

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a Session of the Public Service
Commission held at its office
in Jefferson City on the 22nd
day of December, 1998.

In the Matter of the Application of)
WinStar Wireless, Inc. and WinStar Wireless) Case No. TM-99-218
of Missouri, Inc. for Approval of Merger)
and Reorganization.)

ORDER APPROVING MERGER AND REORGANIZATION

WinStar Wireless, Inc. (WWI) and WinStar Wireless of Missouri, Inc. (WW-MO) filed an application on November 16, 1998, for authority to merge WW-MO with and into WWI. WWI is a Delaware corporation with its principal place of business at 1146 19th Street, N.W., Suite 250, Washington, D.C. 20036. WW-MO is a Delaware corporation with its principal place of business at 7799 Leesburg Pike, Suite 401 South, Tyson's Corner, Virginia 22043. The Commission granted WW-MO a certificate as a competitive interexchange company, and approved its interexchange tariffs, in Case No. TA-95-268. WW-MO also received certification as a competitive basic local exchange company in Case No. TA-97-438, but has not yet submitted tariffs for approval. The Commission granted WWI certificates as a basic local exchange telecommunications company and as an intrastate interexchange telecommunications company in Case No. TA-99-219. In Case No. TA-99-219, the Commission also approved WWI's adoption of the tariffs of WW-MO.

The Application indicates that WWI and WW-MO are currently sister corporations. Both are wholly owned by their corporate parent, WinStar

Communications, Inc., a Delaware corporation. The proposed merger and reorganization would result in WW-MO being merged with and into WWI. WW-MO would then cease to exist and WWI would assume WW-MO's Missouri operations. The application indicates that the merger and reorganization will not change the ultimate ownership or control of WWI. The application indicates that the proposed merger and reorganization will not adversely affect the provision of telecommunications services in Missouri. All of WW-MO's Missouri customers will be served by the same team of customer representatives and will be provided service pursuant to the contracts and tariffs that offer all of the services offered by WW-MO, at the same rates, terms and conditions as are currently available. The reorganization is not expected to have any impact on the tax revenues of the political subdivisions in which WW-MO's structures, facilities or equipment is located. WWI and WW-MO request expedited approval of the Merger and Reorganization prior to the end of the year.

On December 14, the Staff of the Public Service Commission (Staff) filed a Memorandum that states that the Application complies with the Commission's rules and all statutory requirements. Staff recommends that the Application for Approval of Merger and Reorganization be granted.

The Commission has reviewed the Application, the accompanying documentation, and Staff's recommendation and finds that the proposed merger and reorganization will have no adverse impact on the Missouri customers of WWI and WW-MO. The Commission finds that the transaction is not detrimental to the public interest and should be approved.

IT IS THEREFORE ORDERED:

1. That the Application for Approval of Merger and Reorganization filed by WinStar Wireless, Inc. and WinStar Wireless of Missouri, Inc. is approved.

2. That the parties are authorized to take any and all actions necessary to effect the merger and reorganization authorized by this order.

3. That WinStar Wireless, Inc. shall file a notification with the Commission no later than ten days after the closing date of the transaction authorized by this order.

4. That this order shall become effective on December 31, 1998.

BY THE COMMISSION



**Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge**

(S E A L)

Lumpe, Ch., Crumpton, Murray,
Schemenauer, CC., concur.
Drainer, C., absent.

Woodruff, Regulatory Law Judge

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COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION