

**QUINN EMANUEL URQUHART & SULLIVAN, LLP**

Susheel Kirpalani  
Benjamin I. Finestone  
David Cooper  
Anil Makhijani  
51 Madison Avenue, 22nd Floor  
New York, New York 10010  
Telephone: (212) 849-7000  
Telecopier: (212) 849-7100

**THOMPSON COBURN LLP**

Brian Hockett (*pro hac vice*)  
One US Bank Plaza  
St. Louis, MO 63101  
Telephone: (314) 552-6000  
Facsimile: (314) 552-7000

*Counsel for Defendants-Appellants  
Charter Communications, Inc. and  
Charter Communications Operating, LLC*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Chapter 11
	)	
WINDSTREAM FINANCE, CORP., <i>et al.</i> ,	)	Case No. 19-22397 (RDD)
	)	
Debtors.	)	(Formerly Jointly Administered
	)	under Lead Case Windstream
	)	Holdings, Inc., 19-22312)
	)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> ,	)	
	)	
Plaintiffs,	)	Adv. Pro. No. 19-08246
	)	
vs.	)	
	)	
CHARTER COMMUNICATIONS, INC.	)	
and CHARTER COMMUNICATIONS	)	
OPERATING, LLC,	)	Related Case Nos.
	)	19-cv-09354
Defendants.	)	
	)	



**DEFENDANTS-APPELLANTS' NOTICE OF FILING ATTACHMENTS**

Defendants Charter Communications, Inc. and Charter Communications Operating, LLC (“Defendants-Appellants”), by and through their undersigned counsel, hereby file attachments to their Designation of the Record and Statement of Issues to be Presented on Appeal filed with the Court on May 13, 2021. Due to the Court’s document size limitations, it is necessary to file these attachments separately.

Dated: May 13, 2021

Respectfully submitted,

THOMPSON COBURN LLP

By /s/ Brian Hockett

Brian Hockett (pro hac vice)  
One U.S. Bank Plaza, Suite 2700  
St. Louis, MO 63101  
314-552-6000  
314-552-7000 (fax)  
bhockett@thompsoncoburn.com

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP  
Susheel Kirpalani  
51 Madison Avenue, 22nd Floor  
New York, NY 10010  
(212) 849-7000  
susheelkirpalani@quinnemanuel.com

*Counsel for Defendants-Appellants Charter  
Communications, Inc. and Charter Communications  
Operating, LLC*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 13th day of May, 2021, I served a copy of the foregoing ***Defendants-Appellants' Notice of Filing Attachments*** via operation of the Court's Electronic Filing System upon all counsel of record in the adversary proceeding.

/s/ Brian Hockett

**21. Subsequent Events, Continued:**

The Debtors continue to operate their businesses and manage their properties as “debtors-in-possession” under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. To ensure their ability to continue operating in the ordinary course of business and minimize the effect of bankruptcy on the Debtors’ customers and employees, the Debtors filed with the Bankruptcy Court motions seeking a variety of “first-day” relief, including authority to obtain debtor-in-possession financing, pay employee wages and benefits, and pay vendors and suppliers in the ordinary course for all goods and services. On February 26, 2019, the Bankruptcy Court granted the “first day” relief.

**Delisting of Common Stock**

On February 25, 2019, Windstream Holdings received a letter from the listing qualifications department staff of the NASDAQ notifying us that, as a result of the Chapter 11 Cases and in accordance with NASDAQ Listing Rules 5101, 5110(b) and IM-5101-1, NASDAQ has determined that our common stock will be delisted from NASDAQ. Accordingly, trading of our common stock was suspended at the opening of business on March 6, 2019 and a Form 25-NSE was filed with the SEC, which removed our common stock from listing and registration on NASDAQ. Beginning on March 6, 2019, shares of our common stock are quoted for trading on the OTC Pink Sheets market under the trading symbol “WINMQ”.

