

► See separate instructions.

Part I	Reporting Issuer
---------------	-------------------------

1 Issuer's name Windstream Holdings, Inc.		2 Issuer's employer identification number (EIN) 46-2847717	
3 Name of contact for additional information Okapi Partners		4 Telephone No. of contact (877) 629-6356	
5 Email address of contact windstream@okapipartners.com		6 Number and street (or P.O. box if mail is not delivered to street address) of contact 4001 N. Rodney Parham Rd.	
7 City, town, or post office, state, and ZIP code of contact Little Rock, AR 72212		8 Date of action August 2, 2018	
9 Classification and description Debt for Debt Exchange		10 CUSIP number See attached	
11 Serial number(s) WIN		12 Ticker symbol WIN	
13 Account number(s)			

See attached	None	
Part II	Organizational Action Attach additional statements if needed. See back of form for additional questions.	

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See attached

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See attached

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See attached

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See attached

18 Can any resulting loss be recognized? ► See attached

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attached

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

Clay Robinson

Date ►

9/7/18

Print your name ► Clay Robinson

Title ► Vice President - Tax

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Windstream Holdings, Inc.
Attachment to Internal Revenue Service Form 8937

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”). The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the Code. Holders should consult their own tax advisors regarding the particular tax consequences of the Exchange (as defined below) to them, including the applicability and effect of all U.S. federal, state and local and foreign tax laws.

Form 8937, Part I, Line 10 - CUSIP Numbers

Old Notes	New Notes
97381WAT1, 97381WAR5, U9700PAK1	97381LAF5
97381WAX2	97381LAF5
97381WAU8	97381LAF5
97381WAZ7	97381LAF5
97381LAA6, U9701LAA1	97381LAF5
97381LAD0, U9701LAE3	97381LAF5
97381WAN4, 97381WAM6, U9700PAG0	97381LAE8

Form 8937, Part II, Line 14

1. 2020 Exchange

On August 2, 2018 (“**Issue Date**”), Windstream Services, LLC (the “**Issuer**”), an entity disregarded as separate from Windstream Holdings, Inc. for U.S. federal income tax purposes, and Windstream Finance Corp. (“**Co-Issuer**,” and together with the Issuer, the “**Issuers**”) issued approximately \$414.9 million aggregate principal amount of new 10.50% senior second lien notes due 2024 (“**2024 Second Lien Notes**”) in exchange (“**2020 Exchange**”) for approximately \$414.9 million principal amount of existing 7.75% notes due 2020 (“**Existing 2020 Notes**”). The Issuers also paid in cash accrued and unpaid interest on the Existing 2020 Notes from the applicable latest interest payment date to, but not including, the Issue Date.

2. 2021 Exchange

On the Issue Date, the Issuers issued approximately \$17.5 million aggregate principal amount of new 9.00% senior second lien notes due 2025 (“**2025 Second Lien Notes**”) in exchange (“**2021 Exchange**”) for approximately \$18.8 million principal amount of existing 7.75% Notes Due 2021 (“**Existing 2021 Notes**”). The Issuer also paid in cash accrued and unpaid interest on the Existing 2021 Notes from the applicable latest interest payment date to, but not including, the Issue Date.

3. 2022 Exchange

On the Issue Date, the Issuers issued approximately \$4.4 million aggregate principal amount of 2025 Second Lien Notes in exchange (“**2022 Exchange**”) for approximately \$5.3 million principal amount of existing 7.50% notes due 2022 (“**Existing 2022 Notes**”). The Issuers also paid in cash accrued and unpaid interest on the Existing 2022 Notes from the applicable latest interest payment date to, but not including, the Issue Date.

4. 2023 Exchange I

On the Issue Date, the Issuers issued approximately \$68.8 million aggregate principal amount of 2025 Second Lien Notes in exchange (“**2023 Exchange I**”) for approximately \$86.0 million principal amount of existing 7.5% notes due 2023 (“**Existing 2023 Notes**”). The Issuers also paid in cash accrued and unpaid interest on the Existing 2023 Notes from the applicable latest interest payment date to, but not including, the Issue Date.

