

WINDSTREAM HOLDINGS, INC.  
 UNAUDITED CONSOLIDATED STATEMENTS OF INCOME  
 (In millions, except per share amounts)

	THREE MONTHS ENDED				TWELVE MONTHS ENDED			
	December 31, 2013	December 31, 2012	Increase (Decrease) Amount	%	December 31, 2013	December 31, 2012	Increase (Decrease) Amount	%
<b>UNDER GAAP:</b>								
Revenues and sales:								
Service revenues	\$ 1,435.9	\$ 1,479.7	\$ (43.8)	(3)	\$ 5,775.5	\$ 5,908.3	\$ (132.8)	(2)
Product sales	55.4	54.4	1.0	2	212.6	231.2	(18.6)	(8)
Total revenues and sales	<u>1,491.3</u>	<u>1,534.1</u>	<u>(42.8)</u>	(3)	<u>5,988.1</u>	<u>6,139.5</u>	<u>(151.4)</u>	(2)
Costs and expenses:								
Cost of services (exclusive of depreciation and amortization included below)	559.5	705.1	(145.6)	(21)	2,492.1	2,692.2	(200.1)	(7)
Cost of products sold	45.7	49.9	(4.2)	(8)	183.9	206.6	(22.7)	(11)
Selling, general and administrative	205.7	254.1	(48.4)	(19)	923.4	967.3	(43.9)	(5)
Depreciation and amortization	341.2	338.7	2.5	1	1,340.9	1,296.9	44.0	3
Merger and integration costs	12.2	11.0	1.2	11	29.2	65.4	(36.2)	(55)
Restructuring charges	0.5	4.1	(3.6)	(88)	9.6	27.2	(17.6)	(65)
Total costs and expenses	<u>1,164.8</u>	<u>1,362.9</u>	<u>(198.1)</u>	(15)	<u>4,979.1</u>	<u>5,255.6</u>	<u>(276.5)</u>	(5)
Operating income	326.5	171.2	155.3	91	1,009.0	883.9	125.1	14
Other (expense) income, net	(7.5)	(0.1)	(7.4)	*	(12.5)	4.6	(17.1)	*
(Loss) gain on early extinguishment of debt	—	—	—	*	(28.5)	1.9	(30.4)	*
Interest expense	<u>(148.0)</u>	<u>(159.7)</u>	<u>11.7</u>	(7)	<u>(627.7)</u>	<u>(625.1)</u>	<u>(2.6)</u>	—
Income from continuing operations before income taxes	171.0	11.4	159.6	*	340.3	265.3	75.0	28
Income taxes	<u>57.9</u>	<u>0.1</u>	<u>57.8</u>	*	<u>105.3</u>	<u>98.2</u>	<u>7.1</u>	7
Income from continuing operations	113.1	11.3	101.8	*	235.0	167.1	67.9	41
Discontinued operations, net of tax	5.3	(1.2)	6.5	*	6.0	0.9	5.1	*
Net income	<u>\$ 118.4</u>	<u>\$ 10.1</u>	<u>\$ 108.3</u>	*	<u>\$ 241.0</u>	<u>\$ 168.0</u>	<u>\$ 73.0</u>	43
Weighted average common shares	592.3	585.1	7.2	1	589.3	584.5	4.8	1
Common shares outstanding	596.2	588.2	8.0	1				
Basic and diluted earnings per share:								
Net income	\$ .20	\$ .02	\$ .18	*	\$ .40	\$ .28	\$ .12	43
<b>PRO FORMA RESULTS OF OPERATIONS (A):</b>								
OIBDA (B)	\$ 679.9	\$ 520.9	\$ 159.0	31	\$ 2,379.1	\$ 2,246.2	\$ 132.9	6
Adjusted OIBDA (C)	\$ 575.9	\$ 617.4	\$ (41.5)	(7)	\$ 2,318.1	\$ 2,383.8	\$ (65.7)	(3)
Adjusted capital expenditures (D)	\$ 169.9	\$ 270.4	\$ (100.5)	(37)	\$ 811.7	\$ 1,049.8	\$ (238.1)	(23)