Windstream Holdings, Inc.  
List of Subsidiaries  
As of December 31, 2018

Name of Subsidiary	State of Organization
Allworx Corp. *	DE
American Telephone Company, LLC	NY
ARC Networks, Inc. *	DE
A.R.C. Networks, Inc.	NY
ATX Communications, Inc. *	DE
ATX Licensing, Inc.	DE
ATX Telecommunications Services of Virginia, LLC *	DE
Birmingham Data Link, LLC	AL
BOB, LLC *	IL
Boston Retail Partners LLC *	MA
BridgeCom Holdings, Inc. *	DE
BridgeCom International, Inc.	DE
BridgeCom Solutions Group, Inc. *	DE
Broadview Networks, Inc.	NY
Broadview Networks of Massachusetts, Inc. *	DE
Broadview Networks of Virginia, Inc. *	VA
Broadview NP Acquisition Corp.	DE
Buffalo Valley Management Services, Inc. *	DE
Business Telecom of Virginia, Inc.*	VA
Business Telecom, LLC	NC
BV-BC Acquisition Corporation*	DE
Cavalier IP TV, LLC *	DE
Cavalier Services, LLC *	DE
Cavalier Telephone Mid-Atlantic, L.L.C.	DE
Cavalier Telephone, L.L.C. *	VA
CCL Historical, Inc. *	DE
Choice One Communications of Connecticut Inc. *	DE
Choice One Communications of Maine Inc. *	DE
Choice One Communications of Massachusetts Inc. *	DE
Choice One Communications of New York Inc.	DE
Choice One Communications of Ohio Inc. *	DE
Choice One Communications of Pennsylvania Inc.	DE
Choice One Communications of Rhode Island Inc. *	DE
Choice One Communications Resale L.L.C.	DE
Choice One Communications of Vermont Inc. *	DE
Choice One of New Hampshire, Inc. *	DE
Cinergy Communications Company of Virginia, LLC *	VA
Conestoga Enterprises, Inc.*	PA
Conestoga Management Services, Inc. *	DE
Conestoga Wireless Company	PA
Connecticut Broadband, LLC *	CT
Connecticut Telephone & Communication Systems, Inc. *	CT
Conversent Communications Long Distance, LLC *	NH
Conversent Communications of Connecticut, LLC *	CT
Conversent Communications of Maine, LLC *	ME

\*Guarantor to Windstream Services, LLC senior secured credit facility.



Conversent Communications of Massachusetts, Inc. *	MA
Conversent Communications of New Hampshire, LLC *	NH
Conversent Communications of New Jersey, LLC	NJ
Conversent Communications of New York, LLC	NY
Conversent Communications of Pennsylvania, LLC	PA
Conversent Communications of Rhode Island, LLC *	RI
Conversent Communications of Vermont, LLC *	VT
Conversent Communications Resale L.L.C.	DE
CoreComm-ATX, Inc. *	DE
CoreComm Communications, LLC *	DE
CTC Communications Corporation	MA
CTC Communications of Virginia, Inc. *	VA
D&E Communications, LLC *	DE
D&E Management Services, Inc. *	NV
D&E Networks, Inc.*	PA
D&E Wireless, Inc.	PA
Deltacom, LLC	AL
Earthlink Business, LLC	DE
Earthlink Carrier, LLC	DE
Equity Leasing, Inc. *	NV
Eureka Broadband Corporation *	DE
Eureka Holdings, LLC *	DE
Eureka Networks, LLC *	DE
Eureka Telecom, Inc.	NY
Eureka Telecom of VA, Inc. *	VA
Georgia Windstream, LLC	DE
Heart of the Lakes Cable Systems, Inc.*	MN
Infocore, Inc.	PA
Info-Highway International, Inc. *	TX
InfoHighway Communications Corporation *	DE
InfoHighway of Virginia, Inc. *	VA
Intellifiber Networks, LLC	VA
Iowa Telecom Data Services, L.C.*	IA
Iowa Telecom Technologies, LLC *	IA
IWA Services, LLC *	IA
KDL Holdings, LLC *	DE
LDMI Telecommunications, LLC	MI
Lightship Telecom, LLC	DE
MassComm, LLC	NY
McLeodUSA Information Services LLC *	DE
McLeodUSA Purchasing, LLC *	IA
McLeodUSA Telecommunications Services, L.L.C.	IA
MPX, Inc. *	DE
Nashville Data Link, LLC	TN
Network Telephone, LLC	FL
Norlight Telecommunications of Virginia, LLC *	VA
Oklahoma Windstream, LLC *	OK
Open Support Systems, LLC *	CT
PaeTec Communications of Virginia, LLC *	VA
PaeTec Communications, LLC	DE





