

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2348
of Winstar Wireless, Inc. of)
Washington, D.C., seeking authority) GRANTED
for approval of pro forma)
corporate reorganization.) Entered: September 12, 2000

BY THE COMMISSION:

By application filed July 17, 2000, Winstar Wireless, Inc. (WWI) of Washington, D.C., seeks approval of a pro forma corporate reorganization. Notice of the application was published in The Daily Record, Omaha, Nebraska, on July 19, 2000. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

WWI is a Delaware corporation authorized by this Commission to provide interexchange telecommunications services in Nebraska pursuant to Application No. C-1230, entered on December 19, 1995.

WWI is a wholly-owned subsidiary of Winstar Communications, Inc. (WCI) a publicly-held Delaware corporation. WCI and its subsidiaries, including WWI, provide local exchange and interexchange telecommunications services throughout the United States.

The proposed reorganization involves WCI Capital Corp. (WCC), also a wholly-owned subsidiary of WCI and a sister corporation of WWI. Following the reorganization, WCC will become the new direct parent of WWI and WCI will be the indirect parent of WWI. Although the direct control of the certificated entity in Nebraska will change, the ultimate ownership and control of WWI will continue to reside with WCI. WWI will continue to provide service in Nebraska in the same manner as in the past, and the reorganization will be transparent to the customers of WWI. WWI will continue to be backed by a competent, well financed organization following the reorganization. Furthermore, the reorganization is in the public interest because of the numerous efficiencies WWI may realize following the pro forma transaction.

Upon review of the evidence, the Commission finds the application to be fair and reasonable and in the public interest. The application should be granted.

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2348 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 12th day of September, 2000.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Lawrence J. Hanson
Aune C. Boyle *Mark Sander*
Chairman

//s//Frank E. Landis
//s//Daniel G. Urwiller

ATTEST:

And S. Pollock
Executive Director