\* Not meaningful

- (A) Pro forma results adjusts results of operations under GAAP to exclude all merger and integration costs related to strategic transactions. For further details on these adjustments, see the Notes to Unaudited Reconciliation of Operating Income and Capital Expenditures Under GAAP to Pro Forma Adjusted OIBDA and Pro Forma Adjusted Capital Expenditures.
- (B) OIBDA is operating income before depreciation and amortization and merger and integration costs.
- (C) Adjusted OIBDA adjusts OIBDA for the impact of restructuring charges, pension expense and share-based compensation. For further details on these adjustments, see the Notes to Unaudited Reconciliation of Operating Income and Capital Expenditures Under GAAP to Pro Forma Adjusted OIBDA and Pro Forma Adjusted Capital Expenditures.
- (D) Adjusted capital expenditures exclude the impact of integration-related capital expenditures. For further details on these adjustments, see the Notes to Unaudited Reconciliation of Operating Income and Capital Expenditures Under GAAP to Pro Forma Adjusted OIBDA and Pro Forma Adjusted Capital Expenditures.

## WINDSTREAM HOLDINGS, INC.

## UNAUDITED SUPPLEMENTAL OPERATING INFORMATION

(In thousands)

	THREE MONTHS ENDED				TWELVE MONTHS ENDED			
	December 31, 2013	December 31, 2012	Increase (Decrease) Amount	%	December 31, 2013	December 31, 2012	Increase (Decrease) Amount	%
Business operating metrics:								
Customer locations (A)								
Enterprise (B)	210.4	204.6	5.8	3				
Small business (C)	395.3	430.7	(35.4)	(8)				
Total customer locations	605.7	635.3	(29.6)	(5)				
Net customer location losses	(6.8)	(7.5)	0.7	(9)	(29.6)	(31.7)	2.1	(7)
Total Business Customers	388.3	417.6	(29.3)	(7)				
Carrier special access circuits (D)	100.1	107.2	(7.1)	(7)				
Consumer operating metrics:								
Voice lines	1,722.3	1,841.9	(119.6)	(6)				
High-speed Internet	1,170.9	1,214.5	(43.6)	(4)				
Digital television customers	402.3	426.1	(23.8)	(6)				
Total consumer connections	3,295.5	3,482.5	(187.0)	(5)				
Net voice line losses	(30.4)	(23.3)	(7.1)	30	(119.6)	(86.0)	(33.6)	39
Net high-speed Internet (losses) additions	(12.5)	(1.7)	(10.8)	*	(43.6)	6.7	(50.3)	*

\* Not meaningful

- (A) Business customer locations include each individual location to which we provide service and exclude carrier special access circuits.
- (B) Enterprise locations represent customer relationships that generate \$750 or more in revenue per month.
- (C) Small business locations represent customer relationships that generate less than \$750 in revenue per month.
- (D) Carrier special access circuits are dedicated circuits purchased by telecommunication carriers to transport traffic from wireless towers, between points on their network or from their network to a customer location.

WINDSTREAM HOLDINGS, INC.  
 UNAUDITED CONSOLIDATED BALANCE SHEETS UNDER GAAP  
 (In millions)

ASSETS	December 31, 2013	December 31, 2012	LIABILITIES AND SHAREHOLDERS' EQUITY	December 31, 2013	December 31, 2012
CURRENT ASSETS:			CURRENT LIABILITIES:		
Cash and cash equivalents	\$ 48.2	\$ 132.0	Current maturities of long-term debt	\$ 85.0	\$ 866.0
Restricted cash	9.7	26.5	Current portion of interest rate swaps	30.0	29.0
Accounts receivable (less allowance for doubtful accounts of \$40.0 and \$42.6, respectively)	635.3	609.0	Accounts payable	385.9	363.7
Inventories	67.7	75.0	Advance payments and customer deposits	223.5	219.6
Deferred income taxes	241.5	249.4	Accrued dividends	151.1	148.9
Prepaid income taxes	29.7	23.3	Accrued taxes	104.2	104.3
Prepaid expenses and other	152.7	179.6	Accrued interest	103.5	113.6
Assets held for sale	—	15.7	Other current liabilities	362.4	322.8
Total current assets	1,184.8	1,310.5	Total current liabilities	1,445.6	2,167.9
Goodwill	4,331.4	4,331.4	Long-term debt	8,622.2	8,099.8
Other intangibles, net	2,020.1	2,311.3	Deferred income taxes	2,038.3	1,896.8
Net property, plant and equipment	5,702.6	5,861.8	Other liabilities	498.3	712.7
Other assets	205.7	167.0	Total liabilities	12,604.4	12,877.2
			SHAREHOLDERS' EQUITY:		
			Common stock	0.1	0.1
			Additional paid-in capital	811.6	1,098.3
			Accumulated other comprehensive income	28.5	6.4
			Retained earnings	—	—
			Total shareholders' equity	840.2	1,104.8
TOTAL ASSETS	<u>\$ 13,444.6</u>	<u>\$ 13,982.0</u>	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 13,444.6</u>	<u>\$ 13,982.0</u>

