

Hearing Date: May 7, 2020, at 10:00 a.m. (prevailing Eastern Time)

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

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

**NOTICE OF FILING OF REVISED PROPOSED ORDER  
APPROVING 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**

**PLEASE TAKE NOTICE** that on April 1, 2020, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *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* [Docket No. 1633] (the “Motion”).

<sup>1</sup> 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 joint administration has been granted, 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’ 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 the Debtors hereby file a revised proposed *Order Approving 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 Claims* attached hereto as **Exhibit A** (the “Revised Proposed Order”).

**PLEASE TAKE FURTHER NOTICE** that a comparison between the Revised Proposed Order and proposed order filed with the Motion is attached hereto as **Exhibit B**.

**PLEASE TAKE FURTHER NOTICE** that the telephonic hearing to consider approval of the Motion will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York on **May 7, 2020, at 10:00 a.m. (prevailing Eastern Time)** or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that copies of all documents filed in these chapter 11 cases may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <http://www.kccllc.net/windstream>. You may also obtain copies of any pleadings by visiting the Court’s website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

*[Remainder of page intentionally left blank.]*

Dated: May 6, 2020  
New York, New York

*/s/ Stephen E. Hessler*

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**Exhibit A**

**Revised Proposed Order**

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

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

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**ORDER APPROVING (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**

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Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) approving: (a) the Adequacy of Information in the Disclosure Statement, (b) Solicitation and Notice Procedures, (c) Forms of Ballots and Notices in Connection therewith, and (d) certain dates with respect thereto, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012, as a core proceeding pursuant to 28 U.S.C. § 157(b) that this Court may decide by a final order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the Solicitation and Voting Procedures.

Debtors' notice of the Motion's request for relief and the opportunity for a hearing thereon were appropriate under the circumstances and no other notice thereof need be provided; and upon the record of the hearing held by the Court on May 7, 2020 and all of the proceedings herein; and, after due deliberation, this Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish good and sufficient cause for the relief granted herein, therefore, it is HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.

**I. Approval of the Disclosure Statement.**

2. The Disclosure Statement is hereby approved as providing holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims, holders of Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

**II. Approval of the Materials and Timeline for Soliciting Votes.**

**A. Approval of Key Dates and Deadlines with Respect to the Plan and Disclosure Statement.**

4. The following dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept, and voting on, the Plan (all times prevailing Eastern Time):

Event	Date
Voting Record Date	May 7, 2020
Solicitation Deadline	May 11, 2020, or as soon as practicable thereafter

Event	Date
Publication Deadline	May 14, 2020
Deadline to File Plan Supplement	May 27, 2020
Plan Objection Deadline	June 8, 2020, at 4:00 p.m.
Voting Deadline	June 8, 2020, at 4:00 p.m.
Deadline to File Voting Report	On or before June 11, 2020
Deadline to File the Confirmation Brief and Plan Reply	June 11, 2020, at 4:00 p.m.
Confirmation Hearing Date	June 15, 2020, at 10:00 a.m.

**B. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan.**

5. In addition to the Disclosure Statement (and exhibits thereto, including the Plan), this order (without exhibits except the Solicitation and Voting Procedures), the Solicitation Packages to be transmitted on or before the Solicitation Deadline to those holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. an appropriate form of Ballot attached hereto as **Exhibits 2A, 2B, and 2C**, respectively;<sup>3</sup>
- b. the Cover Letter attached hereto as **Exhibit 8**; and
- c. the Confirmation Hearing Notice attached hereto as **Exhibit 9**.

6. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

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<sup>3</sup> The Debtors will make every reasonable effort to ensure that any holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class, receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.

7. The Debtors shall distribute Solicitation Packages to all holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

8. The Debtors are authorized, but not directed or required, to distribute the Plan, the Disclosure Statement, and this order to holders of Claims entitled to vote on the Plan in electronic format. The Ballots as well as the Cover Letter and the Confirmation Hearing Notice will be provided in paper form. On or before the Solicitation Deadline, the Debtors (through their Notice and Claims Agent) shall provide complete Solicitation Packages to the U.S. Trustee and to all parties on the 2002 List as of the Voting Record Date.

9. Any party that receives the materials in electronic format but would prefer to receive materials in paper format, may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

10. The Notice and Claims Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Package; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors; (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors regarding the Plan or as soon as practicable thereafter.

11. The Notice and Claims Agent is also authorized to accept Ballots via electronic online transmission solely through a customized online balloting portal on the Debtors' case



website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

**C. Approval of the Confirmation Hearing Notice.**

12. The Confirmation Hearing Notice, in the form attached hereto as **Exhibit 9** filed by the Debtors and served upon parties in interest in these chapter 11 cases on or before the Solicitation Deadline (with the exception of the Debtors' customers who will be served within 11 days from the entry of this Order) constitutes adequate and sufficient notice of the hearings to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**D. Approval of Notice of Filing of the Plan Supplement.**

13. The Debtors are authorized to send notice of the filing of the Plan Supplement, which will be filed and served seven days prior to the Plan Objection Deadline, substantially in the form attached hereto as **Exhibit 10**, on the date the Plan Supplement is filed pursuant to the terms of the Plan.

**E. Approval of the Form of Notices to Non-Voting Classes.**

14. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to holders of Claims or Interests in Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall mail (first-class postage pre-paid) a Non-Voting Status Notice, in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

- a. ***Unimpaired Claims—Conclusively Presumed to Accept.*** Holders of Claims in Classes 1, 2, and 6B are not impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, holders of such Claims will receive a notice, substantially in the form attached hereto as **Exhibit 3**, in lieu of a Solicitation Package.
- b. ***Intercompany Claims and Intercompany Interests—Deemed to Accept or Reject.*** Holders of Claims and Interests in Classes 7 and 8 are receiving no distribution under the Plan and shall be Reinstated, distributed, contributed, set off, settled, cancelled, and released, or otherwise addressed and, therefore, are deemed to accept or reject the Plan and will receive a notice, substantially in the form attached hereto as **Exhibit 4**, in lieu of a Solicitation Package.
- c. ***Interests in Windstream—Deemed to Reject.*** Holders of Interests in Class 9 are receiving no recovery under the Plan and, therefore, are deemed to reject the Plan and will receive a notice and the Opt-Out Form, substantially in the form attached hereto as **Exhibit 4** and **Exhibit 5**, in lieu of a Solicitation Package.
- d. ***Disputed Claims.*** Holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their claim. As such, holders of such Claims will receive a notice, substantially in the form attached to the Order as **Exhibit 7**.

15. The Debtors are not required to mail Solicitation Packages or other solicitation materials to: (a) holders of Claims that have already been paid in full during these chapter 11 cases or that are authorized and directed to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

#### **IV. Approval of Opt-Out Form for Holders of Interests in Class 9.**

16. The Debtors are authorized to send the Out-Out Forms to Nominees for Holders of Interests in Class 9 in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. For avoidance of doubt, if a beneficial holder of securities has previously agreed to receive such materials through its Nominee by email, the Debtors propose to

honor that request and transmit (or cause to be transmitted) the Opt-Out Form to that beneficial holder by email.

17. The Nominees shall promptly distribute the Opt-Out Forms to such Holders in Interest of Class 9 and cooperate with the Solicitation Agent to accomplish such distribution as soon as possible, but in no case later than three business days after receipt by the Nominees of the Opt-Out Form.

18. Nominees shall obtain the individual opt-out elections of beneficial holders by forwarding the Opt-Out Form to each beneficial holder for whom it acts as a Nominee so that the beneficial holder may return its Opt-Out Form directly to its Nominee. Each Nominee shall distribute the Opt-Out Forms, as appropriate, in accordance with its customary practices and obtain the Opt-Out Forms also in accordance with its customary practices. Nominees shall summarize the individual opt-out elections of their respective beneficial holders cast on their Beneficial Holder Opt-Out Forms on the Master Opt-Out Form, and then return the Master Opt-Out Form to the Solicitation Agent. The Opt-Out Form, substantially in the form attached hereto in **Exhibit 4** and the Master Opt-Out Form, substantially in the form attached hereto as **Exhibit 5**, are hereby approved.

**F. Approval of Notices to Contract and Lease Counterparties.**

19. The Debtors are authorized to mail a notice of assumption or rejection of any Executory Contracts or Unexpired Leases (and any corresponding cure claims), in the forms attached hereto as **Exhibit 11** and **Exhibit 12** to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), within the time periods specified in the Plan.

**IV. Approval of the Solicitation and Voting Procedures and Preliminary Corporate Reorganization Steps.**

20. The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as **Exhibit 1**, which are hereby approved in their entirety.

21. The Debtors are authorized to merge, alter, or move any entities prior to confirmation of the Plan, in each case with the consent of the Required Consenting Creditors and, to the extent that the Consenting Midwest Noteholders' economic interests are adversely affected, the Consenting Midwest Noteholders.

22. Nothing in this order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

23. All time periods set forth in this order shall be calculated in accordance with Bankruptcy Rule 9006(a).

24. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion.

25. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this order.

White Plains, New York  
Dated: \_\_\_\_\_, 2020

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Solicitation and Voting Procedures**

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

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

**SOLICITATION AND VOTING PROCEDURES**

**PLEASE TAKE NOTICE THAT** on [●] 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**A. The Voting Record Date.**

The Court has approved **May 7, 2020** as the record date for purposes of determining which holders of Claims in Class 3 (First Lien Claims), Class 4 (Midwest Notes Claims), Class 5 (Second Lien Claims), and Class 6A (Obligor General Unsecured Claims) are entitled to vote on the Plan (the “Voting Record Date”).

**B. The Voting Deadline.**

The Court has approved **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** as the voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting Deadline, in their discretion with the consent of the Required consenting Creditors and Requisite Backstop Parties and otherwise in accordance with the Plan Support Agreement, without further order of the Court.

To be counted as votes to accept or reject the Plan, votes must be submitted on an appropriate ballot (each, a “Ballot”) and delivered so that the Ballot is **actually received**, in any case, no later than the Voting Deadline by Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”). The procedures governing the submission of your vote depends on the class of your voting Claim. Therefore, please refer to your specific Ballot for instructions on the procedures to follow in order to submit your vote properly.

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kccellc.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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

**C. Form, Content, and Manner of Notices.**

**1. The Solicitation Package.**

The following materials shall constitute the solicitation package (the "Solicitation Package"):

- a. a copy of these Solicitation and Voting Procedures;
- b. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed By the Debtors and Related Voting and Objection Deadlines*, in substantially the form annexed as **Exhibit 9** to the Disclosure Statement Order (the "Confirmation Hearing Notice");
- c. a Cover Letter, in substantially the form annexed as **Exhibit 8** to the Disclosure Statement Order describing the contents of the Solicitation Package and urging the holders of Claims in each of the Voting Classes to vote to accept the Plan;
- d. the applicable form of Ballot, in substantially the form of Ballots annexed as **Exhibits 2A, 2B, and 2C** to the Disclosure Statement Order, as applicable, including a pre-paid, pre-addressed return envelope;
- e. the approved Disclosure Statement (and exhibits thereto, including the Plan);
- f. the Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures); and
- g. any additional documents that the Court has ordered to be made available.

**2. Distribution of the Solicitation Package**

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures) in electronic format (CD-ROM or flash drive), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact the Notice and Claims Agent by: (a) calling (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors' restructuring website at: <http://www.kcellc.net/windstream>; (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; and/or (d) emailing [WindstreamInfo@kcellc.com](mailto:WindstreamInfo@kcellc.com) with a reference to "Windstream" in the subject line and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding the Ballots) on the U.S. Trustee and all parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtors shall mail, or cause to be mailed, the Solicitation Package to all holders of Claims in the Voting Classes on or before May 11, 2020 or as soon as reasonably practicable, who are entitled to vote, as described in section D herein.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

**3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.**

- a. Absent a further order of the Court, the holder of a Claim in a Voting Class that is the subject of a pending objection on a "reduce and allow" basis filed prior to the Voting Deadline shall be entitled to vote such Claim in the reduced amount contained in such objection.

- b. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to seven (7) days before the Voting Deadline: (i) the Debtors shall cause the applicable holder to be served with a Disputed Claim Notice substantially in the form annexed as **Exhibit 6** to the Disclosure Statement Order; and (ii) the applicable holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event (as defined herein) occurs as provided herein.
- c. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- d. A “Resolution Event” means the occurrence of one or more of the following events no later than three (3) business days prior to the Voting Deadline:
  - i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
  - ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
  - iii. a stipulation or other agreement is executed between the holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount; or
  - iv. the pending objection is voluntarily withdrawn by the objecting party.
- e. No later than 1 business day following the occurrence of a Resolution Event, the Debtors shall cause the Notice and Claims Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder.

4. **Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.**

Certain holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only the *Notice of Non-Voting Status to Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form annexed as **Exhibit 3** to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Notice of Non-Voting Status to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan*, substantially in the form annexed as **Exhibit 4** to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

5. **Notices in Respect of Executory Contracts and Unexpired Leases.**

Counterparties to Executory Contracts and Unexpired Leases that receive a *Notice of Assumption of Executory Contracts and Unexpired Leases* or *Notice of Rejection of Executory Contracts and Unexpired Leases* substantially in the forms attached as **Exhibit 11** and **Exhibit 12** to the Disclosure Statement Order, respectively, may file an objection to the Debtors’ proposed assumption and/or rejection as applicable. Such objections must be filed with the Court by **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** and served as set forth in the applicable notice of assumption or rejection.



Counterparties to Executory Contracts and Unexpired Leases that receive a *Notice of Assumption of Executory Contracts and Unexpired Leases* or *Notice of Rejection of Executory Contracts and Unexpired Leases* substantially in the forms attached as **Exhibit 11** and **Exhibit 12** to the Disclosure Statement Order, respectively, may file an objection to the Debtors' proposed cure amount. Such objections must be filed with the Court by **June 10, 2020, at 4:00 p.m., prevailing Eastern Time** and served as set forth in the applicable notice of assumption or rejection.

**D. Voting and Tabulation Procedures.**

**1.  Holders of Claims Entitled to Vote.**

Only the following holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim that has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that: (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Court at least seven (7) days prior to the Voting Deadline, pending a Resolution Event as provided herein; provided that a holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Court;
- b. Holders of Claims that are listed in the Schedules, provided that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amounts set forth in section D.3.c of these Solicitation and Voting Procedures;
- c. Holders whose Claims arise: (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, (ii) in an order entered by the Court, or (iii) in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- d. Holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- e. with respect to any Entity described in subparagraphs (a) through (d) above, who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, to the assignee of such Claim; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

**2.  Establishing Claim Amounts for Voting Purposes.**

- e. **Class 3 First Lien Claims.** The voting amounts for Class 3 Claims only will be established based on the amount of applicable positions held by such Class 3 holder, as of the Voting Record Date, as evidenced by the applicable records provided by the Credit Agreement Agent and the First Lien Notes Indenture Trustee in electronic Microsoft Excel format to the Debtors or the Claims and Notice Agent no later than one (1) business day following the Voting Record Date.

- f. **Class 4 Midwest Notes Claims.** The voting amounts for Class 4 Claims will be the principal amount of Midwest Notes held by each directly registered holder as of the Voting Record Date as evidenced on the books and records of the Midwest Notes Indenture Trustee or, as the case may be, in the amount of Midwest Notes held by each beneficial holder through its nominee as of the Voting Record Date as evidenced by the securities position report(s) from the Depository Trust Company (“DTC”).
- g. **Class 5 Second Lien Claims.** The voting amounts for Class 5 Claims will be the principal amount of Second Lien Notes held by each directly registered holder as of the Voting Record Date as evidenced on the books and records of the applicable indenture trustee or, as the case may be, in the amount of Second Lien Notes held by each beneficial holders through its nominee as of the Voting Record Date as evidenced by the securities position report(s) from DTC.
- h. **Class 6A Obligor General Unsecured Claims.** The voting amounts for Class 6A Claims will be established based on the amount of the applicable positions held by such Class 6A Claim holder as of the Voting Record Date, as evidenced by: (a) the books and records of the applicable indenture trustee or, as the case may be as, the securities position report(s) from DTC held by each beneficial holder through its nominee; or (b) the Schedules and claims register maintained in these chapter 11 cases, as applicable.

**3. Filed and Scheduled Claims.**

The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Notice and Claims Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant’s vote:

- a. the Claim amount: (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation and Voting Procedures;
- c. the Claim amount contained in a Proof of Claim that has been timely filed (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; provided that Ballots cast by holders of Claims who timely file a Proof of Claim in respect of a contingent Claim (for example, a claim based on litigation) or in a wholly-unliquidated or unknown amount based on a reasonable review of the Proof of Claim and supporting documentation by the Debtors or its advisors that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; provided further, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;
- d. the Claim amount listed in the Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid (in which case, such contingent, disputed, or unliquidated scheduled Claim shall be disallowed for voting purposes); and
- e. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

If a Proof of Claim is amended, the last timely-filed Claim shall be subject to these rules and will supersede any earlier filed claim, and any earlier filed Claim will be disallowed for voting purposes.

**4. Voting and Ballot Tabulation Procedures.**

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots, with the consent of the Required Consenting Creditors, so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- a. except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors, with the consent of the Required Consenting Creditors), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;
- b. the Notice and Claims Agent will date-stamp all Ballots when received. The Notice and Claims Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Court. The Notice and Claims Agent shall tabulate Ballots on a Debtor-by-Debtor basis;
- c. consistent with the requirements of Local Rule 3018-1, the Debtors will file with the Court, at least seven (7) days prior to the Confirmation Hearing, or as soon as practicable thereafter, a certification of votes (the "Voting Report"). The Voting Report shall, among other things, certify to the Court in writing the amount and number of Allowed Claims of each Class accepting or rejecting the Plan, and delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail, or damaged ("Irregular Ballots"). The Voting Report shall indicate the Debtors' intentions with regard to each such Irregular Ballot. The Voting Report shall be served upon the Committee and the U.S. Trustee;
- d. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the executed Ballot;
- e. an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Notice and Claims Agent by facsimile, or any electronic means other than expressly provided in these Solicitation and Voting Procedures will not be valid;
- f. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Notice and Claims Agent), the Debtors' financial or legal advisors, and if so sent will not be counted;
- g. if multiple Ballots are received from the same holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;
- h. holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;

- i. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a holder of Claims must indicate such capacity when signing;
- j. the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- k. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- l. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- m. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- n. subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections will be documented in the Voting Report;
- o. if a Claim has been estimated or otherwise Allowed for voting purposes only by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- p. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- q. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed; (iv) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal or a Master Ballot received from a nominee will be deemed to be an original signature); (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;
- r. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors;
- s. the Debtors are authorized to enter into stipulations with the holder of any Claim agreeing to the amount of a Claim for voting purposes; and
- t. where any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim will be: (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion

of such Claim collectively to accept or reject the Plan. In the event that: (x) a Ballot, (y) a group of Ballots within a Voting Class received from a single creditor, or (z) a group of Ballots received from the various holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted.

**5. Master Ballot Voting and Tabulation Procedures.**

In addition to the foregoing generally applicable voting and ballot tabulation procedures, the following procedures shall apply to Beneficial Holders of Claims in Classes 3, 4, 5, and 6A who hold and therefore will vote their position through a nominee:

- a. the Notice and Claims Agent shall distribute or cause to be distributed to the nominees the appropriate number of (i) Solicitation Packages for each beneficial holder represented by the Nominee as of the Voting Record Date, which will contain copies of Ballots to each beneficial holder (a "Beneficial Holder Ballot"), and (ii) a master ballot (the "Master Ballot");
- b. each nominee shall immediately, and in any event within five Business Days after its receipt of the Solicitation Packages commence the solicitation of votes from its beneficial holder clients through one of the following two methods:
  - i. distribute to each beneficial holder the Solicitation Package along with a Beneficial Holder Ballot, voting information form ("VIF"), and/or other customary communication used to collect voting information from its beneficial holder clients along with instructions to the beneficial holder to return its vote to the nominee in a timely fashion; or
  - ii. distribute to each Beneficial Holder Ballot the Solicitation Package along with a "pre-validated" Ballot signed by the nominee and including the nominee's DTC participant number, the Beneficial Holder's account number, and the number of Interests held by the nominee for such beneficial holder with instructions to the beneficial holder to return its pre-validated Beneficial Holder Ballot to the Notice and Claims Agent in a timely fashion;
- c. each nominee shall compile and validate the votes and other relevant information of all such beneficial holders on the Master Ballot; and transmit the Master Ballot to the Solicitation Agent on or before the Voting Deadline;
- d. nominees that submit Master Ballots must keep the original Beneficial Holder Ballots, VIFs, or other communication used by the beneficial holder to transmit its vote for a period of one year after the Effective Date of the Plan;
- e. nominees that pre-validate Beneficial Holder Ballots must keep a list of beneficial holders for whom they pre-validated a Ballot along with copies of the pre-validated Ballots for a period of one year after the Effective Date of the Plan;
- f. the Notice and Claims Agent will not count votes of beneficial holders unless and until they are included on a valid and timely Master Ballot or a valid and timely "pre-validated" Beneficial Holder Ballot;
- g. if a beneficial holder holds Interests through more than one nominee or through multiple accounts, such beneficial holder may receive more than one Beneficial Holder Ballot and each such beneficial holder must vote consistently and execute a separate Beneficial Holder Ballot for each block of Notes that it holds through any nominee and must return each such Beneficial Holder Ballot to the appropriate nominee;

- h. votes cast by beneficial holders through nominees will be applied to the applicable positions held by such nominees in the applicable Voting Class, as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Interests held by such nominee as of the Voting Record Date;
- i. if conflicting votes or “over-votes” are submitted by a nominee pursuant to a Master Ballot, the Notice and Claims Agent will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the nominee’s position in the applicable Voting Class;
- j. a single nominee may complete and deliver to the Notice and Claims Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted by a single nominee are inconsistent, the latest received valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot. Likewise, if a beneficial holder submits more than one Beneficial Holder Ballot to its Nominee, (i) the latest received Beneficial Holder Ballot received before the submission deadline imposed by the nominee shall be deemed to supersede any prior Beneficial Holder Ballot submitted by the beneficial holder, and (ii) the nominee shall complete the Master Ballot accordingly; and
- k. the Debtors will, upon written request, reimburse nominees for customary mailing and handling expenses incurred by them in forwarding the Beneficial Holder Ballot and other enclosed materials to the beneficial holders for which they are the nominee. No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting Beneficial Holder Ballot with respect to the Plan.

**E. Amendments to the Plan and Solicitation and Voting Procedures.**

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Publication Notice, Cover Letter, Solicitation and Voting Procedures, Plan Supplement Notice, Assumption and Rejection Notices, Voting and Tabulation Procedures, and related documents without further order of the Court, with consent of the Required Consenting Creditors, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.

\* \* \* \* \*

**Exhibit 2A**

**Form Ballot**

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

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

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE  
JOINT CHAPTER 11 PLAN OF REORGANIZATION OF WINDSTREAM  
HOLDINGS, INC. *ET AL.*, PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**Please read and follow the enclosed instructions  
for completing Ballots carefully before completing this Ballot.**

**In order for your vote to be counted, this Ballot must be completed, executed,  
and returned so as to be actually received by the Notice and Claims Agent by June 8, 2020  
at 4:00 p.m., Prevailing Eastern Time (the “Voting Deadline”) in accordance with the following:**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The United States Bankruptcy Court for the Southern District of New York (the “Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2020 (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this ballot (the “Ballot”) because you are a holder of a Claim in the Class indicated in Item 1 below as of May 7, 2020 (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan. You can cast your vote through this Ballot.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website with the Notice and Claims Agent at <http://www.kccllc.net/windstream>; (ii) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.



LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; (iii) calling the Notice and Claims Agent at (877) 759-8815 (toll free) or (424) 236-7262; (iv) emailing WindstreamInfo@kccllc.com; or (v) submitting an inquiry at <http://www.kccllc.net/windstream>; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent **immediately** at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in the Class of Claims under the Plan indicated in Item 1 below. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Claims in the class indicated below in the following aggregate amount (insert amount in box below):

Class: _____
Debtor: _____
Voting Amount: \$ _____

**Item 2. Important information regarding the Debtor Release, Third Party Release, Exculpation and Injunction Discharge.**

**Article VIII.C of the Plan provides for a debtor release (the "Debtor Release"):**

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.D of the Plan provides for a third party release (the “Third Party Release”):**

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.E of the Plan provides for an exculpation (the “Exculpation”):**

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

**Article VIII.F of the Plan provides for an injunction (the “Injunction”):**

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law

or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

**PLEASE TAKE NOTICE THAT ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. PARTIES RECEIVING THIS BALLOT MAY OPT-OUT OF THE THIRD-PARTY RELEASE PROVISIONS BY CHECKING THE BOX BELOW SPECIFICALLY PROVIDING FOR THE REJECTION OF THE THIRD PARTY RELEASE PROVISIONS.**

Opt-Out of the Third Party Release.

