

**Fill in this information to identify the case:**

Debtor McLeodUSA Telecommunications Services, L.L.C.  
 United States Bankruptcy Court for the: Southern District of New York  
 (State)  
 Case number 19-22355

**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. <b>Who is the current creditor?</b>	<u>1301 Fannin Tenant LLC</u> <small>Name of the current creditor (the person or entity to be paid for this claim)</small>  Other names the creditor used with the debtor _____	
2. <b>Has this claim been acquired from someone else?</b>	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. <b>Where should notices and payments to the creditor be sent?</b>  <small>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</small>	<b>Where should notices to the creditor be sent?</b>  1301 Fannin Tenant LLC Blank Rome LLP - Attn: Samuel H. Becker One Logan Square, 130 North 18th Street Philadelphia, PA 19103, United States  Contact phone <u>215-569-5500</u> Contact email <u>Becker@Blankrome.com</u>	<b>Where should payments to the creditor be sent? (if different)</b>  1301 Fannin Tenant LLC Attn: Lori LoBiondo 50 S. 16th St., Suite 3500 Philadelphia, PA 19102, United States  Contact phone <u>215-893-6041</u> Contact email <u>llobiondo@netrality.com</u>
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____		
4. <b>Does this claim amend one already filed?</b>	<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. <b>Do you know if anyone else has filed a proof of claim for this claim?</b>	<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? \$ Not less than 350.00. 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.  
  
See attached supplement.

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. \$ \_\_\_\_\_

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 07/14/2019  
MM / DD / YYYY

/s/Michael Cathers  
Signature

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

Name Michael Cathers  
First name Middle name Last name

Title Chief Accounting Officer and Treasurer

Company 1301 Fannin Tenant LLC  
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

<b>Debtor:</b> 19-22355 - McLeodUSA Telecommunications Services, L.L.C.		
<b>District:</b> Southern District of New York, White Plains Division		
<b>Creditor:</b> 1301 Fannin Tenant LLC Blank Rome LLP - Attn: Samuel H. Becker One Logan Square, 130 North 18th Street  Philadelphia, PA, 19103 United States <b>Phone:</b> 215-569-5500 <b>Phone 2:</b>  <b>Fax:</b>  <b>Email:</b> Becker@Blankrome.com	<b>Has Supporting Documentation:</b> Yes, supporting documentation successfully uploaded	
	<b>Related Document Statement:</b>	
	<b>Has Related Claim:</b> No	
		<b>Related Claim Filed By:</b>
		<b>Filing Party:</b> Creditor
<b>Disbursement/Notice Parties:</b> 1301 Fannin Tenant LLC Attn: Lori LoBiondo 50 S. 16th St., Suite 3500  Philadelphia, PA, 19102 United States <b>Phone:</b> 215-893-6041 <b>Phone 2:</b>  <b>Fax:</b>  <b>E-mail:</b> llobiondo@netrality.com <b>DISBURSEMENT ADDRESS</b>		
<b>Other Names Used with Debtor:</b>	<b>Amends Claim:</b> No	
	<b>Acquired Claim:</b> No	
<b>Basis of Claim:</b> See attached supplement.	<b>Last 4 Digits:</b> No	<b>Uniform Claim Identifier:</b>
<b>Total Amount of Claim:</b> Not less than 350.00	<b>Includes Interest or Charges:</b> No	
<b>Has Priority Claim:</b> No	<b>Priority Under:</b>	
<b>Has Secured Claim:</b> No	<b>Nature of Secured Amount:</b>	
<b>Amount of 503(b)(9):</b> No	<b>Value of Property:</b>	
<b>Based on Lease:</b> No	<b>Annual Interest Rate:</b>	
<b>Subject to Right of Setoff:</b> No	<b>Arrearage Amount:</b>	
	<b>Basis for Perfection:</b>	
	<b>Amount Unsecured:</b>	
<b>Submitted By:</b> Michael Cathers on 14-Jul-2019 12:41:00 p.m. Eastern Time  <b>Title:</b> Chief Accounting Officer and Treasurer  <b>Company:</b> 1301 Fannin Tenant LLC		

**Fill in this information to identify the case:**

Debtor 1 McLeodUSA Telecommunications Services, L.L.C.

