

Exhibit B

Notice to Interim Trustee

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

IN THE MATTER OF:
Winstar Communications, Inc.

CHAPTER 7

Debtor

CASE NO. 01-1430-EIK

NOTICE TO INTERIM TRUSTEE/ TRUSTEE OF SELECTION IN AN ASSET CASE

TO: Christine Shubert

You are hereby notified of your appointment in an asset case as Interim Trustee/Trustee of the estate of the above named debtor. The amount of your bond has been fixed by the United States Trustee. You are required to notify **ROBERTA DEANGELIS, ASSISTANT UNITED STATES TRUSTEE**, at J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Wilmington, DE. 19801 in writing within (5) days after receipt of this notice only if you reject this case.

**DONALD F. WALTON, ACTING UNITED STATES TRUSTEE
REGION 3
ROBERTA DEANGELIS
ASST. UNITED STATES TRUSTEE**

DATED: January 28, 2002

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 02/12/2002 at 12:55PM File Number: 0000721675
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1) Application Purpose: Amendment	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number: 0000721675
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. Yes
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: L00218173	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0003473618	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): WWI License Holding, Inc. (Chapter 7 Debtor)			
13) Attention To: Christine Shubert			
14) P.O. Box:	And / Or	15) Street Address: 7 Fox Sparrow Turn	
16) City: Tabernacle	17) State: NJ	18) Zip: 08088	
19) Telephone Number: (609)268-2962	20) FAX:		
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:	23b) SGIN:	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual):		
26) P.O. Box:	And / Or	27) Street Address:
28) City:	29) State:	30) Zip:
31) Telephone Number:	32) FAX:	
33) E-Mail Address:		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip:	
41) Telephone Number:	42) FAX:		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation			
45a) Taxpayer Identification Number: L00443493	45b) SGIN:	45c) FCC Registration Number (FRN): 0006037212	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Winstar Spectrum, LLC			
48) Name of Real Party in Interest:			49) TIN: L00444251
50) Attention To: Joseph M. Sandri, Jr.			
51) P.O. Box:	And / Or	52) Street Address: 1850 M. Street, NW, Suite 300	
53) City: Washington	54) State: DC	55) Zip: 20005	
56) Telephone Number: (202)367-7643	57) FAX: (202)659-1931		
58) E-Mail Address: jsandri@winstar.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Shirley	MI: S	Last Name: Fujimoto	Suffix: Esq
60) Company Name: McDermott, Will & Emery			
61) P.O. Box:	And / Or	62) Street Address: 600 13th Street, NW	
63) City: Washington	64) State: DC	65) Zip: 20005	
66) Telephone Number: (202)756-8282	67) FAX: (202)756-8087		
68) E-Mail Address: sfujimoto@mwe.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Christine	MI:	Last Name: Shubert	Suffix:
80) Title: Trustee			
Signature: Christine Shubert		81) Date: 02/12/02	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Charles H.F.	MI:	Last Name: Garner	Suffix:
83) Title: President			
Signature: Charles H.F. Garner		84) Date: 02/12/02	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPNI218	AL					Yes
WMW519	AL					Yes
WPJC391	AL					Yes
WMW860	AL					Yes
WPNE229	AL					Yes
WPNI271	AL					Yes
WPNE400	AL					Yes
WPNE401	AL					Yes
WPNI252	AL					Yes
WMW520	AL					Yes
WMW521	AL					Yes
WPNE398	AL					Yes
WPNE399	AL					Yes
WPND497	AL					Yes
WMW861	AL					Yes
WMW862	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	01/10/02	Explanatory Statement	0177183429836771915273179.pdf

