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*Proposed 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> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)

**NOTICE OF FINAL DIP HEARING**

**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 in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

<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 the Debtors are jointly administered, 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 filed the *Debtors' Amended Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, and 507 (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 42] (the "DIP Motion").

**PLEASE TAKE FURTHER NOTICE** that on February 26, 2019, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") approved the *Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, and 507 (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Authorizing Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 75] (the "Interim Order") granting the relief requested in the DIP Motion on an interim basis.

**PLEASE TAKE FURTHER NOTICE** that a hearing (the "Hearing") to consider entry of a final order (the "Final Order") with respect to the relief requested in the DIP Motion will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the Bankruptcy Court, 300 Quarropas Street, White Plains, New York 10601, on **April 16, 2019, at 10:00 a.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to entry of the Final Order must be set forth in writing in accordance with the Court's General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), must be filed with the Court no later than

**April 1, 2019, at 4:00 p.m., prevailing Eastern Time**, and shall be served on: (a) the Debtors, Windstream Holdings, Inc., 4001 North Rodney Parham Road, Little Rock, Arkansas 72212, Attn.: Kristi M. Moody; (b) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Stephen E. Hessler, P.C., and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn.: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze; (c) counsel to any statutory committee appointed in these cases; and (d) the Office of The United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Paul K. Schwartzberg and Serene Nakano.

**PLEASE TAKE FURTHER NOTICE** that copies of the DIP Motion and Interim Order may be obtained free of charge by visiting the website of Kurtzman Carson Consultants LLC at <http://www.kccllc.net/windstream>. The proposed form of Final Order will also be filed in advance of the Hearing and will be available 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 DIP Motion 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 DIP Motion, or if you want the Court to consider your views on the DIP Motion, then you or your attorney must file a response to the DIP Motion and attend the 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 DIP Motion and may enter an order granting the relief requested in the DIP Motion.

Dated: March 6, 2019  
New York, New York

*/s/ Stephen E. Hessler*

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