

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:) Chapter 11
))
WINDSTREAM HOLDINGS, INC., *et al.*,) Case No. 19-22312 (RDD)
))
Debtors.¹) (Jointly Administered)
-----x

SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Heather Fellows, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors in the above-captioned case.

On or before March 14, 2019, employees of KCC caused the following document to be served per postal forwarding address via First Class Mail to the parties on the service list attached hereto as **Exhibit A**, and to the registered holders of Common Stock on the service list attached hereto as **Exhibit B**:

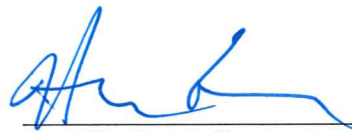
(Continue on Next Page)

¹ The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212..



- **Notice of (A) Disclosure Procedures Applicable to Certain Holders of Common Stock, (B) Disclosure Procedures for Transfers of and Declarations of Worthlessness with Respect to Common Stock and (C) Final Hearing on the Application Thereof, dated March 1, 2019** [attached hereto as **Exhibit C**]

Dated: March 15, 2019



Heather Fellows

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California, County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 15th day of March, 2019, by Heather Fellows, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:

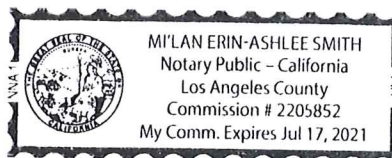
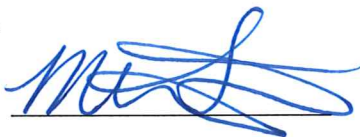


Exhibit A

Served via First Class Mail

CreditorName	CreditorNotice Name	Address	City	State	Zip
ABN AMRO Clearing	Caryn Dombrowski	175 W Jackson Blvd Ste 2050	Chicago	IL	60604-2606
Caldwell Trust Co	Edrise Sievers	1400 Center Rd	Venice	FL	94292-3801

Exhibit B

Exhibit B
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Served via First Class Mail

CreditorName	CreditorNotice Name	Address	City	State	Zip
Ellen M Davidson		ADDRESS REDACTED			
Jon F Pugh		ADDRESS REDACTED			
Karen P McCracken	c/o Karen McCracken Foster	ADDRESS REDACTED			
Latashia De Rose		ADDRESS REDACTED			
Rashimi R Samantary		ADDRESS REDACTED			
Sam B Rector & Patse A Rector JT Ten		ADDRESS REDACTED			

Exhibit C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 19-22312 (RDD)
Debtors.)	(Jointly Administered)

**NOTICE OF (A) DISCLOSURE PROCEDURES APPLICABLE TO CERTAIN
HOLDERS OF COMMON STOCK, (B) DISCLOSURE PROCEDURES FOR
TRANSFERS OF AND DECLARATIONS OF WORTHLESSNESS WITH RESPECT TO
COMMON STOCK AND (C) FINAL HEARING ON THE APPLICATION THEREOF**

TO: ALL ENTITIES (AS DEFINED BY SECTION 101(15) OF THE BANKRUPTCY CODE) THAT MAY HOLD BENEFICIAL OWNERSHIP OF COMMON STOCK OF WINDSTREAM HOLDINGS, INC. (THE “COMMON STOCK”).

PLEASE TAKE NOTICE that on February 25, 2019 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed petitions with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of or exercise control over property of or from The Debtors’ estates.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtors filed the *Debtors’ Motion for Entry of Interim and Final Orders Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock*, [Docket No. 5] (the “Motion”).

¹ The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

PLEASE TAKE FURTHER NOTICE that on February 28, 2019, the Bankruptcy Court entered the *Interim Order Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock*, [Docket No. 55] (the “Order”) approving procedures for certain transfers of or declarations of worthlessness with respect to Beneficial Ownership of Common Stock, as set forth in **Exhibit 1** attached to the Order (the “Procedures”).²

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, a Substantial Shareholder or potential Substantial Shareholder may not consummate any purchase, sale, or other transfer of Common Stock, or Beneficial Ownership of Common Stock, in violation of the Procedures, and any such transaction in violation of the Procedures shall be null and void *ab initio*.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, a 50-Percent Shareholder may not claim a worthless stock deduction with respect to Common Stock, or Beneficial Ownership of Common Stock, in violation of the Procedures, and any such deduction in violation of the Procedures shall be null and void *ab initio*, and the 50-Percent Shareholder shall be required to file an amended tax return revoking such proposed deduction to appropriately reflect that such declaration is void *ab initio*.

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, the Procedures shall apply to the holding and transfers of Common Stock, or any Beneficial Ownership of Common Stock, by a Substantial Shareholder or someone who may become a Substantial Shareholder.

PLEASE TAKE FURTHER NOTICE that upon the request of any entity, the proposed notice, solicitation, and claims agent for the Debtors, Kurtzman Carson Consultants LLC, will

² Capitalized terms used in this Order and not immediately defined have the meanings given to such terms in the Motion, the First Day Declaration, or the Procedures as applicable.

provide a copy of the Order and a form of each of the declarations required to be filed by the Procedures in a reasonable period of time. Such Order and declarations are also available via PACER on the Bankruptcy Court's website at <https://ecf.nysb.uscourts.gov> for a fee, or by accessing the Debtors' restructuring website at <http://www.kccllc.net/windstream>.

PLEASE TAKE FURTHER NOTICE that the final hearing (the "Final Hearing") on the Motion shall be held on April 16, 2019, at 10:00 a.m., prevailing Eastern Time. Any objections or responses to entry of the final order shall be filed no later than April 9, 2019, at 4:00 p.m., prevailing Eastern Time, and served on the following parties: (a) the Debtors, Windstream Holdings, Inc., 4001 North Rodney Parham Road, Little Rock, Arkansas 72212, Attn.: Kristi M. Moody; (b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Stephen E. Hessler, P.C., and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn.: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze; (c) counsel to any statutory committee appointed in these cases; and (d) the Office of The United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Paul K. Schwartzberg and Serene Nakano.

PLEASE TAKE FURTHER NOTICE THAT FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THE ORDER SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PROVISIONS OF SECTION 362 OF THE BANKRUPTCY CODE.

PLEASE TAKE FURTHER NOTICE THAT ANY PROHIBITED PURCHASE, SALE, OTHER TRANSFER OF, OR DECLARATION OF WORTHLESSNESS WITH RESPECT TO COMMON STOCK, BENEFICIAL OWNERSHIP THEREOF, OR OPTION WITH RESPECT THERETO IN VIOLATION OF THE ORDER IS

**PROHIBITED AND SHALL BE NULL AND VOID *AB INITIO* AND MAY BE PUNISHED
BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE COURT.**

PLEASE TAKE FURTHER NOTICE that the requirements set forth in the Order are in
addition to the requirements of applicable law and do not excuse compliance therewith.

Dated: March 1, 2019
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

Cristine Pirro Schwarzman

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.

Ross M. Kwasteniet, P.C. (*pro hac vice* pending)

Brad Weiland (*pro hac vice* pending)

John R. Luze (*pro hac vice* pending)

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Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Proposed Counsel to the Debtors and Debtors in Possession