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

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

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**STATEMENT OF THE AD HOC GROUP OF MIDWEST NOTEHOLDERS IN
SUPPORT OF DEBTORS' MOTIONS:**

**(I) TO APPROVE (I) THE ADEQUACY OF INFORMATION IN THE DISCLOSURE
STATEMENT, (II) SOLICITATION AND NOTICE PROCEDURES, (III) FORMS OF
BALLOTS AND NOTICES IN CONNECTION THEREWITH, AND (IV) CERTAIN
DATES WITH RESPECT THERETO; (2) FOR ENTRY OF AN ORDER APPROVING
THE SETTLEMENT BETWEEN THE DEBTORS AND UNITI GROUP, INC.,
INCLUDING (I) THE SALE OF CERTAIN OF THE DEBTORS' ASSETS PURSUANT
TO SECTION 363(B) AND (II) THE ASSUMPTION OF THE LEASES PURSUANT TO
SECTION 365(A); AND (3) FOR ENTRY OF AN ORDER AUTHORIZING (I) THE
DEBTORS' ENTRY INTO THE BACKSTOP COMMITMENT AGREEMENT AND (II)
PAYMENT OF RELATED FEES AND EXPENSES**

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 jointly administered chapter 11 cases, 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.



The ad hoc group of certain holders of 6.75% senior notes due 2028 issued by Debtor Windstream Holding of the Midwest, Inc. (the “Ad Hoc Group of Midwest Noteholders”), by and through its undersigned counsel, respectfully submits this Statement in Support with respect to: (1) *Debtors’ Motion to Approve the (I) Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots and Notices in Connection Therewith, and (IV) Certain Dates with Respect Thereto* (the “DS Motion”) [Docket No. 1633]; (2) *Debtors’ Motion For Entry of an Order Approving the Settlement Between the Debtors and Uniti Group, Inc., Including (I) the Sale of Certain of the Debtors’ Assets Pursuant to Section 363(B) and (II) the Assumption of the Leases Pursuant to Section 365(A)* (the “9019 Motion”) [Docket No. 1558]; and (3) *Debtors’ Motion for Entry of an Order Authorizing (I) the Debtors’ Entry into the Backstop Commitment Agreement and (II) Payment of Related Fees and Expenses* (the “Backstop Motion”) [Docket No. 1579], and represents as follows:

1. On March 13, 2020, each of the members of the Ad Hoc Group of Midwest Noteholders became a party to the Plan Support Agreement (“PSA”) by signing onto a second amendment to the PSA. *See* Docket No. 1584.

2. The Ad Hoc Group of Midwest Noteholders is supportive of the Debtors’ restructuring efforts, including the relief sought in the DS Motion, the 9019 Motion and the Backstop Motion. The Ad Hoc Group of Midwest Noteholders believes that the collective relief sought in these motions will benefit the Debtors’ estates by facilitating the Debtors’ expeditious emergence from chapter 11.

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Dated: New York, New York
May 5, 2020

SHEARMAN & STERLING LLP

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