WINDSTREAM HOLDINGS, INC.  
 UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS UNDER GAAP  
 (In millions)

	THREE MONTHS ENDED		TWELVE MONTHS ENDED	
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
Cash Provided from Operations:				
Net income	\$ 118.4	\$ 10.1	\$ 241.0	\$ 168.0
Adjustments to reconcile net income to net cash provided from operations:				
Depreciation and amortization	341.2	339.1	1,341.5	1,297.6
Provision for doubtful accounts	13.7	17.7	63.5	59.4
Share-based compensation expense	10.9	23.9	44.9	43.2
Pension (income) expense	(115.3)	68.7	(115.3)	67.4
Deferred income taxes	75.2	(12.9)	134.8	79.0
Unamortized net premium on retired debt	—	—	(38.1)	(16.2)
Amortization of unrealized losses on de-designated interest rate swaps	4.3	12.4	35.9	45.4
Gain from sale of software business	(14.4)	—	(14.4)	—
Plan curtailment and other, net	2.7	(1.3)	(15.8)	(25.7)
Changes in operating assets and liabilities, net:				
Accounts receivable	24.1	(4.0)	(46.4)	(75.8)
Income tax receivable	—	1.1	0.6	123.3
Prepaid income taxes	(10.7)	0.3	(7.0)	(7.1)
Prepaid expenses and other	10.7	14.3	(13.0)	(22.2)
Accounts payable	(46.8)	65.8	(21.0)	63.6
Accrued interest	(49.7)	(35.3)	(10.2)	(40.8)
Accrued taxes	(0.1)	(0.7)	(0.1)	(10.9)
Other current liabilities	(2.0)	40.7	(49.0)	36.5
Other liabilities	7.2	(6.4)	(9.2)	(5.8)
Other, net	(10.7)	0.5	(3.3)	(1.3)
Net cash provided from operations	<u>358.7</u>	<u>534.0</u>	<u>1,519.4</u>	<u>1,777.6</u>
Cash Flows from Investing Activities:				
Additions to property, plant and equipment	(175.0)	(291.8)	(841.0)	(1,101.2)
Broadband network expansion funded by stimulus grants	(7.3)	(36.6)	(36.1)	(105.4)
Changes in restricted cash	3.8	13.4	16.8	(4.8)
Grant funds received for broadband stimulus projects	14.5	19.2	68.0	45.7
Grant funds received from Connect America Fund	60.7	—	60.7	—
Dispositions of software and energy businesses	30.0	—	30.0	6.1
Disposition of wireless assets	—	—	—	57.0
Other, net	(6.0)	—	(6.0)	0.9
Net cash used in investing activities	<u>(79.3)</u>	<u>(295.8)</u>	<u>(707.6)</u>	<u>(1,101.7)</u>
Cash Flows from Financing Activities:				
Dividends paid to shareholders	(149.0)	(147.5)	(593.6)	(588.0)
Repayment of debt and swaps	(1,067.8)	(205.9)	(5,161.0)	(2,054.5)
Proceeds of debt issuances	922.1	135.0	4,919.6	1,910.0
Debt issuance costs	(0.3)	(0.1)	(30.0)	(19.1)
Payment under capital lease obligations	(10.1)	(4.7)	(23.9)	(20.0)
Other, net	0.5	2.2	(6.7)	0.7
Net cash used in financing activities	<u>(304.6)</u>	<u>(221.0)</u>	<u>(895.6)</u>	<u>(770.9)</u>
(Decrease) increase in cash and cash equivalents	(25.2)	17.2	(83.8)	(95.0)
Cash and Cash Equivalents:				
Beginning of period	73.4	114.8	132.0	227.0
End of period	<u>\$ 48.2</u>	<u>\$ 132.0</u>	<u>\$ 48.2</u>	<u>\$ 132.0</u>