Debtor 2 \_\_\_\_\_  
(Spouse, if filing)

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

Case number 19-22355

**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?	<u>1301 Fannin Tenant LLC</u> 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?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?  Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	<b>Where should notices to the creditor be sent?</b>	<b>Where should payments to the creditor be sent? (if different)</b>
	<u>Blank Rome LLP (Attn: Samuel H. Becker)</u> Name <u>One Logan Square, 130 North 18th Street</u> Number Street <u>Philadelphia PA 19103</u> City State ZIP Code  Contact phone <u>(215) 569-5500</u> Contact email <u>Becker@BlankRome.com</u>	<u>1301 Fannin Tenant LLC</u> Name <u>50 S. 16th Street, Suite 3500</u> Number Street <u>Philadelphia PA 19102</u> City State ZIP Code  Contact phone <u>(215) 893-6041</u> Contact email <u>llobiondo@netrality.com</u>
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): -----	
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 _____ MM / DD / YYYY
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? \$ Not less than 350.00. 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.  
  
See attached supplement.

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.)  
  
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. \$ See attached supplement.

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)?

No

Yes. Check one:

Amount entitled to priority

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

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. \$ \_\_\_\_\_

\* 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).

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.

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

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.

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.

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 12 2019  
MM / DD YYYY

Signature

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

Name Michael Cathers  
First name Middle name Last name

Title Chief Accounting Officer and Treasurer

Company 1301 Fannin Tenant LLC  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 50 S. 16th St., Suite 3500  
Number Street

Philadelphia PA 19102  
City State ZIP Code

Contact phone (215) 893-6023 Email mcathers@netrality.com

**SUPPLEMENT TO PROOF OF CLAIM OF 1301 FANNIN TENANT, LLC**

***In re Windstream Holdings, Inc., et al., Jointly Administered under Case No. 19-22312*  
**McLeodUSA Telecommunications Services, L.L.C.,**  
**Case No. 19-22355 (RDD) (Bankr. S.D.N.Y.)****

1301 Fannin Tenant, LLC (“1301 Fannin” or “Claimant”), asserts the following claims against debtor McLeodUSA Telecommunications Services, L.L.C. (“McLeodUSA”).

**Background**

**The Parties’ Relationship**

A. On February 25, 2019 (the “Petition Date”), McLeodUSA and its affiliated debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors are authorized to manage their property and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed. An official committee of unsecured creditors was appointed on March 12, 2019.

B. 1301 Fannin and McLeodUSA are parties to four (4) colocation license agreements (together with all attachments, amendments, and other related documents, the “Licenses”),<sup>1</sup> pursuant to which 1301 Fannin provided McLeodUSA with colocation space located at 1301 Fannin Street, Houston, Texas 77002 (the “Property”).

C. Prior to the Petition Date, McLeodUSA licensed colocation space from 1301 Fannin and, as of the filing of this proof of claim, McLeodUSA remains a licensee at the Property under the Licenses. A chart showing each of the Licenses is below:

---

<sup>1</sup> Upon information and belief, the Debtors have copies of the Licenses and all related invoices. Copies of the Licenses and the invoices are available upon reasonable written request.

No.	Expiration Date	Monthly Licensee/Rent Costs	Property
1.	11/30/2022	\$7,192.53	1301 Fannin St.
2.	12/31/2022	\$2,461.70	1301 Fannin St.
3.	1/31/2023	\$1,287.50	1301 Fannin St.
4.	10/31/2023	\$1,120.00	1301 Fannin St.

