

**TUP NONBARGAINING APPENDIX
WINDSTREAM PENSION PLAN
SUMMARY PLAN DESCRIPTION**

(January 1, 2016)

PARTICIPATION IN PRIOR RETIREMENT PLANS: TUP NONBARGAINING EMPLOYEES

This appendix to the Windstream Pension Plan summary plan description for nonbargaining employees ("SPD") applies to you if you are a nonbargaining employee and were a participant in the Telephone Utilities of Pennsylvania, Inc. Group Pension Plan (the "TUP Plan") on July 11, 1979 and your TUP Plan benefit was transferred to the Windstream Pension Plan (formerly part of the Alltel Corporation Pension Plan) (the "Plan") effective as of July 12, 1979 (a "TUP Plan Participant").

Please note that the general provisions described in the SPD (*e.g.*, Claims Procedure) are applicable to the provisions described in this appendix.

TUP NONBARGAINING PENSION

TUP - Accrued Pension

If you are a TUP Plan Participant, your total "Accrued Pension" is equal to the sum of the following:

1. An amount equal to your accrued benefit as of July 11, 1979 under the TUP Plan.
2. The accrued pension you have accumulated under the Plan's regular formula (as described in the SPD) for the period after July 11, 1979 based on Benefit Service and Compensation earned from and after July 12, 1979.

TUP - Early Retirement Pension

If you are a TUP Plan Participant and are eligible for an Early Retirement Pension under the Plan, your Early Retirement Pension is determined as follows:

1. An amount equal to your accrued benefit as of July 11, 1979 under the TUP Plan, reduced by 5/10 of 1% for each complete calendar month by which commencement begins before the month following the month in which you attain your 65th birthday.
2. The accrued pension you have accumulated under the Plan's regular formula for the period after July 11, 1979, reduced by the Plan's regular Early Commencement Reduction Factor as described in the SPD.

TUP - Deferred Vested Pension

If you are a TUP Plan Participant, you are eligible for a Deferred Vested Pension if your employment terminates before you become eligible for Normal or Early Retirement but after you have attained age 62 or after you have completed at least 5 Vesting Years of Service.

If you qualify for a Deferred Vested Pension, your benefit will be equal to your Accrued Pension at the time of your termination of employment payable monthly commencing with the month following the month you attain your Normal Retirement Date. Instead of receiving a monthly pension starting at your Normal Retirement Date, you may elect to receive a monthly pension at any time after your 55th birthday as long as you had at least 15 Vesting Years of Service before you terminated your employment, or at any time after your 62nd birthday. In either case, your benefit, if taken before age 65, is reduced by 5/10 of 1% for each complete calendar month by which commencement begins before the month following the month in which you attain your 65th birthday.