

Fill in this information to identify the case:

Debtor name Windstream Holding of the Midwest, Inc.
United States Bankruptcy Court for the: Southern District District of NY
Case number (If known): 19-22431

☒ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A

Amount of claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

2.1 Creditor's name
JPMORGAN CHASE BANK, N.A.

Describe debtor's property that is subject to a lien
As provided in UCC File Number 9916768016-0. See Schedule D disclosures.

\$ Undetermined

\$ Undetermined

Creditor's mailing address

LIEN PERFECTION UNIT
P.O. BOX 2558
HOUSTON, TX 77002

Describe the lien

All personal property.

Creditor's email address, if known

Is the creditor an insider or related party?

- ☒ No
☐ Yes

Date debt was incurred 02/04/2016

Is anyone else liable on this claim?

- ☒ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☒ Yes. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
☒ Unliquidated
☒ Disputed

2.2 Creditor's name
JPMORGAN CHASE BANK, N.A.

Describe debtor's property that is subject to a lien
As provided in UCC File Number 9817998066-3. See Schedule D disclosures.

\$ Undetermined

\$ Undetermined

Creditor's mailing address

LIEN PERFECTION UNIT
P.O. BOX 2558
HOUSTON, TX 77002

Describe the lien
All personal property.

Creditor's email address, if known

Is the creditor an insider or related party?

- ☒ No
☐ Yes

Date debt was incurred 08/14/2017

Is anyone else liable on this claim?

- ☒ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
☒ Yes. Have you already specified the relative priority?
☒ No. Specify each creditor, including this creditor, and its relative priority.

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
☒ Unliquidated
☒ Disputed

☐ Yes. The relative priority of creditors is specified on lines

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 102,700,000.00



Debtor Windstream Holding of the Midwest, Inc.
Name

Case number (if known) 19-22431

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the
value of collateral

Column B
Value of collateral
that supports this
claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

<p>2.3</p> <p>Creditor's name JPMORGAN CHASE BANK, N.A., AS COLLATERAL AGENT</p> <p>Creditor's mailing address DOC WORKFLOW MANAGEMENT 10 S DEARBORN L2 FLOOR IL1-1145 CHICAGO, IL 60603</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 04/27/2015 Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien As provided in UCC File Number 9915753032-5. See Schedule D disclosures.</p> <p>Describe the lien All personal property.</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p>	<p><u>\$ Undetermined</u></p>	<p><u>\$ Undetermined</u></p>
<p>2.4</p> <p>Creditor's name U.S. BANK NATIONAL ASSOCIATION, AS COLLATERAL AGENT</p> <p>Creditor's mailing address TWO MIDTOWN PLAZA 1349 W. PEACHTREE STREET SUITE 1050 ATLANTA, GA30309</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 11/08/2017 Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien As provided in UCC File Number 9917801387-9. See Schedule D disclosures.</p> <p>Describe the lien All personal property.</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p>	<p><u>\$ Undetermined</u></p>	<p><u>\$ Undetermined</u></p>

Debtor Windstream Holding of the Midwest, Inc.
Name

Case number (if known) 19-22431

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the
value of collateral

Column B
Value of collateral
that supports this
claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

<p>2.5</p> <p>Creditor's name WILMINGTON TRUST, NATIONAL ASSOCIATION, AS COLLATERAL AGENT</p> <p>Creditor's mailing address 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 08/03/2018 Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien As provided in UCC File Number 9918817203-1. See Schedule D disclosures.</p> <p>Describe the lien All personal property.</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p>	<p>\$ Undetermined</p>	<p>\$ Undetermined</p>
<p>2.6</p> <p>Creditor's name WILMINGTON TRUST, NATIONAL ASSOCIATION, AS COLLATERAL AGENT</p> <p>Creditor's mailing address 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred 08/03/2018 Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Have you already specified the relative priority? <input checked="" type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien As provided in UCC File Number 9918817204-3. See Schedule D disclosures.</p> <p>Describe the lien All personal property.</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed</p>	<p>\$ Undetermined</p>	<p>\$ Undetermined</p>

Debtor Windstream Holding of the Midwest, Inc.
Name

Case number (if known) 19-22431

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the
value of collateral

Column B
Value of collateral
that supports this
claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

<p>2.7</p> <p>Creditor's name JPMORGAN CHASE BANK, N.A.</p> <p>Creditor's mailing address ATTN: GEORGE D. IONAS 500 STANTON CHRISTIANA RD FLOOR 3 OPS 2 NEWARK, DE 19713</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien See Schedule D Disclosures</p> <p>Describe the lien Guarantor of Term Loan, Tranch B7, due February 17, 2024</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$ Undetermined</u></p>	<p><u>\$ Undetermined</u></p>
<p>2.8</p> <p>Creditor's name JPMORGAN CHASE BANK, N.A.</p> <p>Creditor's mailing address ATTN: GEORGE D. IONAS 500 STANTON CHRISTIANA RD FLOOR 3 OPS 2 NEWARK, DE 19713</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien See Schedule D Disclosures</p> <p>Describe the lien Guarantor of Sixth Amended and Restated Credit Agreement, dated as of June 6, 2018</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$ Undetermined</u></p>	<p><u>\$ Undetermined</u></p>

