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COMMISSION
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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of)
)
Section 63.71 Application of)
)
Winstar Communications, LLC)
)
For Authority to Discontinue)
Certain Services)

WC Docket No. 04-_____

SECTION 63.71 APPLICATION

Winstar Communications, LLC and certain of its subsidiaries¹ ("Winstar"), through their undersigned counsel, hereby file this Application to discontinue services pursuant to Section 63.71 of the Commission's rules, 47 C.F.R. § 63.71, and Section 214 of the Communications Act of 1934, as amended, in selected areas defined herein. Specifically, Winstar is seeking to discontinue the provision of certain local, domestic and international long distance, toll free, ATM, frame-relay, Winstar switched private line, and other high-speed data transmission services to non-federal governmental customers in a number of locations nationwide on August 31, 2004 (for service locations outside of Oregon) and September 30, 2004 (for service locations in Oregon).² In support of this Application, Winstar submits the following information:

CMP _____
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
MMS _____
RCA _____
SCR _____
SEC _____
OTH _____

¹ The affected subsidiaries include Winstar Communications of Arizona, LLC, Winstar of Delaware, LLC, Winstar of Georgia, LLC, Winstar of Hawaii, LLC, Winstar of Indiana, LLC, Winstar of Louisiana, LLC, Winstar of New Jersey, LLC, Winstar of New York, LLC, Winstar of Pennsylvania, Winstar of Virginia, LLC, and Winstar of West Virginia, LLC.

² Winstar has previously filed two separate applications to discontinue other groups of customers on June 15, 2004 and June 30, 2004, respectively. This first group of customer was the subject of a Section 63.71 Application for Authority to Discontinue Certain Services filed with the FCC on April 15, 2004. *In re Section 63.71 Application of Winstar Communications, LLC for Authority to Discontinue Certain Services*, Section 63.71 Application, WC Docket No. 04-154 (filed Apr. 15, 2004). After Winstar sent written notice to the first group of customers, it identified additional customers whose service would be discontinued, including certain customers who recently requested or began receiving service. *In re Section 63.71 Application of Winstar Communications, LLC for Authority to Discontinue Certain Services*, Section 63.71 Application, WC Docket No. 04-212 (filed May 13, 2004). More recently, Winstar determined that it would discontinue service to all remaining non-federal governmental

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FEDERAL COMMUNICATIONS COMMISSION

I. Description of Discontinuance

1. Name and address of carrier

Winstar Communications, LLC
520 Broad Street
Newark, NJ 07102

For purposes of this application, Winstar may be contacted at:

Joseph M. Sandri
Senior Vice President & Regulatory Counsel
Winstar Communications, LLC
1850 M Street, NW, Suite 300
Washington, DC 20036
Tel: (202) 367-7643
Fax: (202) 659-1931
E-Mail: jsandri@winstar.com

2. Date of planned service discontinuance

The anticipated date for the discontinuance of service in the markets described below in paragraph 3 is (1) August 31, 2004 for customer locations in the District of Columbia and all states except Oregon and (2) September 30, 2004 for customer locations in Oregon, or as soon thereafter as the necessary state and federal regulatory authorizations have been obtained.

3. Points of geographic areas of service affected

By this Application, Winstar seeks authority to discontinue the provision of certain commercial services provided to non-federal governmental customers in the District of Columbia and all states, except Alaska, Maine and Vermont. Specifically, Winstar will discontinue ATM, frame relay and Winstar switched private line services in all markets. Winstar is also discontinuing all the services described in paragraph 4 in Connecticut, the District of Columbia, Maryland, New Jersey, New York, and Virginia. Other high-speed data transmission services and/or local exchange, long distance, and toll free services are being discontinued to a relatively

customers that receive local, domestic and international long distance, toll free, ATM, frame relay, Winstar switched

small number of customers in thirteen states who were not the subject of Winstar's two previous discontinuance applications.

4. Brief description of the type of service affected

Winstar proposes to discontinue the provision of commercial local, domestic and international long distance, toll free, ATM, frame-relay, Winstar switched private line, and other high-speed data transmission services to commercial customers in the states listed in paragraph 3, above.

Winstar's federal government customers, Winstar's fixed wireless services and offerings supporting mobile carrier infrastructures; cable, Wi-Fi and other backhaul systems; private circuits; closed networks; and spectrum lease offerings, all offered nationwide, remain unaffected by this application.