**NOTE: HOLDERS THAT ARE A PARTY TO THE PLAN SUPPORT AGREEMENT HAVE COVENANTED NOT TO, AND THUS SHOULD NOT, CHECK THE BOX ABOVE TO OPT-OUT OF GRANTING THE THIRD PARTY RELEASE.**

**Item 3. Vote on Plan.**

The holder of the Claim against the Debtors set forth in Item 1 votes to (please check one):

**ACCEPT** (vote FOR) the Plan

**REJECT** (vote AGAINST) the Plan

**Item 4. Certifications.**

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the Claims being voted on this Ballot; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Claims being voted on this Ballot;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity, if it votes in favor of the Plan, will be deemed to have consented to the Third Party Release;
- (d) that the Entity has cast the same vote with respect to all its Claims in a single Class; and
- (e) that no other Ballots with respect to the Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier received Ballots are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than Holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**Please complete, sign, and date this Ballot and return it (with an original signature) promptly in the envelope provided via first class mail, overnight courier, hand-delivery to:**

**Windstream Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, California 90245**

**Alternatively, to submit your Ballot via the Notice and Claims Agent’s online balloting portal, visit <http://www.kccllc.net/windstream>. Click on the “Submit E-Ballot” section of the website and follow the instructions to submit your Ballot.**

**IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:**

**Unique E-Ballot ID#: \_\_\_\_\_**

**The Notice and Claims Agent’s online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.**

**Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Notice and Claims Agent’s online portal should NOT also submit a paper Ballot.**

<b>If the Notice and Claims Agent does not actually receive this Ballot on or before <u>June 8, 2020, at 4:00 p.m., prevailing Eastern Time</u> (and if the Voting Deadline is not extended), your vote transmitted by this Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.</b>
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**INSTRUCTIONS FOR COMPLETING THIS BALLOT**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot. **Please read the Plan and Disclosure Statement carefully before completing this Ballot.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one Class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Ballot is counted, you **must** complete and submit this hard copy Ballot. **Ballots will not be accepted by facsimile or other electronic means (other than via the online balloting portal).**
4. **Use of Hard Copy Ballot.** To ensure that your hard copy Ballot is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 3 of the Ballot; and (c) clearly sign and return your original Ballot in the enclosed pre addressed envelope or via first class mail, overnight courier, or hand delivery to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245 in accordance with paragraph 6 below.
5. **Use of Online Ballot Portal.** To ensure that your electronic Ballot is counted, please follow the instructions of the Debtors’ case administration website at <http://www.kccllc.net/windstream> (click “Submit E-Ballot” link). You will need to enter your unique E-Ballot identification number indicated above. The online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots will not be accepted by facsimile or electronic means (other than the online balloting portal).**
6. Your Ballot (whether submitted by hard copy or through the online balloting portal) **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is June 8, 2020, at 4:00 p.m., prevailing Eastern Time.**
7. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, **the following Ballots will not be counted:**
  - (a) any Ballot that partially rejects and partially accepts the Plan;
  - (b) any Ballot that both accepts and rejects the Plan;
  - (c) Ballot sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), any indenture trustee, or the Debtors’ financial or legal advisors;
  - (d) Ballot sent by facsimile or any electronic means other than via the online balloting portal;
  - (e) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (f) any Ballot cast by an Entity that does not hold a Claim in the Class indicated in Item 1 of the Ballot;
  - (g) any Ballot submitted by a holder not entitled to vote pursuant to the Plan;
  - (h) any unsigned Ballot;
  - (i) any non-original Ballot (excluding those Ballots submitted via the online balloting portal); and/or any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
8. The method of delivery of Ballot to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot. In all cases, holders should allow sufficient time to assure timely delivery.

9. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots.
10. You must vote all of your Claims within a Class either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Claims within a Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Claims within such Class for the purpose of counting votes.
11. This Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
12. **Please be sure to sign and date your Ballot.**
13. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you received.

**Please return your Ballot promptly**

**If you have any questions regarding this Ballot, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kcellc.com](mailto:WindstreamInfo@kcellc.com).**

**If the Notice and Claims Agent does not actually receive this Ballot on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**

**Exhibit 2B**

**Form Master Ballot**

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

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

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**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE  
JOINT CHAPTER 11 PLAN OF REORGANIZATION OF WINDSTREAM  
HOLDINGS, INC. *ET AL.*, PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

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**Please read and follow the enclosed instructions  
for completing Ballots carefully before completing this Ballot.**

**In order for your vote to be counted, this Ballot must be completed, executed,  
and returned so as to be actually received by the Notice and Claims Agent by June 8, 2020  
at 4:00 p.m., Prevailing Eastern Time (the “Voting Deadline”) in accordance with the following:**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The United States Bankruptcy Court for the Southern District of New York (the “Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2020 (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this master ballot (the “Master Ballot”) because you are the Nominee (as defined below) of a Beneficial Holder<sup>2</sup> of the notes indicated on Exhibit A hereto as of May 7, 2020 (the “Voting Record Date”).

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”); or as the proxy holder of a Nominee for certain**

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kcellc.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.

<sup>2</sup> A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the voting Record Date (as defined herein) pursuant to Court order or otherwise, as reflected in the records maintained by the nominees holding through the Depository Trust Company.

Plan Class and CUSIP indicated on Exhibit A hereto



**Beneficial Holders of the notes indicated on Exhibit A hereto, to transmit to the Notice and Claims Agent (as defined below) the votes of such Beneficial Holders in respect of their Claims to accept or reject the Plan.** This Master Ballot may not be used for any purpose other than for submitting votes with respect to the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the "Solicitation Package") you are receiving with this Master Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Kurtzman Carson Consultants LLC (the "Notice and Claims Agent") at no charge by: (i) accessing the Debtors' restructuring website with the Notice and Claims Agent at <http://www.kccllc.net/windstream>; (ii) writing to the Notice and Claims Agent at Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; (iii) calling the Notice and Claims Agent at (877) 759-8815 (toll free) or (424) 236-7262; (iv) emailing [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com); or (v) submitting an inquiry at <http://www.kccllc.net/windstream>; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Master Ballot in error, please contact the Notice and Claims Agent **immediately** at the address, telephone number, or email address set forth above.

**The votes transmitted on this Master Ballot for certain Beneficial Holders of claims in the Class indicated on Exhibit A shall be applied to each Debtor against whom such Beneficial Holders have a Claim.**

You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a "voting instruction form" in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

The Court may confirm the Plan and thereby bind all holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Master Ballot so that the Notice and Claims Agent **actually receives** it on or before the Voting Deadline.

**The Voting Deadline is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time.**

**Item 1. Certification of Authority to Vote.**

The undersigned certifies that, as of the Voting Record Date, the undersigned (please check the applicable box):

- Is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the Claims listed in Item 3 below, and is the record holder of such notes, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of Claims listed in Item 3 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a beneficial owner that is the registered holder of the aggregate principal amount of Claims listed in Item 3 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the Claims described in Item 3.

**Item 2. Important information regarding the Debtor Release, Third Party Release, Exculpation and Injunction Discharge.**

Plan Class and CUSIP indicated on **Exhibit A** hereto

**Article VIII.C of the Plan provides for a debtor release (the “Debtor Release”):**

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.D of the Plan provides for a third party release (the “Third Party Release”):**

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.E of the Plan provides for an exculpation (the “Exculpation”):**

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration

Plan Class and CUSIP indicated on **Exhibit A** hereto

pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

**Article VIII.F of the Plan provides for an injunction (the “Injunction”):**

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

*[Remainder of page intentionally left blank.]*

**Item 3. Claims Vote on Plan:**

The undersigned transmits the following votes, and releases of Beneficial Holders of Claims in the Class indicated on **Exhibit A** hereto and certifies that the following Beneficial Holders of such Claims, as identified by their respective customer account numbers set forth below, are the Beneficial Holders of such Claims as of the Voting Record Date and have delivered to the undersigned, as Nominee, ballots (the "**Ballots**") casting such votes.

Indicate in the appropriate column below the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each holder must vote all such Beneficial Holder's Claims to accept or reject the Plan and may not split such vote. Any Beneficial Holder Ballot executed by the Beneficial Holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

*[Remainder of page intentionally left blank.]*

Plan Class and CUSIP indicated on **Exhibit A** hereto

Your Customer Account Number for Each Beneficial Holder of Claims	Principal Amount Held as of Voting Record Date	Indicate the vote cast from Item 2 of the Beneficial Holder Ballot by checking the appropriate box below.			Indicate Opt-Out of the Third Party Release from Item 3 of the Beneficial Holder Ballot by checking the box below.
		Accept the Plan	or	Reject the Plan	
1	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
2	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
4	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
5	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
6	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
<b>TOTALS</b>	\$				

**Item 4. Other Ballots Submitted by Beneficial Holders in the same class.**

The undersigned certifies that it has transcribed in the following table the information, if any, provided by the Beneficial Holders in Item 5 of the Beneficial Holder Ballot:

YOUR customer account number and/or Customer Name for each Beneficial Holder who completed Item 5 of the Beneficial Holder Ballot.	Transcribe from Item 4 of the Beneficial Holder Ballot			
	Account Number	Name of Registered Holder or Nominee	Principal Amount of other Class Claims	CUSIP of other Class Claims Votes
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	

Plan Class and CUSIP indicated on **Exhibit A** hereto

**Item 5. Certifications.**

By signing this Master Ballot, the undersigned certifies to the Court and the Debtors that:

- (a) **it has received a copy of the Disclosure Statement, the Plan, the Master Ballots, the Beneficial Holder Ballots, and the remainder of the Solicitation Package and has delivered the same to the Beneficial Holders of the Claims listed in Item 3 above;**
- (b) **it has received a completed and signed Beneficial Holder Ballot (or vote submission in accordance with its customary procedures) from each Beneficial Holder listed in Item 3 of this Master Ballot;**
- (c) **it is the registered holder of all the Claims listed in Item 3 above being voted, or it has been authorized by each Beneficial Holder of the Claims listed in Item 3 above to vote on the Plan;**
- (d) **no other Master Ballots with respect to the same Claims identified in Item 3 have been cast or, if any other Master Ballots have been cast with respect to such Claims, then any such earlier received Master Ballots are hereby revoked;**
- (e) **it has properly disclosed: (i) the number of Beneficial Holders of Claims who completed the Beneficial Holder Ballots or otherwise conveyed its vote; (ii) the respective amounts of the Claims owned, as the case may be, by each Beneficial Holder of the Claims who completed a Beneficial Holder Ballot; (iii) each such Beneficial Holder of Claims' respective vote concerning the Plan; (iv) each such Beneficial Holder of Claims' certification as to other Claims voted in the same Class; and (v) the customer account or other identification number for each such Beneficial Holder of Claims; and**
- (f) **it will maintain Ballots and evidence of separate transactions returned by Beneficial Holders of Claims (whether properly completed or defective) for at least one (1) year after the Effective Date of the Plan and disclose all such information to the Court or the Debtors, if so ordered.**

Name of DTC Participant:	_____
	(Print or Type)
Participant Number:	_____
Name of Proxy Holder or Agent for DTC Participant (if applicable):	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	_____
Title:	_____
Address:	_____
	_____
Date Completed:	_____
Email Address:	_____
	_____

**Windstream Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, California 90245**

**Nominees are also permitted to return this Master Ballot to the  
Notice and Claims Agent via email to [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**If the Notice and Claims Agent does not actually receive this Master Ballot on or before June 8, 2020, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted by this Master Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.**

**INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot. **Please read the Plan and Disclosure Statement carefully before completing this Ballot.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. You should immediately distribute the Solicitation Package and the Beneficial Holder Ballots (or other customary material used to collect votes in lieu of the Beneficial Holder Ballot) to all Beneficial Holders of Claims and take any action required to enable each such Beneficial Holder to vote timely the Claims that it holds. You may distribute the Solicitation Packages to Beneficial Holders, as appropriate, in accordance with your customary practices. You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means. Any Beneficial Holder Ballot returned to you by a Beneficial Holder of a Claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Notice and Claims Agent, a Master Ballot that reflects the vote of such Beneficial Holders by **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** or otherwise validate the Master Ballot in a manner acceptable to the Notice and Claims Agent.
4. If you are transmitting the votes of any Beneficial Holder of Claims other than yourself, you may either:
  - (a) “Pre-validate” the individual Beneficial Holder Ballot contained in the Solicitation Package and then forward the Solicitation Package to the Beneficial Holder of the Claim for voting within five (5) Business Days after the receipt by such Nominee of the Solicitation Package, with the Beneficial Holder then returning the individual Beneficial Holder Ballot directly to the Notice and Claims Agent in the return envelope to be provided in the Solicitation Package. A Nominee “pre-validates” Beneficial Holder’s Ballot by signing the Beneficial Holder Ballot and including their DTC participant number; indicating the account number of the Beneficial Holder and the principal amount of Claims held by the Nominee for such Beneficial Holder; and then forwarding the Beneficial Holder Ballot together with the Solicitation Package to the Beneficial Holder. The Beneficial Holder then completes the remaining information requested on the Beneficial Holder Ballot and returns the Beneficial Holder Ballot directly to the Notice and Claims Agent. A list of the Beneficial Holders to whom “pre-validated” Beneficial Holder Ballots were delivered should be maintained by Nominees for inspection for at least one year from the Effective Date; or
  - (b) Within five (5) Business Days after receipt by such Nominee of the Solicitation Package, forward the Solicitation Package to the Beneficial Holder of the Claim for voting along with a return envelope provided by and addressed to the Nominee, with the Beneficial Holder then returning the individual Beneficial Holder Ballot to the Nominee. In such case, the Nominee will tabulate the votes of its respective owners on a Master Ballot that will be provided to the Nominee separately by the Notice and Claims Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Notice and Claims Agent. The Nominee should advise the Beneficial Holder to return their individual Beneficial Holder Ballots (or otherwise transmit their vote) to the Nominee by a date calculated by the Nominee to allow it to prepare and return the Master Ballot to the Notice and Claims Agent so that the Master Ballot is actually received by the Notice and Claims Agent on or before the Voting Deadline.

Plan Class and CUSIP indicated on **Exhibit A** hereto



5. With regard to any Beneficial Holder Ballots returned to you by a Beneficial Holder, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Holder on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Notice and Claims Agent by the Voting Deadline; and (d) retain such Beneficial Holder Ballots from Beneficial Holders, whether in hard copy or by electronic direction, in your files for a period of one (1) year after the Effective Date of the Plan. You may be ordered to produce the Beneficial Holder Ballots (or evidence of the vote transmitted to you) to the Debtors or the Court.
6. The Master Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is June 8, 2020, at 4:00 p.m., prevailing Eastern Time.**
7. If a Master Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the Debtors. Additionally, **the following votes will not be counted:**
  - (a) any Master Ballot to the extent it is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (b) any Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan;
  - (c) any Master Ballot sent by facsimile or any electronic means other than electronic mail;
  - (d) any unsigned Master Ballot;
  - (e) any Master Ballot that does not contain an original signature provided however, that any Master Ballot submitted via electronic mail shall be deemed to contain an original signature;
  - (f) votes contained on a Master Ballot not marked to accept or reject the Plan or marked both to accept and reject; and
  - (g) any Master Ballot submitted by any party not entitled to cast a vote with respect to the Plan.
8. The method of delivery of Master Ballots to the Notice and Claims Agent is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the executed Master Ballot. In all cases, Beneficial Holders and Nominees should allow sufficient time to assure timely delivery.
9. If a Beneficial Holder or Nominee holds a Claim in a Voting Class against multiple Debtors, a vote on their Beneficial Holder Ballot will apply to all applicable Classes and Debtors against whom such Beneficial Holder or Nominee has such Claim, as applicable, in that Voting Class.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Claims voted on a Beneficial Holder Ballot prior to the Voting Deadline, the latest, timely received, and properly completed Master Ballot will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
12. **Please be sure to sign and date the Master Ballot.** You should indicate that you are signing the Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Notice and Claims Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.

Plan Class and CUSIP indicated on **Exhibit A** hereto

13. If you are both the Nominee and the Beneficial Holder of any of the Claims indicated on Exhibit A of the Master Ballot or Beneficial Holder Ballot, as applicable, and you wish to vote such Claims, you may return a Beneficial Holder Ballot or Master Ballot for such Claims and you must vote your entire Claims in the same Class to either to accept or reject the Plan and may not split your vote. Accordingly, a Beneficial Holder Ballot, other than a Master Ballot with the votes of multiple Beneficial Holders that partially rejects and partially accepts the Plan will not be counted.
14. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, the Debtors and the Notice and Claims Agent shall use reasonable efforts to aggregate separate Claims held by a single creditor in a particular Class and treat such creditor as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; provided, however, that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity may be counted separately as a vote to accept or reject the Plan.
15. The following additional rules shall apply to Master Ballots:
  - (a) Votes cast by Beneficial Holders through a Nominee will be applied against the positions held by such Nominee as of the Voting Record Date, as evidenced by the record and depository listings.
  - (b) Votes submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, will not be counted in excess of the record amount of the Claims held by such Nominee;
  - (c) To the extent that conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, the Notice and Claims Agent will attempt to reconcile discrepancies with the Nominee;
  - (d) To the extent that over-votes on a Master Ballot or pre-validated Beneficial Holder Ballots are not reconcilable prior to the preparation of the vote certification, the Notice and Claims Agent will apply the votes to accept and reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Beneficial Holder Ballots that contained the over-vote, but only to the extent of the Nominee’s position in the Claims; and
  - (e) For purposes of tabulating votes, each holder holding through a particular account will be deemed to have voted the principal amount relating its holding in that particular account, although the Notice and Claims Agent may be asked to adjust such principal amount to reflect the claim amount.

**Please return your Master Ballot promptly**

**If you have any questions regarding this Master Ballot, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at: (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**If the Notice and Claims Agent does not actually receive this Master Ballot on or before the Voting Deadline, which is on **June 8, 2020, at 4:00 p.m., Prevailing Eastern Time**, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**

Plan Class and CUSIP indicated on Exhibit A hereto

**Exhibit A**

Please check one (1) box below to indicate the Plan Class and CUSIP/ISIN to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):

<b>Class 3 (First Lien Claims)</b>		
<input type="checkbox"/>	8.625% 1st Lien (144A)	97381L AB 4 / US97381LAB45
<input type="checkbox"/>	8.625% 1st Lien (Reg S)	U9701L AB 9 / USU9701LAB90
<b>Class 4 (Midwest Notes Claims)</b>		
<input type="checkbox"/>	6.75% 1st Lien	016090 AA 0 / US016090AA05
<b>Class 5 (Second Lien Notes Claims)</b>		
<input type="checkbox"/>	10.500% 2nd Lien (144A)	97381L AE 8 / US97381LAE83
<input type="checkbox"/>	10.500% 2nd Lien (Reg S)	U9701L AF 0 / USU9701LAF05
<input type="checkbox"/>	9.000% 2nd Lien (144A)	97381L AF 5 / US97381LAF58
<input type="checkbox"/>	9.000% 2nd Lien (Reg S)	U9701L AG 8 / USU9701LAG87
<b>Class 6A (Obligor General Unsecured Claims)</b>		
<input type="checkbox"/>	8.750 Senior Unsecured (144A)	97381L AD 0 / US97381LAD01
<input type="checkbox"/>	8.750 Senior Unsecured (Reg S)	U9701L AE 3 / USU9701LAE30
<input type="checkbox"/>	7.750% Senior Unsecured	97381W AN 4 / US97381WAN48
<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AM 6 / US97381WAM64
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AG 0 / USU9700PAG01

<input type="checkbox"/>	7.750% Senior Unsecured	97381W AT 1 / US97381WAT18
<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AR 5 / US97381WAR51
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AK 1 / USU9700PAK13
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AX 2 / US97381WAX20
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AU 8 / US97381WAU80
<input type="checkbox"/>	6.375% Senior Unsecured	97381W AZ 7 / US97381WAZ77
<input type="checkbox"/>	6.375% Senior Unsecured (144A)	97381L AA 6 / US97381LAA61
<input type="checkbox"/>	6.375% Senior Unsecured (Reg S)	U9701L AA 1 / USU9701LAA18

**Exhibit 2C**

**Form Beneficial Holder Ballot**

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

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

**BENEFICIAL HOLDER BALLOT FOR VOTING TO ACCEPT OR REJECT  
THE JOINT CHAPTER 11 PLAN OF REORGANIZATION OF WINDSTREAM  
HOLDINGS, INC. ET AL., PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**Please read and follow the enclosed instructions  
for completing Ballots carefully before completing this Ballot.**

**In order for your vote to be counted, your Beneficial Holder Ballot must be completed, executed, and returned so as to be actually received by the Notice and Claims Agent by June 8, 2020, at 4:00 p.m., prevailing Eastern Time (the “Voting Deadline”). If, however, you hold your Claims through a Nominee (as defined below) and received a return envelope addressed to your Nominee or your Nominee’s agent, you must follow the directions of your Nominee to cast your vote and allow sufficient time for your Nominee to receive your vote and transmit such vote on a Master Ballot, which Master Ballot must be returned to the Notice and Claims Agent by the Voting Deadline in order for your vote to be counted.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The United States Bankruptcy Court for the Southern District of New York (the “Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2020 (the “Disclosure Statement Order”). Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot for Beneficial Holders<sup>2</sup> (the “Beneficial Holder Ballot”) because you are a Beneficial Holder of a Note indicated on Exhibit A hereto as of May 7, 2020 (the “Voting Record Date”). Accordingly, you

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kcellc.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.

<sup>2</sup> A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to Court order or otherwise, as reflected in the records maintained by the Nominees holding through DTC.

Plan Class and CUSIP indicated on Exhibit A hereto

have a right to vote to accept or reject the Plan. You can cast your vote through this Beneficial Holder Ballot and return it to your broker, bank, or other nominee, or the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”), in accordance with the instructions provided by your Nominee, who will then submit a master ballot (the “Master Ballot”) on behalf of the Beneficial Holders of the Class of Claims indicated on **Exhibit A** hereto.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Beneficial Holder Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website with the Notice and Claims Agent at <http://www.kccllc.net/windstream>; (ii) writing to the Notice and Claims Agent at Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; (iii) calling the Notice and Claims Agent at (877) 759-8815 (toll free) or (424) 236-7262; or (v) submitting an inquiry at <http://www.kccllc.net/windstream>; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Beneficial Holder Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Beneficial Holder Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent **immediately** at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in the Class of Claims indicated on **Exhibit A** hereto, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

Unless otherwise instructed by your Nominee, in order for your vote to count, your Nominee must receive this Beneficial Holder Ballot in sufficient time for your Nominee to include your vote on a Master Ballot that must be received by the Notice and Claims Agent on or before the Voting Deadline, which is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**. Please allow sufficient time for your vote to be included on the Master Ballot completed by your Nominee. If a Master Ballot recording your vote is not received by the Voting Deadline, and if the Voting Deadline is not extended, your vote will not count.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Beneficial Holder of Claims in the Class indicated on **Exhibit A** hereto in the following aggregate unpaid principal amount (insert amount in box below, unless otherwise completed by your Nominee):

\$ _____
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**Item 2. Vote on Plan.**

The Holder of the Claim against the Debtors set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Plan	<input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Plan
---	---

**Item 3. Important information regarding the Debtor Release, Third Party Release, and Injunction Discharge.**

Plan Class and CUSIP indicated on **Exhibit A** hereto

**Article VIII.C of the Plan provides for a debtor release (the “Debtor Release”):**

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.D of the Plan provides for a third party release (the “Third Party Release”):**

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.E of the Plan provides for an exculpation (the “Exculpation”):**

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration

Plan Class and CUSIP indicated on **Exhibit A** hereto



pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

**Article VIII.F of the Plan provides for an injunction (the “Injunction”):**

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

\* \* \* \* \*

**PLEASE TAKE NOTICE THAT ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. PARTIES RECEIVING THIS BENEFICIAL HOLDER BALLOT MAY OPT-OUT OF THE THIRD-PARTY RELEASE PROVISIONS BY CHECKING THE BOX BELOW SPECIFICALLY PROVIDING FOR THE REJECTION OF THE THIRD PARTY RELEASE PROVISIONS.**

Opt-Out of the Third Party Release.

**NOTE: HOLDERS THAT ARE A PARTY TO THE PLAN SUPPORT AGREEMENT HAVE COVENANTED NOT TO, AND THUS SHOULD NOT, CHECK THE BOX ABOVE TO OPT-OUT OF GRANTING THE THIRD PARTY RELEASE.**

**Item 4. Other Beneficial Holder Ballots Submitted.** By returning this Beneficial Holder Ballot, the holder of the Claims identified in Item 1 certifies that (a) this Beneficial Holder Ballot is the only Beneficial Holder Ballot submitted for Claims identified in Item 1 owned by such holder, except as identified in the following table, and (b) all Beneficial Holder Ballots submitted by the holder in the same Class indicate the same vote to accept or reject the Plan that the holder has indicated in Item 3 of this Beneficial Holder Ballot (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER  
CLAIMS IN THE SAME CLASS ON OTHER BENEFICIAL HOLDER BALLOTS**

Plan Class and CUSIP indicated on **Exhibit A** hereto

Account Number	Name of Registered Holder or Nominee	Principal Amount of Other Claims Voted	CUSIP of Other Claims Voted
		\$	
		\$	

**Item 5. Certifications.**

By signing this Beneficial Holder Ballot, the undersigned certifies to the Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the Claims being voted on this Beneficial Holder Ballot; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Claims being voted on this Beneficial Holder Ballot;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity, if it votes in favor of the Plan, will be deemed to have consented to the Third Party Release;
- (d) that the Entity has cast the same vote with respect to all Claims in a single Class; and
- (e) that no other Beneficial Holder Ballots with respect to the amount of the Claims identified in Item 1 have been cast or, if any other Beneficial Holder Ballots have been cast with respect to such Claims, then any such earlier received Beneficial Holder Ballots are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**Please complete, sign, and date this Ballot and return it promptly in the envelope provided or otherwise in accordance with the instructions of your Nominee.**

**If the Notice and Claims Agent does not actually receive the Master Ballot reflecting the vote cast on this Beneficial Holder Ballot (or your pre-validated Beneficial Holder Ballot) on or before June 8, 2020, at 4:00 p.m., prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted by this Beneficial Holder Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.**

**INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER BALLOT<sup>1</sup>**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Beneficial Holder Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Beneficial Holder Ballot. **Please read the Plan and Disclosure Statement carefully before completing this Ballot.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. Unless otherwise instructed by your Nominee, to ensure that your vote is counted, you must submit your Beneficial Holder Ballot (or otherwise convey your vote) to your Nominee in sufficient time to allow your Nominee to process your vote and submit a Master Ballot so that the Master Ballot is actually received by the Notice and Claims Agent by the Voting Deadline. You may instruct your Nominee to vote on your behalf in the Master Ballot as follows: (a) complete the Beneficial Holder Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 3 of the Beneficial Holder Ballot; and (c) sign and return the Beneficial Holder Ballot to your Nominee in accordance with the instructions provided by your Nominee. The Voting Deadline for the receipt of Master Ballots by the Notice and Claims Agent is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**. Your completed Beneficial Holder Ballot must be received by your Nominee in sufficient time to permit your Nominee to deliver your votes to the Notice and Claims Agent on or before the Voting Deadline.
4. **The following Beneficial Holder Ballots will not be counted:**
  - (a) any Beneficial Holder Ballot that partially rejects and partially accepts the Plan;
  - (b) any Beneficial Holder Ballot that neither accepts nor rejects the Plan;
  - (c) Beneficial Holder Ballot sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent and only with respect to a pre-validated Beneficial Holder Ballot), any indenture trustee, or the Debtors’ financial or legal advisors;
  - (d) Beneficial Holder Ballot returned to a Nominee not in accordance with the Nominee’s instructions;
  - (e) any Beneficial Holder Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (f) any Beneficial Holder Ballot cast by an Entity that does not hold a Claim in the Class indicated on **Exhibit A** hereto;
  - (g) any Beneficial Holder Ballot submitted by a holder not entitled to vote pursuant to the Plan;
  - (h) any unsigned Beneficial Holder Ballot (except in accordance with the Nominee’s instructions);
  - (i) any non-original Beneficial Holder Ballot (except in accordance with the Nominee’s instructions); and/or
  - (j) any Beneficial Holder Ballot not marked to accept or reject the Plan or any Beneficial Holder Ballot marked both to accept and reject the Plan.
5. If your Beneficial Holder Ballot is not received by your Nominee in sufficient time to be included on a timely submitted Master Ballot, it will not be counted unless the Debtors determine otherwise. In all cases, Beneficial Holders should allow sufficient time to assure timely delivery of your Beneficial Holder Ballot to your Nominee. No Beneficial Holder Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the Notice and

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<sup>1</sup> If you hold your notes as a registered holder directly on the books and records of the indenture trustee and not through the DTC you must use this Beneficial Holder Ballot to vote your directly-registered claim. For the avoidance of doubt, DTC Participants must use a master ballot to submit the votes of their Beneficial Holder clients.