5. 2023 Exchange II

On the Issue Date, the Issuers issued approximately \$88.2 million aggregate principal amount of 2025 Second Lien Notes in exchange (“**2023 Exchange II**”) for approximately \$120.8 million principal amount of existing 6.375% notes due 2023 issued in 2013 (“**6.375% Notes**”). The Issuers also paid in cash accrued and unpaid interest on the 6.375% Notes from the applicable latest interest payment date to, but not including, the Issue Date.

6. 2023 Exchange III

On the Issue Date, the Issuers issued approximately \$160.5 million aggregate principal amount of 2025 Second Lien Notes in exchange (“**2023 Exchange III**”) for approximately \$219.9 million principal amount of 6.375% Notes due 2023 issued in 2017 (“**2017 6.375% Notes**”). The Issuers also paid in cash accrued and unpaid interest on the 2017 6.375% Notes from the applicable latest interest payment date to, but not including, the Issue Date.

7. 2024 Exchange

On the Issue Date, the Issuers issued approximately \$462.9 million aggregate principal amount of 2025 Second Lien Notes in exchange (“**2024 Exchange**”) for approximately \$578.6 million principal amount of existing 8.75% notes due 2024 (“**Existing 2024 Notes**”). The Issuers also paid in cash accrued and unpaid interest on the Existing 2024 Notes from the applicable latest interest payment date to, but not including, the Issue Date.

In later paragraphs, the 2020 Exchange, 2021 Exchange, 2022 Exchange, 2023 Exchange I, 2023 Exchange II, 2023 Exchange III and 2024 Exchange will be together referred as “Exchange.” The Existing 2020 Notes, Existing 2021 Notes, Existing 2022 Notes, Existing 2023 Notes, 6.375% Notes, 2017 6.375% Notes and Existing 2024 Notes will be together referred as “Old Notes.” The 2024 Second Lien Notes and 2025 Second Lien Notes will be together referred as “New Notes.”

Form 8937, Part II, Line 15

The Issuers have determined that, although the issue is not free from doubt, the Exchange will be treated as a significant modification under Treas. Reg. §1.1001-3 to holders for U.S. federal income tax purposes if such holder participates in the Exchange.

Although the issue is not free from doubt, the Issuers intend to take the position that all of the Old Notes and New Notes will be treated as securities for U.S. federal income tax purposes, and that the Exchange will thus be treated as a recapitalization. If the Exchange is treated as a recapitalization, then a U.S. holder generally will not recognize gain or loss with respect to the Exchange, subject to certain exceptions. Under the rules applicable to recapitalizations, a holder recognizes gain equal to the lesser of (i) the gain realized by the holder and (ii) the cash amount received, if any (not including any amounts attributable to accrued and unpaid interest on the Old Notes) plus the fair market value of the excess of (a) the principal amount of the New Notes over (b) the principal amount of the Old Notes exchanged therefor (such excess, the “excess principal amount”). The amount described in the foregoing clause (ii) shall hereinafter be referred to as the “boot.” In general, a U.S. holder would obtain a tax basis for the portion of its New Notes received that corresponds to any boot received equal to the fair market value of such boot and a tax basis for the remainder of the New Notes received that is equal to such holder’s adjusted tax basis in the Old Notes surrendered, increased by any gain recognized on the Exchange and decreased by the amount of any boot received (including the excess principal amount, but excluding any amounts attributable to accrued and unpaid interest on the Old Notes). In addition, any accrued market discount on such Old Notes that was not previously included in income will generally carry over to the New Notes, as applicable, and such the New Notes would also be treated as acquired at a market discount if the stated principal amount of the New Notes, as applicable, exceeds the U.S. holder’s initial tax basis for such notes by more than a de minimis amount.

If the Exchange fails to qualify as a recapitalization, a U.S. holder will generally recognize gain or loss equal to the difference, if any, between the amount realized on the Exchange and the U.S. holder's adjusted tax basis in the Old Notes. The amount realized will be equal to the issue price of the New Notes. For these purposes, the amount realized does not include any amount attributable to accrued interest on the Old Notes that has not previously been included in income.