Other	01/10/02	Public Interest Statement (1 of 12)	0177183499836771915273179.pdf
Other	01/10/02	Public Interest Statement (2 of 12)	0177183549836771915273179.pdf
Other	01/10/02	Public Interest Statement (3 of 12)	0177183569836771915273179.pdf
Other	01/10/02	Public Interest Statement (4 of 12)	0177183589836771915273179.pdf
Other	01/10/02	Public Interest Statement (5 of 12)	0177183609836771915273179.pdf
Other	01/10/02	Public Interest Statement (6 of 12)	0177183619836771915273179.pdf
Other	01/10/02	Public Interest Statement (7 of 12)	0177183639836771915273179.pdf
Other	01/10/02	Public Interest Statement (8 of 12)	0177183659836771915273179.pdf
Other	01/10/02	Public Interest Statement (9 of 12)	0177183679836771915273179.pdf
Other	01/10/02	Public Interest Statement (10 of 12)	0177183709836771915273179.pdf
Other	01/10/02	Public Interest Statement (11 of 12)	0177183719836771915273179.pdf
Other	01/10/02	Public Interest Statement (12 of 12)	0177183739836771915273179.pdf
Other	01/10/02	Supplemental Response to Items 44 and 93	0177183749836771915273179.pdf
Other	01/10/02	Anti-Trafficking Statement (1 of 5)	0177183759836771915273179.pdf
Other	01/10/02	Anti-Trafficking Statement (2 of 5)	0177183779836771915273179.pdf
Other	01/10/02	Anti-Trafficking Statement (3 of 5)	0177183799836771915273179.pdf
Other	01/10/02	Anti-Trafficking Statement (4 of 5)	0177183809836771915273179.pdf
Other	01/10/02	Anti-Trafficking Statement (5 of 5)	0177183829836771915273179.pdf
Other	01/31/02	Erratum to Request for Waiver of Construction Requirements	0177243449836771915273179.pdf
Other	02/12/02	Update Regarding Bankruptcy Conversion	0177269439836771915273179.pdf
Waiver	01/10/02	Petition for Waiver of Filing Fees	0177183469836771915273179.pdf
Waiver	01/10/02	Request for Waiver of Construction Requirements	0177183859836771915273179.pdf

**FORM 603 APPLICATION
AMENDMENT**

WWI LICENSE HOLDING, INC.

**UPDATE REGARDING
BANKRUPTCY CONVERSION**

*A Partnership Including
Professional Corporations*
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MCDERMOTT, WILL & EMERY

February 12, 2002

VIA ULS

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, Pennsylvania 17325-7245

**Re: Amendment to Application of WWI License Holding, Inc.
(debtor-in-possession), File No. 0000721675**

Dear Sir or Madam:

This explanatory letter is being filed in conjunction with an amendment to the above-referenced application currently pending before the Commission involving the sale of the core domestic telecommunications assets held by the subsidiaries of Winstar Communications, Inc.¹ This is to advise the Commission that the bankruptcy proceedings involving Winstar Communications, Inc. and its domestic subsidiaries including Winstar Wireless Fiber Corp., WWI License Holding, Inc., and Winstar LMDS, LLC have converted from cases under Chapter 11 of the Bankruptcy Code to cases under Chapter 7 of the Bankruptcy Code.

By way of background and as identified in the other attachments to this application, on April 18, 2001, Winstar Communications, Inc., along with certain of its domestic subsidiaries, filed petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of

¹ The application is one of four related applications filed on January 10, 2002 with respect to this transaction. See Application of Winstar Wireless Fiber Corp. (debtor-in-possession), File No. 0000723317; Application of WWI License Holding, Inc. (debtor-in-possession), File No. 0000721675; Application of Winstar LMDS, LLC (debtor-in-possession), File No. 0000721683; Application of Winstar Puerto Rico, Inc. (debtor-in-possession), File No. 0000721625.

Delaware.² On May 16, 2001, Winstar Wireless Fiber Corp., WWI License Holding, Inc., and Winstar LMDS, LLC each filed with the Commission an application for the *pro forma* assignment of the licenses held by these entities to reflect their status as debtors-in-possession resulting from the bankruptcy.³

Winstar Communications, Inc. attempted to reorganize while continuing to serve its customers, securing approximately \$175 million in debtor-in-possession financing. While operating its business as a debtor-in-possession under Chapter 11 of the Bankruptcy Code, Winstar Communications, Inc. also entered into a court-approved Asset Purchase Agreement and a related Management Agreement whereby Winstar Holdings, LLC, a newly-formed indirect subsidiary of IDT Corporation, purchased the company's core domestic telecommunications assets. This included the assignment of FCC licenses held by Winstar Communications, Inc.'s subsidiaries to Winstar Spectrum, LLC, which is the subject matter of the application associated with the amendment filed with this letter.

