

EXHIBIT D



Cody J. Harrison
VP, Associate General Counsel

March 26, 2019

VIA E-MAIL DELIVERY

Carol Keith, Esq.
Deputy General Counsel
Windstream Holdings, Inc.
Mailstop B1F03-53A
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Ms. Keith:

We are responding to your March 21, 2019 and March 26, 2019 letters.

Charter strenuously disagrees with the suggestion that there is anything false or misleading about its advertising. Windstream filed for bankruptcy in face of a \$300 million civil judgment, and as courts have repeatedly recognized, a filing like this creates “uncertainty” regarding Windstream’s future until the bankruptcy is resolved. *See, e.g., In re Met-L-Wood*, 861 F.2d 1012, 1017 (7th Cir. 1988); *In re SW Boston Hotel Venture, LLC*, 460 B.R. 38, 59 (Bankr. D. Mass. 2011). This uncertainty is reflected in, among other things, the market’s current valuation of Windstream’s stock as compared to the trading price of the company’s stock prior to Windstream’s bankruptcy filing.

Despite Charter’s disagreement with Windstream’s accusations, the issue is moot as the direct mail piece in question was always intended to be of limited duration, and Charter is currently in the process of modifying its advertising for Windstream markets. Charter will take Windstream’s objections into account in formulating future advertising materials.

Your March 26, 2019 letter also accuses Charter representatives of telling Windstream customers that Charter “has a contract with Windstream to buy us out.” Whoever is reporting this to Windstream apparently misunderstands Spectrum’s “Contract Buyout” offer, which reimburses eligible customers for any early termination fees they incur (up to \$500) when they switch to Spectrum. Charter’s “Contract Buyout” offer was established long before Windstream filed for bankruptcy, and has nothing to do with Windstream’s bankruptcy. Charter will continue to inform customers who are interested in switching to Charter of this offer.

We trust this addresses the objections that Windstream has raised to Charter’s advertising.

All rights are hereby reserved.

Regards,

A handwritten signature in blue ink, appearing to read "CJH", written over a horizontal line.

Cody J. Harrison
VP, Associate General Counsel