5. Brief description of the dates and methods of notice to all affected customers

Written notice to all affected customers substantially in the form of the sample letters attached as Exhibits A, B or C was mailed to customers on June 15, 2004, June 18, 2004 and June 30, 2004, respectively. The notice letter provided in Exhibit A was mailed on June 15, 2004 to commercial customers that receive ATM, frame relay, and/or Winstar switched private line services and are within WilTel Communications LLC's ("WilTel") service areas. Along with the notice letter and FAQ (Frequently Asked Questions), Winstar included an informational letter, price quote, and sample contract from WilTel. These documents explain that WilTel is interested in being the customer's new provider, the terms and conditions of WilTel's services, and how to obtain services.

private line and other high-speed data transmission services.

The notice letter provided in Exhibit B was mailed on June 18, 2004 to commercial customers that receive ATM, frame relay, and/or Winstar switched private line services but are not within WilTel's service area. The notice letter, therefore, did not speak of WilTel, but instead advised customers that they needed to find a new provider as soon as possible.

The notice letter provided in Exhibit C was mailed on June 30, 2004 to commercial customers that receive local exchange, domestic and international long distance, toll free, and/or high-speed data transmission services.³ Again, the notice letter advised customers that they needed to find a new provider as soon as possible.

As described above, Oregon customers were sent a notice letter similar to those in Exhibits A and B, that had a discontinuance date of September 30, 2004, rather than August 31, 2004. The customer notice letters were prepared in accordance with the requirements of Section 63.71(a) of the Commission's Rules.

6. Non-dominance of the carrier with respect to the service to be discontinued

Winstar is non-dominant with respect to the services that it proposes to discontinue.

7. Service

In accordance with Section 63.71(a) of the Commission's rules, Winstar has mailed a copy of this application to the Governor and the public utility commission of each of the states listed above in paragraph 3, and to the Special Assistant for Telecommunications for the Secretary of Defense.

³ These customers also may have received a notice letter in the form of Exhibit A or B depending on the services they receive and if they are within WilTel's service area.

8. Additional questions regarding this application may be addressed to:

Jean L. Kiddoo
Brian McDermott
Swidler Berlin Shereff Friedman, LLP
3000 K Street, Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645
Email: JLKiddoo@swidlaw.com
BMMcdermott@swidlaw.com

II. Circumstances of Discontinuance

As part of Winstar's plan to refocus its business plan in order to maintain long term profitability, Winstar has determined to discontinue the provision of certain services in a number of locations nationwide. This discontinuance application does not address private line customers that are not served through a Winstar switch and federal government customers.

First, Winstar is discontinuing ATM, frame relay, and Winstar switched private line to commercial customers throughout the United States. Second, Winstar is discontinuing certain commercial facilities-based services, except those excluded in paragraph 4, that are currently provided through the use of Winstar switches located in the state of New York and the District of Columbia. In addition, Winstar will also discontinue certain customers who receive commercial service through the resale of services provided by other facilities-based providers in the New York and District of Columbia metropolitan areas. Finally, Winstar is discontinuing local exchange, long distance, toll-free, and other high-speed data transmission services to certain customers outside of the New York and District of Columbia metropolitan areas who were not affected by Winstar's previous discontinuances.

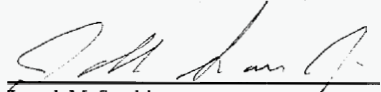
III. Conclusion

Winstar believes that the proposed discontinuance is reasonable and necessary. Winstar will take all reasonable steps, to the extent it is able, to assure that the discontinuance of service is not unduly disruptive to the present or future public convenience and necessity. For the foregoing reasons, Winstar respectfully requests, pursuant to Section 214(a) of the Communications Act of 1934, as amended, 47 U.S.C. § 214(a) and Section 63.71 of the Commission's Rules, that the Commission permit it to discontinue the provision of services to certain customers pursuant to Section 63.71.

Respectfully submitted,

Winstar Communications, LLC

By:



Joseph M. Sandri
Senior Vice President & Regulatory Counsel
Winstar Communications, LLC
1850 M Street, N.W., Suite 300
Washington, DC 20036
Tel: (202) 367-7643
Fax: (202) 659-1931
E-Mail: jsandri@winstar.com


Dated: July 14, 2004

CERTIFICATION OF APPLICANT

On behalf of Winstar Communications, LLC, I hereby certify that the statements in the foregoing Application for Section 63.71 authority are true, complete, and correct to the best of my knowledge and are made in good faith.