Claims Agent and only with respect to a pre-validated Beneficial Holder Ballot), the Debtors' financial or legal advisors, and if so sent will not be counted.

6. If you deliver multiple Beneficial Holder Ballots to the Nominee with respect to the same Claim prior to the Voting Deadline, the last received valid Beneficial Holder Ballot timely received will supersede and revoke any earlier received Beneficial Holder Ballots.
7. You must vote all of your Claims within the same Class either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Claims within the same, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Claims within the same Class for the purpose of counting votes.
8. This Beneficial Holder Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
9. **Please be sure to sign and date your Beneficial Holder Ballot.** If you are signing a Beneficial Holder Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder.
10. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you receive.
11. The Beneficial Holder Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Claims and Noticing Agent will accept delivery of any such certificates or instruments surrendered together with a ballot.

**Please return your Beneficial Holder Ballot promptly**

**If you have any questions regarding this Beneficial Holder Ballot, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**If the Notice and Claims Agent does not actually receive the Master Ballot reflecting the vote cast on this Beneficial Holder Ballot (or your pre-validated Beneficial Holder Ballot) on or before June 8, 2020, at 4:00 p.m., prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted by this Beneficial Holder Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.**

**Exhibit A**

Your Nominee may have checked a box below to indicate the Plan Class and CUSIP/ISIN to which this Beneficial Holder Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Beneficial Holder Ballot:

<b>Class 3 (First Lien Claims)</b>		
<input type="checkbox"/>	8.625% 1st Lien (144A)	97381L AB 4 / US97381LAB45
<input type="checkbox"/>	8.625% 1st Lien (Reg S)	U9701L AB 9 / USU9701LAB90
<b>Class 4 (Midwest Notes Claims)</b>		
<input type="checkbox"/>	6.75% 1st Lien	016090 AA 0 / US016090AA05
<b>Class 5 (Second Lien Notes Claims)</b>		
<input type="checkbox"/>	10.500% 2nd Lien (144A)	97381L AE 8 / US97381LAE83
<input type="checkbox"/>	10.500% 2nd Lien (Reg S)	U9701L AF 0 / USU9701LAF05
<input type="checkbox"/>	9.000% 2nd Lien (144A)	97381L AF 5 / US97381LAF58
<input type="checkbox"/>	9.000% 2nd Lien (Reg S)	U9701L AG 8 / USU9701LAG87
<b>Class 6A (Obligor General Unsecured Claims)</b>		
<input type="checkbox"/>	8.750 Senior Unsecured (144A)	97381L AD 0 / US97381LAD01
<input type="checkbox"/>	8.750 Senior Unsecured (Reg S)	U9701L AE 3 / USU9701LAE30
<input type="checkbox"/>	7.750% Senior Unsecured	97381W AN 4 / US97381WAN48
<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AM 6 / US97381WAM64
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AG 0 / USU9700PAG01

<input type="checkbox"/>	7.750% Senior Unsecured	97381W AT 1 / US97381WAT18
<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AR 5 / US97381WAR51
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AK 1 / USU9700PAK13
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AX 2 / US97381WAX20
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AU 8 / US97381WAU80
<input type="checkbox"/>	6.375% Senior Unsecured	97381W AZ 7 / US97381WAZ77
<input type="checkbox"/>	6.375% Senior Unsecured (144A)	97381L AA 6 / US97381LAA61
<input type="checkbox"/>	6.375% Senior Unsecured (Reg S)	U9701L AA 1 / USU9701LAA18

**Exhibit 3**

**Unimpaired Non-Voting Status Notice**



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

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

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF  
UNIMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim under the Plan, **you are not entitled to vote on the Plan**. Specifically, under the terms of the Plan, as a holder of a Claim of Interest, as applicable, (as currently asserted against the Debtors) that is not impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are **not** entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020 at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE** that Article VIII of the Plan contains certain release, injunction, and exculpation provisions, including the Third-Party Releases set forth below. You are advised to carefully review and consider the Plan, including the release, injunction, and exculpation provisions, as your rights may be affected.

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kcellc.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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

**Article VIII.D. of the Plan contains the following Third-Party Release:**<sup>3</sup>

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

\* \* \* \* \*

The Notice of Non-Voting Status may be returned by mail or by electronic, online transmission solely by clicking on the "E-Ballot" section of the Debtors' case information website (<http://www.kccllc.net/windstream>) and following the directions set forth on the website regarding submitting your Notice of Non-Voting Status as described more below. Please choose only one method of return on your Notice of Non-Voting Status.

**HOW TO OPT OUT OF THE RELEASES ONLINE.**

1. Please visit <http://www.kccllc.net/windstream>.
2. Click on the "E-Ballot" section of the Debtors' website.
3. Follow the directions to submit your Notice of Non-Voting Status and Opt-Out Form. If you choose to submit your Notice of Non-Voting Status and Opt-Out Form via the Solicitation Agent's E-Ballot system, you should not return a hard copy of your Notice of Non-Voting Status and Opt-Out Form.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8, 2020 at 4:00 p.m., prevailing Eastern Time.

**IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE AND SUBMIT YOUR CUSTOMIZED NOTICE OF NON-VOTING STATUS AND OPT-OUT FORM:**

<sup>3</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Uniti Parties; (d) the indenture trustees and administrative agents under the Debtors' prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

UNIQUE E-BALLOT ID# \_\_\_\_\_

“E-BALLOTING” IS THE SOLE MANNER IN WHICH NOTICE OF NON-VOTING STATUS MAY BE DELIVERED VIA ELECTRONIC TRANSMISSION.

NOTICES OF NON-VOTING STATUS AND OPT-OUT FORM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE COUNTED.

**HOW TO OPT OUT OF THE RELEASES BY MAIL.**

1. If you wish to make an election to opt out of the release provisions contained in Article VIII.D of the Plan set forth above check the box in Item 1.
2. Review the certifications contained in Item 2.
3. Sign and date this notice of non-voting status and fill out the other required information in the applicable area below.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8, 2020. You may use the postage-paid envelope provided or send your notice of non-voting status to the following address:

Windstream Ballot Processing  
Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300,  
El Segundo, California 90245

**Item 1. Release**

**PLEASE TAKE NOTICE** that you may check the box below to opt out of the release provisions contained in Article VIII.D of the Plan and set forth above.

**IF YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIII.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.**

**Opt Out of the Third Party Release.**

**Item 2. Certifications.**

By returning this Notice of Non-Voting Status and Opt-Out Form, the holder of the Unimpaired Claim(s) or Interest(s) identified below certifies that (a) it was the holder of Unimpaired Claim(s) or Interest(s) as of the Record Date and/or it has full power and authority to opt out of the Third-Party Release for the Unimpaired Claim(s) or Interest(s) identified below with respect to such Unimpaired Claim(s) or Interest(s) and (b) it understands the scope of the releases.

YOUR RECEIPT OF THIS NOTICE OF NON-VOTING STATUS DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	
Telephone Number:	
Email:	
Date Completed:	

**Exhibit 4**

**Impaired Non-Voting Status Notice**

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

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

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**NOTICE OF NON-VOTING STATUS TO HOLDERS OF  
IMPAIRED CLAIMS AND EQUITY INTERESTS DEEMED TO REJECT THE PLAN**

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**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim or Interest under the Plan, **you are not entitled to vote on the Plan.** Specifically, under the terms of the Plan, as a holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE** that Article VIII of the Plan contains certain release, injunction, and exculpation provisions, including the Third-Party Releases set forth below. You are advised to carefully review and consider the Plan, including the release, injunction, and exculpation provisions, as your rights may be affected.

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

**Article VIII.D. of the Plan contains the following Third-Party Release:**<sup>3</sup>

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

\* \* \* \* \*

The Notice of Non-Voting Status may be returned by mail or by electronic, online transmission solely by clicking on the "E-Ballot" section of the Debtors' case information website (<http://www.kccllc.net/windstream>) and following the directions set forth on the website regarding submitting your Notice of Non-Voting Status as described more below. Please choose only one method of return on your Notice of Non-Voting Status.

**HOW TO OPT OUT OF THE RELEASES ONLINE.**

1. Please visit <http://www.kccllc.net/windstream>.
2. Click on the "E-Ballot" section of the Debtors' website.
3. Follow the directions to submit your Notice of Non-Voting Status and Opt-Out Form. If you choose to submit your Notice of Non-Voting Status and Opt-Out Form via the Solicitation Agent's E-Ballot system, you should not return a hard copy of your Notice of Non-Voting Status and Opt-Out Form.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8, 2020 at 4:00 p.m., prevailing Eastern Time.

<sup>3</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Uniti Parties; (d) the indenture trustees and administrative agents under the Debtors' prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

**IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE AND SUBMIT YOUR CUSTOMIZED NOTICE OF NON-VOTING STATUS AND OPT-OUT FORM:**

**UNIQUE E-BALLOT ID#** \_\_\_\_\_

“E-BALLOTING” IS THE SOLE MANNER IN WHICH NOTICE OF NON-VOTING STATUS MAY BE DELIVERED VIA ELECTRONIC TRANSMISSION.

NOTICES OF NON-VOTING STATUS AND OPT-OUT FORM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE COUNTED.

**HOW TO OPT OUT OF THE RELEASES BY MAIL.**

1. If you wish to make an election to opt out of the release provisions contained in Article VIII.D of the Plan set forth above check the box in Item 1.
2. Review the certifications contained in Item 2.
3. Sign and date this notice of non-voting status and fill out the other required information in the applicable area below.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8, 2020 at 4:00 p.m., prevailing Eastern Time. You may use the postage-paid envelope provided or send your notice of non-voting status to the following address:

Windstream Ballot Processing  
Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300,  
El Segundo, California 90245

**Item 1. Release**

**PLEASE TAKE NOTICE** that you may check the box below to opt out of the release provisions contained in Article VIII.D of the Plan and set forth above.

**IF YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIII.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.**

**Opt Out of the Third Party Release.**

**Item 2. Certifications.**

By returning this Notice of Non-Voting Status and Opt-Out Form, the holder of the Unimpaired Claim(s) or Interest(s) identified below certifies that (a) it was the holder of Unimpaired Claim(s) or Interest(s) as of the Record Date and/or



it has full power and authority to opt out of the Third-Party Release for the Unimpaired Claim(s) or Interest(s) identified below with respect to such Unimpaired Claim(s) or Interest(s) and (b) it understands the scope of the releases.

YOUR RECEIPT OF THIS NOTICE OF NON-VOTING STATUS DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**Exhibit 5**

**Beneficial Holder Opt-Out Form**

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

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

**BENEFICIAL HOLDER OPT-OUT FORM FOR  
HOLDERS OF EQUITY INTERESTS DEEMED TO REJECT THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim or Interest under the Plan, **you are not entitled to vote on the Plan.** Specifically, under the terms of the Plan, as a holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE** that Article VIII of the Plan contains certain release, injunction, and exculpation provisions, including the Third-Party Releases set forth below. You are advised to carefully review and consider the Plan, including the release, injunction, and exculpation provisions, as your rights may be affected. Subject to the limitations set forth herein, you may elect to opt-out of the Third Party Lease set forth in Article VIII of the Plan. The Debtors are providing you the opt-out form (the “Opt-Out Form”) below to allow you to exercise such

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kcellc.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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

rights. The Opt-Out Form may not be used for any purpose other than for electing to Opt-Out of the Third-Party Release.

If you believe you have received this notice and Opt-Out Form in error, or if you believe that you have received the wrong notice, please immediately call the Solicitation Agent at the telephone number set forth above. If you have any questions about the status of your Claims or Interests, you should contact the Solicitation Agent in accordance with the instructions provided above.

As described further below, in order to Opt-Out of the Third-Party Release, you must complete, sign and return this Opt-Out Form to your broker, commercial bank, transfer agent, trust company, dealer, or other intermediary or nominee, or their mailing agent (each a "Nominee") in sufficient time to allow your Nominee to process your instructions on a Master Opt-Out Form and return to the Solicitation Agent so that is actually received by the Solicitation Agent on or prior to **June 8, 2020 at 4:00 p.m. (Eastern Time)**. Please see the Confirmation Hearing Notice included with this mailing for important information regarding the Confirmation Hearing and the Plan Objection Deadline.

*[Remainder of page intentionally left blank.]*

**BENEFICIAL HOLDER OF INTERESTS IN CLASS 9 NON-VOTING OPT-OUT FORM**

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THIS OPT-OUT FORM IMPACTS YOUR LEGAL RIGHTS. PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS OPT-OUT FORM CAREFULLY **BEFORE** COMPLETING THIS OPT-OUT FORM.

**IF YOU DO NOT OPT-OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIII.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.**

**THIS OPT-OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT-OUT FORM AND RETURN TO THE SOLICITATION AGENT SO THAT IS ACTUALLY RECEIVED ON OR PRIOR TO JUNE 8, 2020 AT 4:00 P.M. EASTERN TIME (THE “VOTING DEADLINE”).**

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**Item 1. Optional Third-Party Release Election.** Item 1 is to be completed **only** if you are **opting out** of the Third-Party Release contained in Article VIII of the Plan.

<input type="checkbox"/> <b>OPT-OUT OF THE THIRD-PARTY RELEASE.</b>
---

**IMPORTANT INFORMATION REGARDING THE THIRD-PARTY RELEASE:**

<p><b>IF YOU DO NOT OPT-OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIII.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIII.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIII.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.</b></p>
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**Article VIII.D. of the Plan contains the following Third-Party Release:**<sup>3</sup>

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

\* \* \* \* \*

**Item 1. Certifications.**

By returning this Opt-Out Form, the holder of the Impaired Claim(s) or Interest(s) identified below certifies that (a) it was the holder of Impaired Claim(s) or Interest(s) as of the Record Date and/or it has full power and authority to Opt-Out of the Third-Party Release for the Impaired Claim(s) or Interest(s) identified below with respect to such Impaired Claim(s) or Interest(s) and (b) it understands the scope of the releases.

YOUR RECEIPT OF THIS NOTICE OF NON-VOTING STATUS DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

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<sup>3</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Unifi Parties; (d) the indenture trustees and administrative agents under the Debtors' prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____
	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**IF ELECTING TO OPT-OUT OF THE THIRD-PARTY RELEASE, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-OUT FORM AND RETURN IT TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT-OUT FORM AND RETURN TO THE SOLICITATION AGENT SO THAT IS ACTUALLY RECEIVED ON OR PRIOR TO THE VOTING DEADLINE.**

**INSTRUCTIONS FOR COMPLETING THIS OPT-OUT FORM**

1. Capitalized terms used in the Opt-Out Form or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable, copies of which also accompany the Opt-Out Form.
2. To ensure that your election is counted, you *must* complete and submit this Opt-Out Form or your election to your Nominee by mail, electronic, or other means agreed with your Nominee.
3. You will be deemed to consent to the Third-Party Release set forth in **Article VIII of the Plan** unless you clearly indicate your decision to Opt-Out of the Third-Party Release by checking the box provided in Item 1 of the Opt-Out Form. The Opt-Out Form must then be (a) executed and completed in accordance with these instructions and (b) an Opt-Out Form containing your election must be returned by your Nominee to the Solicitation Agent such that it is **actually received** by the Solicitation Agent on or prior to the Voting Deadline.
4. If an Opt-Out Form is received after the Voting Deadline, it will not be effective. Additionally, the following **Opt-Out Form will NOT be effective**:
  - any Opt-Out Form sent to the Debtors, any indenture trustee, or the Debtors' financial or legal advisors;
  - any Opt-Out Form that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
  - any unsigned Opt-Out Form;
  - any Opt-Out Form that purports to alter the terms of the Third-Party Release;
  - any Opt-Out Form submitted by an entity that does not hold a Claim or Interest in a Class that is entitled to Opt-Out of the Third-Party Release; and
  - any Opt-Out Form submitted by any entity otherwise not entitled to Opt-Out of the Third-Party Release pursuant to the Solicitation Procedures.
5. The method of delivery of this Opt-Out Form to your Nominee is at the election and risk of each Holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation Agent **actually receives** an Opt-Out Form from your Nominee. For Opt-Out Forms submitted by hand, instead of effecting delivery by first-class mail, it is recommended, though not required, that Holders of Claims or Interests use an overnight or hand delivery service. In all cases, Holders of Claims or Interests, or their Nominees, should allow sufficient time to assure timely delivery. The Opt-Out Form is not a letter of transmittal and may not be used for any purpose other than, subject to the limitations set forth in the Opt-Out Form, to Opt-Out of the Third-Party Release. Accordingly, at this time, Holders of Claims or Interests should not surrender certificates or instruments representing or evidencing their Claims or Interests, and neither the Debtors nor the Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with an Opt-Out Form.
6. This Opt-Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim or (b) an assertion or admission of a Claim or Interest.
7. **Please be sure to sign and date your Opt-Out Form.** If you are signing an Opt-Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is



different from that set forth on the attached mailing label or if no such mailing label is attached to the Opt-Out Form.

8. If you hold Claims or Interests in more than one Class under the Plan you may receive more than one Opt-Out Form or Ballot with respect to the Plan for each different Class. Each Opt-Out Form or Ballot governs only your Claims or Interests indicated on that Opt-Out Form or Ballot, so please complete and return each Opt-Out Form or Ballot you received.
9. After the Voting Deadline, no Opt-Out Form may be withdrawn or modified without the prior written consent of the Debtors.

**Please return your Opt-Out Form promptly**

**If you have any questions regarding this Opt-Out Form, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at: (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**If the Notice and Claims Agent does not actually receive this Opt-Out Form on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute dis**

**Exhibit 6**

**Master Opt-Out Form**

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

In re:	)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>4</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

**MASTER OPT-OUT FORM**

**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>5</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this Master Opt-Out Form because the DTC’s records indicate that you are a bank, broker, or other financial institution (each, a “Nominee”) for an holder in interest of the Debtors. Nominees or their agents should use this Master Opt-Out Form to convey decisions to opt-out of the third-party release contained in Article VIII of the Plan (the “Third-Party Release”).

If you have any questions regarding this Master Opt-Out Form, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at: (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).

This Master Opt-Out Form may not be used for any purpose other than conveying the decision regarding the opt-out election of the Third-Party Release on behalf of your Beneficial Holder clients. If you believe that you have received this Master Opt-Out Form in error please contact the Solicitation Agent **immediately** at the email address or telephone number set forth above.

Nothing contained herein or in the enclosed documents shall render you or any other entity an agent of the Debtors or the Solicitation Agent or authorize you or any other entity to use any document or make any statements on behalf of any of the Debtors with respect to the Plan, except for the statements contained in the documents enclosed herewith.

<sup>4</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>5</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

You are required to distribute the opt-out form contained herein (the "Opt-Out Form") accompanied by pre-addressed, postage-paid return envelopes, or by any other means consented to by your Beneficial Holder clients (e.g., e-mail), to your Beneficial Holder clients immediately to enable each such Beneficial Holder to indicate their decision to opt-out of the Third-Party Releases in a timely fashion. Any election delivered to you by a Beneficial Holder shall not be counted as an effective election until you complete, sign, and return this Master Form to the Solicitation Agent, so that it is **actually received** by **June 8, 2020 at 4:00 p.m. prevailing Eastern Time** (the "Voting Deadline").

Master Forms should not be sent to the Debtors or their attorneys.

PLEASE COMPLETE ITEMS 1 THROUGH 4. IF THIS MASTER OPT-OUT FORM IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS MASTER OPT-OUT FORM WILL NOT BE VALID OR COUNTED AS HAVING BEEN SUBMITTED.

**Item 1. Certification.** The undersigned certifies that as of the Record Date, the undersigned (please check appropriate box):

- Is a Nominee for the Beneficial Holders in the principal number of interests listed in Item 2 below, or
- Is acting under a power of attorney or agency (a copy of which will be provided upon request) granted by a Nominee for the Beneficial Holders in the principal number of interests listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a Nominee for the Beneficial Holders (or the Beneficial Holders itself/themselves) in the principal number of interests listed in Item 2 below,

and accordingly, has full power and authority to convey decisions to opt out of the Third-Party Release, on behalf of the Beneficial Holders described in Item 2.

**Item 2. Third-Party Release Opt-Out Election.** The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the Beneficial Holders, as identified by their respective account numbers, that made a decision to opt out of the Third-Party Release via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary means of conveying such information.

Indicate in the appropriate column below the Beneficial Holder/Account Number of each Beneficial Holder that completed and returned the Opt-Out Form and the aggregate number of interests held by such Beneficial Holder/Account Number electing to opt out of the Third-Party Release or attach such information to this Master Form in the form of the following table.

*[Remainder of page intentionally left blank.]*

(Please complete the information requested below. Attach additional sheets if necessary.)

Beneficial Holder/Account Number	Amount of Interests Electing to Opt Out of Third-Party Release
1.	
2.	
3.	
4.	
5.	
<b>TOTAL</b>	

**Article VIII.D. of the Plan contains the following Third-Party Release:**<sup>6</sup>

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Item 4. Additional Certifications.** By signing this Master Opt-Out Form, the undersigned certifies to the Court and the Debtors:

- (a) that the undersigned has received from each Beneficial Holder listed in Item 2 of this Master Form (i) a completed and signed Opt-Out Form or (ii) an e-mail, recorded telephone call, internet transmission, facsimile, voting instruction form, or other customary means of communication conveying a decision to opt-out of the releases;

---

<sup>6</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Unifi Parties; (d) the indenture trustees and administrative agents under the Debtors’ prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

- (b) that the undersigned is the Nominee (or agent of the Nominee) of the interests being instructed; and
- (c) that the undersigned has properly disclosed for each Beneficial Holder who submitted Opt-Out Forms or opt-out decisions via other customary means: (A) the respective number of interests owned by each Beneficial Holder and (B) the customer account or other identification number for each such Beneficial Holder.

Institution: (Print or Type)	_____
DTC Participant Number:	_____
Signature:	_____
Name of Signatory:	_____
Title:	_____
Address:	_____ _____
Email:	_____
Date Completed:	_____

**Please complete, sign, and date this Master Opt-Out Form and return it promptly to:**

**Windstream Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, California 90245**

**(877) 759-8815 (toll free) or (424) 236-7262  
WindstreamInfo@kcellc.com**

**If the Notice and Claims Agent does not actually receive this Opt-Out Form on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevaling Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**

**If you have any questions regarding this Opt-Out Form, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at: (877) 759-8815 (toll free) or (424) 236-7262 or email WindstreamInfo@kcellc.com.**

**INSTRUCTIONS FOR COMPLETING THIS MASTER FORM**

1. Pursuant to the Disclosure Statement Order, the Debtors are soliciting elections holders with respect the Third-Party Release set forth in the Plan. Capitalized terms used in the Master Opt-Out Form or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Disclosure Statement, Disclosure Statement Order, or Plan, as applicable. Important information regarding the Third-Party Release provided for in the Plan is included in Item 3 of the Master Form.
2. **Distribution of the Opt-Out Forms.**
  - (a) You should immediately distribute the Opt-Out Forms accompanied by a pre-addressed, postage-paid return envelope to all Beneficial Holders of interests as of the Record Date and take any action required to enable each such Beneficial Holders to make an opt-out election timely. You must include a pre-addressed, postage-paid return envelope or must certify that your Beneficial Holder clients that did not receive return envelopes were provided with electronic or other means (consented to by such Beneficial Holder clients) of returning their Opt-Out Form in a timely manner.
  - (b) Any election delivered to you by a Beneficial Holder shall not be counted until you complete, sign, and return this Master Form to the Solicitation Agent, so that it is actually received by the Voting Deadline.
3. **Soliciting, Receiving, and Compiling Elections.** You should solicit elections from your Beneficial Holder clients via the (a) delivery of duly completed Opt-Out Forms or (b) conveyance of their decision to opt out of the releases via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary and approved means of conveying such information.
4. With regard to any Opt-Out Forms returned to you by a Beneficial Holder, you must: (a) compile and validate the elections and other relevant information of each such Beneficial Holder on the Master Opt-Out Form using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Opt-Out Form; and (c) transmit the Master Opt-Out Form to the Solicitation Agent.
5. Multiple Master Opt-Out Forms may be completed and delivered to the Solicitation Agent. Elections reflected by multiple Master Opt-Out Forms will be deemed valid. If two or more Master Opt-Out Forms are submitted, please mark the subsequent Master Opt-Out Form(s) with the words “Additional Election” or such other language as you customarily use to indicate an additional election that is not meant to revoke an earlier election.
6. The attached Master Opt-Out Form is not a letter of transmittal and may not be used for any purpose other than to transmit elections to opt out of the Third-Party Release.
7. This Master Opt-Out Form does not constitute and shall not be deemed a proof of claim or interest or an assertion of a Claim or Interest.
8. The Master Opt-Out Form must be returned to the Solicitation Agent so as to be **actually received** by the Solicitation Agent on or before the Voting Deadline. The Voting Deadline is **June 8, 2020, at 4:00 p.m. (Eastern Time)**.
9. Please be sure to sign and date your Master Opt-Out Form. You should indicate that you are signing a Master Opt-Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Solicitation Agent, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.