**Claims**

1301 Fannin files this proof of claim to assert and to expressly preserve all of its claims, rights, and interests with respect to the Debtors and/or the Licenses, including without limitation the following:

1. **Prepetition Unsecured Claims.** As of the Petition Date, McLeodUSA was indebted to 1301 Fannin in an amount of not less than \$33,925.65 for amounts due and payable by McLeodUSA pursuant to the Licenses, including without limitation the following:

License No.	Obligation	Outstanding Credits	Amount Outstanding
1.	Cross connect fees		\$350.00
<b>Total Prepetition Unsecured Claims:</b>			<b>\$350.00</b>

To the extent any such amounts constitute administrative expenses, 1301 Fannin reserves the right to amend this claim, to file administrative expense claims, and/or to file an application for payment of administrative expenses. 1301 Fannin also asserts all rights and claims it possesses under the terms of the Licenses and/or applicable law. 1301 Fannin reserves all rights to assert administrative expense claims for the applicable amounts set forth in the Licenses for all obligations coming due in the post-petition period.

2. **Rejection Damages Claims.** To the extent any of the Licenses are rejected by the Debtors, 1301 Fannin asserts rejection damages for the remaining term of the Licenses as of the Petition Date in the following amounts:

No.	Expiration Date	Monthly Licensee/Rent Costs	Rejection Damages as of Petition Date
1.	11/30/2022	\$7,192.53	\$324,691.35
2.	12/31/2022	\$2,461.70	\$113,589.87
3.	1/31/2023	\$1,287.50	\$60,696.43
4.	10/31/2023	\$1,120.00	\$62,880.00

3. **Indemnification Claim.** 1301 Fannin asserts a contingent and unliquidated claim for any indemnity, including without limitation, all accrued and unpaid interest, fees, late charges, costs and expenses (including attorneys' fees) given by McLeodUSA to 1301 Fannin to the extent permitted by the Licenses and/or applicable law.

4. **Miscellaneous Claims, Rights and Remedies.** Claimant reserves the right to amend, modify, withdraw or supplement this proof of claim, including with respect to its rejection damages claims. Claimant reserves the right to file additional administrative expense claims, and/or to file an application for payment of administrative expenses, to assert all unpaid post-petition amounts that may now be due and owing or that may in the future become due and owing. Claimant asserts and the Debtors are deemed to have notice of each and every claim set forth in the Licenses and such Licenses are incorporated by reference as if fully set forth herein. Claimant asserts any cross-claim or counterclaim it may possess arising under or in connection with the Licenses, and all other rights and remedies it may have at law or in equity, including without limitation the right to file any appropriate contested matter or adversary proceeding. The claims asserted by Claimant herein are cumulative and independent. All claims asserted herein are without defense, setoff, or counterclaim by McLeodUSA. Claimant also asserts a secured claim to the extent McLeodUSA possesses rights of setoff, recoupment or any other equitable

right for any claim McLeodUSA may assert against Claimant. Nothing contained herein is intended to limit Claimant's rights or claims against any person, including any third-party, guarantor, or co-obligor or any applicable insurance policies. Claimant reserves its right to proceed against any third-party, including any guarantor or co-obligor and/or insurance policy and to proceed against the applicable insurance coverage for any existing or future liabilities under the operative documents or in connection with 1301 Fannin's claims against McLeodUSA. Nothing herein shall constitute a waiver or an estoppel of any rights Claimant may have or may assert in this or any other forum, and all such rights are hereby reserved and preserved. Nothing herein is intended to nor shall it be deemed to be a waiver of any rights, claims, defenses, or remedies Claimant may possess including, without limitation, a right to a jury trial or to compel arbitration on any issue.

5. **Additional Documentation.** Further documentation in support of the amounts asserted in this proof of claim will be provided directly to the Debtors as necessary and upon written request. Any additional or supplemental documentation shall be deemed to have been filed as of the date hereof.