4

Winstar Communications, LLC

By: 
Name: E. Brian Finkelstein
Title: Chief Executive Officer
Date: July 13, 2004

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Section 63.71 Application of Winstar Communications, LLC was served this 15th day of July, 2004, by mailing true and correct copies thereof, postage prepaid, to the following persons at the addresses appearing on the attached list.

4



Brett P. Ferenchak

SERVICE LIST

Secretary of Defense
Attn: Special Assistant for Telecommunications
1000 Defense Pentagon
Washington, D.C. 20301-1000

Mayor Anthony A. Williams
John A. Wilson Building
1350 Pennsylvania Avenue, NW
Washington, DC 20004

Governor, Robert R. Riley
State Capitol, Suite N-104,
600 Dexter Avenue
Montgomery, AL 36130

Governor, Janet Napolitano
State Capitol, Executive Tower
1700 West Washington Street
Phoenix, AZ 85007

Governor, Mike Huckabee
State Capitol Building
Little Rock, AR 72201

Governor, Arnold Schwarzenegger
State Capitol
1st Floor
Sacramento, CA 95814

Governor, Bill Owens
136 State Capitol Building
Denver, CO 80203-1792

Governor, Ruth Ann Minner
Tatnall Building, 2nd Floor
Dover, DE 19901

Sanford M. Speight, Acting Secretary
District of Columbia Public Service
Commission
1333 H Street, NW
2nd Floor, West Tower
Washington, DC 20005

Alabama Public Service Commission
Walter L. Thomas, Jr., Secretary
RSA Building, 100 N. Union Street,
Room 850
Montgomery, AL 36104-3719

Arizona Corporation Commission
Brian C. McNeil, Executive Secretary
Utilities Division
1200 W. Washington Street
Phoenix, AZ 85007

Arkansas Public Service Commission
Diane K. Wilson, Secretary
1000 Center Street
Little Rock, AR 72201-4300

Docket Office, Room 2001
California Public Utilities Commission
State Building
505 Van Ness Avenue, Suite 100
San Francisco, CA 94102-3298

Colorado Public Utilities Commission
Bruce N. Smith, Director
1580 Logan Street
Office Level 2
Denver, CO 80203

Delaware Public Service Commission
Karen Nickerson, Secretary
Cannon Building
861 Silver Lake Boulevard
Dover, DE 19904

SERVICE LIST (Cont'd)

Governor, Jeb Bush
The Capitol
Tallahassee, FL 32399-0001

Florida Public Service Commission
Blanca S. Bayo, Commission Clerk and
Administrator Services
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

The Honorable Sonny Perdue
203 State Capitol
Atlanta, GA 30334

Reece McAlister, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

Honorable Governor Linda Lingle
Executive Chamber
State Capitol
Honolulu, HI 96813

Karen Higashi, Chief Clerk
Hawaii Public Utilities Commission
465 South King Street, Room 103
Honolulu, HI 96813

Governor, Dirk Kempthorne
State Capitol Building
West Wing, 2nd Floor
Boise, ID 83720-0034

Idaho Public Utilities Commission
Jean D. Jewell, Secretary
472 W. Washington Street
Boise, ID 83702

Governor, Rod R. Blagojevich
207 State Capitol Building
Springfield, IL 62706

Elizabeth A. Rolando, Chief Clerk
Illinois Commerce Commission
527 E. Capitol Avenue
Springfield, IL 62701

Governor, Joseph E. Kernan
206 State House
200 West Washington Street
Indianapolis, IN 46204

Illinois Commerce Commission
Nancy E. Manley, Executive Secretary
302 West Washington Street
Suite E306
Indianapolis, IN 46204

Governor, Thomas J. Vilsack
State Capitol Building
Des Moines, IA 50319

Iowa Utilities Board
Judi Cooper, Executive Secretary
350 Maple Street
Des Moines, IA 50319

Governor, Kathleen Sebelius
State Capitol, 2nd Floor
Topeka, KS 66612-1590

Kansas State Corporation Commission
Jeff Wagaman, Executive Director
1500 S.W. Arrowhead Road
Topeka, KS 66604