10. If a Master Opt-Out Form is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the Debtors. Additionally, the following Master Opt-Out Forms will not be counted:
- any Master Opt-Out Form that is illegible or contains insufficient information to permit the identification of the Nominee;
  - any Master Opt-Out Form sent to any party other than the Solicitation Agent (e.g., the Debtors or the Court);
  - any unsigned Master Opt-Out Form; or
  - any Master Opt-Out Form submitted on a form other than one sent by the Solicitation Agent.
11. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtor will reimburse you for customary mailing and handling expenses incurred by you in forwarding the Opt-Out Forms to your client(s).

**Please return this Master Opt-Out Form promptly**

**If you have any questions regarding this Master Opt-Out Form, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at: (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**If the Notice and Claims Agent does not actually receive this Master Opt-Out Form on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**



**Exhibit 7**

**Notice to Disputed Claim Holders**

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

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

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS**

**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package, except ballots, may be obtained at no charge from Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”) by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because you are the holder of a Claim that is subject to a pending objection by the Debtors. **You are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before a date that is three business days before the Voting Deadline** (each, a “Resolution Event”):

1. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

2. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the holder of such Claim and the Debtors temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
4. the pending objection to such Claim is voluntarily withdrawn by the objecting party.

**PLEASE TAKE FURTHER NOTICE THAT** if a Resolution Event occurs, then no later than two (2) business days thereafter, the Notice and Claims Agent shall distribute a ballot, and a pre-addressed, postage pre-paid envelope to you, which must be returned to the Notice and Claims Agent no later than the Voting Deadline, which is on **June 8, 2020, at 4:00 p.m., prevailing Eastern Time.**

**PLEASE TAKE FURTHER NOTICE THAT** if you have any questions about the status of any of your Claims, you should contact the Notice and Claims Agent in accordance with the instructions provided above.

**Exhibit 8**

**Cover Letter**

**Windstream Holdings, Inc.  
4001 North Rodney Parham Road  
Little Rock, Arkansas 72212**

**May 11, 2020**

**Via First Class Mail**

*RE: In re Windstream Holdings, Inc., et al.*, Chapter 11 Case No. 19-22312 (RDD) (Bankr. S.D.N.Y.)

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

Windstream Holdings, Inc. and the other above-captioned debtors and debtors in possession (collectively, the “Debtors”):<sup>1</sup> each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”) on February 25, 2020.

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al.*, Pursuant to Chapter 11 of the Bankruptcy Code (as modified, amended, or supplemented from time to time, the “Plan”). On [●], 2020 the Court entered an order (the “Disclosure Statement Order”), (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al.*, Pursuant to Chapter 11 of the Bankruptcy Code (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Package”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan, and for filing objections to the Plan.

**You are receiving this letter because you are entitled to vote on the Plan. Therefore, you should read this letter carefully and discuss it with your attorney. If you do not have an attorney, you may wish to consult one.**

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kcellc.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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

- a. a copy of the Solicitation and Voting Procedures;
- b. a Ballot, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope;
- c. this letter;
- d. the Disclosure Statement, as approved by the Court (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (excluding the exhibits thereto except the Solicitation and Voting Procedures);
- f. the notice of the hearing to consider confirmation of the Plan; and
- g. such other materials as the Court may direct.

The Debtors have approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates, holders of Claims and Interests, and all other parties in interest. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) on account of Claims asserted in these chapter 11 cases.

**The Debtors strongly urge you to properly and timely submit your Ballot casting a vote to accept the Plan in accordance with the instructions in your Ballot. Voting Deadline is June 8, 2020, at 4:00 P.M., prevailing Eastern Time.**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Kurtzman Carson Consultants LLC the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Sincerely,

\_\_\_\_\_  
Windstream Holdings, Inc. on its own behalf and  
for each of the other Debtors

**Exhibit 9**

**Confirmation Hearing Notice**

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

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

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**NOTICE OF HEARING TO CONSIDER  
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE  
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

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**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**Please be advised: The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court, by Agenda Filed with the Court, and/or by a Notice of Adjournment Filed with the Court and served on all parties entitled to notice.**

**CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date is **May 7, 2020** (the “Voting Record Date”), which is the date for determining which holders of Claims in Classes 3, 4, 5, and 6A are entitled to vote on the Plan.

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kcellc.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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.



**Voting Deadline.** The deadline for voting on the Plan is on **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “**Voting Deadline**”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it (or the Master Ballot submitted on your behalf, as applicable) is **actually received** by the Debtors’ Notice and Claims Agent, Kurtzman Carson Consultants LLC (the “**Notice and Claims Agent**”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

**CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

**Article VIII of the Plan contains Release, Exculpation, and Injunction provisions, and Article VIII.D contains a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.**

**Plan Objection Deadline.** The deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “**Plan Objection Deadline**”). All objections to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:

Debtors	Counsel to the Debtors
Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze
United States Trustee	Counsel to the Creditors’ Committee
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**ADDITIONAL INFORMATION**

**Obtaining Solicitation Materials.** The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a flash drive or CD-ROM), please feel free to contact the Debtors’ Notice and Claims Agent, by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway,

Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

**Filing the Plan Supplement.** The Debtors will file the Plan Supplement (as defined in the Plan) on or before **June 11, 2020** and will serve notice on all holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

**Binding Nature of the Plan:**

**If confirmed, the Plan shall bind all holders of Claims and Interests to the maximum extent permitted by applicable law, whether or not such holder will receive or retain any property or interest in property under the Plan, has filed a Proof of Claim in these chapter 11 cases, or failed to vote to accept or reject the Plan or voted to reject the Plan.**

Dated: \_\_\_\_\_, 2020  
New York, New York

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Stephen E. Hessler, P.C.  
Marc Kieselstein, P.C.  
**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. (admitted *pro hac vice*)  
Brad Weiland (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

*Counsel to the Debtors and Debtors in Possession*

**Exhibit 10**

**Plan Supplement Notice**

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

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

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**NOTICE OF FILING OF PLAN SUPPLEMENT**

**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** as contemplated by the Plan and the Disclosure Statement Order approving the Disclosure Statement, the Debtors filed the Plan Supplement with the Court on June 11, 2020 [Docket No. [●]]. The Plan Supplement will include the following materials in connection with confirmation (each as defined in the Plan): (a) the Rejected Executory Contracts and Unexpired Leases Schedule; (b) the identity and affiliations of the Reorganized Debtors’ directors and officers to the extent known at the time of filing; (c) the Management Incentive Plan; (d) the Assumed Executory Contract/Unexpired Lease Schedule; and (e) the form of Exit Facility Documents (if any) or any term sheet in connection therewith.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:

Debtors	Counsel to the Debtors
Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze
United States Trustee	Counsel to the Creditors' Committee
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the "**Notice and Claims Agent**"), by: (a) calling the Debtors' restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors' restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>

Dated: \_\_\_\_\_, 2020  
New York, New York

---

Stephen E. Hessler, P.C.  
Marc Kieselstein, P.C.  
**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. (admitted *pro hac vice*)  
Brad Weiland (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
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Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

*Counsel to the Debtors and Debtors in Possession*

**Exhibit 11**

**Notice of Assumption of Executory Contracts and Unexpired Leases**



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

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

**NOTICE OF (A) EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS  
PURSUANT TO THE PLAN, (B) CURE AMOUNTS, IF ANY,  
AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the Debtors filed the *Assumed Executory Contract and Unexpired Lease List* (the “Assumption Schedule”) with the Court as part of the Plan Supplement on May 27, 2020, as contemplated under the Plan. The determination to assume the agreements identified on the Assumption Schedule was made as of [●], 2020, and is subject to revision.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because the Debtors’ records reflect that you are a party to a contract that is listed on the Assumption Schedule. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Assumption Schedule.

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<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ claims and noticing agent at <http://www.kccellc.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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

**PLEASE TAKE FURTHER NOTICE** that the Debtors are proposing to assume the Executory Contract(s) and Unexpired Lease(s) listed on **Exhibit A**, attached hereto, to which you are a party.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** section 365(b)(1) of the Bankruptcy Code requires a chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults under executory contracts and unexpired leases at the time of assumption. Accordingly, the Debtors have conducted a thorough review of their books and records and have determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed in **Exhibit A**.

**PLEASE TAKE FURTHER NOTICE THAT** absent any pending dispute, the monetary amounts required to cure any existing defaults arising under the Executory Contract(s) and Unexpired Lease(s) identified above will be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by the Debtors in Cash on the Effective Date. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. Any objection by a contract or lease counterparty to a proposed assumption or related Cure Cost must be filed, served, and actually received by the Debtors within fourteen days of receiving the appropriate cure notice (or such other later date as may be provided in the applicable assumption notice). Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure Cost will be deemed to have assented to such assumption or Cure Cost. Any objection to a proposed assumption or cure amount will be scheduled by the Debtors or the counterparty; provided, however, the Debtors, or any assignee, in consultation with the Requisite First Lien Creditors, as applicable, may settle any dispute regarding a proposed assumption or cure amount without further notice to or action, order, or approval of the Court. If an objection to the proposed assumption or related cure amount is ultimately sustained by the Court, the Debtors may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming it. The Debtors, in consultation with the Requisite First Lien Creditors, may settle any dispute regarding the amount of any Cure Cost without any further notice to any party or any action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the "Plan Objection Deadline"). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:

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<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor's schedule of assets and liabilities, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Reorganized Debtor(s) has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

Debtors	Counsel to the Debtors
Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwastieniet, P.C. Brad Weiland John R. Luze
United States Trustee	Counsel to the Creditors' Committee
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the proposed cure amounts is **June 10, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Cure Objection Deadline”). Any objection to the proposed cure amounts **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the proposed cure amounts and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 10, 2020, at 4:00 p.m., prevailing Eastern Time**:

**PLEASE TAKE FURTHER NOTICE THAT** any objections to the Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT** any objections to the Plan in connection with the related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at hearing proposed soon thereafter (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such assumption and cure amount.**

**PLEASE TAKE FURTHER NOTICE THAT** assumption of any Executory Contract or Unexpired Lease pursuant to the Plan or otherwise shall result in the full release and satisfaction of any Claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any assumed Executory Contract or Unexpired Lease at any time before the date the Debtors or Reorganized Debtors assume such Executory Contract or Unexpired Lease. Any Proofs of Claim Filed with respect to an Executory Contract or Unexpired Lease that has been assumed shall be deemed disallowed and expunged, without further notice to or action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the "Notice and Claims Agent"), by: (a) calling the Debtors' restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors' restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

**Article VIII of the Plan contains Release, Exculpation, and Injunction Provisions, and Article VIII.D contains a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.**

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact the Voting and Claims Agent.**

*[Remainder of page intentionally left blank.]*

Dated: \_\_\_\_\_, 2020  
New York, New York

---

Stephen E. Hessler, P.C.  
Marc Kieselstein, P.C.  
**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. (admitted *pro hac vice*)  
Brad Weiland (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

<b>Debtor Obligor</b>	<b>Counterparty Name</b>	<b>Description of Contract</b>	<b>Amount Required to Cure Default Thereunder, If Any</b>

**Exhibit 12**

**Notice of Rejection of Executory Contracts and Unexpired Leases**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**NOTICE REGARDING EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN**

**PLEASE TAKE NOTICE THAT** on [●], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the Debtors filed the *Rejected Executory Contract and Unexpired Lease List* (the “Rejection Schedule”) with the Court as part of the Plan Supplement on May 27, 2020, as contemplated under the Plan. The determination to reject the agreements identified on the Rejection Schedule was made as of [●], 2020 and is subject to revision.

**PLEASE TAKE FURTHER NOTICE THAT you are receiving this Notice because the Debtors’ records reflect that you are a party to an Executory Contract or Unexpired Lease that will be rejected pursuant to the Plan. Therefore, you are advised to review carefully the information contained in this Notice and the related provisions of the Plan.<sup>3</sup>**

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Reorganized Debtor has any liability thereunder. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.



**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Court within **30 days** after the date of service of the order of the Court (including the Confirmation Order) approving such rejection. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not filed within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the Debtors or Reorganized Debtors, their Estates, or their property without the need for any objection by Reorganized Debtors or further notice to, or action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:

**PLEASE TAKE FURTHER NOTICE THAT** any objections to Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related rejection damages proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

Debtors	Counsel to the Debtors
Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze
United States Trustee	Counsel to the Creditors’ Committee
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot

Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

**Article VIII of the Plan contains Release, Exculpation, and Injunction Provisions, and Article VIII.D contains a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.**

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact the Notice and Claims Agent.**

Dated: \_\_\_\_\_, 2020  
New York, New York

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Stephen E. Hessler, P.C.  
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- and -

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*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

<b>Debtor Obligor</b>	<b>Counterparty Name</b>	<b>Description of Contract</b>

**Exhibit B**

**Redline**

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

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

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**ORDER APPROVING (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**

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Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) approving: (a) the Adequacy of Information in the Disclosure Statement, (b) Solicitation and Notice Procedures, (c) Forms of Ballots and Notices in Connection therewith, and (d) certain dates with respect thereto, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated ~~February~~January 31, 2012; ~~and, as a core proceeding pursuant to 28 U.S.C. § 157(b)~~ that this Court may ~~enter~~decide by a final order consistent with Article III of the United States Constitution; and this Court having found that venue ~~of this proceeding and the Motion~~ in this

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion or the Solicitation and Voting Procedures.

district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that ~~this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that~~ the Debtors' notice of the Motion's and request for relief and the opportunity for a hearing ~~on the Motion~~thereon were appropriate under the circumstances and no other notice thereof need be provided; and ~~this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing, if any, before this Court (the "Hearing"); and upon the record of the hearing held by the Court on May 7, 2020 and all of the proceedings herein; and, after due deliberation,~~ this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just good and sufficient cause for the relief granted herein; ~~and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing,~~ therefore, it is HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.

**I. Approval of the Disclosure Statement.**

2. The Disclosure Statement is hereby approved as providing holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims, holders of Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

**II. Approval of the Materials and Timeline for Soliciting Votes.**

**A. Approval of Key Dates and Deadlines with Respect to the Plan and Disclosure Statement.**

4. The following dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept, and voting on, the Plan (all times prevailing Eastern Time):

Event	Date
Voting Record Date	May 7, 2020
Solicitation Deadline	May 11, 2020, <u>or as soon as practicable thereafter</u>
Publication Deadline	May 14, 2020
<u>Deadline to File Plan Supplement</u>	<u>May 27, 2020</u>
Plan Objection Deadline	June 8, 2020, at 4:00 p.m.
Voting Deadline	June 8, 2020, at 4:00 p.m.
Deadline to File Voting Report	On or before June 11, 2020
Deadline to File the Confirmation Brief and Plan Reply	June 11, 2020, at 4:00 p.m.
Confirmation Hearing Date	June 15, 2020, at 10:00 a.m.

**B. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan.**

5. In addition to the Disclosure Statement (and exhibits thereto, including the Plan), this order (without exhibits except the Solicitation and Voting Procedures), the Solicitation Packages to be transmitted on or before the Solicitation Deadline to those holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. an appropriate form of Ballot attached hereto as **Exhibits 2A, 2B, and 2C**, respectively;<sup>3</sup>

<sup>3</sup> The Debtors will make every reasonable effort to ensure that any holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class, receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.



- b. the Cover Letter attached hereto as **Exhibit 68**; and
- c. the Confirmation Hearing Notice attached hereto as **Exhibit 79**.

6. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code, and the Local Rules.

7. The Debtors shall distribute Solicitation Packages to all holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

8. The Debtors are authorized, but not directed or required, to distribute the Plan, the Disclosure Statement, and this order to holders of Claims entitled to vote on the Plan in electronic format. The Ballots as well as the Cover Letter and the Confirmation Hearing Notice will be provided in paper form. On or before the Solicitation Deadline, the Debtors (through their Notice and Claims Agent) shall provide complete Solicitation Packages to the U.S. Trustee and to all parties on the 2002 List as of the Voting Record Date.

9. Any party that receives the materials in electronic format but would prefer to receive materials in paper format, may contact the Notice and Claims Agent and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

10. The Notice and Claims Agent is authorized to assist the Debtors in: (a) distributing the Solicitation Package; (b) receiving, tabulating, and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors; (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure

Statement, the Plan, the Ballots, the Solicitation Packages, and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors regarding the Plan or as soon as practicable thereafter.

11. The Notice and Claims Agent is also authorized to accept Ballots via electronic online transmission solely through a customized online balloting portal on the Debtors' case website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor's electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be deemed to contain an original signature.

**C. Approval of the Confirmation Hearing Notice.**

12. ~~14.~~ The Confirmation Hearing Notice, in the form attached hereto as **Exhibit 79** filed by the Debtors and served upon parties in interest in these chapter 11 cases on or before the Solicitation Deadline (with the exception of the Debtors' customers who will be served within 11 days from the entry of this Order) constitutes adequate and sufficient notice of the hearings to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**D. Approval of Notice of Filing of the Plan Supplement.**

13. ~~15.~~ The Debtors are authorized to send notice of the filing of the Plan Supplement, which will be filed and served seven days prior to the Plan Objection Deadline, substantially in the form attached hereto as **Exhibit 810**, on the date the Plan Supplement is filed pursuant to the terms of the Plan.

**E. Approval of the Form of Notices to Non-Voting Classes.**

14. ~~15.~~ Except to the extent the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to holders of Claims or Interests in Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Notice and Claims Agent shall mail (first-class postage pre-paid) a Non-Voting Status Notice<sub>2</sub> in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

- a. ***Unimpaired Claims—Conclusively Presumed to Accept.*** Holders of Claims in Classes 1, 2, and 6B are not impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, holders of such Claims will receive a notice, substantially in the form attached hereto as **Exhibit 3**, in lieu of a Solicitation Package.
- b. ***Intercompany Claims and Intercompany Interests—Deemed to Accept or Reject.*** Holders of Claims and Interests in Classes 7 and 8 are receiving no distribution under the Plan and shall be Reinstated, distributed, contributed, set off, settled, cancelled, and released, or otherwise addressed and, therefore, are deemed to accept or reject the Plan and will receive a notice, substantially in the form attached hereto as **Exhibit 4**, in lieu of a Solicitation Package.
- c. ***Interests in Windstream—Deemed to Reject.*** Holders of Interests in Class 9 are receiving no recovery under the Plan and, therefore, are deemed to reject the Plan and will receive a notice and the Opt-Out Form, substantially in the form attached hereto as **Exhibit 4 and Exhibit 5**, in lieu of a Solicitation Package.
- d. ***Disputed Claims.*** Holders of Claims that are subject to a pending objection by the Debtors are not entitled to vote the disputed portion of their claim. As such, holders of such Claims will receive a notice, substantially in the form attached to the Order as **Exhibit 57**.

15. ~~16.~~ The Debtors are not required to mail Solicitation Packages or other solicitation materials to: (a) holders of Claims that have already been paid in full during these chapter 11 cases or that are authorized and directed to be paid in full in the ordinary course of

business pursuant to an order previously entered by this Court; or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

**IV. Approval of Opt-Out Form for Holders of Interests in Class 9.**

16. The Debtors are authorized to send the Out-Out Forms to Nominees for Holders of Interests in Class 9 in paper format or via electronic transmission in accordance with the customary requirements of each Nominee. For avoidance of doubt, if a beneficial holder of securities has previously agreed to receive such materials through its Nominee by email, the Debtors propose to honor that request and transmit (or cause to be transmitted) the Opt-Out Form to that beneficial holder by email.

17. The Nominees shall promptly distribute the Opt-Out Forms to such Holders in Interest of Class 9 and cooperate with the Solicitation Agent to accomplish such distribution as soon as possible, but in no case later than three business days after receipt by the Nominees of the Opt-Out Form.

18. Nominees shall obtain the individual opt-out elections of beneficial holders by forwarding the Opt-Out Form to each beneficial holder for whom it acts as a Nominee so that the beneficial holder may return its Opt-Out Form directly to its Nominee. Each Nominee shall distribute the Opt-Out Forms, as appropriate, in accordance with its customary practices and obtain the Opt-Out Forms also in accordance with its customary practices. Nominees shall summarize the individual opt-out elections of their respective beneficial holders cast on their Beneficial Holder Opt-Out Forms on the Master Opt-Out Form, and then return the Master Opt-Out Form to the Solicitation Agent. The Opt-Out Form, substantially in the form attached hereto in **Exhibit 4** and the Master Opt-Out Form, substantially in the form attached hereto as **Exhibit 5**, are hereby approved.

**F. Approval of Notices to Contract and Lease Counterparties.**

19. ~~17.~~ The Debtors are authorized to mail a notice of assumption or rejection of any Executory Contracts or Unexpired Leases (and any corresponding cure claims), in the forms attached hereto as Exhibit 911 and Exhibit 102 to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), within the time periods specified in the Plan.

**IV. Approval of the Solicitation and Voting Procedures and Preliminary Corporate Reorganization Steps.**

20. ~~18.~~ The Debtors are authorized to solicit, receive, and tabulate votes to accept the Plan in accordance with the Solicitation and Voting Procedures attached hereto as Exhibit 1, which are hereby approved in their entirety.

21. ~~19.~~ The Debtors are authorized to merge, alter, or move any entities prior to confirmation of the Plan, in each case with the consent of the Required Consenting Creditors and, to the extent that the Consenting Midwest Noteholders' economic interests are adversely affected, the Consenting Midwest Noteholders.

22. ~~15.~~ Nothing in this order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

23. ~~16.~~ All time periods set forth in this order shall be calculated in accordance with Bankruptcy Rule 9006(a).

24. ~~17.~~ The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion.

25. ~~18.~~ The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this order.

White Plains, New York  
Dated: \_\_\_\_\_, 2020

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Solicitation and Voting Procedures**

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

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

**SOLICITATION AND VOTING PROCEDURES**

**PLEASE TAKE NOTICE THAT** on [ ] 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**A. The Voting Record Date.**

The Court has approved **May 7, 2020** as the record date for purposes of determining which holders of Claims in Class 3 (First Lien Claims), Class 4 (Midwest Notes Claims), Class 5 (Second Lien Claims), and Class 6A (Obligor General Unsecured Claims) are entitled to vote on the Plan (the “Voting Record Date”).

**B. The Voting Deadline.**

The Court has approved **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** as the voting deadline (the “Voting Deadline”) for the Plan. The Debtors may extend the Voting Deadline, in their discretion with the consent of the Required consenting Creditors and Requisite Backstop Parties and otherwise in accordance with the Plan Support Agreement, without further order of the Court.

To be counted as votes to accept or reject the Plan, votes must be submitted on an appropriate ballot (each, a “Ballot”) and delivered so that the Ballot is **actually received**, in any case, no later than the Voting Deadline by Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”). The procedures governing the submission of your vote depends on the class of your voting Claim. Therefore, please refer to your specific Ballot for instructions on the procedures to follow in order to submit your vote properly.

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.



**C. Form, Content, and Manner of Notices.**

**1. The Solicitation Package.**

The following materials shall constitute the solicitation package (the "Solicitation Package"):

- a. a copy of these Solicitation and Voting Procedures;
- b. the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed By the Debtors and Related Voting and Objection Deadlines*, in substantially the form annexed as **Exhibit 79** to the Disclosure Statement Order (the "Confirmation Hearing Notice");
- c. a Cover Letter, in substantially the form annexed as **Exhibit 68** to the Disclosure Statement Order describing the contents of the Solicitation Package and urging the holders of Claims in each of the Voting Classes to vote to accept the Plan;
- d. the applicable form of Ballot, in substantially the form of Ballots annexed as **Exhibits 2A, 2B, and 2C** to the Disclosure Statement Order, as applicable, including a pre-paid, pre-addressed return envelope;
- e. the approved Disclosure Statement (and exhibits thereto, including the Plan);
- f. the Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures); and
- g. any additional documents that the Court has ordered to be made available.

**2. Distribution of the Solicitation Package**

The Solicitation Package shall provide the Plan, the Disclosure Statement, and the Disclosure Statement Order (without exhibits, except the Solicitation and Voting Procedures) in electronic format (CD-ROM or flash drive), and all other contents of the Solicitation Package, including Ballots, shall be provided in paper format. Any party that receives the materials in electronic format but would prefer paper format may contact the Notice and Claims Agent by: (a) calling (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors' restructuring website at: <http://www.kccllc.net/windstream>; (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; and/or (d) emailing [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com) with a reference to "Windstream" in the subject line and request paper copies of the corresponding materials previously received in electronic format (to be provided at the Debtors' expense).