PAETEC Holding, LLC *	DE
PAETEC iTEL, L.L.C. *	NC
PAETEC Realty LLC *	NY
PAETEC, LLC *	DE
PCS Licenses, Inc. *	NV
Progress Place Realty Holding Company, LLC *	NC
RevChain Solutions, LLC *	DE
SM Holdings, LLC *	DE
Southwest Enhanced Network Services, LLC *	DE
Talk America of Virginia, LLC *	VA
Talk America, LLC	DE
Televue, LLC *	GA
Texas Windstream, LLC *	TX
The Other Phone Company, LLC	FL
TriNet, LLC	GA
TruCom Corporation	NY
US LEC Communications LLC	NC
US LEC of Alabama LLC *	NC
US LEC of Florida LLC *	NC
US LEC of Georgia LLC	DE
US LEC of Maryland LLC	NC
US LEC of North Carolina LLC	NC
US LEC of Pennsylvania LLC	NC
US LEC of South Carolina LLC *	DE
US LEC of Tennessee LLC *	DE
US LEC of Virginia LLC *	DE
US Xchange Inc. *	DE
US Xchange of Illinois, L.L.C. *	DE
US Xchange of Indiana, L.L.C.	DE
US Xchange of Michigan, L.L.C. *	DE
US Xchange of Wisconsin, L.L.C. *	DE
Valor Telecommunications of Texas, LLC *	DE
WaveTel NC License Corporation	DE
WIN Sales & Leasing, Inc. *	MN
Windstream Accucomm Networks, LLC	GA
Windstream Accucomm Telecommunications, LLC	GA
Windstream Alabama, LLC *	AL
Windstream Arkansas, LLC *	DE
Windstream Buffalo Valley, Inc.	PA
Windstream Business Holdings, LLC *	DE
Windstream BV Holdings, LLC*	DE
Windstream Cavalier, LLC *	DE
Windstream Communications Kerrville, LLC *	TX
Windstream Communications Telecom, LLC *	TX
Windstream Communications, LLC	DE
Windstream Concord Telephone, LLC	NC
Windstream Conestoga, Inc.	PA
Windstream CTC Internet Services, Inc. *	NC
Windstream D&E Systems, LLC	DE
Windstream D&E, Inc.	PA



Windstream Direct, LLC *	MN
Windstream Eagle Holdings LLC *	DE
Windstream Eagle Services, LLC *	DE
Windstream EN-TEL, LLC *	MN
Windstream Finance Corp *	DE
Windstream Florida, LLC	FL
Windstream Georgia Communications, LLC	GA
Windstream Georgia Telephone, LLC	GA
Windstream Georgia, LLC	GA
Windstream Holding of the Midwest, Inc. *	NE
Windstream Iowa Communications, LLC *	DE
Windstream Iowa-Comm, LLC *	IA
Windstream IT-Comm, LLC	IA
Windstream KDL, LLC	KY
Windstream KDL-VA, LLC *	VA
Windstream Kentucky East, LLC	DE
Windstream Kentucky West, LLC	KY
Windstream Kerrville Long Distance, LLC *	TX
Windstream Lakedale Link, Inc.*	MN
Windstream Lakedale, Inc.*	MN
Windstream Leasing, LLC *	DE
Windstream Lexcom Communications, LLC	NC
Windstream Lexcom Entertainment, LLC *	NC
Windstream Lexcom Long Distance, LLC *	NC
Windstream Lexcom Wireless, LLC*	NC
Windstream Mississippi, LLC	DE
Windstream Missouri, LLC	DE
Windstream Montezuma, LLC *	IA
Windstream Nebraska, Inc.	DE
Windstream Network Services of the Midwest, Inc.*	NE
Windstream New York, Inc.	NY
Windstream Norlight, LLC	KY
Windstream North Carolina, LLC	NC
Windstream NorthStar, LLC *	MN
Windstream NTI, LLC	WI
Windstream NuVox Arkansas, LLC *	DE
Windstream NuVox Illinois, LLC *	DE
Windstream NuVox Indiana, LLC *	DE
Windstream NuVox Kansas, LLC *	DE
Windstream NuVox Missouri, LLC	DE
Windstream NuVox Ohio, LLC	DE
Windstream NuVox Oklahoma, LLC *	DE
Windstream NuVox, LLC	DE
Windstream of the Midwest, Inc.	NE
Windstream Ohio, LLC	OH
Windstream Oklahoma, LLC *	DE
Windstream Pennsylvania, LLC	DE
Windstream Services, LLC	DE
Windstream SHAL Networks, Inc. *	MN
Windstream SHAL, LLC *	MN



Windstream Shared Services, LLC *	DE
Windstream South Carolina, LLC *	SC
Windstream Southwest Long Distance, LLC *	DE
Windstream Standard, LLC	GA
Windstream Sugar Land, LLC *	TX
Windstream Supply, LLC*	OH
Windstream Systems of the Midwest, Inc.	NE
Windstream Western Reserve, LLC	OH
Xeta Technologies, Inc.*	OK

\*Guarantor to Windstream Services, LLC senior secured credit facility.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-223361) and Form S-8 (Nos. 333-219774, 333-216386, 333-216283, 333-195841, 333-178279, 333-167238, 333-166707, 333-163452, 333-223320, 333-226643) of Windstream Holdings, Inc. of our report dated March 15, 2019 relating to the financial statements and financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Little Rock, Arkansas  
March 15, 2019