SERVICE LIST (Cont'd)

Governor, Ernie Fletcher
100 State Capitol
700 Capitol Avenue
Frankfort, KY 40601

Governor, Kathleen Babineaux Blanco
State Capitol
P.O. Box 94004
Baton Rouge, LA 70804-7099

Governor, Robert L. Ehrlich, Jr.
State House
100 State Circle
Annapolis, MD 21401

Governor, Mitt Romney
State House
Executive Office, Room 360
Boston, MA 02133

Governor, Jennifer Granholm
George W. Romney Building
P.O. Box 30013
Lansing, MI 48909

Governor, Tim Pawlenty
130 State Capitol
75 Rev. Dr. MLK Jr., Blvd.
St. Paul, MN 55155

Governor, Haley Barbour
P.O. Box 139
Jackson, MS 39205

Kentucky Public Service Commission
Thomas Dorman, Executive Director
211 Sower Boulevard
Frankfort, KY 40602-8294

Louisiana Public Service Commission
Lawrence C. St. Blanc, Executive Secretary
One American Place, Suite 1630
Corner of North & N. 4th Streets
Baton Rouge, LA 70821

Felecia L. Greer, Executive Secretary
Maryland Public Service Commission
6 St. Paul Street, 16th Floor
William Donald Schaefer Tower
Baltimore, MD 21202

Mary Cottrell, Secretary
Massachusetts Department of
Telecommunications and Energy
One South Station
Boston, MA 02110

Michigan Public Service Commission
Mary Jo Kunkle, Executive Secretary
6545 Mercantile Way, Suite 7
Lansing, MI 48911

Minnesota Department of Commerce
Linda Chavez, Telephone Docketing Coord.
85 7TH Place E., Suite 500
St. Paul, MN 55101

Mississippi Public Service Commission
Brian U. Ray, Executive Secretary
501 North West Street, Suite 201-A
Woolfolk State Office Building
Jackson, MS 39201

SERVICE LIST (Cont'd)

Governor, Bob Holden
216 State Capitol
P.O. Box 720
Jefferson City, MO 65102

Governor, Judy Martz
P.O. Box 200801
Helena, MT 59620-0801

Governor, Mike Johanns
State Capitol
P.O. Box 94848
Lincoln, NE 68509-4848

Governor, Kenny Guinn
Executive Chambers
101 North Carson Street
Carson City, NV 89701

Governor, Craig R. Benson
208-214 State House
107 North Main Street
Concord, NH 03301

Governor, Bill Richardson
State Capitol Building
490 Old Santa Fe Trail, Room 400
Santa Fe, NM 87501

Governor, Michael F. Easley
116 W. Jones St.,
20301 Mail Service Ctr.
Raleigh, NC 27699

Governor, John Hoeven
State Capitol, Dept. 101
600 East Boulevard Avenue
Bismarck, ND 58505-0001

Missouri Public Service Commission
Dale Roberts, Secretary/Chief Regulatory
Law Judge
200 Madison Street
Suite 100
Jefferson City, MO 65101

Montana Public Service Commission
Rhonda Simmons, Secretary
1701 Prospect Avenue
Helena, MT 59601-4500

Nebraska Public Service Commission
Andy Pollock, Executive Director
300 The Atrium
1200 N Street
Lincoln, NE 68509

Nevada Public Utilities Commission
Crystal Jackson, Secretary
1150 E. William Street
Carson City, NV 89701-3109

New Hampshire Public Utilities Comm.
Debra Howland, Executive Director &
and Secretary
8 Old Suncook Road
Concord, NH 03301

New Mexico Public Regulation Commission
Tom Halpin, Records Manager
224 East Palace Avenue – Marian Hall
Santa Fe, NM 87501

North Carolina Public Utilities Commission
Geneva Thigpen, Chief Clerk
Office of the Chief Clerk
430 North Salisbury Street
Dobbs Building
Raleigh, NC 27603-5918

North Dakota Public Service Commission
Jon Mielke, Executive Secretary
600 East Boulevard
Dept. 408
Bismarck, ND 58505-0480

SERVICE LIST (Cont'd)

Governor, Bob Taft
Vern Riffe Center, 30th Floor
77 South High Street
Columbus, OH 43215

Governor, Charles Bradford Henry
212 State Capitol
Oklahoma City, OK 73105

Governor, Ted Kulongoski
900 Court Street, NE
Salem, OR 97301-4047

The Honorable Edward Rendell
Room 225
Main Capitol Building
Harrisburg, PA 17120

Governor, Don Carcieri
State House
Providence, RI 02903

Governor, Mark Sanford
State House
P.O. Box 12267
Columbia, SC 29211

Governor, Mike Rounds
State Capitol
500 East Capitol Avenue
Pierre, SD 57501-5070

Governor, Phil Bredesen
State Capitol
First Floor
Nashville, TN 37243-0001

Ohio Public Utilities Commission
Renee Jenkins, Secretary
180 E. Broad Street
Columbus, OH 43215-3793

Oklahoma Corporation Commission
Peggy Mitchell, Secretary
2101 N. Lincoln Blvd.
Jim Thorpe Office Building
Oklahoma City, OK 73105

Oregon Public Utility Commission
Vikie Bailey-Goggins, Administrator
Regulatory Service
550 Capitol Street, N.E., Suite 215
Salem, OR 97301-2551

Pennsylvania Public Utility Commission
James J. McNulty, Secretary
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Rhode Island Public Utilities Commission
Luly Massaro, Clerk
89 Jefferson Boulevard
Warwick, RI 02888-1046

South Carolina Public Service Commission
Gary E. Walsh, Executive Director
Saluda Building
101 Executive Center Drive
Columbia, SC 29210

South Dakota Public Utilities Commission
Pam Bonrud, Executive Director
500 E. Capitol Avenue
Capitol Building, 1st Floor
Pierre, SD 57501-5070

Tennessee Regulatory Authority
Sharla Dillon, Dockets & Record Manager
460 James Robertson Parkway
Nashville, TN 37243-0505

SERVICE LIST (Cont'd)

Governor, Rich Perry
State Capitol
P.O. Box 12428
Austin, TX 78711

Governor, Olene S. Walker
210 State Capitol
Salt Lake City, UT 84114

Governor, Mark R. Warner
State Capitol
Richmond, VA 23219

Governor, Gary Locke
Insurance Building
P.O. Box 40002
Olympia, WA 98504-0002

Governor, Bob Wise
State Capitol Building
1900 Kanawha Boulevard, East
Charleston, WV 05305

Governor, Jim Doyle
State Capitol
P.O. Box 7863
Madison, WI 53707-7863

Governor, David D. Freudenthal
State Capitol, Room 124
200 West 24th Street
Cheyenne, WY 82002-0010

Texas Public Utility Commission
Cathy Hightower, File Clerk
1701 N. Congress Avenue
Austin, TX 78711-3326

Utah Public Utility Commission
Julie P. Orchard, Secretary
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, UT 84114

Virginia State Corporation Commission
Joel H. Peck, Clerk
Tyler Building
1300 East Main Street
Richmond VA 23219

Washington Utilities and Transportation
Commission
Carole J. Washburn, Executive Secretary
1300 South Evergreen Park Drive, S.W.
Olympia, WA 98504

West Virginia Public Service Commission
Sandra Squire, Director/Executive Secretary
201 Brooks Street
Charleston, WV 25301

Wisconsin Public Service Commission
Lynda Dorr, Secretary
610 N. Whitney Way
Madison, WI 53705-2750

Wyoming Public Service Commission
Stephen Oxley, Secretary & Chief Counsel
2515 Warren Avenue, Suite 300
Cheyenne, WY 82002

EXHIBIT A

Sample June 15th Discontinuance Notice Letter

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Winstar Communications, LLC
520 Broad Street
Newark, New Jersey 07102

NOTICE OF COMMUNICATION SERVICES DISCONTINUANCE
DO NOT DISREGARD THIS NOTICE
YOU MUST CHOOSE A NEW SERVICE PROVIDER BY JULY 15, 2004

June 15, 2004

RE: Frame Relay, ATM or PRIVATE LINE Account # [REDACTED] ALL SERVICE LOCATIONS

Dear Winstar Customer:

We regret to inform you that Winstar plans to reconfigure and redesign the services it offers in your geographic area. As a result, we have determined that we can no longer provide your Frame Relay, ATM or Private Line services. We have also informed the Federal Communications Commission of this development. Accordingly, Winstar will discontinue all FRAME RELAY, ATM, PRIVATE LINE AND ALL OTHER TELECOMMUNICATIONS AND DATA COMMUNICATIONS SERVICES that you receive in your current service location(s). Subject to regulatory approval, the anticipated date for the discontinuance of your Frame Relay, ATM or Private Line service is Tuesday, August 31, 2004. This notification does not alter any prior notification dates of other service discontinuance.