## WINDSTREAM HOLDINGS, INC.

UNAUDITED RECONCILIATION OF OPERATING INCOME AND CAPITAL EXPENDITURES UNDER GAAP TO PRO FORMA (A)  
ADJUSTED OIBDA AND PRO FORMA ADJUSTED CAPITAL EXPENDITURES (NON-GAAP)

(In millions)

	THREE MONTHS ENDED		TWELVE MONTHS ENDED	
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
Operating income from continuing operations under GAAP	\$ 326.5	\$ 171.2	\$ 1,009.0	\$ 883.9
Pro forma adjustments:				
Merger and integration costs	(B) 12.2	11.0	(B) 29.2	65.4
Pro forma operating income	338.7	182.2	1,038.2	949.3
Depreciation and amortization expense	(B) 341.2	338.7	(B) 1,340.9	1,296.9
Pro forma OIBDA	679.9	520.9	2,379.1	2,246.2
Other adjustments:				
Pension (income) expense	(B) (115.3)	68.7	(B) (115.3)	67.4
Restructuring charges	(B) 0.5	4.1	(B) 9.6	27.2
Share-based compensation	(B) 10.8	23.7	(B) 44.7	43.0
Pro forma adjusted OIBDA	<u>\$ 575.9</u>	<u>\$ 617.4</u>	<u>\$ 2,318.1</u>	<u>\$ 2,383.8</u>
Capital expenditures under GAAP	\$ 175.0	\$ 291.8	\$ 841.0	\$ 1,101.2
Pro forma adjustments:				
Integration capital expenditures	5.1	21.4	29.3	51.4
Pro forma adjusted capital expenditures	(C) <u>\$ 169.9</u>	<u>\$ 270.4</u>	(C) <u>\$ 811.7</u>	<u>\$ 1,049.8</u>

(A) Pro forma results adjust results of operations under GAAP to exclude merger and integration related costs related to strategic transactions.

(B) Represents applicable expense as reported under GAAP.

(C) Pro forma adjusted capital expenditures exclude the impact of integration-related capital expenditures.

WINDSTREAM HOLDINGS, INC.

## UNAUDITED RECONCILIATION OF OPERATING INCOME UNDER GAAP TO ADJUSTED FREE CASH FLOW

(In millions)

	THREE MONTHS ENDED	TWELVE MONTHS ENDED
	December 31, 2013	December 31, 2013
ADJUSTED FREE CASH FLOW:		
Operating income under GAAP	\$ 326.5	\$ 1,009.0
Depreciation and amortization	341.2	1,340.9
As reported OIBDA	<u>667.7</u>	<u>2,349.9</u>
Merger and integration costs	12.2	29.2
Pension income	(115.3)	(115.3)
Restructuring charges	0.5	9.6
Share-based compensation	10.8	44.7
As reported adjusted OIBDA	<u>575.9</u>	<u>2,318.1</u>
Adjustments:		
Adjusted capital expenditures	(169.9)	(811.7)
Cash paid for interest	(192.0)	(609.4)
Cash (paid) refunded for taxes	(1.3)	(5.7)
Adjusted free cash flow	<u>\$ 212.7</u>	<u>\$ 891.3</u>
Dividends paid		<u>\$ 593.6</u>
Payout ratio		<u><u>67%</u></u>

## WINDSTREAM HOLDINGS, INC.

NOTES TO UNAUDITED RECONCILIATION OF OPERATING INCOME AND CAPITAL EXPENDITURES UNDER GAAP TO PRO FORMA  
ADJUSTED OIBDA, PRO FORMA ADJUSTED CAPITAL EXPENDITURES

On August 30, 2013, through the creation of a new holding company structure, Windstream Corporation became a wholly-owned subsidiary of a new publicly traded parent company, Windstream Holdings, Inc ("Windstream", "we", "us", "our"). As the reorganization occurred at the parent company level, the remainder of our subsidiaries, operations and customers were not affected. As a result, the operations of Windstream Corporation are the same as the operations for Windstream as of December 31, 2013. Accordingly, the historical financial statements presented herein reflect the effect of the reorganization for all periods presented.

We have disclosed in our Form 8-K furnished on February 27, 2014, that we have presented in this package unaudited pro forma results, which excludes all merger and integration costs resulting from strategic transactions. In addition to pro forma adjustments, we have presented certain measures of our operating performance, excluding the impact of restructuring charges, pension (benefit) expense and share-based compensation. We have made certain reclassifications and revisions to prior periods to conform with the current year presentation.