The Debtors shall serve, or cause to be served, all of the materials in the Solicitation Package (excluding the Ballots) on the U.S. Trustee and all parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 as of the Voting Record Date. In addition, the Debtors shall mail, or cause to be mailed, the Solicitation Package to all holders of Claims in the Voting Classes on or before May 11, 2020 or as soon as reasonably practicable, who are entitled to vote, as described in section D herein.

To avoid duplication and reduce expenses, the Debtors will make every reasonable effort to ensure that any holder of a Claim who has filed duplicative Claims against a Debtor (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class as against that Debtor.

**3. Resolution of Disputed Claims for Voting Purposes; Resolution Event.**

- a. Absent a further order of the Court, the holder of a Claim in a Voting Class that is the subject of a pending objection on a "reduce and allow" basis filed prior to the Voting

Deadline shall be entitled to vote such Claim in the reduced amount contained in such objection.

- b. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court on or prior to seven (7) days before the Voting Deadline: (i) the Debtors shall cause the applicable holder to be served with a Disputed Claim Notice substantially in the form annexed as **Exhibit 6** to the Disclosure Statement Order; and (ii) the applicable holder shall not be entitled to vote to accept or reject the Plan on account of such claim unless a Resolution Event (as defined herein) occurs as provided herein.
- c. If a Claim in a Voting Class is subject to an objection other than a “reduce and allow” objection that is filed with the Court less than seven (7) days prior to the Voting Deadline, the applicable Claim shall be deemed temporarily allowed for voting purposes only, without further action by the holder of such Claim and without further order of the Court, unless the Court orders otherwise.
- d. A “Resolution Event” means the occurrence of one or more of the following events no later than three (3) business days prior to the Voting Deadline:
  - i. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;
  - ii. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
  - iii. a stipulation or other agreement is executed between the holder of such Claim and the Debtors resolving the objection and allowing such Claim in an agreed upon amount; or
  - iv. the pending objection is voluntarily withdrawn by the objecting party.
- e. No later than 1 business day following the occurrence of a Resolution Event, the Debtors shall cause the Notice and Claims Agent to distribute via email, hand delivery, or overnight courier service a Solicitation Package and a pre-addressed, postage pre-paid envelope to the relevant holder.

4. **Non-Voting Status Notices for Unimpaired Classes and Classes Deemed to Reject the Plan.**

Certain holders of Claims and Interests that are not classified in accordance with section 1123(a)(1) of the Bankruptcy Code or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will receive only the *Notice of Non-Voting Status to Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan*, substantially in the form annexed as **Exhibit 3** to the Disclosure Statement Order. Such notice will instruct these holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain holders of Claims and Interests who are not entitled to vote because they are deemed to reject the Plan under section 1126(g) of the Bankruptcy Code will receive the *Notice of Non-Voting Status to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan*, substantially in the form annexed as **Exhibit 4** to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

5. **Notices in Respect of Executory Contracts and Unexpired Leases.**

Counterparties to Executory Contracts and Unexpired Leases that receive a *Notice of Assumption of Executory Contracts and Unexpired Leases* or *Notice of Rejection of Executory Contracts and Unexpired Leases* substantially in the forms attached as **Exhibit 911** and **Exhibit 102** to the Disclosure Statement Order, respectively,

may file an objection to the Debtors' proposed assumption, ~~rejection~~, and/or ~~cure amount~~, rejection as applicable. Such objections must be filed with the Court by **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** and served as set forth in the applicable notice of assumption or rejection.

Counterparties to Executory Contracts and Unexpired Leases that receive a Notice of Assumption of Executory Contracts and Unexpired Leases or Notice of Rejection of Executory Contracts and Unexpired Leases substantially in the forms attached as Exhibit 11 and Exhibit 12 to the Disclosure Statement Order, respectively, may file an objection to the Debtors' proposed cure amount. Such objections must be filed with the Court by June 10, 2020, at 4:00 p.m., prevailing Eastern Time and served as set forth in the applicable notice of assumption or rejection.

**D. Voting and Tabulation Procedures.**

**1. Holders of Claims Entitled to Vote.**

Only the following holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

- a. Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim that has been Allowed as timely by the Court under applicable law on or before the Voting Record Date) that: (i) has not been expunged, disallowed, disqualified, withdrawn, or superseded prior to the Voting Record Date; and (ii) is not the subject of a pending objection, other than a "reduce and allow" objection, filed with the Court at least seven (7) days prior to the Voting Deadline, pending a Resolution Event as provided herein; provided that a holder of a Claim that is the subject of a pending objection on a "reduce and allow" basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection absent a further order of the Court;
- b. Holders of Claims that are listed in the Schedules, provided that Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled disputed, contingent, or unliquidated Claims that have been paid or superseded by a timely Filed Proof of Claim) shall be allowed to vote only in the amounts set forth in section D.3.c of these Solicitation and Voting Procedures;
- c. Holders whose Claims arise: (i) pursuant to an agreement or settlement with the Debtors, as reflected in a document filed with the Court, (ii) in an order entered by the Court, or (iii) in a document executed by the Debtors pursuant to authority granted by the Court, in each case regardless of whether a Proof of Claim has been filed;
- d. Holders of any Disputed Claim that has been temporarily allowed to vote on the Plan pursuant to Bankruptcy Rule 3018; and
- e. with respect to any Entity described in subparagraphs (a) through (d) above, who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, to the assignee of such Claim; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

**2. Establishing Claim Amounts for Voting Purposes.**

- e. **Class 3 First Lien Claims.** The voting amounts for Class 3 Claims only will be established based on the amount of applicable positions held by such Class 3 holder, as of the Voting Record Date, as evidenced by the applicable records provided by the Credit Agreement Agent and the First Lien Notes Indenture Trustee in electronic Microsoft

Excel format to the Debtors or the Claims and Notice Agent no later than one (1) business day following the Voting Record Date.

- f. **Class 4 Midwest Notes Claims.** The voting amounts for Class 4 Claims will be the principal amount of Midwest Notes held by each directly registered holder as of the Voting Record Date as evidenced on the books and records of the Midwest Notes Indenture Trustee or, as the case may be, in the amount of Midwest Notes held by each beneficial holder through its nominee as of the Voting Record Date as evidenced by the securities position report(s) from the Depository Trust Company (“DTC”).
- g. **Class 5 Second Lien Claims.** The voting amounts for Class 5 Claims will be the principal amount of Second Lien Notes held by each directly registered holder as of the Voting Record Date as evidenced on the books and records of the applicable indenture trustee or, as the case may be, in the amount of Second Lien Notes held by each beneficial holders through its nominee as of the Voting Record Date as evidenced by the securities position report(s) from DTC.
- h. **Class 6A Obligor General Unsecured Claims.** The voting amounts for Class 6A Claims will be established based on the amount of the applicable positions held by such Class 6A Claim holder as of the Voting Record Date, as evidenced by: (a) the books and records of the applicable indenture trustee or, as the case may be as, the securities position report(s) from DTC held by each beneficial holder through its nominee; or (b) the Schedules and claims register maintained in these chapter 11 cases, as applicable.

**3. Filed and Scheduled Claims.**

The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtors through the Notice and Claims Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant’s vote:

- a. the Claim amount: (i) settled and/or agreed upon by the Debtors, as reflected in a document filed with the Court, (ii) set forth in an order of the Court, or (iii) set forth in a document executed by the Debtors pursuant to authority granted by the Court;
- b. the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation and Voting Procedures;
- c. the Claim amount contained in a Proof of Claim that has been timely filed (or deemed timely filed by the Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; provided that Ballots cast by holders of Claims who timely file a Proof of Claim in respect of a contingent Claim (for example, a claim based on litigation) or in a wholly-unliquidated or unknown amount based on a reasonable review of the Proof of Claim and supporting documentation by the Debtors or its advisors that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; provided further, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Court shall supersede the Claim amount set forth on the respective Proof of Claim;

- d. the Claim amount listed in the Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated and/or has not been paid (in which case, such contingent, disputed, or unliquidated scheduled Claim shall be disallowed for voting purposes); and
- e. in the absence of any of the foregoing, such Claim shall be disallowed for voting purposes.

If a Proof of Claim is amended, the last timely-filed Claim shall be subject to these rules and will supersede any earlier filed claim, and any earlier filed Claim will be disallowed for voting purposes.

#### **4. Voting and Ballot Tabulation Procedures.**

The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtors' right to waive any of the below specified requirements for completion and submission of Ballots, with the consent of the Required Consenting Creditors, so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules:

- a. except as otherwise provided in the Solicitation and Voting Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by the Debtors, with the consent of the Required Consenting Creditors), the Debtors shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;
- b. the Notice and Claims Agent will date-stamp all Ballots when received. The Notice and Claims Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the Effective Date of the Plan, unless otherwise ordered by the Court. The Notice and Claims Agent shall tabulate Ballots on a Debtor-by-Debtor basis;
- c. consistent with the requirements of Local Rule 3018-1, the Debtors will file with the Court, at least seven (7) days prior to the Confirmation Hearing, or as soon as practicable thereafter, a certification of votes (the "Voting Report"). The Voting Report shall, among other things, certify to the Court in writing the amount and number of Allowed Claims of each Class accepting or rejecting the Plan, and delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail, or damaged ("Irregular Ballots"). The Voting Report shall indicate the Debtors' intentions with regard to each such Irregular Ballot. The Voting Report shall be served upon the Committee and the U.S. Trustee;
- d. the method of delivery of Ballots to be sent to the Notice and Claims Agent is at the election and risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Notice and Claims Agent actually receives the executed Ballot;
- e. an executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Notice and Claims Agent by facsimile, or any electronic means other than expressly provided in these Solicitation and Voting Procedures will not be valid;
- f. no Ballot should be sent to the Debtors, the Debtors' agents (other than the Notice and Claims Agent), the Debtors' financial or legal advisors, and if so sent will not be counted;

- g. if multiple Ballots are received from the same holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;
- h. holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes;
- i. a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a holder of Claims must indicate such capacity when signing;
- j. the Debtors, subject to a contrary order of the Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- k. neither the Debtors, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- l. unless waived or as ordered by the Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;
- m. in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;
- n. subject to any order of the Court, the Debtors reserve the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided that any such rejections will be documented in the Voting Report;
- o. if a Claim has been estimated or otherwise Allowed for voting purposes only by order of the Court, such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- p. if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;
- q. the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of such Claim; (ii) any Ballot cast by any Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed; (iv) any unsigned Ballot or Ballot lacking an original signature (for the avoidance of doubt, a Ballot cast via the online balloting portal or a Master Ballot received from a nominee will be deemed to be an original signature); (v) any Ballot not marked to accept or reject the

Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;

- r. after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtors;
- s. the Debtors are authorized to enter into stipulations with the holder of any Claim agreeing to the amount of a Claim for voting purposes; and
- t. where any portion of a single Claim has been transferred to a transferee, all holders of any portion of such single Claim will be: (i) treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code (and for the other voting and solicitation procedures set forth herein), and (ii) required to vote every portion of such Claim collectively to accept or reject the Plan. In the event that: (x) a Ballot, (y) a group of Ballots within a Voting Class received from a single creditor, or (z) a group of Ballots received from the various holders of multiple portions of a single Claim partially reject and partially accept the Plan, such Ballots shall not be counted.

**5. Master Ballot Voting and Tabulation Procedures.**

In addition to the foregoing generally applicable voting and ballot tabulation procedures, the following procedures shall apply to Beneficial Holders of Claims in Classes 3, 4, 5, and 6A who hold and therefore will vote their position through a nominee:

- a. the Notice and Claims Agent shall distribute or cause to be distributed to the nominees the appropriate number of (i) Solicitation Packages for each beneficial holder represented by the Nominee as of the Voting Record Date, which will contain copies of Ballots to each beneficial holder (a "Beneficial Holder Ballot"), and (ii) a master ballot (the "Master Ballot");
- b. each nominee shall immediately, and in any event within five Business Days after its receipt of the Solicitation Packages commence the solicitation of votes from its beneficial holder clients through one of the following two methods:
  - i. distribute to each beneficial holder the Solicitation Package along with a Beneficial Holder Ballot, voting information form ("VIF"), and/or other customary communication used to collect voting information from its beneficial holder clients along with instructions to the beneficial holder to return its vote to the nominee in a timely fashion; or
  - ii. distribute to each Beneficial Holder Ballot the Solicitation Package along with a "pre-validated" Ballot signed by the nominee and including the nominee's DTC participant number, the Beneficial Holder's account number, and the number of Interests held by the nominee for such beneficial holder with instructions to the beneficial holder to return its pre-validated Beneficial Holder Ballot to the Notice and Claims Agent in a timely fashion;
- c. each nominee shall compile and validate the votes and other relevant information of all such beneficial holders on the Master Ballot; and transmit the Master Ballot to the Solicitation Agent on or before the Voting Deadline;
- d. nominees that submit Master Ballots must keep the original Beneficial Holder Ballots, VIFs, or other communication used by the beneficial holder to transmit its vote for a period of one year after the Effective Date of the Plan;

- e. nominees that pre-validate Beneficial Holder Ballots must keep a list of beneficial holders for whom they pre-validated a Ballot along with copies of the pre-validated Ballots for a period of one year after the Effective Date of the Plan;
- f. the Notice and Claims Agent will not count votes of beneficial holders unless and until they are included on a valid and timely Master Ballot or a valid and timely “pre-validated” Beneficial Holder Ballot;
- g. if a beneficial holder holds Interests through more than one nominee or through multiple accounts, such beneficial holder may receive more than one Beneficial Holder Ballot and each such beneficial holder must vote consistently and execute a separate Beneficial Holder Ballot for each block of Notes that it holds through any nominee and must return each such Beneficial Holder Ballot to the appropriate nominee;
- h. votes cast by beneficial holders through nominees will be applied to the applicable positions held by such nominees in the applicable Voting Class, as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Interests held by such nominee as of the Voting Record Date;
- i. if conflicting votes or “over-votes” are submitted by a nominee pursuant to a Master Ballot, the Notice and Claims Agent will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Debtors shall apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and to reject the Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the nominee’s position in the applicable Voting Class;
- j. a single nominee may complete and deliver to the Notice and Claims Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots submitted by a single nominee are inconsistent, the latest received valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot. Likewise, if a beneficial holder submits more than one Beneficial Holder Ballot to its Nominee, (i) the latest received Beneficial Holder Ballot received before the submission deadline imposed by the nominee shall be deemed to supersede any prior Beneficial Holder Ballot submitted by the beneficial holder, and (ii) the nominee shall complete the Master Ballot accordingly; and
- k. the Debtors will, upon written request, reimburse nominees for customary mailing and handling expenses incurred by them in forwarding the Beneficial Holder Ballot and other enclosed materials to the beneficial holders for which they are the nominee. No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting Beneficial Holder Ballot with respect to the Plan.

**E. Amendments to the Plan and Solicitation and Voting Procedures.**

The Debtors reserve the right to make non-substantive or immaterial changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Publication Notice, Cover Letter, Solicitation and Voting Procedures, Plan Supplement Notice, Assumption and Rejection Notices, Voting and Tabulation Procedures, and related documents without further order of the Court, with consent of the Required Consenting Creditors, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages before distribution.



\* \* \* \* \*

**Exhibit 2A**

**Form Ballot**

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

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

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE  
JOINT CHAPTER 11 PLAN OF REORGANIZATION OF WINDSTREAM  
HOLDINGS, INC. ET AL., PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**Please read and follow the enclosed instructions for completing Ballots  
carefully before completing this Ballot.**

**In order for your vote to be counted, this Ballot must be completed, executed,  
and returned so as to be actually received by the Notice and Claims Agent by June 8, 2020  
at 4:00 p.m., Prevailing Eastern Time (the “Voting Deadline”) in accordance with the following:**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The United States Bankruptcy Court for the Southern District of New York (the “Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [ ], 2020 (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this ballot (the “Ballot”) because you are a holder of a Claim in the Class indicated in Item 1 below as of May 7, 2020 (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan. You can cast your vote through this Ballot.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website with the Notice

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

and Claims Agent at <http://www.kccllc.net/windstream>; (ii) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; (iii) calling the Notice and Claims Agent at (877) 759-8815 (toll free) or (424) 236-7262; (iv) emailing [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com); or (v) submitting an inquiry at <http://www.kccllc.net/windstream>; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent **immediately** at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in the Class of Claims under the Plan indicated in Item 1 below. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the holder of Claims in the class indicated below in the following aggregate amount (insert amount in box below):

Class: _____
Debtor: _____
Voting Amount: \$ _____

**Item 2. Important information regarding the Debtor Release, Third Party Release, Exculpation and Injunction Discharge.**

**Article VIII.C of the Plan provides for a debtor release (the "Debtor Release"):**

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.D of the Plan provides for a third party release (the “Third Party Release”):**

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.E of the Plan provides for an exculpation (the “Exculpation”):**

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

**Article VIII.F of the Plan provides for an injunction (the “Injunction”):**

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such

holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

PLEASE TAKE NOTICE THAT ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. PARTIES RECEIVING THIS ~~MASTER~~-BALLOT MAY ~~OPT~~ ~~OUT~~OPT-OUT OF THE THIRD-PARTY RELEASE PROVISIONS BY CHECKING THE BOX BELOW SPECIFICALLY PROVIDING FOR THE REJECTION OF THE THIRD PARTY RELEASE PROVISIONS.

~~Opt-Out~~Opt-Out of the Third Party Release.

**NOTE: HOLDERS THAT ARE A PARTY TO THE PLAN SUPPORT AGREEMENT HAVE COVENANTED NOT TO, AND THUS SHOULD NOT, CHECK THE BOX ABOVE TO ~~OPT-OUT~~OPT-OUT OF GRANTING THE THIRD PARTY RELEASE.**

**Item 3. Vote on Plan.**

The holder of the Claim against the Debtors set forth in Item 1 votes to (please check one):

<b><u>ACCEPT</u></b> (vote FOR) the Plan	<b><u>REJECT</u></b> (vote AGAINST) the Plan
--	--

**Item 4. Certifications.**

By signing this Ballot, the undersigned certifies to the Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the Claims being voted on this Ballot; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Claims being voted on this Ballot;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity, if it votes in favor of the Plan, will be deemed to have consented to the Third Party Release;
- (d) that the Entity has cast the same vote with respect to all its Claims in a single Class; and
- (e) that no other Ballots with respect to the Claims identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier received Ballots are hereby revoked.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory:	
	(If other than Holder)

Title:	_____
Address:	_____ _____ _____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

**Please complete, sign, and date this Ballot and return it (with an original signature) promptly in the envelope provided via first class mail, overnight courier, hand-delivery to:**

**Windstream Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, California 90245**

**Alternatively, to submit your Ballot via the Notice and Claims Agent's online balloting portal, visit <http://www.kccllc.net/windstream>. Click on the "Submit E-Ballot" section of the website and follow the instructions to submit your Ballot.**

**IMPORTANT NOTE: You will need the following information to retrieve and submit your customized electronic Ballot:**

**Unique E-Ballot ID#: \_\_\_\_\_**

**The Notice and Claims Agent's online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. Ballots submitted by facsimile, email or other means of electronic transmission will not be counted.**

**Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of your electronic Ballot. Please complete and submit an electronic Ballot for each E-Ballot ID# you receive, as applicable. Creditors who cast a Ballot using the Notice and Claims Agent's online portal should NOT also submit a paper Ballot.**

<b>If the Notice and Claims Agent does not actually receive this Ballot on or before <u>June 8, 2020, at 4:00 p.m., prevailing Eastern Time</u> (and if the Voting Deadline is not extended), your vote transmitted by this Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.</b>
--

**INSTRUCTIONS FOR COMPLETING THIS BALLOT**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot. **Please read the Plan and Disclosure Statement carefully before completing this Ballot.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one Class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. To ensure that your Ballot is counted, you **must** complete and submit this hard copy Ballot. **Ballots will not be accepted by facsimile or other electronic means (other than via the online balloting portal).**
4. **Use of Hard Copy Ballot.** To ensure that your hard copy Ballot is counted, you must: (a) complete your Ballot in accordance with these instructions; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 3 of the Ballot; and (c) clearly sign and return your original Ballot in the enclosed pre addressed envelope or via first class mail, overnight courier, or hand delivery to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245 in accordance with paragraph 6 below.
5. **Use of Online Ballot Portal.** To ensure that your electronic Ballot is counted, please follow the instructions of the Debtors’ case administration website at <http://www.kccllc.net/windstream> (click “Submit E-Ballot” link). You will need to enter your unique E-Ballot identification number indicated above. The online balloting portal is the sole manner in which Ballots will be accepted via electronic or online transmission. **Ballots will not be accepted by facsimile or electronic means (other than the online balloting portal).**
6. Your Ballot (whether submitted by hard copy or through the online balloting portal) **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is June 8, 2020, at 4:00 p.m., prevailing Eastern Time.**
7. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the sole and absolute discretion of the Debtors. Additionally, **the following Ballots will not be counted:**
  - (a) any Ballot that partially rejects and partially accepts the Plan;
  - (b) any Ballot that both accepts and rejects the Plan;
  - (c) Ballot sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent), any indenture trustee, or the Debtors’ financial or legal advisors;
  - (d) Ballot sent by facsimile or any electronic means other than via the online balloting portal;
  - (e) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (f) any Ballot cast by an Entity that does not hold a Claim in the Class indicated in Item 1 of the Ballot;
  - (g) any Ballot submitted by a holder not entitled to vote pursuant to the Plan;
  - (h) any unsigned Ballot;
  - (i) any non-original Ballot (excluding those Ballots submitted via the online balloting portal); and/or any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
8. The method of delivery of Ballot to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and



Claims Agent **actually receives** the originally executed Ballot. In all cases, holders should allow sufficient time to assure timely delivery.

9. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest, timely received, and properly completed Ballot will supersede and revoke any earlier received Ballots.
10. You must vote all of your Claims within a Class either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Claims within a Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Claims within such Class for the purpose of counting votes.
11. This Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
12. **Please be sure to sign and date your Ballot.**
13. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you received.

**Please return your Ballot promptly**

**If you have any questions regarding this Ballot, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kcellc.com](mailto:WindstreamInfo@kcellc.com).**

**If the Notice and Claims Agent does not actually receive this Ballot on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**

**Exhibit 2B**

**Form Master Ballot**

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

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

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**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE  
JOINT CHAPTER 11 PLAN OF REORGANIZATION OF WINDSTREAM  
HOLDINGS, INC. ET AL., PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

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**Please read and follow the enclosed instructions  
carefully before completing this Ballot.**

**for completing Ballots**

**In order for your vote to be counted, this Ballot must be completed, executed,  
and returned so as to be actually received by the Notice and Claims Agent by June 8, 2020  
at 4:00 p.m., Prevailing Eastern Time (the "Voting Deadline") in accordance with the following:**

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the "Plan") as set forth in the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the "Disclosure Statement"). The United States Bankruptcy Court for the Southern District of New York (the "Court") has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [ ], 2020 (the "Disclosure Statement Order"). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this master ballot (the "Master Ballot") because you are the Nominee (as defined below) of a Beneficial Holder<sup>2</sup> of the notes indicated on Exhibit A hereto as of May 7, 2020 (the "Voting Record Date").

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.'s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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' 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.

<sup>2</sup> A "Beneficial Holder" means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the voting Record Date (as defined herein) pursuant to Court order or otherwise, as reflected in the records maintained by the nominees holding through the Depository Trust Company.

Plan Class and CUSIP indicated on Exhibit A hereto

**This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”); or as the proxy holder of a Nominee for certain Beneficial Holders of the notes indicated on Exhibit A hereto, to transmit to the Notice and Claims Agent (as defined below) the votes of such Beneficial Holders in respect of their Claims to accept or reject the Plan.** This Master Ballot may not be used for any purpose other than for submitting votes with respect to the Plan.

The rights and treatment for each Class are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Master Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website with the Notice and Claims Agent at <http://www.kccllc.net/windstream>; (ii) writing to the Notice and Claims Agent at Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; (iii) calling the Notice and Claims Agent at (877) 759-8815 (toll free) or (424) 236-7262; (iv) emailing [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com); or (v) submitting an inquiry at <http://www.kccllc.net/windstream>; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Master Ballot in error, please contact the Notice and Claims Agent **immediately** at the address, telephone number, or email address set forth above.

**The votes transmitted on this Master Ballot for certain Beneficial Holders of claims in the Class indicated on Exhibit A shall be applied to each Debtor against whom such Beneficial Holders have a Claim.**

You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

The Court may confirm the Plan and thereby bind all holders of Claims and Interests. To have the votes of your Beneficial Holders count as either an acceptance or rejection of the Plan, you must complete and return this Master Ballot so that the Notice and Claims Agent **actually receives** it on or before the Voting Deadline.

**The Voting Deadline is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time.**

**Item 1. Certification of Authority to Vote.**

The undersigned certifies that, as of the Voting Record Date, the undersigned (please check the applicable box):

Is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the Claims listed in Item 3 below, and is the record holder of such notes, or

Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of Claims listed in Item 3 below, or

Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a beneficial owner that is the registered holder of the aggregate principal amount of Claims listed in Item 3 below,

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the Beneficial Holders of the Claims described in Item 3.