YOUR ACTION IS REQUIRED! YOU MUST CONTRACT WITH A NEW SERVICE PROVIDER AS QUICKLY AS POSSIBLE, BUT NOT LATER THAN JULY 15, 2004 OR YOU MAY LOSE YOUR SERVICES.

Select a new carrier as soon as possible to avoid any interruption of service. Please do not delay in arranging for a new service provider, as some carriers may require several weeks to install new services. To help avoid service disruption, please check carefully that all service types you currently have with Winstar (Frame Relay, ATM, Private Line and all other telecommunications and data communications services) are moved to your new carrier. Once you have contracted with your new provider, Winstar will work with the carrier you have selected to assist in the transition of your service. WiTel Communications LLC, a nationwide telecommunication provider, has advised us that it would welcome the opportunity to work with you to convert your service to a comparable WiTel service. WiTel has already begun working with Winstar to make your transition as smooth as possible should you select WiTel, and has attached a price quote for replacement of your existing service. It is important to note that WiTel's quote is for end-to-end service, including the local access to your service location. Your current Winstar invoice may not include all local access charges being billed to you. A copy of WiTel's contract terms and conditions is also provided for your review, but you must complete the new agreement with WiTel. You may contact WiTel with questions about your quote or to discuss the services WiTel offers at 1-800 448-4046, or email questions to winstarproject@witel.com. You must contract with a new provider by July 15, 2004 or it is likely you will lose all services on August 31, 2004.

The Federal Communications Commission ("FCC") permits customers to object to discontinuance of their service by a telecommunications provider. As provided in the FCC's rule 47 CFR 63.71:

The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, D.C. 20554, referencing the Section 63.71 Application of Winstar Communication, LLC. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

Winstar appreciates the opportunity we have had to serve you. We are committed to making your service transition as smooth as possible. Please review the attached list of Frequently Asked Questions. If you have any further questions regarding the discontinuance of our services, please contact us at 1-800-778-3757.

Sincerely yours,
Winstar Customer Service

Attachment: Frequently Asked Questions

FREQUENTLY ASKED QUESTIONS – June 15, 2004 Notification

I received a Notice of Discontinuance of my Frame Relay, ATM, or Private Line Service. What should I do now?

Please do not delay in arranging for a new service provider, as some carriers may require several weeks to install new services. You should contact other carriers that serve your area to discuss their rates and terms and make immediate arrangements to migrate your service to a new carrier. A list of carriers serving your area can usually be found in the front of your local telephone book. *As noted in the attached letter, WiTel Communications LLC has advised us that it would welcome an opportunity to work with our customers to convert their Winstar service to any comparable WiTel service. You must contract directly with WiTel or another carrier to prevent losing your services. You may contact WiTel to discuss the services they offer at 1-800 448-4046.* To help avoid unplanned service disruption, please check carefully that all service types you currently have with Winstar (Frame Relay, ATM, Private Line and all other telecommunications and data communications services) are moved to your new carrier. Once you have contracted with a new provider, Winstar will make every effort to assist in a smooth service transition. **This notification does not alter any prior notification dates of other service discontinuance.**

Who is WiTel Communications LLC?

WITel Communications LLC provides advanced data, IP, voice and video solutions to enterprises and telecommunications carriers. Such customers include leading global telecommunications, media and entertainment companies - companies where innovative network solutions enhance or enable the products and services they deliver. WiTel's advanced network infrastructure reaches border-to-border and coast-to-coast with international connectivity to accommodate global traffic. For more detailed information, visit www.witel.com.

Can I still contact Winstar if I have issues related to my account?

Yes. Winstar's National Customer Satisfaction Center will be available to assist with your transition and any related questions you have. If you have a customer request or inquiry, you may either call us at 800-778-3757 or you may contact us at assistance@winstar.com. We are committed to providing personal assistance with every inquiry.

I have an installation scheduled with Winstar. What is the status?

Please contact Winstar immediately at 800-778-3757 if you choose to cancel your pending orders.

