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

In re:)	
)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 19-____ (RDD)
)	
Debtors.)	(Joint Administration Requested)
)	

**NOTICE OF COMMENCEMENT OF CHAPTER 11
CASES AND HEARING ON FIRST DAY MOTIONS**

PLEASE TAKE NOTICE that on February 25, 2019 (the “Petition Date”), Windstream Holdings, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

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



PLEASE TAKE FURTHER NOTICE that on the Petition Date, in addition to their chapter 11 petitions, the Debtors have filed the following first day motions and related pleadings (collectively, the “First Day Pleadings”):

1. ***First Day Declaration.*** Declaration of Tony Thomas Chief Executive Officer and President of Windstream Holdings, Inc. (I) in Support of Chapter 11 Petitions and First Day Pleadings and (II) Pursuant to Local Bankruptcy Rule 1007-2.[Docket No. 27].
2. ***Joint Administration Motion.*** Debtors’ Motion for Entry of an Order (A) Directing Joint Administration of Chapter 11 Cases and (B) Granting Related Relief. [Docket No. 17].
3. ***Case Management Motion.*** Debtors’ Motion for Entry of an Order (A) Establishing Certain Notice, Case Management, and Administrative Procedures and (B) Granting Related Relief. [Docket No. 23].
4. ***Creditor Matrix Motion.*** Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to (A) Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix and (B) File a Consolidated List of the Debtors’ 50 Largest Unsecured Creditors, (II) Authorizing the Debtors to Redact Certain Personal Identification Information for Individual Creditors, (III) Approving the Form and Manner of Notifying Creditors of Commencement of These Chapter 11 Cases, and (IV) Granting Related Relief. [Docket No. 15].
5. ***Schedules Extension Motion.*** Debtors’ Motion for Entry of an Order (A) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports, and (B) Granting Related Relief. [Docket No. 2].
6. ***Cash Management Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, and (II) Granting Related Relief. [Docket No. 13].
7. ***Customer Programs Motion.*** Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Maintain and Administer Customer Programs and Honor Certain Prepetition Obligations Related Thereto. [Docket No. 3].
8. ***Insurance Motion.*** Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto, (B) Renew, Supplement, Modify, or Purchase Insurance Coverage, and (C) Continue to Pay Brokerage Fees, and (II) Granting Related Relief. [Docket No. 9].

9. ***Surety Bond Motion.*** Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to Continue and Renew Their Surety Bond Program and (B) Granting Related Relief. [Docket No. 15].
10. ***Claims Trading Motion.*** Debtors' Motion for Entry of an Order Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Certain Claims Against the Debtors' Estates [Docket No. 4].
11. ***Claims Motion.*** Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Pay Prepetition Claims in the Ordinary Course of Business on a Postpetition Basis [Docket No. 16].
12. ***Wages Motion.*** Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief. [Docket No. 18].
13. ***NOL Motion*** Debtors' Motion for Entry of Interim and Final Orders Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock [Docket No. 5].
14. ***Taxes Motion.*** Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Payment of Certain Prepetition Taxes and Fees and (B) Granting Related Relief. [Docket No. 11].
15. ***Noticing Agent 156(c) Application.*** Debtors' Application for Entry of an Order Authorizing Retention and Appointment of Kuztman Carson Consultants as Claims and Noticing Agent. [Docket No. 12].
16. ***DIP Financing Motion.*** Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Senior Secured Priming Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief. [Docket No. (TBD)].
 - A. Notice of Filing of DIP Term Sheet [Docket No. 25].
17. ***Motion to Seal DIP Fee Letters.*** Debtors' Motion Seeking Entry of an Order Authorizing the Debtors to (I) Restrict Access to Certain Confidential Fee Letters Related to Proposed Debtors- in- Possession Financing and (II) Redact Certain Terms in the DIP Motion and Lenoe Declaration [Docket No. (TBD)].
18. ***Spectrum Auction Comfort Motion*** Debtors' Motion for Entry of a Final Order (I) Restating and Enforcing Anti-Discrimination Provision of the Bankruptcy Code; (II) Authorizing the Debtors to (A) Participate in Spectrum Auctions in the Ordinary Course of Business and (B) Honor all Obligations Related Thereto; and (III) Approving the Form and Manner of Notice [Docket No. 10].

PLEASE TAKE FURTHER NOTICE that a hearing to consider these motions (the “First Day Hearing”) has been scheduled by the Court for **February 26, 2019, at 2:00 p.m. (prevailing Eastern Time)**, with such hearing to be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street White Plains, New York 10601 in accordance with the Court’s schedule. The Debtors have requested that the Court consider the relief requested in the First Day Pleadings on a final basis, in certain cases, or on an interim basis pending a final hearing to be scheduled at a later date. The Debtors will file an agenda in advance of the First Day Hearing.

PLEASE TAKE FURTHER NOTICE that the Debtors have also filed certain motions and applications as to which relief will be requested at a later hearing or hearing, the date and time for which will be scheduled by the Court during the First Day Hearing (collectively, the “Later Hearing Pleadings”), including but not limited to the following:

1. ***Utilities Motion.*** Debtors’ Motion for Entry of an Order (I) Prohibiting Utility Providers for Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, and (III) Establishing Procedures for Determining Adequate Assurance of Payment [Docket No. 7].

PLEASE TAKE FURTHER NOTICE that copies of the First Day Pleadings and Later Hearing Pleadings may be obtained free of charge by visiting the website of Kurtzman Carson Consultants 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.

PLEASE TAKE FURTHER NOTICE that your rights may be affected. You should read the First Day Pleadings carefully and discuss them with your attorney, if you have one in connection with the chapter 11 cases. (If you do not have an attorney, you may wish to consult with one).

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the First Day Pleadings, or if you want the Court to consider your views on the First Day Pleadings, then you or your attorney must attend the First Day Hearing. If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the First Day Pleadings and may enter orders granting the relief requested in the First Day Pleadings.

Dated: February 25, 2019
New York, New York

/s/ Stephen E. Hessler

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