Plan Class and CUSIP indicated on **Exhibit A** hereto

**Item 2. Important information regarding the Debtor Release, Third Party Release, Exculpation and Injunction Discharge.**

**Article VIII.C of the Plan provides for a debtor release (the “Debtor Release”):**

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.D of the Plan provides for a third party release (the “Third Party Release”):**

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.E of the Plan provides for an exculpation (the “Exculpation”):**

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably

rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

Article VIII.F of the Plan provides for an injunction (the “Injunction”):

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

*[Remainder of page intentionally left blank.]*

**Item 3. Claims Vote on Plan:**

The undersigned transmits the following votes, and releases of Beneficial Holders of Claims in the Class indicated on **Exhibit A** hereto and certifies that the following Beneficial Holders of such Claims, as identified by their respective customer account numbers set forth below, are the Beneficial Holders of such Claims as of the Voting Record Date and have delivered to the undersigned, as Nominee, ballots (the "**Ballots**") casting such votes.

Indicate in the appropriate column below the aggregate principal amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each holder must vote all such Beneficial Holder's Claims to accept or reject the Plan and may not split such vote. Any Beneficial Holder Ballot executed by the Beneficial Holder that does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan will not be counted.

*[Remainder of page intentionally left blank.]*

Your Customer Account Number for Each Beneficial Holder of Claims	Principal Amount Held as of Voting Record Date	Indicate the vote cast from Item 2 of the Beneficial Holder Ballot by checking the appropriate box below.			Indicate <del>Opt</del> <del>Out</del> <u>Opt-Out</u> of the Third Party Release from Item 3 of the Beneficial Holder Ballot by checking the box below.
		Accept the Plan	or	Reject the Plan	
1	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
2	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
3	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
4	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
5	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
6	\$	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
<b>TOTALS</b>	\$				

**Item 4. Other Ballots Submitted by Beneficial Holders in the same class.**

The undersigned certifies that it has transcribed in the following table the information, if any, provided by the Beneficial Holders in Item 5 of the Beneficial Holder Ballot:

YOUR customer account number and/or Customer Name for each Beneficial Holder who completed Item 5 of the Beneficial Holder Ballot.	Transcribe from Item 4 of the Beneficial Holder Ballot			
	Account Number	Name of Registered Holder or Nominee	Principal Amount of other Class Claims	CUSIP of other Class Claims Votes
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	

Plan Class and CUSIP indicated on Exhibit A hereto



**Item 5. Certifications.**

By signing this Master Ballot, the undersigned certifies to the Court and the Debtors that:

- (a) **it has received a copy of the Disclosure Statement, the Plan, the Master Ballots, the Beneficial Holder Ballots, and the remainder of the Solicitation Package and has delivered the same to the Beneficial Holders of the Claims listed in Item 3 above;**
- (b) **it has received a completed and signed Beneficial Holder Ballot (or vote submission in accordance with its customary procedures) from each Beneficial Holder listed in Item 3 of this Master Ballot;**
- (c) **it is the registered holder of all the Claims listed in Item 3 above being voted, or it has been authorized by each Beneficial Holder of the Claims listed in Item 3 above to vote on the Plan;**
- (d) **no other Master Ballots with respect to the same Claims identified in Item 3 have been cast or, if any other Master Ballots have been cast with respect to such Claims, then any such earlier received Master Ballots are hereby revoked;**
- (e) **it has properly disclosed: (i) the number of Beneficial Holders of Claims who completed the Beneficial Holder Ballots or otherwise conveyed its vote; (ii) the respective amounts of the Claims owned, as the case may be, by each Beneficial Holder of the Claims who completed a Beneficial Holder Ballot; (iii) each such Beneficial Holder of Claims' respective vote concerning the Plan; (iv) each such Beneficial Holder of Claims' certification as to other Claims voted in the same Class; and (v) the customer account or other identification number for each such Beneficial Holder of Claims; and**
- (f) **it will maintain Ballots and evidence of separate transactions returned by Beneficial Holders of Claims (whether properly completed or defective) for at least one (1) year after the Effective Date of the Plan and disclose all such information to the Court or the Debtors, if so ordered.**

Name of DTC Participant:	_____
	(Print or Type)
Participant Number:	_____
Name of Proxy Holder or Agent for DTC Participant (if applicable):	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	_____
Title:	_____
Address:	_____
	_____
Date Completed:	_____
Email Address:	_____

Plan Class and CUSIP indicated on **Exhibit A** hereto

**Windstream Ballot Processing  
c/o Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, California 90245**

Nominees are also permitted to return this Master Ballot to the  
Claims Agent via email to [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).

Notice and

**If the Notice and Claims Agent does not actually receive this Master Ballot on or before June 8, 2020, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted by this Master Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.**

**INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot. **Please read the Plan and Disclosure Statement carefully before completing this Ballot.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. You should immediately distribute the Solicitation Package and the Beneficial Holder Ballots (or other customary material used to collect votes in lieu of the Beneficial Holder Ballot) to all Beneficial Holders of Claims and take any action required to enable each such Beneficial Holder to vote timely the Claims that it holds. You may distribute the Solicitation Packages to Beneficial Holders, as appropriate, in accordance with your customary practices. You are authorized to collect votes to accept or to reject the Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) a Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means. Any Beneficial Holder Ballot returned to you by a Beneficial Holder of a Claim shall not be counted for purposes of accepting or rejecting the Plan until you properly complete and deliver, to the Notice and Claims Agent, a Master Ballot that reflects the vote of such Beneficial Holders by **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** or otherwise validate the Master Ballot in a manner acceptable to the Notice and Claims Agent.
4. If you are transmitting the votes of any Beneficial Holder of Claims other than yourself, you may either:
  - (a) “Pre-validate” the individual Beneficial Holder Ballot contained in the Solicitation Package and then forward the Solicitation Package to the Beneficial Holder of the Claim for voting within five (5) Business Days after the receipt by such Nominee of the Solicitation Package, with the Beneficial Holder then returning the individual Beneficial Holder Ballot directly to the Notice and Claims Agent in the return envelope to be provided in the Solicitation Package. A Nominee “pre-validates” Beneficial Holder’s Ballot by signing the Beneficial Holder Ballot and including their DTC participant number; indicating the account number of the Beneficial Holder and the principal amount of Claims held by the Nominee for such Beneficial Holder; and then forwarding the Beneficial Holder Ballot together with the Solicitation Package to the Beneficial Holder. The Beneficial Holder then completes the remaining information requested on the Beneficial Holder Ballot and returns the Beneficial Holder Ballot directly to the Notice and Claims Agent. A list of the Beneficial Holders to whom “pre-validated” Beneficial Holder Ballots were delivered should be maintained by Nominees for inspection for at least one year from the Effective Date; or
  - (b) Within five (5) Business Days after receipt by such Nominee of the Solicitation Package, forward the Solicitation Package to the Beneficial Holder of the Claim for voting along with a return envelope provided by and addressed to the Nominee, with the Beneficial Holder then returning the individual Beneficial Holder Ballot to the Nominee. In such case, the Nominee will tabulate the votes of its respective owners on a Master Ballot that will be provided to the Nominee separately by the Notice and Claims Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Notice and Claims Agent. The Nominee should advise the Beneficial Holder to return their individual Beneficial Holder Ballots (or otherwise transmit their vote) to the Nominee by a date calculated by the Nominee to allow it to prepare and return the Master Ballot to the Notice and Claims Agent so that the Master Ballot is actually received by the Notice and Claims Agent on or before the Voting Deadline.

Plan Class and CUSIP indicated on **Exhibit A** hereto

5. With regard to any Beneficial Holder Ballots returned to you by a Beneficial Holder, you must: (a) compile and validate the votes and other relevant information of each such Beneficial Holder on the Master Ballot using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Ballot; (c) transmit such Master Ballot to the Notice and Claims Agent by the Voting Deadline; and (d) retain such Beneficial Holder Ballots from Beneficial Holders, whether in hard copy or by electronic direction, in your files for a period of one (1) year after the Effective Date of the Plan. You may be ordered to produce the Beneficial Holder Ballots (or evidence of the vote transmitted to you) to the Debtors or the Court.
6. The Master Ballot **must** be returned to the Notice and Claims Agent so as to be **actually received** by the Notice and Claims Agent on or before the Voting Deadline. **The Voting Deadline is June 8, 2020, at 4:00 p.m., prevailing Eastern Time.**
7. If a Master Ballot is received **after** the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the Debtors. Additionally, **the following votes will not be counted:**
  - (a) any Master Ballot to the extent it is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (b) any Master Ballot cast by a Party that does not hold a Claim in a Class that is entitled to vote on the Plan;
  - (c) any Master Ballot sent by facsimile or any electronic means other than electronic mail;
  - (d) any unsigned Master Ballot;
  - (e) any Master Ballot that does not contain an original signature provided however, that any Master Ballot submitted via electronic mail shall be deemed to contain an original signature;
  - (f) votes contained on a Master Ballot not marked to accept or reject the Plan or marked both to accept and reject; and
  - (g) any Master Ballot submitted by any party not entitled to cast a vote with respect to the Plan.
8. The method of delivery of Master Ballots to the Notice and Claims Agent is at the election and risk of each Nominee. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the executed Master Ballot. In all cases, Beneficial Holders and Nominees should allow sufficient time to assure timely delivery.
9. If a Beneficial Holder or Nominee holds a Claim in a Voting Class against multiple Debtors, a vote on their Beneficial Holder Ballot will apply to all applicable Classes and Debtors against whom such Beneficial Holder or Nominee has such Claim, as applicable, in that Voting Class.
10. If multiple Master Ballots are received from the same Nominee with respect to the same Claims voted on a Beneficial Holder Ballot prior to the Voting Deadline, the latest, timely received, and properly completed Master Ballot will supersede and revoke any earlier received Master Ballots.
11. The Master Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
12. **Please be sure to sign and date the Master Ballot.** You should indicate that you are signing the Master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Notice and Claims Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.

13. If you are both the Nominee and the Beneficial Holder of any of the Claims indicated on **Exhibit A** of the Master Ballot or Beneficial Holder Ballot, as applicable, and you wish to vote such Claims, you may return a Beneficial Holder Ballot or Master Ballot for such Claims and you must vote your entire Claims in the same Class to either to accept or reject the Plan and may not split your vote. Accordingly, a Beneficial Holder Ballot, other than a Master Ballot with the votes of multiple Beneficial Holders that partially rejects and partially accepts the Plan will not be counted.
14. For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, the Debtors and the Notice and Claims Agent shall use reasonable efforts to aggregate separate Claims held by a single creditor in a particular Class and treat such creditor as if such creditor held one Claim in such Class, and all votes related to such Claim will be treated as a single vote to accept or reject the Plan; provided, however, that if separate affiliated entities hold Claims in a particular Class, these Claims will not be aggregated and will not be treated as if such creditor held one Claim in such Class, and the vote of each affiliated entity may be counted separately as a vote to accept or reject the Plan.
15. The following additional rules shall apply to Master Ballots:
  - (a) Votes cast by Beneficial Holders through a Nominee will be applied against the positions held by such Nominee as of the Voting Record Date, as evidenced by the record and depository listings.
  - (b) Votes submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, will not be counted in excess of the record amount of the Claims held by such Nominee;
  - (c) To the extent that conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or pre-validated Beneficial Holder Ballots, the Notice and Claims Agent will attempt to reconcile discrepancies with the Nominee;
  - (d) To the extent that over-votes on a Master Ballot or pre-validated Beneficial Holder Ballots are not reconcilable prior to the preparation of the vote certification, the Notice and Claims Agent will apply the votes to accept and reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or pre-validated Beneficial Holder Ballots that contained the over-vote, but only to the extent of the Nominee’s position in the Claims; and
  - (e) For purposes of tabulating votes, each holder holding through a particular account will be deemed to have voted the principal amount relating its holding in that particular account, although the Notice and Claims Agent may be asked to adjust such principal amount to reflect the claim amount.

**Please return your Master Ballot promptly**

**If you have any questions regarding this Master Ballot,  
Instructions or the Procedures for Voting, please call the  
at: (877) 759-8815 (toll free) or (424) 236-7262  
or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**these Voting  
restructuring hotline**

**If the Notice and Claims Agent does not actually receive this Master Ballot on or before the Voting Deadline, which is on **June 8, 2020, at 4:00 p.m., Prevailing Eastern Time**, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**

Plan Class and CUSIP indicated on **Exhibit A** hereto

**Exhibit A**

Please check one (1) box below to indicate the Plan Class and CUSIP/ISIN to which this Master Ballot pertains (or clearly indicate such information directly on the Master Ballot or on a schedule thereto):

<b>Class 3 (First Lien Claims)</b>		
<input type="checkbox"/>	8.625% 1st Lien (144A)	97381L AB 4 / US97381LAB45
<input type="checkbox"/>	8.625% 1st Lien (Reg S)	U9701L AB 9 / USU9701LAB90
<b>Class 4 (Midwest Notes Claims)</b>		
<input type="checkbox"/>	6.75% 1st Lien	016090 AA 0 / US016090AA05
<b>Class 5 (Second Lien Notes Claims)</b>		
<input type="checkbox"/>	10.500% 2nd Lien (144A)	97381L AE 8 / US97381LAE83
<input type="checkbox"/>	10.500% 2nd Lien (Reg S)	U9701L AF 0 / USU9701LAF05
<input type="checkbox"/>	9.000% 2nd Lien (144A)	97381L AF 5 / US97381LAF58
<input type="checkbox"/>	9.000% 2nd Lien (Reg S)	U9701L AG 8 / USU9701LAG87
<b>Class 6A (Obligor General Unsecured Claims)</b>		
<input type="checkbox"/>	8.750 Senior Unsecured (144A)	97381L AD 0 / US97381LAD01
<input type="checkbox"/>	8.750 Senior Unsecured (Reg S)	U9701L AE 3 / USU9701LAE30
<input type="checkbox"/>	7.750% Senior Unsecured	97381W AN 4 / US97381WAN48
<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AM 6 / US97381WAM64
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AG 0 / USU9700PAG01
<input type="checkbox"/>	7.750% Senior Unsecured	97381W AT 1 / US97381WAT18

<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AR 5 / US97381WAR51
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AK 1 / USU9700PAK13
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AX 2 / US97381WAX20
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AU 8 / US97381WAU80
<input type="checkbox"/>	6.375% Senior Unsecured	97381W AZ 7 / US97381WAZ77
<input type="checkbox"/>	6.375% Senior Unsecured (144A)	97381L AA 6 / US97381LAA61
<input type="checkbox"/>	6.375% Senior Unsecured (Reg S)	U9701L AA 1 / USU9701LAA18

**Exhibit 2C**

**Form Beneficial Holder Ballot**



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

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

**BENEFICIAL HOLDER BALLOT FOR VOTING TO ACCEPT OR REJECT  
THE JOINT CHAPTER 11 PLAN OF REORGANIZATION OF WINDSTREAM  
HOLDINGS, INC. *ET AL.*, PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**Please read and follow the enclosed instructions for completing Ballots  
carefully before completing this Ballot.**

**In order for your vote to be counted, your Beneficial Holder Ballot must be completed, executed, and returned so as to be actually received by the Notice and Claims Agent by June 8, 2020, at 4:00 p.m., prevailing Eastern Time (the “Voting Deadline”). If, however, you hold your Claims through a Nominee (as defined below) and received a return envelope addressed to your Nominee or your Nominee’s agent, you must follow the directions of your Nominee to cast your vote and allow sufficient time for your Nominee to receive your vote and transmit such vote on a Master Ballot, which Master Ballot must be returned to the Notice and Claims Agent by the Voting Deadline in order for your vote to be counted.**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), are soliciting votes with respect to the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Plan”) as set forth in the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”). The United States Bankruptcy Court for the Southern District of New York (the “Court”) has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [ ], 2020 (the “Disclosure Statement Order”). Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

You are receiving this Ballot for Beneficial Holders<sup>2</sup> (the “Beneficial Holder Ballot”) because you are a Beneficial Holder of a Note indicated on **Exhibit A** hereto as of **May 7, 2020** (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Plan. You can cast your vote through this Beneficial Holder Ballot and return it to your broker, bank, or other nominee, or the agent of a broker, bank, or other nominee (each of the foregoing, a “Nominee”), in accordance with the instructions provided by your Nominee, who will then submit a master ballot (the “Master Ballot”) on behalf of the Beneficial Holders of the Class of Claims indicated on **Exhibit A** hereto.

Your rights are described in the Disclosure Statement, which was included in the package (the “Solicitation Package”) you are receiving with this Beneficial Holder Ballot (as well as the Plan, Disclosure Statement Order, and certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from (a) Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) at no charge by: (i) accessing the Debtors’ restructuring website with the Notice and Claims Agent at <http://www.kccllc.net/windstream>; (ii) writing to the Notice and Claims Agent at Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; (iii) calling the Notice and Claims Agent at (877) 759-8815 (toll free) or (424) 236-7262; or (v) submitting an inquiry at <http://www.kccllc.net/windstream>; or (b) for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Beneficial Holder Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Beneficial Holder Ballot in error, or if you believe that you have received the wrong ballot, please contact the Notice and Claims Agent **immediately** at the address, telephone number, or email address set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in the Class of Claims indicated on **Exhibit A** hereto, under the Plan. If you hold Claims in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

Unless otherwise instructed by your Nominee, in order for your vote to count, your Nominee must receive this Beneficial Holder Ballot in sufficient time for your Nominee to include your vote on a Master Ballot that must be received by the Notice and Claims Agent on or before the Voting Deadline, which is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**. Please allow sufficient time for your vote to be included on the Master Ballot completed by your Nominee. If a Master Ballot recording your vote is not received by the Voting Deadline, and if the Voting Deadline is not extended, your vote will not count.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Beneficial Holder of Claims in the Class indicated on **Exhibit A** hereto in the following aggregate unpaid principal amount (insert amount in box below, unless otherwise completed by your Nominee):

\$ _____
----------

<sup>2</sup> A “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to Court order or otherwise, as reflected in the records maintained by the Nominees holding through DTC.

**Item 2. Vote on Plan.**

The Holder of the Claim against the Debtors set forth in Item 1 votes to (please check one):

**ACCEPT** (vote FOR) the Plan

**REJECT** (vote AGAINST) the Plan

**Item 3. Important information regarding the Debtor Release, Third Party Release, and Injunction Discharge.**

**Article VIII.C of the Plan provides for a debtor release (the “Debtor Release”):**

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.D of the Plan provides for a third party release (the “Third Party Release”):**

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

**Article VIII.E of the Plan provides for an exculpation (the “Exculpation”):**

Plan Class and CUSIP indicated on **Exhibit A** hereto

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

**Article VIII.F of the Plan provides for an injunction (the “Injunction”):**

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

\* \* \* \* \*

PLEASE TAKE NOTICE THAT ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. PARTIES RECEIVING THIS BENEFICIAL HOLDER BALLOT MAY ~~OPT-OUT~~OPT-OUT OF THE THIRD-PARTY RELEASE PROVISIONS BY CHECKING THE BOX BELOW SPECIFICALLY PROVIDING FOR THE REJECTION OF THE THIRD PARTY RELEASE PROVISIONS.

~~Opt-Out~~Opt-Out of the Third Party Release.

**NOTE: HOLDERS THAT ARE A PARTY TO THE PLAN SUPPORT AGREEMENT HAVE COVENANTED NOT TO, AND THUS SHOULD NOT, CHECK THE BOX ABOVE TO ~~OPT-OUT~~OPT-OUT OF GRANTING THE THIRD PARTY RELEASE.**

**Item 4. Other Beneficial Holder Ballots Submitted.** By returning this Beneficial Holder Ballot, the holder of the Claims identified in Item 1 certifies that (a) this Beneficial Holder Ballot is the only Beneficial Holder Ballot submitted for Claims identified in Item 1 owned by such holder, except as identified in the following table, and (b) all Beneficial Holder Ballots submitted by the holder in the same Class indicate the same vote to accept or reject the Plan that the holder has indicated in Item 3 of this Beneficial Holder Ballot (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS TABLE IF YOU HAVE VOTED OTHER  
CLAIMS IN THE SAME CLASS ON OTHER BENEFICIAL HOLDER BALLOTS**

Account Number	Name of Registered Holder or Nominee	Principal Amount of Other Claims Voted	CUSIP of Other Claims Voted
		\$	
		\$	

**Item 5. Certifications.**

By signing this Beneficial Holder Ballot, the undersigned certifies to the Court and the Debtors:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the holder of the Claims being voted on this Beneficial Holder Ballot; or (ii) the Entity is an authorized signatory for an Entity that is a holder of the Claims being voted on this Beneficial Holder Ballot;
- (b) that the Entity (or in the case of an authorized signatory, the holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity, if it votes in favor of the Plan, will be deemed to have consented to the Third Party Release;
- (d) that the Entity has cast the same vote with respect to all Claims in a single Class; and
- (e) that no other Beneficial Holder Ballots with respect to the amount of the Claims identified in Item 1 have been cast or, if any other Beneficial Holder Ballots have been cast with respect to such Claims, then any such earlier received Beneficial Holder Ballots are hereby revoked.

Name of Holder:	
	(Print or Type)
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	

Plan Class and CUSIP indicated on **Exhibit A** hereto

Telephone	
Number:	
Email:	
Date Completed:	

**Please complete, sign, and date this Ballot and return it promptly in the envelope provided or otherwise in accordance with the instructions of your Nominee.**

**If the Notice and Claims Agent does not actually receive the Master Ballot reflecting the vote cast on this Beneficial Holder Ballot (or your pre-validated Beneficial Holder Ballot) on or before June 8, 2020, at 4:00 p.m., prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted by this Beneficial Holder Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.**

**INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER BALLOT<sup>1</sup>**

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as **Exhibit A** to the Disclosure Statement. Capitalized terms used in the Beneficial Holder Ballot or in these instructions (the “**Ballot Instructions**”) but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Beneficial Holder Ballot. **Please read the Plan and Disclosure Statement carefully before completing this Ballot.**
2. The Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Plan and if the Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Disclosure Statement for more information.
3. Unless otherwise instructed by your Nominee, to ensure that your vote is counted, you must submit your Beneficial Holder Ballot (or otherwise convey your vote) to your Nominee in sufficient time to allow your Nominee to process your vote and submit a Master Ballot so that the Master Ballot is actually received by the Notice and Claims Agent by the Voting Deadline. You may instruct your Nominee to vote on your behalf in the Master Ballot as follows: (a) complete the Beneficial Holder Ballot; (b) indicate your decision either to accept or reject the Plan in the boxes provided in Item 3 of the Beneficial Holder Ballot; and (c) sign and return the Beneficial Holder Ballot to your Nominee in accordance with the instructions provided by your Nominee. The Voting Deadline for the receipt of Master Ballots by the Notice and Claims Agent is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**. Your completed Beneficial Holder Ballot must be received by your Nominee in sufficient time to permit your Nominee to deliver your votes to the Notice and Claims Agent on or before the Voting Deadline.
4. **The following Beneficial Holder Ballots will not be counted:**
  - (a) any Beneficial Holder Ballot that partially rejects and partially accepts the Plan;
  - (b) any Beneficial Holder Ballot that neither accepts nor rejects the Plan;
  - (c) Beneficial Holder Ballot sent to the Debtors, the Debtors’ agents (other than the Notice and Claims Agent and only with respect to a pre-validated Beneficial Holder Ballot), any indenture trustee, or the Debtors’ financial or legal advisors;
  - (d) Beneficial Holder Ballot returned to a Nominee not in accordance with the Nominee’s instructions;
  - (e) any Beneficial Holder Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
  - (f) any Beneficial Holder Ballot cast by an Entity that does not hold a Claim in the Class indicated on **Exhibit A** hereto;
  - (g) any Beneficial Holder Ballot submitted by a holder not entitled to vote pursuant to the Plan;
  - (h) any unsigned Beneficial Holder Ballot (except in accordance with the Nominee’s instructions);
  - (i) any non-original Beneficial Holder Ballot (except in accordance with the Nominee’s instructions); and/or
  - (j) any Beneficial Holder Ballot not marked to accept or reject the Plan or any Beneficial Holder Ballot marked both to accept and reject the Plan.
5. If your Beneficial Holder Ballot is not received by your Nominee in sufficient time to be included on a timely submitted Master Ballot, it will not be counted unless the Debtors determine otherwise. In all cases, Beneficial Holders should allow sufficient time to assure timely delivery of your Beneficial Holder Ballot to your Nominee. No Beneficial Holder Ballot should be sent to any of the Debtors, the Debtors’ agents (other than the

<sup>1</sup> If you hold your notes as a registered holder directly on the books and records of the indenture trustee and not through the DTC you must use this Beneficial Holder Ballot to vote your directly-registered claim. For the avoidance of doubt, DTC Participants must use a master ballot to submit the votes of their Beneficial Holder clients.

Notice and Claims Agent and only with respect to a pre-validated Beneficial Holder Ballot), the Debtors' financial or legal advisors, and if so sent will not be counted.

6. If you deliver multiple Beneficial Holder Ballots to the Nominee with respect to the same Claim prior to the Voting Deadline, the last received valid Beneficial Holder Ballot timely received will supersede and revoke any earlier received Beneficial Holder Ballots.
7. You must vote all of your Claims within the same Class either to accept or reject the Plan and may **not** split your vote. Further, if a holder has multiple Claims within the same, the Debtors may, in their discretion, aggregate the Claims of any particular holder with multiple Claims within the same Class for the purpose of counting votes.
8. This Beneficial Holder Ballot does **not** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.
9. **Please be sure to sign and date your Beneficial Holder Ballot.** If you are signing a Beneficial Holder Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors, or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder.
10. If you hold Claims in more than one Class under the Plan you may receive more than one ballot coded for each different Class. Each ballot votes **only** your Claims indicated on that ballot, so please complete and return each ballot that you receive.
11. The Beneficial Holder Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Claims and Noticing Agent will accept delivery of any such certificates or instruments surrendered together with a ballot.

**Please return your Beneficial Holder Ballot promptly**

If you have any questions regarding this Beneficial Holder  
Instructions or the Procedures for Voting, please call the

Ballot, these Voting  
restructuring hotline

at (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).