However, despite Winstar Communications, Inc.'s best efforts to utilize the Chapter 11 process to restructure its balance sheet and to revitalize its business plan, it was unable to do so. As a result, Winstar Communications, Inc. and certain of its subsidiaries submitted a motion to the Bankruptcy Court to convert their cases from cases under Chapter 11 of the Bankruptcy Code to cases under Chapter 7 of the Bankruptcy Code, which motion was granted on January 24, 2002 and entered on January 25, 2002.⁴ A copy of the Court's order is attached as Exhibit A.

As a result of the conversion of the cases from cases under Chapter 11 of the Bankruptcy Code to cases under Chapter 7 of the Bankruptcy Code, the Court also appointed Christine Shubert as the Interim Trustee in the matter. A copy of the Notice to the Trustee is attached as Exhibit B.

² See *In re Winstar Communications, Inc.*, Case No. 01-1430 (Bankr. D. Del. Apr. 18, 2001).

³ As noted in the attachments accompanying the original January 10, 2002 filing in this matter, Winstar Puerto Rico, Inc. is not in bankruptcy. In conjunction with the assignment applications made on behalf of the other Winstar entities, however, a *pro forma* assignment application was also inadvertently submitted for Winstar Puerto Rico, Inc. The status of "debtor-in-possession" identified on its licenses, therefore, is inaccurate.

⁴ See *In re Winstar Communications, Inc.*, Case No. 01-1430 (Bankr. D. Del. Jan. 24, 2002) (Order converting the proceedings from Chapter 11 to Chapter 7 and related relief).

Accordingly, Winstar Wireless Fiber Corp. (debtor-in-possession), WWI License Holding, Inc. (debtor-in-possession) and Winstar LMDS, LLC (debtor-in-possession), each filed a *pro forma* assignment application with the Commission relating the above facts and assigning the licenses held by each entity from the "debtor-in-possession" to the "Chapter 7 Debtor."⁵ As such, each of the applications filed with the Commission on January 10, 2002 for the assignment of the licenses of these entities to Winstar Spectrum, LLC is also being updated by amendment to reflect the fact of the *pro forma* assignment.

Therefore, when reviewing the attachments filed on January 10, 2002 in conjunction with the assignment applications, they should be read in light of the developments outlined above. Other than the fact that the licensee is now a "Chapter 7 Debtor" rather than a debtor-in-possession and the involvement of the Interim Trustee, the conversion of the proceedings from Chapter 11 of the Bankruptcy Code to Chapter 7 of the Bankruptcy Code does not affect the assertions contained in the attachments to the assignment applications.

Should the Commission require additional information, we respectfully request that you contact the undersigned at (202) 756-8282.

Very truly yours,



Shirley S. Fujimoto

⁵ See Application of Winstar Wireless Fiber Corp. (debtor-in-possession), File No. 0000760156 (Feb. 5, 2002); Application of WWI License Holding, Inc. (debtor-in-possession), File No. 0000760127 (Feb. 5, 2002); Application of Winstar LMDS, LLC (debtor-in-possession), File No. 0000760178 (Feb. 5, 2002). Again, as Winstar Puerto Rico, Inc. is not bankrupt it is not a party to the bankruptcy proceeding. The conversion from Chapter 11 to Chapter 7, therefore, does not affect the underlying transfer application between Winstar Puerto Rico, Inc. (debtor-in-possession) and Winstar Spectrum, LLC, File No. 0000721625 (Jan. 10, 2002). Accordingly, Winstar Puerto Rico, Inc. has not requested a *pro forma* assignment.

Exhibit A

**January 25, 2002 Bankruptcy Order
(Conversion Order)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WINSTAR COMMUNICATIONS, INC., et al.

Debtors.

