

MEMORANDUM

OCTOBER 22, 1998

10/22/98 10:01  
RECEIVED  
COMMUNICATIONS

TO: DIVISION OF RECORDS AND REPORTING

FROM: DIVISION OF LEGAL SERVICES (PENA) *KMP* *WPC for MCB*

RE: DOCKET NO. 981023-TP - REQUEST FOR APPROVAL OF PRO FORMA REORGANIZATION OF WINSTAR WIRELESS OF FLORIDA, INC. (HOLDER OF IXC CERTIFICATE NO. 4025 AND AAV CERTIFICATE NO. 2699), WHEREBY WINSTAR WIRELESS OF FLORIDA, INC. WILL BE MERGED WITH AND INTO WINSTAR WIRELESS, INC.; AND REQUEST FOR NAME CHANGE ON IXC CERTIFICATE NO. 4025 AND AAV CERTIFICATE NO. 2699 TO WINSTAR WIRELESS, INC.

98-1425-FOF

Attached is a NOTICE OF PROPOSED AGENCY ACTION ORDER APPROVING PRO FORMA REORGANIZATION AND NAME CHANGE, to be issued in the above-referenced docket. (Number of pages in order - 4)

KMP/anr  
Attachment  
cc: Division of Communications  
1: 981023.kmp

*See 2 ✓*

*13 fax  
1 mail*

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of pro forma reorganization of WinStar Wireless of Florida, Inc. (holder of IXC Certificate No. 4025 and AAV Certificate No. 2699), whereby WinStar Wireless of Florida, Inc. will be merged with and into WinStar Wireless, Inc.; and request for name change on IXC Certificate No. 4025 and AAV Certificate No. 2699 to WinStar Wireless, Inc.

DOCKET NO. 981023-TP  
ORDER NO. PSC-98-1425-FOF-TP  
ISSUED: October 22, 1998

The following Commissioners participated in the disposition of this matter:

JULIA L. JOHNSON, Chairman  
J. TERRY DEASON  
SUSAN F. CLARK  
JOE GARCIA  
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION  
ORDER APPROVING PRO FORMA REORGANIZATION  
AND NAME CHANGE

BY THE COMMISSION:

NOTICE is hereby given by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

Section 364.33, Florida Statutes, provides that a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, pro forma transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

DOCKET NO. 981023-TP

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FLORIDA PUBLIC SERVICE COMMISSION

ORDER NO. PSC-98-1425-FOF-TP  
DOCKET NO. 981023-TP  
PAGE 2

By letter dated August 11, 1998, WinStar Wireless of Florida, Inc. (WinStar) and WinStar Wireless, Inc. (WinStar Wireless) filed with this Commission a joint petition for approval of pro forma reorganization of WinStar whereby WinStar will be merged with and into WinStar Wireless. Further, the companies requested a name change on Interexchange Telecommunications Certificate (IXC) No. 4025 and Alternative Access Vendor (AAV) Certificate No. 2699 from WinStar to WinStar Wireless. The companies have stated that the transaction is strictly pro forma and will be virtually transparent to the Florida customers.

We determine that WinStar and WinStar Wireless have met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the pro forma reorganization of WinStar is in the public interest, and we approve it pursuant to Section 364.33, Florida Statutes.

Upon review of the Department of State, Division of Corporations' records, it appears that WinStar has properly registered the new corporate name. Accordingly, we find it appropriate to amend IXC Certificate No. 4025 and AAV Certificate No. 2699 to reflect the new operating name.

This Order will serve as the amended IXC Certificate No. 4025 and AAV Certificate No. 2699 for WinStar Wireless. WinStar Wireless should retain this Order as evidence of the name change.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that the pro forma reorganization of WinStar Wireless of Florida, Inc. whereby WinStar Wireless of Florida, Inc. will be merged with and into WinStar Wireless, Inc. is hereby approved. It is further

ORDERED that the request by WinStar Wireless of Florida, Inc. and WinStar Wireless, Inc. to change the name on Interexchange Telecommunications Certificate No. 4025 and Alternative Access Vendor Certificate No. 2699 from WinStar Wireless of Florida, Inc. to WinStar Wireless, Inc. is hereby approved. It is further

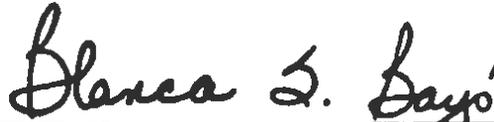
ORDERED that this Order will serve as WinStar Wireless, Inc.'s amended certificates and that this Order should be retained as evidence of the name change. It is further

ORDER NO. PSC-98-1425-FOF-TP  
DOCKET NO. 981023-TP  
PAGE 3

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission, this 22nd day of October, 1998.



BLANCA S. BAYÓ, Director  
Division of Records and Reporting

( S E A L )

KMP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

ORDER NO. PSC-98-1425-FOF-TP  
DOCKET NO. 981023-TP  
PAGE 4

The action proposed herein is preliminary in nature. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, in the form provided by Rule 28-106.201, Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on November 12, 1998.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.