Our purpose for excluding non-recurring items, restructuring charges, pension and share-based compensation is to improve the comparability of results of operations for the three and twelve month periods ended December 31, 2013, to the results of operations for the same periods of 2012 in order to focus on the true earnings capacity associated with providing telecommunication services. Additionally, management believes that presenting pro forma measures assists investors by providing more meaningful comparisons of results from current and prior periods, and by providing information that is a better reflection of the core earnings capacity of our current operations. We use pro forma results, including pro forma OIBDA, pro forma adjusted OIBDA, pro forma capital expenditures and adjusted free cash flow as key measures of the operational performance of our business. Our management, including our chief executive officer, the chief operating decision-maker, consistently uses these measures for internal reporting and the evaluation of business objectives, opportunities and performance.

We claim the protection of the safe-harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. Forward looking statements include, but are not limited to, statements about our expectation to maintain our current dividend practice at the current rate of dividend, expected levels of support from universal service funds or other government programs, expected rates of loss of voice lines or inter-carrier compensation, expected increases in business data connections, our expected ability to fund operations, expected required contributions to our pension plan, capital expenditures, cash income tax payments, and certain debt maturities from cash flows from operations, expected synergies and other benefits from completed acquisitions, expected effective federal income tax rates, the amounts expected to be received from the Rural Utilities Service to fund a portion of our broadband stimulus projects and the expected benefits of those projects and forecasted capital expenditure amounts. These and other forward-looking statements are based on estimates, projections, beliefs, and assumptions that we believe are reasonable but are not guarantees of future events and results. Actual future events and our results may differ materially from those expressed in these forward-looking statements as a result of a number of important factors. Factors that could cause actual results to differ materially from those contemplated in our forward-looking statements include, among others: further adverse changes in economic conditions in the markets served by us; the extent, timing and overall effects of competition in the communications business; the impact of new, emerging or competing technologies; for certain operations where we lease facilities from other carriers, adverse effects on the availability, quality of service and price of facilities and services provided by other carriers on which our services depend; the uncertainty regarding the implementation of the Federal Communications Commission's ("FCC") rules on intercarrier compensation adopted in 2011, the potential for the adoption of further rules by the FCC or Congress on intercarrier compensation and/or universal service reform proposals that result in a significant loss of revenue to us; unfavorable rulings by state public service commissions in proceedings regarding universal service funds, inter-carrier compensation or other matters that could reduce revenues or increase expenses; material changes in the communications industry that could adversely affect vendor relationships with equipment and network suppliers and customer relationships with wholesale customers; earnings on pension plan investments significantly below our expected long term rate of return for plan assets or a significant change in the discount rate; unfavorable results of litigation or intellectual property infringement claims asserted against us; our ability to continue to pay dividends, which may be affected by changes in our cash requirements, capital spending plan, cash tax payment obligations, or financial position, and which is subject to our capital allocation policy and may be changed at any time at the discretion of our board of directors; unanticipated increases or other changes in our future cash requirements, whether caused by unanticipated increases in capital expenditures, increases in pension funding requirements, or otherwise; the availability and cost of financing in the corporate debt markets; the potential for adverse changes in the ratings given to our debt securities by nationally accredited ratings organizations; the risks associated with non-compliance by us with regulations or statutes applicable to government programs under which we receive material amounts of end user revenue and government subsidies, or non-compliance by us, our partners, or our subcontractors with any terms of our government contracts; the risks associated with the integration of acquired businesses or the ability to realize anticipated synergies, cost savings and growth opportunities; the effects of federal and state legislation, and rules and regulations governing the communications industry; continued loss of consumer voice lines and consumer high-speed Internet customers; the impact of equipment failure, natural disasters or terrorist acts; the effects of work stoppages by our employees or employees of other communications companies on whom we rely for service; and those additional factors under the caption "Risk Factors" in our Form 10-K for the year ended December 31, 2013, and in subsequent filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

In addition to these factors, actual future performance, outcomes and results may differ materially because of more general factors including, among others, general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause our actual results to differ materially from those contemplated in the forward-looking statements should be considered in connection with information regarding risks and uncertainties that may affect our future results included in our other filings with the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).