---

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-140011) of Windstream Services, LLC of our report dated March 15, 2019 relating to the financial statements and financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Little Rock, Arkansas  
March 15, 2019

Securities and Exchange Commission  
450 Fifth Street N.W.  
Washington, DC 20549

Re: Windstream Holdings, Inc., Commission File No. 001-32422  
Windstream Services, LLC, Commission File No. 001-36093  
1934 Act Filings on Form 10-K  
Authorized Representatives

Ladies and Gentlemen:

Windstream Holdings, Inc. (“Holdings”) and Windstream Services, LLC (“Services”) are subject to Section 13 or 15(d) of the Securities Exchange Act of 1934 (the “Act”). Each of the persons signing his or her name below confirms, as of the date appearing beside his or her signature, that each of Tony Thomas, Robert E. Gunderman or Kristi M. Moody, acting individually or jointly (the “Authorized Representatives”), is authorized on his or her behalf, including in his or her capacity as a director of Holdings and Services, to sign one or more annual reports on Form 10-K for the year ended December 31, 2018, for each of Holdings and Services, and any or all amendments to such annual reports, and to file the same, with all exhibits thereto, and other documents in connection therewith, as are required by the Act with the Securities and Exchange Commission (the “Commission”). Each person so signing also confirms the authority of each of the Authorized Representatives to do and perform on his or her behalf, any and all acts and things requisite or necessary to assure compliance by the signing person with the Form 10-K requirements. The authority confirmed herein shall remain in effect as to each person signing his or her name below until such time as the Commission shall receive from such person a written communication terminating or modifying the authority. Each person signing his or her name below expressly revokes all authority heretofore given or executed by such person with respect to such filings of Holdings and Services under the Act.

Sincerely,

/s/ Samuel E. Beall, III

Date: February 5, 2019

Samuel E. Beall, III

/s/ Jeannie Diefenderfer

Date: February 5, 2019

Jeannie Diefenderfer

/s/ Jeffrey T. Hinson

Date: February 5, 2019

Jeffrey T. Hinson

/s/ William G. LaPerch

Date: February 5, 2019

William G. LaPerch

/s/ Julie A. Shimer

Date: February 5, 2019

Julie A. Shimer

/s/ Michael G. Stoltz

Date: February 5, 2019

Michael G. Stoltz

/s/ Walter Turek

Date: February 5, 2019

Walter Turek

/s/ Alan L. Wells

Date: February 5, 2019

Alan L. Wells



**CERTIFICATION**

I, Anthony W. Thomas, certify that:

1. I have reviewed this annual report on Form 10-K of Windstream Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2019

/s/ Anthony W. Thomas

Anthony W. Thomas

President and Chief Executive Officer

Windstream Holdings, Inc.

---

**CERTIFICATION**

I, Anthony W. Thomas, certify that:

1. I have reviewed this annual report on Form 10-K of Windstream Services, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2019

/s/ Anthony W. Thomas

Anthony W. Thomas

President and Chief Executive Officer

Windstream Services, LLC

**CERTIFICATION**

I, Robert E. Gunderman, certify that:

1. I have reviewed this annual report on Form 10-K of Windstream Holdings, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2019

/s/ Robert E. Gunderman

Robert E. Gunderman

Chief Financial Officer and Treasurer

Windstream Holdings, Inc.

---

**CERTIFICATION**

I, Robert E. Gunderman, certify that:

1. I have reviewed this annual report on Form 10-K of Windstream Services, LLC;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2019

/s/ Robert E. Gunderman

Robert E. Gunderman

Chief Financial Officer and Treasurer

Windstream Services, LLC

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report of Windstream Holdings, Inc. (the Company) on Form 10-K for the period ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Anthony W. Thomas, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Anthony W. Thomas

---

Anthony W. Thomas

President and Chief Executive Officer

Windstream Holdings, Inc.

March 15, 2019

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

---

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report of Windstream Services, LLC (the Company) on Form 10-K for the period ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Anthony W. Thomas, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Anthony W. Thomas

---

Anthony W. Thomas

President and Chief Executive Officer

Windstream Services, LLC

March 15, 2019

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report of Windstream Holdings, Inc. (the Company) on Form 10-K for the period ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Robert E. Gunderman, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert E. Gunderman

Robert E. Gunderman

Chief Financial Officer and Treasurer

Windstream Holdings, Inc.

March 15, 2019

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

---

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report of Windstream Services, LLC (the Company) on Form 10-K for the period ending December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Robert E. Gunderman, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert E. Gunderman

---

Robert E. Gunderman  
Chief Financial Officer and Treasurer

Windstream Services, LLC

March 15, 2019

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.