sum of at least \$0.00 to Morris Road under the Guaranty on account of Tenant’s failure to pay rent and other charges due under the Lease (the “**Pre-petition Claim**”). Information supporting the calculation of the Pre-petition Claim is attached hereto as **Exhibit A**.

In addition, Morris Road is entitled to rejection damages as a result of the Debtor’s rejection of the Lease. The Lease was set to expire by its terms on May 31, 2019 and, therefore, Morris Road’s claim for rejection damages is limited to the remaining 3 months of rent due under the Lease or \$109,300.06 (the “**Rejection Claim**”). Information supporting the calculation of the Rejection Claim is attached hereto as **Exhibit A**.

Thus, Morris Road’s total claim as of the Petition Date, including the amounts owed to it on account of its Pre-petition Claim and its Rejection Claim, is **\$109,300.06**. The claim is unsecured.

III. Reservation of Rights

Morris Road reserves the right to supplement and/or amend this Proof of Claim to include amounts not stated above, including, without limitation, costs, expenses, attorneys' fees, and any other charges or amounts due, as appropriate, under applicable bankruptcy and non-bankruptcy law. Morris Road reserves all of its rights and remedies, including, without limitation, the right to amend this claim from time to time to reflect additional charges, adjustments and the like, due and payable under the Lease, as the same become quantified, known or available. Morris Road further reserves the right to assert further and other claims, including administrative claims for postpetition rent and other charges that are or become due under the Lease.

Morris Road further reserves the right to amend this Proof of Claim (and any Proof of Claim that it files, has filed or may file in the Debtor's bankruptcy case) to make such claim a secured claim by virtue of Morris Road's right to setoff, offset or recoup the amount thereof under 11 U.S.C. § 553 or otherwise, or to otherwise assert a defense of setoff, offset and/or recoupment against any claims, defenses or offsets that the Debtor or any other party may assert against Morris Road.

EXHIBIT A

AR Aging Detail

DB Caption: JLL **LIVE** Property: 00474300 Age as of:5/31/2019 Post To:5/2019

* Base Currency: usd

Property	Charge To	Lease Status	Trans#	Charge Code	Notes	Invoice Date	Post Month	Current Owed	0- 30 Owed	31- 60 Owed	61 - 90 Owed	91 - 120 Owed	Over 120 Owed	Pre-payments	Total Owed
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1849481	BROFF	Base Rent Office	3/1/2019	03/2019	33,868.06	0.00	0.00	0.00	33,868.06	0.00	0.00	33,868.06
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1849481	EOPXR	Escl-Oper Exp	3/1/2019	03/2019	988.00	0.00	0.00	0.00	988.00	0.00	0.00	988.00
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1849481	TAXRC	RE Tax Recovery	3/1/2019	03/2019	1,113.00	0.00	0.00	0.00	1,113.00	0.00	0.00	1,113.00
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1916931	BROFF	Base Rent Office	4/1/2019	04/2019	33,868.06	0.00	33,868.06	0.00	0.00	0.00	0.00	33,868.06
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1916931	EOPXR	Escl-Oper Exp	4/1/2019	04/2019	988.00	0.00	988.00	0.00	0.00	0.00	0.00	988.00
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1916941	TAXRC	RE Tax Recovery	4/1/2019	04/2019	1,113.00	0.00	1,113.00	0.00	0.00	0.00	0.00	1,113.00
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1946321	OPXPY	2018 Opex Prior Year Reconciliation	4/1/2019	04/2019	3,981.22	0.00	3,981.22	0.00	0.00	0.00	0.00	3,981.22
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1946321	TAXPY	2018 Tax Prior Year Reconciliation	4/1/2019	04/2019	-2,588.34	0.00	-2,588.34	0.00	0.00	0.00	0.00	-2,588.34
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1994391	BROFF	Base Rent Office	5/1/2019	05/2019	33,868.06	33,868.06	0.00	0.00	0.00	0.00	0.00	33,868.06
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1994401	EOPXR	Escl-Oper Exp	5/1/2019	05/2019	988.00	988.00	0.00	0.00	0.00	0.00	0.00	988.00
13560 Morris Rd (00474300)	Windstream Communications, LLC (t0002281)	Current	C-1994401	TAXRC	RE Tax Recovery	5/1/2019	05/2019	1,113.00	1,113.00	0.00	0.00	0.00	0.00	0.00	1,113.00
Total For Windstream Communications, LLC (t0002281)								109,300.06	35,969.06	37,361.94	0.00	35,969.06	0.00	0.00	109,300.06
Total For 13560 Morris Rd (00474300)								109,300.06	35,969.06	37,361.94	0.00	35,969.06	0.00	0.00	109,300.06
Grand Total								109,300.06	35,969.06	37,361.94	0.00	35,969.06	0.00	0.00	109,300.06