Holders should consult their own tax advisers regarding the particular tax consequences of the Exchange to them.

Form 8937, Part II, Line 16

As discussed in Line 15, for New Notes received in the Exchange (and assuming the Exchange is treated as a recapitalization), a holder's initial tax basis in the New Notes received shall be determined as follows:

- A holder's initial tax basis in the portion of the New Notes received that corresponds to any "boot" received (as defined in Line 15, above) will be the fair market value of such "boot" (i.e., the cash amount received if any (not including any amounts attributable to accrued and unpaid interest on the Old Notes), plus the fair market value of the "excess principal amount," as defined in Line 15, above).
- A holder's initial tax basis in its remaining portion of New Notes received will be the same as the holder's tax basis in the Old Notes surrendered, increased by the amount of gain recognized by the holder in the Exchange, if any, and decreased by the amount of "boot" (as defined in Line 15, above) that is received by the holder.

The following simplified examples illustrate a hypothetical U.S. holder's calculation of its adjusted tax basis in the New Notes received on the Issue Date. The examples below use simplified numbers and assumptions, are for illustrative purposes only, and do not purport to fully describe the actual facts or tax consequences that may apply to a particular holder. Holders should consult their own tax advisers regarding the particular tax consequences of the Exchange to them.

Example for 2020 Exchange:

Investor A exchanged \$1,000 principal amount of Old Notes for New Notes with a principal amount of \$1,000. Investor A had a tax basis in the Old Notes equal to the principal amount of the Old Notes immediately before the Exchange.

The New Notes were issued at an issue price of 86.45% of face, or \$864.50 per face amount of \$1,000.

Old Notes Principal Amount (par): \$1,000 Assumed Old Notes Tax Basis (tb): \$1,000 Excess Principal (ep): \$0								
Exchanged For	Exchange Terms			Gain on the Exchange			New Notes Received	
	Principal Amount (A)	Issue Price (B)	Cash Amount (C)	Boot (D)=(C)+FMV of (ep)	Gain Realized (E)	Gain Recognized (F)=Lesser of (D) or (E)	Tax Basis (portion not boot) (G)=(tb)+(F)-(D)	Tax Basis (boot portion) (H)=FMV of (ep)
New Notes of \$1,000	\$1,000	\$864.50	0	0	0	0	\$1000	0

Example for 2021 Exchange:

Investor B exchanged \$1,000 principal amount of Old Notes for New Notes with a principal amount of \$930. B had a tax basis in the Old Notes equal to the principal amount of the Old Notes immediately before the Exchange.

The New Notes were issued at an issue price of 79.5% of face, or \$795 per face amount of \$1,000.

Old Notes Principal Amount (par): \$1,000 Assumed Old Notes Tax Basis (tb): \$1,000 Excess Principal (ep): \$0								
Exchanged For	Exchange Terms			Gain on the Exchange			New Notes Received	
	Principal Amount (A)	Issue Price (B)	Cash Amount (C)	Boot (D)=(C)+FMV of (ep)	Gain Realized (E)	Gain Recognized (F)=Lesser of (D) or (E)	Tax Basis (portion not boot) (G)=(tb)+(F)-(D)	Tax Basis (boot portion) (H)=FMV of (ep)
New Notes of \$930	\$930	\$739.35	0	0	0	0	\$1,000	0

Example for 2022 Exchange:

Investor C exchanged \$1,000 principal amount of Old Notes for New Notes with a principal amount of \$830. C had a tax basis in the Old Notes equal to the principal amount of the Old Notes immediately before the Exchange.

The New Notes were issued at an issue price of 79.5% of face, or \$795 per face amount of \$1,000.

Old Notes Principal Amount (par): \$1,000 Assumed Old Notes Tax Basis (tb): \$1,000 Excess Principal (ep): \$0								
Exchanged For	Exchange Terms			Gain on the Exchange			New Notes Received	
	Principal Amount (A)	Issue Price (B)	Cash Amount (C)	Boot (D)=(C)+FMV of (ep)	Gain Realized (E)	Gain Recognized (F)=Lesser of (D) or (E)	Tax Basis (portion not boot) (G)=(tb)+(F)-(D)	Tax Basis (boot portion) (H)=FMV of (ep)
New Notes of \$830	\$830	\$659.85	0	0	0	0	\$1,000	0

Example for 2023 Exchange I:

Investor D exchanged \$1,000 principal amount of Old Notes for New Notes with a principal amount of \$800. D had a tax basis in the Old Notes equal to the principal amount of the Old Notes immediately before the Exchange.