**If the Notice and Claims Agent does not actually receive the Master Ballot reflecting the vote cast on this Beneficial Holder Ballot (or your pre-validated Beneficial Holder Ballot) on or before June 8, 2020, at 4:00 p.m., prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted by this Beneficial Holder Ballot may be counted toward Confirmation of the Plan only in the sole and absolute discretion of the Debtors.**



**Exhibit A**

Your Nominee may have checked a box below to indicate the Plan Class and CUSIP/ISIN to which this Beneficial Holder Ballot pertains, or otherwise provided that information to you on a label or schedule attached to the Beneficial Holder Ballot:

<b>Class 3 (First Lien Claims)</b>		
<input type="checkbox"/>	8.625% 1st Lien (144A)	97381L AB 4 / US97381LAB45
<input type="checkbox"/>	8.625% 1st Lien (Reg S)	U9701L AB 9 / USU9701LAB90
<b>Class 4 (Midwest Notes Claims)</b>		
<input type="checkbox"/>	6.75% 1st Lien	016090 AA 0 / US016090AA05
<b>Class 5 (Second Lien Notes Claims)</b>		
<input type="checkbox"/>	10.500% 2nd Lien (144A)	97381L AE 8 / US97381LAE83
<input type="checkbox"/>	10.500% 2nd Lien (Reg S)	U9701L AF 0 / USU9701LAF05
<input type="checkbox"/>	9.000% 2nd Lien (144A)	97381L AF 5 / US97381LAF58
<input type="checkbox"/>	9.000% 2nd Lien (Reg S)	U9701L AG 8 / USU9701LAG87
<b>Class 6A (Obligor General Unsecured Claims)</b>		
<input type="checkbox"/>	8.750 Senior Unsecured (144A)	97381L AD 0 / US97381LAD01
<input type="checkbox"/>	8.750 Senior Unsecured (Reg S)	U9701L AE 3 / USU9701LAE30
<input type="checkbox"/>	7.750% Senior Unsecured	97381W AN 4 / US97381WAN48
<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AM 6 / US97381WAM64
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AG 0 / USU9700PAG01

<input type="checkbox"/>	7.750% Senior Unsecured	97381W AT 1 / US97381WAT18
<input type="checkbox"/>	7.750% Senior Unsecured (144A)	97381W AR 5 / US97381WAR51
<input type="checkbox"/>	7.750% Senior Unsecured (Reg S)	U9700P AK 1 / USU9700PAK13
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AX 2 / US97381WAX20
<input type="checkbox"/>	7.500% Senior Unsecured	97381W AU 8 / US97381WAU80
<input type="checkbox"/>	6.375% Senior Unsecured	97381W AZ 7 / US97381WAZ77
<input type="checkbox"/>	6.375% Senior Unsecured (144A)	97381L AA 6 / US97381LAA61
<input type="checkbox"/>	6.375% Senior Unsecured (Reg S)	U9701L AA 1 / USU9701LAA18

**Exhibit 3**

**Unimpaired Non-Voting Status Notice**

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

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

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**NOTICE OF NON-VOTING STATUS TO HOLDERS OF  
UNIMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

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**PLEASE TAKE NOTICE THAT** on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim under the Plan, **you are not entitled to vote on the Plan**. Specifically, under the terms of the Plan, as a holder of a Claim of Interest, as applicable, (as currently asserted against the Debtors) that is not impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are **not** entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020 at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

\* \* \* \* \*

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

*[Link-to-previous setting changed from off in original to on in modified.]*

### Critical Information Regarding Plan Releases

**PLEASE TAKE FURTHER NOTICE** that Article VIII of the Plan contains **certain R<sub>release</sub>, Exculpation, and Injunction, injunction, and exculpation P<sub>provisions</sub>, and Article VIII.D contains a, including the Third-Party Releases** ~~—Thus,~~ set forth below. ~~y~~You are advised to carefully review and consider the Plan ~~carefully because, including the release, injunction, and exculpation provisions, as~~ your rights **might** ~~may~~ be affected ~~thereunder~~.

**Any holder of a Claim or Interest that does not want to grant the Third-Party Releases set forth in Article VIII.D of the Plan must File an objection with the Bankruptcy Court that expressly objects to the inclusion of such holder as a “Releasing Party” under the Plan. The right to payment on account of a Claim is not forfeited by exercising the right to opt out of the Third-Party Releases.**

**Except as set forth above, all holders of Claims against or Interests in the Debtors that do not File an objection with the Bankruptcy Court in these Chapter 11 Cases that expressly objects to the inclusion of such holder as a Releasing Party under the provisions contained in Article VIII.D of the Plan will be deemed to have expressly, unconditionally, generally, individually, and collectively consented to the release and discharge of all Claims and Causes of Action against the Debtors and the Released Parties.**

**Any holders of Claims against or Interests in the Debtors that opt out of the Third-Party Release set forth in Article VIII.D of the Plan will forgo the benefit of being a “Released Party” and obtaining the releases set forth therein.**

Article VIII.~~ED~~. of the Plan ~~provides for a debtor release (the “Debtor~~ contains the following Third-Party Release<sup>3</sup>~~”):~~

~~Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the~~ As of the Effective Date, each Released ing Party is deemed to have released and discharged by the ~~each~~ Debtors, ~~the~~, Reorganized Debtors, and ~~their Estates~~ Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted ~~by or~~ on behalf of the Debtors, that ~~the Debtors, the Reorganized Debtors, or their Estates~~ such Entity would have been legally entitled to assert ~~in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity~~, based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract,

<sup>3</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Uniti Parties; (d) the indenture trustees and administrative agents under the Debtors’ prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

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instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the ~~Backstop Commitment Agreement~~, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

\* \* \* \* \*

The Notice of Non-Voting Status may be returned by mail or by electronic, online transmission solely by clicking on the “E-Ballot” section of the Debtors’ case information website (<http://www.kccllc.net/windstream>) and following the directions set forth on the website regarding submitting your Notice of Non-Voting Status as described more below. Please choose only one method of return on your Notice of Non-Voting Status.

**HOW TO OPT OUT OF THE RELEASES ONLINE.**

1. Please visit <http://www.kccllc.net/windstream>.
2. Click on the “E-Ballot” section of the Debtors’ website.
3. Follow the directions to submit your Notice of Non-Voting Status and Opt-Out Form. If you choose to submit your Notice of Non-Voting Status and Opt-Out Form via the Solicitation Agent’s E-Ballot system, you should not return a hard copy of your Notice of Non-Voting Status and Opt-Out Form.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8, 2020 at 4:00 p.m., prevailing Eastern Time.

**IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE AND SUBMIT YOUR CUSTOMIZED NOTICE OF NON-VOTING STATUS AND OPT-OUT FORM:**

**UNIQUE E-BALLOT ID# \_\_\_\_\_**

**“E-BALLOTING” IS THE SOLE MANNER IN WHICH NOTICE OF NON-VOTING STATUS MAY BE DELIVERED VIA ELECTRONIC TRANSMISSION.**

**NOTICES OF NON-VOTING STATUS AND OPT-OUT FORM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE COUNTED.**

**HOW TO OPT OUT OF THE RELEASES BY MAIL.**

1. If you wish to make an election to opt out of the release provisions contained in Article VIII.D of the Plan ~~provides for a third party release~~ (set forth above check the box in Item 1).
2. Review the certifications contained in Item 2.
3. Sign and date this notice of non-voting status and fill out the other required information in the applicable area below.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8,

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2020. You may use the postage-paid envelope provided or send your notice of non-voting status to the following address:

Windstream Ballot Processing  
Kurtzman Carson Consultants LLC  
222 N. Pacific Coast Highway, Suite 300,  
El Segundo, California 90245

**Item 1. Release**

PLEASE TAKE NOTICE that you may check the box below to opt out of the release provisions contained in Article VIII.D of the Plan and set forth above.

IF YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIIL.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIIL.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIIL.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.

Opt Out of the “Third Party Release”:

**Item 2. Certifications.**

By returning this Notice of Non-Voting Status and Opt-Out Form, the holder of the Unimpaired Claim(s) or Interest(s) identified below certifies that (a) it was the holder of Unimpaired Claim(s) or Interest(s) as of the Record Date and/or it has full power and authority to opt out of the Third-Party Release for the Unimpaired Claim(s) or Interest(s) identified below with respect to such Unimpaired Claim(s) or Interest(s) and (b) it understands the scope of the releases.

YOUR RECEIPT OF THIS NOTICE OF NON-VOTING STATUS DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

Name of Holder:

(Print or Type)

Signature:

Name of Signatory:

(If other than holder)

Title:

Address:

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*[Link-to-previous setting changed from off in original to on in modified.]*

Telephone  
Number:

Email:

Date Completed:

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[Exhibit 4](#)

[Impaired Non-Voting Status Notice](#)

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

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

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF  
IMPAIRED CLAIMS AND EQUITY INTERESTS DEEMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE THAT on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim or Interest under the Plan, **you are not entitled to vote on the Plan.** Specifically, under the terms of the Plan, as a holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

PLEASE TAKE FURTHER NOTICE that Article VIII of the Plan contains certain release, injunction, and exculpation provisions, including the Third-Party Releases set forth below. You are advised to carefully review and consider the Plan, including the release, injunction, and exculpation provisions, as your rights may be affected.

**Article VIII.D. of the Plan contains the following Third-Party Release:<sup>3</sup>**

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Unitholders; (d) the indenture trustees and administrative agents under the Debtors’ prepetition Secured credit agreement and

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

Article VIII.E of the Plan provides for an exculpation (the "Exculpation"):

~~Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.~~

Article VIII.F of the Plan provides for an injunction (the "Injunction"):

~~Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or~~

indenture trustees and administrative agents under the Debtors' prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

~~continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.~~

~~\* \* \* \* \*~~

~~**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, at 4:00 p.m., prevailing Eastern Time** (the "Plan Objection Deadline"). Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be actually received on or before **June 8, at 4:00 p.m., prevailing Eastern Time**:~~

<b>Debtors</b>	<b>Counsel to the Debtors</b>
<p>Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody</p>	<p>Kirkland &amp; Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Mare Kieselstein, P.C.</p> <p>300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze</p>
<b>United States Trustee</b>	<b>Counsel to the Creditors' Committee</b>
<p>Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg</p>	<p>Morrison &amp; Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards</p>

\* \* \* \* \*

The Notice of Non-Voting Status may be returned by mail or by electronic, online transmission solely by clicking on the “E-Ballot” section of the Debtors’ case information website (<http://www.kccllc.net/windstream>) and following the directions set forth on the website regarding submitting your Notice of Non-Voting Status as described more below. Please choose only one method of return on your Notice of Non-Voting Status.

**HOW TO OPT OUT OF THE RELEASES ONLINE.**

1. Please visit <http://www.kccllc.net/windstream>.
2. Click on the “E-Ballot” section of the Debtors’ website.
3. Follow the directions to submit your Notice of Non-Voting Status and Opt-Out Form. If you choose to submit your Notice of Non-Voting Status and Opt-Out Form via the Solicitation Agent’s E-Ballot system, you should not return a hard copy of your Notice of Non-Voting Status and Opt-Out Form.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8, 2020 at 4:00 p.m., prevailing Eastern Time.

**IMPORTANT NOTE: YOU WILL NEED THE FOLLOWING INFORMATION TO RETRIEVE AND SUBMIT YOUR CUSTOMIZED NOTICE OF NON-VOTING STATUS AND OPT-OUT FORM:**

**UNIQUE E-BALLOT ID# \_\_\_\_\_**

**“E-BALLOTING” IS THE SOLE MANNER IN WHICH NOTICE OF NON-VOTING STATUS MAY BE DELIVERED VIA ELECTRONIC TRANSMISSION.**

**NOTICES OF NON-VOTING STATUS AND OPT-OUT FORM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE COUNTED.**

**HOW TO OPT OUT OF THE RELEASES BY MAIL.**

1. If you wish to make an election to opt out of the release provisions contained in Article VIIL.D of the Plan set forth above check the box in Item 1.
2. Review the certifications contained in Item 2.
3. Sign and date this notice of non-voting status and fill out the other required information in the applicable area below.
4. For your election to opt out of the release provisions by mail to be counted, your Notice of Non-Voting Status and Opt-Out Form must be properly completed and actually received by the solicitation agent no later than June 8, 2020 at 4:00 p.m., prevailing Eastern Time. You may use the postage-paid envelope provided or send your notice of non-voting status to the following address:

Windstream Ballot Processing

**PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact**

Kurtzman Carson Consultants LLC; ~~the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the "Notice and Claims Agent"), by: (a) calling the Debtors' restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors' restructuring website at: <http://www.kecllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC,~~  
222 N. Pacific Coast Highway, Suite 300,  
El Segundo, California 90245. ~~You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.~~

**Item 1. Release**

PLEASE TAKE NOTICE that you may check the box below to opt out of the release provisions contained in Article VIII.D of the Plan and set forth above.

IF YOU DO NOT OPT OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIIL.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIIL.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIIL.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.

Opt Out of the Third Party Release.

**Item 2. Certifications.**

By returning this Notice of Non-Voting Status and Opt-Out Form, the holder of the Unimpaired Claim(s) or Interest(s) identified below certifies that (a) it was the holder of Unimpaired Claim(s) or Interest(s) as of the Record Date and/or it has full power and authority to opt out of the Third-Party Release for the Unimpaired Claim(s) or Interest(s) identified below with respect to such Unimpaired Claim(s) or Interest(s) and (b) it understands the scope of the releases.

YOUR RECEIPT OF THIS NOTICE OF NON-VOTING STATUS DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

<u>Name of Holder:</u>	_____
	<u>(Print or Type)</u>
<u>Signature:</u>	_____
<u>Name of Signatory:</u>	_____
	<u>(If other than holder)</u>
<u>Title:</u>	_____
<u>Address:</u>	_____
	_____

Telephone  
Number:

Email:

Date Completed:

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**Exhibit 45**

**~~Impaired Non-Voting Status Notice~~ Beneficial Holder Opt-Out Form**



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

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

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF**

**BENEFICIAL HOLDER OPT-OUT FORM FOR  
IMPAIRED CLAIMS AND HOLDERS OF EQUITY INTERESTS DEEMED TO REJECT THE PLAN**

**PLEASE TAKE NOTICE THAT** on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** because of the nature and treatment of your Claim or Interest under the Plan, **you are not entitled to vote on the Plan**. Specifically, under the terms of the Plan, as a holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

\* \* \* \* \*

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.



**Critical Information Regarding Plan Releases**

**PLEASE TAKE FURTHER NOTICE** that Article VIII of the Plan contains **certain R**~~release;~~  
**Exculpation, and Injunction**, **injunction, and exculpation P**~~provisions,~~ **and Article VIII.D contains**  
**a**, **including the** Third-Party Releases ~~.-~~ **Thus,** set forth below. **y** You are advised to **carefully** review and consider  
the Plan ~~carefully because,~~ including the release, injunction, and exculpation provisions, as your rights  
**might** be affected **thereunder.** Subject to the limitations set forth herein, you may elect to opt-out of the  
**Third Party Lease set forth in Article VIII of the Plan. The Debtors are providing you the opt-out form (the “Opt-  
Out Form”) below to allow you to exercise such rights. The Opt-Out Form may not be used for any purpose other  
than for electing to Opt-Out of the Third-Party Release.**

**If you believe you have received this notice and Opt-Out Form in error, or if you believe that you have received the  
wrong notice, please immediately call the Solicitation Agent at the telephone number set forth above. If you have  
any questions about the status of your Claims or Interests, you should contact the Solicitation Agent in accordance  
with the instructions provided above.**

**As described further below, in order to Opt-Out of the Third-Party Release, you must complete, sign and return this  
Opt-Out Form to your broker, commercial bank, transfer agent, trust company, dealer, or other intermediary or  
nominee, or their mailing agent (each a “Nominee”) in sufficient time to allow your Nominee to process your  
instructions on a Master Opt-Out Form and return to the Solicitation Agent so that is actually received by the  
Solicitation Agent on or prior to June 8, 2020 at 4:00 p.m. (Eastern Time). Please see the Confirmation Hearing  
Notice included with this mailing for important information regarding the Confirmation Hearing and the Plan  
Objection Deadline.**

**Any holder of a Claim or Interest that does not want to grant the Third-Party Releases set  
forth in Article VIII.D of the Plan must File an objection with the Bankruptcy Court that  
expressly objects to the inclusion of such holder as a “Releasing Party” under the Plan.  
The right to payment on account of a Claim is not forfeited by exercising the right to opt  
out of the Third-Party Releases.**

**Except as set forth above, all holders of Claims against or Interests in the Debtors that do  
not File an objection with the Bankruptcy Court in these Chapter 11 Cases that expressly  
objects to the inclusion of such holder as a Releasing Party under the provisions contained  
in Article VIII.D of the Plan will be deemed to have expressly, unconditionally, generally,  
individually, and collectively consented to the release and discharge of all Claims and  
Causes of Action against the Debtors and the Released Parties.**

**Any holders of Claims against or Interests in the Debtors that opt out of the Third-Party  
Release set forth in Article VIII.D of the Plan will forgo the benefit of being a “Released  
Party” and obtaining the releases set forth therein.**

**[Remainder of page intentionally left blank.]**

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**BENEFICIAL HOLDER OF INTERESTS IN CLASS 9 NON-VOTING OPT-OUT FORM**

THIS OPT-OUT FORM IMPACTS YOUR LEGAL RIGHTS. PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR COMPLETING THIS OPT-OUT FORM CAREFULLY BEFORE COMPLETING THIS OPT-OUT FORM.

IF YOU DO NOT OPT-OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIIL.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIIL.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIIL.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.

THIS OPT-OUT FORM MUST BE COMPLETED, EXECUTED, AND RETURNED TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT-OUT FORM AND RETURN TO THE SOLICITATION AGENT SO THAT IS ACTUALLY RECEIVED ON OR PRIOR TO JUNE 8, 2020 AT 4:00 P.M. EASTERN TIME (THE “VOTING DEADLINE”).

Item 1. Optional Third-Party Release Election. Item 1 is to be completed **only** if you are **opting out** of the Third-Party Release contained in Article VIII of the Plan.

OPT-OUT OF THE THIRD-PARTY RELEASE.

**IMPORTANT INFORMATION REGARDING THE THIRD-PARTY RELEASE:**

IF YOU DO NOT OPT-OUT OF THE RELEASE PROVISIONS BY CHECKING THE BOX BELOW AND PROPERLY AND TIMELY SUBMITTING THIS NOTICE OF NON-VOTING STATUS, YOU WILL BE DEEMED TO HAVE UNCONDITIONALLY, IRREVOCABLY, AND FOREVER RELEASED AND DISCHARGED THE RELEASED PARTIES (AS DEFINED IN THE PLAN) FROM, AMONG OTHER THINGS, ANY AND ALL CAUSES OF ACTION (AS DEFINED IN THE PLAN) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN. IF YOU WOULD OTHERWISE BE ENTITLED TO A RELEASE UNDER ARTICLE VIIL.D OF THE PLAN, BUT YOU DO NOT GRANT THE RELEASES CONTAINED IN ARTICLE VIIL.D OF THE PLAN, THEN YOU SHALL NOT RECEIVE THE BENEFIT OF THE RELEASES SET FORTH IN ARTICLE VIIL.D OF THE PLAN. FOR THE AVOIDANCE OF DOUBT, THE NON-RELEASED PARTIES, IN THEIR CAPACITY AS SUCH, SHALL NOT BE ENTITLED TO ANY RELEASE UNDER THE CHAPTER 11 PLAN.

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Article VIII.C.D. of the Plan ~~provides for a debtor release (the “Debtor contains the following Third-Party Release”)~~<sup>3</sup>

~~Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the As of the Effective Date, each Released Party is deemed to have released and discharged by the each Debtors, the, Reorganized Debtors, and their Estates Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates such Entity would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors’ in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.~~

~~= \* \* \* \* \*~~

Item 1. Certifications.

By returning this Opt-Out Form, the holder of the Impaired Claim(s) or Interest(s) identified below certifies that (a) it was the holder of Impaired Claim(s) or Interest(s) as of the Record Date and/or it has full power and authority to Opt-Out of the Third-Party Release for the Impaired Claim(s) or Interest(s) identified below with respect to such Impaired Claim(s) or Interest(s) and (b) it understands the scope of the releases.

YOUR RECEIPT OF THIS NOTICE OF NON-VOTING STATUS DOES NOT SIGNIFY THAT YOUR CLAIM OR INTEREST HAS BEEN OR WILL BE ALLOWED.

Name of Holder:	_____
	(Print or Type)
Signature:	_____

<sup>3</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Unit Parties; (d) the indenture trustees and administrative agents under the Debtors’ prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities’ and their current and former Affiliates’ and subsidiaries’ current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

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<u>Name of Signatory:</u>	_____
	<u>(If other than holder)</u>
<u>Title:</u>	_____
<u>Address:</u>	_____
	_____
	_____
<u>Telephone Number:</u>	_____
<u>Email:</u>	_____
<u>Date Completed:</u>	_____

**Article VIII.D of the Plan provides for a third party release (the "Third Party Release"):**  
**IF ELECTING TO OPT-OUT OF THE THIRD-PARTY RELEASE, PLEASE COMPLETE, SIGN, AND DATE THIS OPT-OUT FORM AND RETURN IT TO YOUR NOMINEE IN SUFFICIENT TIME TO ALLOW YOUR NOMINEE TO PROCESS YOUR INSTRUCTIONS ON A MASTER OPT-OUT FORM AND RETURN TO THE SOLICITATION AGENT SO THAT IS ACTUALLY RECEIVED ON OR PRIOR TO \_\_\_\_\_ THE \_\_\_\_\_ VOTING \_\_\_\_\_ DEADLINE.**

*[Link-to-previous setting changed from on in original to off in modified.]*

**INSTRUCTIONS FOR COMPLETING THIS OPT-OUT FORM**

1. Capitalized terms used in the Opt-Out Form or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, the Disclosure Statement, or the Disclosure Statement Order, as applicable, copies of which also accompany the Opt-Out Form.
2. To ensure that your election is counted, you *must* complete and submit this Opt-Out Form or your election to your Nominee by mail, electronic, or other means agreed with your Nominee.
3. You will be deemed to consent to the Third-Party Release set forth in **Article VIII of the Plan** unless you clearly indicate your decision to Opt-Out of the Third-Party Release by checking the box provided in Item I of the Opt-Out Form. The Opt-Out Form must then be (a) executed and completed in accordance with these instructions and (b) an Opt-Out Form containing your election must be returned by your Nominee to the Solicitation Agent such that it is **actually received** by the Solicitation Agent on or prior to the Voting Deadline.
4. If an Opt-Out Form is received after the Voting Deadline, it will not be effective. Additionally, the following **Opt-Out Form will NOT be effective**:
  - = any Opt-Out Form sent to the Debtors, any indenture trustee, or the Debtors' financial or legal advisors;
  - = any Opt-Out Form that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
  - = any unsigned Opt-Out Form;
  - = any Opt-Out Form that purports to alter the terms of the Third-Party Release;
  - = any Opt-Out Form submitted by an entity that does not hold a Claim or Interest in a Class that is entitled to Opt-Out of the Third-Party Release; and
  - = any Opt-Out Form submitted by any entity otherwise not entitled to Opt-Out of the Third-Party Release pursuant to the Solicitation Procedures.
5. The method of delivery of this Opt-Out Form to your Nominee is at the election and risk of each Holder of a Claim or Interest. Except as otherwise provided herein, such delivery will be deemed made only when the Solicitation Agent **actually receives** an Opt-Out Form from your Nominee. For Opt-Out Forms submitted by hand, instead of effecting delivery by first-class mail, it is recommended, though not required, that Holders of Claims or Interests use an overnight or hand delivery service. In all cases, Holders of Claims or Interests, or their Nominees, should allow sufficient time to assure timely delivery. The Opt-Out Form is not a letter of transmittal and may not be used for any purpose other than, subject to the limitations set forth in the Opt-Out Form, to Opt-Out of the Third-Party Release. Accordingly, at this time, Holders of Claims or Interests should not surrender certificates or instruments representing or evidencing their Claims or Interests, and neither the Debtors nor the Solicitation Agent will accept delivery of any such certificates or instruments surrendered together with an Opt-Out Form.
6. This Opt-Out Form does not constitute, and shall not be deemed to be, (a) a proof of claim or (b) an assertion or admission of a Claim or Interest.

*[Link-to-previous setting changed from on in original to off in modified.]*

7. Please be sure to sign and date your Opt-Out Form. If you are signing an Opt-Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation Agent, the Debtors, or the Court, must submit proper evidence to the requesting party of your authority to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Opt-Out Form.
8. If you hold Claims or Interests in more than one Class under the Plan you may receive more than one Opt-Out Form or Ballot with respect to the Plan for each different Class. Each Opt-Out Form or Ballot governs only your Claims or Interests indicated on that Opt-Out Form or Ballot, so please complete and return each Opt-Out Form or Ballot you received.
9. After the Voting Deadline, no Opt-Out Form may be withdrawn or modified without the prior written consent of the Debtors.

**Please return your Opt-Out Form promptly**

**If you have any questions regarding this Opt-Out Form, \_\_\_\_\_ these Voting Instructions or the Procedures for Voting, please call the \_\_\_\_\_ restructuring hotline at: [\(877\) 759-8815 \(toll free\) or \(424\) 236-7262](tel:(877)759-8815) or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**If the Notice and Claims Agent does not actually receive this Opt-Out Form on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute dis**

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[Exhibit 6](#)

[Master Opt-Out Form](#)

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[8](#)

[8](#)



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

<u>In re:</u>	)	<u>Chapter 11</u>
<u>WINDSTREAM HOLDINGS, INC., et al.,<sup>4</sup></u>	)	<u>Case No. 19-22312 (RDD)</u>
<u>Debtors.</u>	)	<u>(Jointly Administered)</u>

MASTER OPT-OUT FORM

PLEASE TAKE NOTICE THAT on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code (the “Disclosure Statement”)<sup>5</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this Master Opt-Out Form because the DTC’s records indicate that you are a bank, broker, or other financial institution (each, a “Nominee”) for an holder in interest of the Debtors. Nominees or their agents should use this Master Opt-Out Form to convey decisions to opt-out of t the third-party release contained in Article VIII of the Plan (the “Third-Party Release”).

