

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

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

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

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

NOTICE OF FILING OF THIRD AMENDED PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on June 3, 2020, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the plan supplement (the “Plan Supplement”) [Docket No. 1973], in support of the *First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1812] (as may be modified, amended, or supplemented from time to time, the “Plan”)² filed in these chapter 11 cases on May 14, 2020.

PLEASE TAKE FURTHER NOTICE that on June 10, 2020, the Debtors filed an amendment to the plan supplement (the “First Amended Plan Supplement”) [Docket No. 2010] in support of the Plan.

PLEASE TAKE FURTHER NOTICE that on June 15, 2020, the Debtors filed an amendment to the plan supplement (the “Second Amended Plan Supplement”) [Docket No. 2039] in support of the Plan.

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings as set forth in the Plan.



PLEASE TAKE FURTHER NOTICE THAT the documents contained in the Plan Supplement are integral to, and are considered part of, the Plan. If the Plan is approved, the documents contained in the Plan Supplement will be approved by the Court pursuant to the Confirmation Order.

PLEASE TAKE FURTHER NOTICE THAT the Debtors hereby file the following Plan Supplement documents (the "Third Amended Plan Supplement"):

Exhibit Description

J Identity and Members of Reorganized Board

PLEASE TAKE FURTHER NOTICE THAT certain documents, or portions thereof, contained in the Third Amended Plan Supplement remain subject to ongoing review, revision, and further negotiation among the Debtors and interested parties with respect thereto. The Debtors reserve the right to alter, amend, modify, or supplement any document in this Third Amended Plan Supplement in accordance with the Plan at any time before the Effective Date of the Plan or any such other date as may be provided for by the Plan or by order of the Court; *provided* that if any document in this Third Amended Plan Supplement is altered, amended, modified, or supplemented in any material respect prior to the date of the Confirmation Hearing, the Debtors will file a blackline of such document with the Court.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **June 17, 2020, at 4:00 p.m.** prevailing Eastern Time (the "Objection Deadline"). Any objection to the Plan must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Bankruptcy Local Rules; (c) state with particularity the legal and factual basis for such objections, and, if practicable, a proposed modification to the Plan that would resolve such objections; 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*** by the Objection Deadline:

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 the Debtors will seek confirmation of the Plan at the Confirmation Hearing scheduled for **June 24, 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 copies of all documents filed in these chapter 11 cases are available 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: June 22, 2020
New York, New York

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

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Exhibit J

Identity and Members of Reorganized Board

In accordance with Article IV.L of the Plan and section 1129(a)(5) of the Bankruptcy Code, in addition to the CEO of the reorganized Windstream, the Debtors hereby disclose the identities and affiliations of individuals proposed to serve as a director on the Reorganized Windstream Board.

Name	Biography and Affiliations
David Brown	Mr. Brown is a Managing Director of Oaktree Capital Management. Previously, Brown was a Principal at Glendon Capital Management (formerly Barclays Capital). Prior thereto, he was a vice president with Citigroup Global Markets and also a Managing Director with Archview Investment Group. He first joined Oaktree in 2003, after having spent two years at Goldman, Sachs & Co. as an analyst in the Mergers & Strategic Advisory Group.
Randy Dunbar	Mr. Dunbar most recently served as President of Zayo’s Global Transport Segment. He had P&L responsibility for various fiber-based businesses that included product, engineering, architecture, service delivery and NCC/Support functions. Previously, Dunbar was Vice President of Wholesale and Strategic Partnerships at Clearwire Corporation and SVP, Enterprise Business Unit at Level 3 Communications.
Bruce Kenny	Mr. Kenny is an Operating Executive at Evergreen Coast Capital where he assists portfolio companies in product, technology, cloud operations, IT systems and services. He has over 30 years of experience in technology product companies. Kenny has operated across various sectors of the enterprise software industry, including ERP, CRM, Information Management, Analytics, and eCommerce. Prior to Evergreen, Kenny was Vice President, Product Development and Hosted Operations at Viewpoint Construction Software, a Bain Capital portfolio company. He was previously CTO and EVP Products at Webtrends, a Francisco Partners portfolio company. He has also had stints with Infopia, an e-commerce platform and Pivotal Corp., a customer relationship management software company. He currently sits on the boards of Travelport, Quest Software and ASG Technologies and is an observer at Athenahealth and Gigamon.
William LaPerch	Mr. LaPerch was President and Chief Executive Officer of AboveNet, a publicly traded provider of high bandwidth fiber-optic connectivity solutions, where he managed the company through its Chapter 11 reorganization. He has more than 30 years of experience in the telecommunications industry. LaPerch is a current Windstream board member, and member of the Digital Realty Trust board.

W. Robert Mudge	Mr. Mudge most recently served as Executive Vice President of Strategic Initiatives at Verizon. He was responsible for the design and construction of Verizon's national fiber build and network densification, as well as the planning, acquisition and integration of XO communications into Verizon. Previously, Mudge was Executive Vice President of Network Operations at Verizon. Before that, he was President of Consumer and Mass Business Markets at Verizon where he oversaw approximately \$30 billion in annual revenues and 35,000 employees. Mudge currently serves on the Board of Directors of UniTek Global Services.
Robert Shanahan	Mr. Shanahan was Chief Executive Officer of Lightower Fiber Networks, a privately held provider of fiber networks and digital infrastructure. Previously, Shanahan was Co-founder, President and Chief Executive Officer of Conversent Communications.
Joseph Silva	Mr. Silva is a Senior Vice President and Portfolio Manager at PIMCO, focusing primarily on private and public debt opportunities. Previously, Silva worked in PIMCO's credit research group, focusing on gaming, leisure, and energy credits. Prior to joining PIMCO in 2011, he was an analyst with Argent Funds Group, an energy-focused hedge fund where he conducted domestic, onshore basin research, tracked public exploration and production companies, and modeled prospective acquisitions.
Paul H. Sunu	Mr. Sunu was the former Chief Executive Officer of FairPoint Communications until its merger with Consolidated Communications in 2017. Prior to FairPoint, Sunu was the Chief Financial Officer of Hargray Communications, Hawaiian Telcom Communications and Madison River Communications. He is the former Chairman of the Board of Electric Lightwave and has served as a member of the Board of Directors of Madison River Communications, Hawaiian Telcom Communications and Centennial Communications. He currently serves on the boards of Fusion Connect and TruVista Communications.
Anand Vadapalli	Mr. Vadapalli currently serves as Operating Partner at SDC Capital Partners LLC, and Director at Premera Blue Cross where he also chairs the Audit Committee. Previously Vadapalli served as the President and CEO of Alaska Communications as well as Chairman of the Board for USTelecom. His sector experience includes prior service in various capacities at Valor Telecom, Network Telephone, Cincinnati Bell / Broadwing.
Johannes Weber	Mr. Weber is a Portfolio Manager in the New York office of Elliott Management Corporation, a New York-based investment fund with approximately \$40 billion in assets under management. He is responsible for certain public and private equity and credit investments across multiple industries.