The New Notes were issued at an issue price of 79.5% of face, or \$795 per face amount of \$1,000.

Old Notes Principal Amount (par): \$1,000 Assumed Old Notes Tax Basis (tb): \$1,000 Excess Principal (ep): \$0								
Exchanged For	Exchange Terms			Gain on the Exchange			New Notes Received	
	Principal Amount (A)	Issue Price (B)	Cash Amount (C)	Boot (D)=(C)+FMV of (ep)	Gain Realized (E)	Gain Recognized (F)=Lesser of (D) or (E)	Tax Basis (portion not boot) (G)=(tb)+(F)-(D)	Tax Basis (boot portion) (H)=FMV of (ep)
New Notes of \$800	\$800	\$636	0	0	0	0	\$1,000	0

Example for 2023 Exchange II and 2023 Exchange III:

Investor E exchanged \$1,000 principal amount of Old Notes for New Notes with a principal amount of \$730. E had a tax basis in the Old Notes equal to the principal amount of the Old Notes immediately before the Exchange.

The New Notes were issued at an issue price of 79.5% of face, or \$795 per face amount of \$1,000.

Old Notes Principal Amount (par): \$1,000 Assumed Old Notes Tax Basis (tb): \$1,000 Excess Principal (ep): \$0								
Exchanged For	Exchange Terms			Gain on the Exchange			New Notes Received	
	Principal Amount (A)	Issue Price (B)	Cash Amount (C)	Boot (D)=(C)+FMV of (ep)	Gain Realized (E)	Gain Recognized (F)=Lesser of (D) or (E)	Tax Basis (portion not boot) (G)=(tb)+(F)-(D)	Tax Basis (boot portion) (H)=FMV of (ep)
New Notes of \$730	\$730	\$580.35	0	0	0	0	\$1,000	0

Example for 2024 Exchange:

Investor F exchanged \$1,000 principal amount of Old Notes for New Notes with a principal amount of \$800. F had a tax basis in the Old Notes equal to the principal amount of the Old Notes immediately before the Exchange.

The New Notes were issued at an issue price of 79.5% of face, or \$795 per face amount of \$1,000.

Old Notes Principal Amount (par): \$1,000 Assumed Old Notes Tax Basis (tb): \$1,000 Excess Principal (ep): \$0								
Exchanged For	Exchange Terms			Gain on the Exchange			New Notes Received	
	Principal Amount (A)	Issue Price (B)	Cash Amount (C)	Boot (D)=(C)+FMV of (ep)	Gain Realized (E)	Gain Recognized (F)=Lesser of (D) or (E)	Tax Basis (portion not boot) (G)=(tb)+(F)-(D)	Tax Basis (boot portion) (H)=FMV of (ep)
New Notes of \$800	\$800	\$636	0	0	0	0	\$1,000	0

Form 8937, Part II, Line 17

Sections 354, 358, 368, 1001, and 1012 of the Code.

Form 8937, Part II, Line 18

The Exchange generally should not result in a loss to holders to the extent the Exchange is a recapitalization. If the Exchange does not qualify as a recapitalization for U.S. federal income tax purposes, the Exchange may result in a loss to a holder to the extent such holder's tax basis in the Old Notes exceeds the fair market value of the New Notes.

Form 8937, Part II, Line 19

The Issuer has determined that the 2024 Second Lien Notes are "traded on an established market", and the issue price of the 2024 Second Lien Notes is 86.45% of par.

The Issuer has determined that the 2025 Second Lien Notes are "traded on an established market", and the issue price of the 2025 Second Lien Notes is 79.50% of par.

The reportable tax year is 2018 with respect to calendar year taxpayers.