If you have any questions regarding this Master Opt-Out Form, these Voting Instructions or the Procedures for Voting, please call the restructuring hotline at: (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).

This Master Opt-Out Form may not be used for any purpose other than conveying the decision regarding the opt-out election of the Third-Party Release on behalf of your Beneficial Holder clients. If you believe that you have received this Master Opt-Out Form in error please contact the Solicitation Agent **immediately** at the email address or telephone number set forth above.

<sup>4</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>5</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

*[Link-to-previous setting changed from on in original to off in modified.]*

Nothing contained herein or in the enclosed documents shall render you or any other entity an agent of the Debtors or the Solicitation Agent or authorize you or any other entity to use any document or make any statements on behalf of any of the Debtors with respect to the Plan, except for the statements contained in the documents enclosed herewith.

You are required to distribute the opt-out form contained herein (the "Opt-Out Form") accompanied by pre-addressed, postage-paid return envelopes, or by any other means consented to by your Beneficial Holder clients (e.g., e-mail), to your Beneficial Holder clients immediately to enable each such Beneficial Holder to indicate their decision to opt-out of the Third-Party Releases in a timely fashion. Any election delivered to you by a Beneficial Holder shall not be counted as an effective election until you complete, sign, and return this Master Form to the Solicitation Agent, so that it is **actually received by June 8, 2020 at 4:00 p.m. prevailing Eastern Time** (the "Voting Deadline").

Master Forms should not be sent to the Debtors or their attorneys.

**PLEASE COMPLETE ITEMS 1 THROUGH 4. IF THIS MASTER OPT-OUT FORM IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS MASTER OPT-OUT FORM WILL NOT BE VALID OR COUNTED AS HAVING BEEN SUBMITTED.**

**Item 1. Certification. The undersigned certifies that as of the Record Date, the undersigned (please check appropriate box):**

- == Is a Nominee for the Beneficial Holders in the principal number of interests listed in Item 2 below, or
- == Is acting under a power of attorney or agency (a copy of which will be provided upon request) granted by a Nominee for the Beneficial Holders in the principal number of interests listed in Item 2 below, or
- == Has been granted a proxy (an original of which is attached hereto) from a Nominee for the Beneficial Holders (or the Beneficial Holders itself/themselves) in the principal number of interests listed in Item 2 below,

and accordingly, has full power and authority to convey decisions to opt out of the Third-Party Release, on behalf of the Beneficial Holders described in Item 2.

**Item 2. Third-Party Release Opt-Out Election. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate schedule of the Beneficial Holders, as identified by their respective account numbers, that made a decision to opt out of the Third-Party Release via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary means of conveying such information.**

Indicate in the appropriate column below the Beneficial Holder/Account Number of each Beneficial Holder that completed and returned the Opt-Out Form and the aggregate number of interests held by such Beneficial Holder/Account Number electing to opt out of the Third-Party Release or attach such information to this Master Form in the form of the following table.

[Remainder of page intentionally left blank.]

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(Please complete the information requested below. Attach additional sheets if necessary.)

<u>Beneficial Holder/Account Number</u>	<u>Amount of Interests Electing to Opt Out of Third-Party Release</u>
<u>1.</u>	
<u>2.</u>	
<u>3.</u>	
<u>4.</u>	
<u>5.</u>	
<u>TOTAL</u>	

Article VIII.D. of the Plan contains the following Third-Party Release:<sup>6</sup>

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

Article VIII.E of the Plan provides for an exculpation (the "Exculpation"):

~~Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or~~

<sup>6</sup> The Released Parties are: (a) the Consenting Creditors; (b) the Backstop Parties; (c) the Unitholders; (d) the indenture trustees and administrative agents under the Debtors' prepetition Secured credit agreement and Secured notes indentures; (e) the DIP Lenders; (f) the DIP Agent; and (g) with respect to each of the Debtors, the Reorganized Debtors, and each of the foregoing Entities in clauses (a) through (f), such Entity and its current and former Affiliates and subsidiaries, and such Entities' and their current and former Affiliates' and subsidiaries' current and former directors, managers, officers, equity holders (regardless of whether such interests are held directly or indirectly), predecessors, successors, and assigns, subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals.

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~~omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.~~

~~Article VII.F of the Plan provides for an injunction (the “Injunction”):~~

~~Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.~~

~~\* \* \* \* \*~~

~~**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “**Plan Objection Deadline**”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:~~

<del>Debtors</del>	<del>Counsel to the Debtors</del>
--------------------	-----------------------------------

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<p><del>Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody</del></p>	<p><del>Kirkland &amp; Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze</del></p>
<p><del><b>United States Trustee</b></del></p>	<p><del><b>Counsel to the Creditors' Committee</b></del></p>
<p><del>Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg</del></p>	<p><del>Morrison &amp; Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards</del></p>

~~**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the "Notice and Claims Agent"), by: (a) calling the Debtors' restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors' restructuring website at: <http://www.keelle.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.~~

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**Exhibit 5**

**Item 4. Additional Certifications.** By signing this Master Opt-Out Form, the undersigned certifies to the Court and the Debtors:

- (a) that the undersigned has received from each Beneficial Holder listed in Item 2 of this Master Form (i) a completed and signed Opt-Out Form or (ii) an e-mail, recorded telephone call, internet transmission, facsimile, voting instruction form, or other customary means of communication conveying a decision to opt-out of the releases;
- (b) that the undersigned is the Nominee (or agent of the Nominee) of the interests being instructed; and
- (c) that the undersigned has properly disclosed for each Beneficial Holder who submitted Opt-Out Forms or opt-out decisions via other customary means: (A) the respective number of interests owned by each Beneficial Holder and (B) the customer account or other identification number for each such Beneficial Holder.

Institution: \_\_\_\_\_  
(Print or Type)

DTC Participant Number: \_\_\_\_\_

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Email: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**Please complete, sign, and date this Master Opt-Out Form and return it promptly to:**

**Windstream Ballot Processing**  
**c/o Kurtzman Carson Consultants LLC**  
**222 N. Pacific Coast Highway, Suite 300**  
**El Segundo, California 90245**

**(877) 759-8815 (toll free) or (424) 236-7262**  
**WindstreamInfo@kccllc.com**

**If the Notice and Claims Agent does not actually receive this Opt-Out Form on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**

~~KE DRAFT: <DATE/TIME>~~

If you have any questions regarding this Opt-Out Form, \_\_\_\_\_ these Voting  
Instructions or the Procedures for Voting, please call the \_\_\_\_\_ restructuring hotline  
at: (877) 759-8815 (toll free) or (424) 236-7262  
or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).

### INSTRUCTIONS FOR COMPLETING THIS MASTER FORM

1. Pursuant to the Disclosure Statement Order, the Debtors are soliciting elections holders with respect the Third-Party Release set forth in the Plan. Capitalized terms used in the Master Opt-Out Form or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Disclosure Statement, Disclosure Statement Order, or Plan, as applicable. Important information regarding the Third-Party Release provided for in the Plan is included in Item 3 of the Master Form.
2. Distribution of the Opt-Out Forms.
  - (a) You should immediately distribute the Opt-Out Forms accompanied by a pre-addressed, postage-paid return envelope to all Beneficial Holders of interests as of the Record Date and take any action required to enable each such Beneficial Holders to make an opt-out election timely. You must include a pre-addressed, postage-paid return envelope or must certify that your Beneficial Holder clients that did not receive return envelopes were provided with electronic or other means (consented to by such Beneficial Holder clients) of returning their Opt-Out Form in a timely manner.
  - (b) Any election delivered to you by a Beneficial Holder shall not be counted until you complete, sign, and return this Master Form to the Solicitation Agent, so that it is actually received by the Voting Deadline.
3. Soliciting, Receiving, and Compiling Elections. You should solicit elections from your Beneficial Holder clients via the (a) delivery of duly completed Opt-Out Forms or (b) conveyance of their decision to opt out of the releases via e-mail, telephone, internet application, facsimile, voting instruction form, or other customary and approved means of conveying such information.
4. With regard to any Opt-Out Forms returned to you by a Beneficial Holder, you must: (a) compile and validate the elections and other relevant information of each such Beneficial Holder on the Master Opt-Out Form using the customer name or account number assigned by you to each such Beneficial Holder; (b) execute the Master Opt-Out Form; and (c) transmit the Master Opt-Out Form to the Solicitation Agent.
5. Multiple Master Opt-Out Forms may be completed and delivered to the Solicitation Agent. Elections reflected by multiple Master Opt-Out Forms will be deemed valid. If two or more Master Opt-Out Forms are submitted, please mark the subsequent Master Opt-Out Form(s) with the words "Additional Election" or such other

~~***KE DRAFT: <DATE/TIME>***~~

language as you customarily use to indicate an additional election that is not meant to revoke an earlier election.

6. The attached Master Opt-Out Form is not a letter of transmittal and may not be used for any purpose other than to transmit elections to opt out of the Third-Party Release.
7. This Master Opt-Out Form does not constitute and shall not be deemed a proof of claim or interest or an assertion of a Claim or Interest.
8. The Master Opt-Out Form must be returned to the Solicitation Agent so as to be **actually received** by the Solicitation Agent on or before the Voting Deadline. The Voting Deadline is **June 8, 2020, at 4:00 p.m. (Eastern Time)**.
9. Please be sure to sign and date your Master Opt-Out Form. You should indicate that you are signing a Master Opt-Out Form in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Solicitation Agent, must submit proper evidence to the requesting party to so act on behalf of such Beneficial Holder.
10. If a Master Opt-Out Form is received after the Voting Deadline and if the Voting Deadline is not extended, it may be counted only in the discretion of the Debtors. Additionally, the following Master Opt-Out Forms will not be counted:
  - = any Master Opt-Out Form that is illegible or contains insufficient information to permit the identification of the Nominee;
  - = any Master Opt-Out Form sent to any party other than the Solicitation Agent (e.g., the Debtors or the Court);
  - = any unsigned Master Opt-Out Form; or
  - = any Master Opt-Out Form submitted on a form other than one sent by the Solicitation Agent.
11. No fees or commissions or other remuneration will be payable to any broker, bank, dealer or other person in connection with this solicitation. Upon written request, however, the Debtor will reimburse you for customary mailing and handling expenses incurred by you in forwarding the Opt-Out Forms to your client(s).

**Please return this Master Opt-Out Form promptly**

**If you have any questions regarding this Master Opt-Out Form, \_\_\_\_\_ these Voting Instructions or the Procedures for Voting, please call the \_\_\_\_\_ restructuring hotline at: (877) 759-8815 (toll free) or (424) 236-7262 or email [WindstreamInfo@kccllc.com](mailto:WindstreamInfo@kccllc.com).**

**If the Notice and Claims Agent does not actually receive this Master Opt-Out Form on or before the Voting Deadline, which is on June 8, 2020, at 4:00 p.m., Prevailing Eastern Time, (and if the Voting Deadline is not extended), your vote transmitted hereby may be counted only in the sole and absolute discretion of the Debtors.**



~~*KE DRAFT: <DATE/TIME>*~~

[Exhibit 7](#)

**Notice to Disputed Claim Holders**

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

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

---

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO DISPUTED CLAIMS**

**PLEASE TAKE NOTICE THAT** on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the Disclosure Statement, Disclosure Statement Order, the Plan, and other documents and materials included in the Solicitation Package, except ballots, may be obtained at no charge from Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”) by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because you are the holder of a Claim that is subject to a pending objection by the Debtors. **You are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before a date that is three business days before the Voting Deadline** (each, a “Resolution Event”):

1. an order of the Court is entered allowing such Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing;

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

2. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the holder of such Claim and the Debtors temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
4. the pending objection to such Claim is voluntarily withdrawn by the objecting party.

**PLEASE TAKE FURTHER NOTICE THAT** if a Resolution Event occurs, then no later than two (2) business days thereafter, the Notice and Claims Agent shall distribute a ballot, and a pre-addressed, postage pre-paid envelope to you, which must be returned to the Notice and Claims Agent no later than the Voting Deadline, which is on **June 8, 2020, at 4:00 p.m., prevailing Eastern Time.**

**PLEASE TAKE FURTHER NOTICE THAT** if you have any questions about the status of any of your Claims, you should contact the Notice and Claims Agent in accordance with the instructions provided above.

|

Exhibit 68

**Cover Letter**

**Windstream Holdings, Inc.  
4001 North Rodney Parham Road  
Little Rock, Arkansas 72212**

**May 11, 2020**

**Via First Class Mail**

*RE: In re Windstream Holdings, Inc., et al.*, Chapter 11 Case No. 19-22312 (RDD) (Bankr. S.D.N.Y.)

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

Windstream Holdings, Inc. and the other above-captioned debtors and debtors in possession (collectively, the “Debtors”):<sup>1</sup> each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”) on February 25, 2020.

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”). On [ ], 2020 the Court entered an order (the “Disclosure Statement Order”), (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Package”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan, and for filing objections to the Plan.

**You are receiving this letter because you are entitled to vote on the Plan. Therefore, you should read this letter carefully and discuss it with your attorney. If you do not have an attorney, you may wish to consult one.**

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to holders of Claims in connection

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

- a. a copy of the Solicitation and Voting Procedures;
- b. a Ballot, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope;
- c. this letter;
- d. the Disclosure Statement, as approved by the Court (and exhibits thereto, including the Plan);
- e. the Disclosure Statement Order (excluding the exhibits thereto except the Solicitation and Voting Procedures);
- f. the notice of the hearing to consider confirmation of the Plan; and
- g. such other materials as the Court may direct.

The Debtors have approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates, holders of Claims and Interests, and all other parties in interest. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, likely would result in smaller distributions (or no distributions) on account of Claims asserted in these chapter 11 cases.

**The Debtors strongly urge you to properly and timely submit your Ballot casting a vote to accept the Plan in accordance with the instructions in your Ballot. Voting Deadline is June 8, 2020, at 4:00 P.M., prevailing Eastern Time.**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact Kurtzman Carson Consultants LLC the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Sincerely,

\_\_\_\_\_  
Windstream Holdings, Inc. on its own behalf and  
for each of the other Debtors

Exhibit 79

**Confirmation Hearing Notice**

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

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

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**NOTICE OF HEARING TO CONSIDER  
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE  
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

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**PLEASE TAKE NOTICE THAT** on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**Please be advised: The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court, by Agenda Filed with the Court, and/or by a Notice of Adjournment Filed with the Court and served on all parties entitled to notice.**

**CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date is **May 7, 2020** (the “Voting Record Date”), which is the date for determining which holders of Claims in Classes 3, 4, 5, and 6A are entitled to vote on the Plan.

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.



**Voting Deadline.** The deadline for voting on the Plan is on **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it (or the Master Ballot submitted on your behalf, as applicable) is **actually received** by the Debtors’ Notice and Claims Agent, Kurtzman Carson Consultants LLC (the “Notice and Claims Agent”) on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

**CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

**Article VIII of the Plan contains Release, Exculpation, and Injunction provisions, and Article VIII.D contains a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.**

**Plan Objection Deadline.** The deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:

<b>Debtors</b>	<b>Counsel to the Debtors</b>
Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze
<b>United States Trustee</b>	<b>Counsel to the Creditors’ Committee</b>
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**ADDITIONAL INFORMATION**

**Obtaining Solicitation Materials.** The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a flash drive or CD-ROM), please feel free to contact the Debtors’ Notice and Claims Agent, by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast

Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

**Filing the Plan Supplement.** The Debtors will file the Plan Supplement (as defined in the Plan) on or before **June 11, 2020** and will serve notice on all holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

**Binding Nature of the Plan:**

**If confirmed, the Plan shall bind all holders of Claims and Interests to the maximum extent permitted by applicable law, whether or not such holder will receive or retain any property or interest in property under the Plan, has filed a Proof of Claim in these chapter 11 cases, or failed to vote to accept or reject the Plan or voted to reject the Plan.**

Dated: \_\_\_\_\_, 2020  
New York, New York

---

Stephen E. Hessler, P.C.  
Marc Kieselstein, P.C.  
**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. (admitted *pro hac vice*)  
Brad Weiland (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
*Counsel to the Debtors and Debtors in Possession*

**Exhibit 810**

**Plan Supplement Notice**

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

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

**NOTICE OF FILING OF PLAN SUPPLEMENT**

**PLEASE TAKE NOTICE THAT** on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** as contemplated by the Plan and the Disclosure Statement Order approving the Disclosure Statement, the Debtors filed the Plan Supplement with the Court on June 11, 2020 [Docket No. [ ]]. The Plan Supplement will include the following materials in connection with confirmation (each as defined in the Plan): (a) the Rejected Executory Contracts and Unexpired Leases Schedule; (b) the identity and affiliations of the Reorganized Debtors’ directors and officers to the extent known at the time of filing; (c) the Management Incentive Plan; (d) the Assumed Executory Contract/Unexpired Lease Schedule; and (e) the form of Exit Facility Documents (if any) or any term sheet in connection therewith.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service)

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time:**

Debtors	Counsel to the Debtors
Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze
United States Trustee	Counsel to the Creditors' Committee
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: ~~<http://www.nysb.uscourts.gov>~~  
<http://www.nysb.uscourts.gov>

Dated: \_\_\_\_\_, 2020  
New York, New York

---

Stephen E. Hessler, P.C.  
Marc Kieselstein, P.C.  
**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. (admitted *pro hac vice*)  
Brad Weiland (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
*Counsel to the Debtors and Debtors in Possession*

**Exhibit 911**

**Notice of Assumption of Executory Contracts and Unexpired Leases**



<b>UNITED STATES SOUTHERN DISTRICT OF NEW YORK</b>		<b>BANKRUPTCY</b>	<b>COURT</b>
<hr/>			
In re:	)	Chapter 11	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)	
Debtors.	)	(Jointly Administered)	
<hr/>			

**NOTICE OF (A) EXECUTORY CONTRACTS AND  
UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS  
PURSUANT TO THE PLAN, (B) CURE AMOUNTS, IF ANY,  
AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

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**PLEASE TAKE NOTICE THAT** on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the Debtors filed the *Assumed Executory Contract and Unexpired Lease List* (the “Assumption Schedule”) with the Court as part of the Plan Supplement on ~~June 11~~ May 27, 2020, as contemplated under the Plan. The determination to assume the agreements identified on the Assumption Schedule was made as of [ ], 2020, and is subject to revision.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because the Debtors’ records reflect that you are a party to a contract that is listed on the Assumption Schedule. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Assumption Schedule.

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

**PLEASE TAKE FURTHER NOTICE** that the Debtors are proposing to assume the Executory Contract(s) and Unexpired Lease(s) listed on Exhibit A, attached hereto, to which you are a party.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** section 365(b)(1) of the Bankruptcy Code requires a chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults under executory contracts and unexpired leases at the time of assumption. Accordingly, the Debtors have conducted a thorough review of their books and records and have determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed in ~~the table above. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, the Debtors believe that there is no cure amount outstanding for such contract or lease.~~Exhibit A.

**PLEASE TAKE FURTHER NOTICE THAT** absent any pending dispute, the monetary amounts required to cure any existing defaults arising under the Executory Contract(s) and Unexpired Lease(s) identified above will be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by the Debtors in Cash on the Effective Date. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. Any objection by a contract or lease counterparty to a proposed assumption or related Cure Cost must be filed, served, and actually received by the Debtors ~~by the date on which objections to confirmation are due~~within fourteen days of receiving the appropriate cure notice (or such other later date as may be provided in the applicable assumption notice). Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure Cost will be deemed to have assented to such assumption or Cure Cost. Any objection to a proposed assumption or cure amount will be scheduled by the Debtors or the counterparty; provided, however, the Debtors, or any assignee, in consultation with the Requisite First Lien Creditors, as applicable, may settle any dispute regarding a proposed assumption or cure amount without further notice to or action, order, or approval of the Court. If an objection to the proposed assumption or related cure amount is ultimately sustained by the Court, the Debtors may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming it. The Debtors, in consultation with the Requisite First Lien Creditors, may settle any dispute regarding the amount of any Cure Cost without any further notice to any party or any action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:

<b>Debtors</b>	<b>Counsel to the Debtors</b>
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<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor’s schedule of assets and liabilities, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Reorganized Debtor(s) has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze
<b>United States Trustee</b>	<b>Counsel to the Creditors' Committee</b>
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the proposed cure amounts is June 10, 2020, at 4:00 p.m., prevailing Eastern Time (the "Cure Objection Deadline"). Any objection to the proposed cure amounts must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the proposed cure amounts and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be actually received on or before June 10, 2020, at 4:00 p.m., prevailing Eastern Time:**

**PLEASE TAKE FURTHER NOTICE THAT** any objections to the Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above ~~and/or related cure or adequate assurances~~ proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT any objections to the Plan in connection with the related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at hearing proposed soon thereafter (or such other date as fixed by the Court).**

**PLEASE TAKE FURTHER NOTICE THAT any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such assumption and cure amount.**

**PLEASE TAKE FURTHER NOTICE THAT** assumption of any Executory Contract or Unexpired Lease pursuant to the Plan or otherwise shall result in the full release and satisfaction of any Claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any assumed Executory Contract or Unexpired Lease at any time before the date the Debtors or Reorganized Debtors assume such Executory Contract or Unexpired Lease. Any Proofs of Claim Filed with respect to an Executory Contract or Unexpired Lease that has been assumed shall be deemed disallowed and expunged, without further notice to or action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims Agent”), by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

**Article VIII of the Plan contains Release, Exculpation, and Injunction Provisions, and Article VIII.D contains a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.**

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact the Voting and Claims Agent.**

*[Remainder of page intentionally left blank.]*

Dated: \_\_\_\_\_, 2020  
New York, New York

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Stephen E. Hessler, P.C.  
Marc Kieselstein, P.C.  
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**KIRKLAND & ELLIS INTERNATIONAL LLP**  
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- and -

James H.M. Sprayregen, P.C.  
Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)  
Brad Weiland (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
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300 North LaSalle Street  
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Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

<b>Debtor Obligor</b>	<b>Counterparty Name</b>	<b>Description of Contract</b>	<b>Amount Required to Cure Default Thereunder, If Any</b>

**Exhibit 102**

**Notice of Rejection of Executory Contracts and Unexpired Leases**

<b>UNITED STATES</b>		<b>BANKRUPTCY</b>	<b>COURT</b>
<b>SOUTHERN DISTRICT OF NEW YORK</b>			
<hr/>			
In re:	)	Chapter 11	
	)		
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)	
	)		
Debtors.	)	(Jointly Administered)	
<hr/>			

**NOTICE REGARDING EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN**

**PLEASE TAKE NOTICE THAT** on [ ], 2020, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Disclosure Statement Order”), (a) authorizing Windstream Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”); (b) approving the *Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”)<sup>2</sup> as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the Debtors filed the *Rejected Executory Contract and Unexpired Lease List* (the “Rejection Schedule”) with the Court as part of the Plan Supplement on ~~June 11~~ [May 27](#), 2020, as contemplated under the Plan. The determination to reject the agreements identified on the Rejection Schedule was made as of [ ], 2020 and is subject to revision.

**PLEASE TAKE FURTHER NOTICE THAT you are receiving this Notice because the Debtors’ records reflect that you are a party to an Executory Contract or Unexpired Lease that will be rejected pursuant to the Plan. Therefore, you are advised to review carefully the information contained in this Notice and the related provisions of the Plan.<sup>3</sup>**

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, 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’ 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Reorganized Debtor has any liability thereunder. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.



**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **June 15, 2020, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Court within **30 days** after the date of service of the order of the Court (including the Confirmation Order) approving such rejection. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not filed within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the Debtors or Reorganized Debtors, their Estates, or their property without the need for any objection by Reorganized Debtors or further notice to, or action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **June 8, 2020, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **June 8, 2020, at 4:00 p.m., prevailing Eastern Time**:

**PLEASE TAKE FURTHER NOTICE THAT** any objections to Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related rejection damages proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

Debtors	Counsel to the Debtors
Windstream Holdings, Inc. 4001 North Rodney Parham Road, Little Rock, Arkansas 72212 Attn: Kristi M. Moody	Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022-4611 Attn: Stephen Hessler, P.C. Marc Kieselstein, P.C.  300 North LaSalle Chicago, Illinois 60654 Attn: Ross M. Kwasteniet, P.C. Brad Weiland John R. Luze
United States Trustee	Counsel to the Creditors’ Committee
Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, New York 10014 Attn: Paul K. Schwartzberg	Morrison & Foerster LLP 250 West 55th Street New York, New York 10019 Attn: Lorenzo Marinuzzi Todd M. Goren Jennifer L. Marines Erica J. Richards

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Kurtzman Carson Consultants LLC, the Notice and Claims Agent retained by the Debtors in these chapter 11 cases (the “Notice and Claims”

Agent”), by: (a) calling the Debtors’ restructuring hotline at (877) 759-8815 (toll free) or (424) 236-7262; (b) visiting the Debtors’ restructuring website at: <http://www.kccllc.net/windstream>; and/or (c) writing to Windstream Ballot Processing, c/o Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

**Article VIII of the Plan contains Release, Exculpation, and Injunction Provisions, and Article VIII.D contains a Third-Party Release. Thus, you are advised to review and consider the Plan carefully because your rights might be affected thereunder.**

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact the Notice and Claims Agent.**

Dated: \_\_\_\_\_, 2020  
New York, New York

---

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*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

<b>Debtor Obligor</b>	<b>Counterparty Name</b>	<b>Description of Contract</b>