What will happen to my bill?

You will need to pay all charges applicable to your account through the date your service is switched and calls are carried by your new provider. A final invoice will be sent to you showing applicable charges through that date, which will be due and payable per Winstar's payment policy. You will not be charged any early termination fees.

I have a long-term contract with Winstar. Will I be charged for leaving?

No. Winstar customers in the service locations affected by this discontinuance will not be invoiced for early termination fees related to the breaking of a contract term.

I am having technical trouble with my service. Who do I speak to?

Winstar will continue to respond to reports of technical problems. If you are having technical trouble, call us at (888) WINSTAR (888-946-7827).

I have a question that was not answered in these FAQs. How do I contact Winstar?

If you have a question that was not addressed in these FAQs you may either send us an email to assistance@winstar.com or you may contact us at 800-778-3757.

EXHIBIT B

Sample June 18th Discontinuance Notice Letter

5



Winstar Communications, LLC
520 Broad Street
Newark, New Jersey 07102

NOTICE OF COMMUNICATION SERVICES DISCONTINUANCE
DO NOT DISREGARD THIS NOTICE
YOU MUST CHOOSE A NEW SERVICE PROVIDER BY JULY 15, 2004

June 18, 2004

[REDACTED]
[REDACTED]
[REDACTED]

RE: Frame Relay, ATM or PRIVATE LINE Account # [REDACTED] / ALL SERVICE LOCATIONS

Dear Winstar Customer:

We regret to inform you that Winstar plans to reconfigure and redesign the services it offers in your geographic area. As a result, we have determined that we can no longer provide your Frame Relay, ATM or Private Line services. We have also informed the Federal Communications Commission of this development. Accordingly, Winstar will discontinue all FRAME RELAY, ATM, PRIVATE LINE AND ALL OTHER TELECOMMUNICATIONS AND DATA COMMUNICATIONS SERVICES that you receive in your current service location(s). Subject to regulatory approval, the anticipated date for the discontinuance of your Frame Relay, ATM or Private Line service is Tuesday, August 31, 2004. This notification does not alter any prior notification dates of other service discontinuance.

YOUR ACTION IS REQUIRED! YOU MUST CONTRACT WITH A NEW SERVICE PROVIDER AS QUICKLY AS POSSIBLE, BUT NOT LATER THAN JULY 15, 2004 OR YOU MAY LOSE YOUR SERVICES.

Select a new carrier as soon as possible to avoid any interruption of service. Please do not delay in arranging for a new service provider, as some carriers may require several weeks to install new services. To help avoid service disruption, please check carefully that all service types you currently have with Winstar (Frame Relay, ATM, Private Line and all other telecommunications and data communications services) are moved to your new carrier. Once you have contracted with your new provider, Winstar will work with the carrier you have selected to assist in the transition of your service. You must contract with a new provider by July 15, 2004 or it is likely you will lose all services on August 31, 2004.

The Federal Communications Commission ("FCC") permits customers to object to discontinuance of their service by a telecommunications provider. As provided in the FCC's rule 47 CFR 63.71:

The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, D.C. 20554, referencing the Section 63.71 Application of Winstar Communication, LLC. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

Winstar appreciates the opportunity we have had to serve you. We are committed to making your service transition as smooth as possible. Please review the attached list of Frequently Asked Questions. If you have any further questions regarding the discontinuance of our services, please contact us at 1-800-778-3757.

Sincerely yours,
Winstar Customer Service

Attachment: Frequently Asked Questions

FREQUENTLY ASKED QUESTIONS – June 18, 2004 Notification

I received a Notice of Discontinuance of my Frame Relay, ATM, or Private Line Service. What should I do now?

Please do not delay in arranging for a new service provider, as some carriers may require several weeks to install new services. You should contact other carriers that serve your area to discuss their rates and terms and make immediate arrangements to migrate your service to a new carrier. A list of carriers serving your area can usually be found in the front of your local telephone book. To help avoid unplanned service disruption, please check carefully that all service types you currently have with Winstar (Frame Relay, ATM, Private Line and all other telecommunications and data communications services) are moved to your new carrier. Once you have contracted with a new provider, Winstar will make every effort to assist in a smooth service transition. **This notification does not alter any prior notification dates of other service discontinuance.**

Can I still contact Winstar if I have issues related to my account?