Debtor Windstream Holding of the Midwest, Inc.
Name

Case number (if known) 19-22431

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the
value of collateral

Column B
Value of collateral
that supports this
claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

<p>2.9</p> <p>Creditor's name JPMORGAN CHASE BANK, N.A.</p> <p>Creditor's mailing address ATTN: GEORGE D. IONAS 500 STANTON CHRISTIANA RD FLOOR 3 OPS 2 NEWARK, DE 19713</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien See Schedule D Disclosures</p> <p>Describe the lien Guarantor of Term Loan, Tranch B6, due March 29, 2021</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$ Undetermined</u></p>	<p><u>\$ Undetermined</u></p>
<p>2.10</p> <p>Creditor's name U.S. BANK NATIONAL ASSOCIATION</p> <p>Creditor's mailing address ATTN: GLOBAL CORPORATE TRUST SERVICES TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GA 30309</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien See Schedule D Disclosures</p> <p>Describe the lien Guarantor of 8.625% Notes, due October 31, 2025</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$ Undetermined</u></p>	<p><u>\$ Undetermined</u></p>

Debtor Windstream Holding of the Midwest, Inc.
Name

Case number (if known) 19-22431

Part 1: Additional Page

Column A
Amount of claim
Do not deduct the
value of collateral

Column B
Value of collateral
that supports this
claim

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

<p>2.11</p> <p>Creditor's name U.S. BANK NATIONAL ASSOCIATION</p> <p>Creditor's mailing address ATTN: GLOBAL CORPORATE TRUST SERVICES TWO MIDTOWN PLAZA 1349 WEST PEACHTREE STREET SUITE 1050 ATLANTA, GA 30309</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien See Schedule D Disclosures</p> <p>Describe the lien Issuer of 6.75% Notes, due April 1, 2028</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$102,700,000.00</u></p>	<p><u>\$ Undetermined</u></p>
<p>2.12</p> <p>Creditor's name WILMINGTON TRUST, NATIONAL ASSOCIATION</p> <p>Creditor's mailing address ATTN: WINDSTREAM SERVICES ADMINISTRATOR GLOBAL CAPITAL MARKETS 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien See Schedule D Disclosures</p> <p>Describe the lien Guarantors of 10.500% Notes, due June 30, 2024</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p><u>\$ Undetermined</u></p>	<p><u>\$ Undetermined</u></p>

Debtor Windstream Holding of the Midwest, Inc.
Name

Case number (if known) 19-22431

Part 1:

Additional Page

Column A
Amount of claim
Do not deduct the
value of collateral

Column B
**Value of collateral
that supports this
claim**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

<p>2.13 Creditor's name WILMINGTON TRUST, NATIONAL ASSOCIATION</p> <p>Creditor's mailing address ATTN: WINDSTREAM SERVICES ADMINISTRATOR GLOBAL CAPITAL MARKETS 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402</p> <p>Creditor's email address, if known</p> <p>Date debt was incurred Undetermined Last 4 digits of account number</p> <p>Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Have you already specified the relative priority? <input type="checkbox"/> No. Specify each creditor, including this creditor, and its relative priority. <input type="checkbox"/> Yes. The relative priority of creditors is specified on lines</p>	<p>Describe debtor's property that is subject to a lien See Schedule D Disclosures</p> <p>Describe the lien Guarantor of 9.000% Notes, due June 30, 2025</p> <p>Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>Is anyone else liable on this claim? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H)</p> <p>As of the petition date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p>	<p>\$ <u>Undetermined</u></p>	<p>\$ <u>Undetermined</u></p>
---	---	-------------------------------	-------------------------------

Debtor Windstream Holding of the Midwest, Inc.
Name

Case number (if known) 19-22431

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no other need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
JPMORGAN CHASE BANK, N.A. ATTN: TIMOTHY D. LEE 383 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10179	Line 7	
JPMORGAN CHASE BANK, N.A. ATTN: TIMOTHY D. LEE 383 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10179	Line 8	
JPMORGAN CHASE BANK, N.A. ATTN: TIMOTHY D. LEE 383 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10179	Line 9	

Fill in this information to identify the case and this filing:

Debtor Name Windstream Holding of the Midwest, Inc.
United States Bankruptcy Court for the: Southern District District of NY
Case number (If known): 19-22431

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☒ Amended Schedule D
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/03/2019
MM / DD / YYYY

X

/s/ Robert E. Gunderman

Signature of individual signing on behalf of debtor

Robert E. Gunderman
Printed name

Chief Financial Officer and Treasurer
Position or relationship to debtor