Yes. Winstar's National Customer Satisfaction Center will be available to assist with your transition and any related questions you have. If you have a customer request or inquiry, you may either call us at 800-778-3757 or you may contact us at assistance@winstar.com. We are committed to providing personal assistance with every inquiry.

I have an installation scheduled with Winstar. What is the status?

Please contact Winstar immediately at 800-778-3757 if you choose to cancel your pending orders.

What will happen to my bill?

You will need to pay all charges applicable to your account through the date your service is switched and calls are carried by your new provider. A final invoice will be sent to you showing applicable charges through that date, which will be due and payable per Winstar's payment policy. You will not be charged any early termination fees.

I have a long-term contract with Winstar. Will I be charged for leaving?

No. Winstar customers in the service locations affected by this discontinuance will not be invoiced for early termination fees related to the breaking of a contract term.

I am having technical trouble with my service. Who do I speak to?

Winstar will continue to respond to reports of technical problems. If you are having technical trouble, call us at (888) WINSTAR (888-946-7827).

I have a question that was not answered in these FAQs. How do I contact Winstar?

If you have a question that was not addressed in these FAQs you may either send us an email to assistance@winstar.com or you may contact us at 800-778-3757.

EXHIBIT C

Sample June 30th Discontinuance Notice Letter

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Winstar Communications, LLC
520 Broad Street
Newark, New Jersey 07102

NOTICE OF COMMUNICATION SERVICES DISCONTINUANCE
DO NOT DISREGARD THIS NOTICE
YOU MUST CHOOSE A NEW SERVICE PROVIDER BY JULY 30, 2004

June 30, 2004

[REDACTED]

RE: Account # [REDACTED] / ALL SERVICE LOCATIONS

Dear Winstar Customer:

We regret to inform you that Winstar plans to reconfigure and redesign the services it offers in your geographic area. As a result, we have determined that we can no longer provide your telecommunications and data communications services. We have also informed the Federal Communications Commission of this development. **Accordingly, Winstar will discontinue all LOCAL, DOMESTIC AND INTERNATIONAL LONG DISTANCE, TOLL FREE, FRAME RELAY, ATM, PRIVATE LINE, INTERNET, and ALL OTHER TELECOMMUNICATIONS AND DATA COMMUNICATIONS SERVICES** that you receive in your current service location(s). Subject to regulatory approval, the anticipated date for the discontinuance of your service is Tuesday, August 31, 2004. This notification does not alter the dates for any prior notification of service discontinuance that you have received.

YOUR ACTION IS REQUIRED! YOU MUST CONTRACT WITH A NEW SERVICE PROVIDER AS QUICKLY AS POSSIBLE, BUT NOT LATER THAN JULY 30, 2004 OR YOU MAY LOSE YOUR SERVICES.

Select a new carrier as soon as possible to avoid any interruption of service, as some carriers may require several weeks to install new services. To help avoid service disruption, please check carefully that all service types you currently have with Winstar (local, long distance, toll free, calling card, Internet, all other telecommunications and data communications services) are moved to your new carrier. Once you have contracted with your new provider, Winstar will work with the carrier you have selected to assist in the transition of your service. Generally, you can find a list of other telephone service providers in your local telephone directory. **You must contract with a new provider by July 30, 2004 or it is likely you will lose service on August 31, 2004.**

The Federal Communications Commission ("FCC") permits customers to object to discontinuance of their service by a telecommunications provider. As provided in the FCC's rule 47 CFR 63.71:

The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, D.C. 20554, referencing the Section 63.71 Application of Winstar Communication, LLC. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

Winstar appreciates the opportunity we have had to serve you. We are committed to making your service transition as smooth as possible. Please review the attached list of Frequently Asked Questions. If you have any further questions regarding the discontinuance of our services, please contact us at **1-800-778-3757**.

Sincerely yours,
Winstar Customer Service

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My business has local phone service from Winstar. What will happen to my phone number?

Your phone number may be transferred to your new local phone company upon completion of the migration process. Make sure that your new carrier is aware of your desire to keep your existing phone number(s).

What will happen to my bill?

You will need to pay all charges applicable to your account through the date your service is switched and calls are carried by your new provider. A final invoice will be sent to you showing applicable charges through that date, which will be due and payable per Winstar's payment policy. You will not be charged any early termination fees.

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