:
:
: Chapter 11
:
: Case No.: 01-1430 (EIK)
:
: Jointly Administered
:

**ORDER CONVERTING CASES TO CHAPTER 7, REAFFIRMING
REGULATORY TRANSITION PROCESS UNDER ASSET SALE ORDER
DATED DECEMBER 19, 2001, SHORTENING TIME FOR, AND APPROVING
THE MANNER OF NOTICE OF MEETING OF CREDITORS UNDER
BANKRUPTCY CODE SECTION 341 AND GRANTING RELATED RELIEF**

This matter having come before the court on the motion (the "Motion"; terms not otherwise defined in this Order shall have the meanings ascribed to such terms in the Motion) filed by Winstar Communications, Inc. and the other debtors in the above-captioned cases (collectively, the "Debtors"), requesting the entry of an order pursuant to sections 1112 and 341 of title 11, United States Code (the "Bankruptcy Code") and Rules 1017, 1019, 2002, 2003 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (i) converting the Debtors' cases to cases under chapter 7 of the Bankruptcy Code, (ii) reaffirming the terms and conditions of the Sale Order, dated December 19, 2001, (iii) shortening the time for, and approving the manner of notice of, the meeting of creditors pursuant to Bankruptcy Code section 341 and (iv) granting related relief; and a hearing on the Motion having been conducted on January 24, 2002 (the "Conversion Hearing"); and all interested parties having been afforded an opportunity to be heard with respect to the Motion; and the Court having reviewed and considered (a) the Motion, (b) the objections thereto, if any, and (c) the arguments of counsel made, and the evidence proffered or adduced at the Conversion Hearing; and it appearing that the

relief requested in the Motion is warranted and in the best interests of the Debtors' estates, creditors, and other parties in interest; and upon the record of the Conversion Hearing, and these cases; and after due deliberation thereon; and good cause appearing therefor, it is hereby

FOUND AND DETERMINED AS FOLLOWS:¹

A. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(M). Venue of these cases and the Motion is proper pursuant to 28 U.S.C. §§1408 and 1409.

~~B. By order dated December 19, 2001 (the "Sale Order"), the Debtors were authorized, inter alia, to sell substantially all of their assets to IDT Winstar Acquisition, LLC (now known as "Winstar Holdings, LLC"), a subsidiary of IDT Corporation ("IDT") and to enter into a Management Agreement with Winstar Holdings, LLC. The Sale Order also approved a Regulatory Transition Process to ensure the uninterrupted provision of services to customers of the Debtors during the period in which Winstar Holdings, LLC and the Debtors would (i) seek all necessary prior state and federal regulatory approvals and otherwise comply with applicable federal and state regulatory laws and (ii) to enter into contractual or other legal arrangements necessary for the consummation of the Sale, the transfer of the Licenses to Winstar Spectrum, LLC, a subsidiary of Winstar Holdings, LLC and the operation of the Purchased Assets by Winstar Communications, LLC, also a subsidiary of Winstar Holdings, LLC.~~

~~C. The Sale Order is by its terms binding on the Debtors and the Debtors' estates, including, following any conversion of these cases, any successor chapter 7 estates and any chapter 7 trustees appointed in these cases.~~

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed.R.Bank.P. 7052.

~~B.~~ The Debtors have provided notice of this motion and the relief requested therein to the Federal Communications Commission (the "FCC") and the FCC has stated no objection to the form or substance of this Order.

~~E.~~ The entry of this Order at this time, and the granting of the relief herein, is necessary to ensure that the transactions contemplated by the Asset Purchase Agreement, the Management Agreement and the Sale Order (including the Regulatory Transition Process) are consummated and that the maximum value is realized from the assets of the Debtors' estates. The entry of this Order is in the best interests of the Debtors, their creditors, their estates and other parties in interest.

C. X The Debtors have demonstrated sufficient cause to shorten the time for providing notice of the meeting of creditors under Bankruptcy Code section 341, and for the proposed manner of such notice.

D. X The Debtors have demonstrated sufficient cause for converting these cases to cases under chapter 7 of the Bankruptcy Code and for the related relief set forth herein.

NOW THEREFORE, BASED UPON THE FOREGOING FINDINGS OF FACT,
IT IS HEREBY ORDERED, ADJUDGED, AND DECREED, EFFECTIVE IMMEDIATELY,
THAT:

1. The Motion is granted. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits.

2. The Debtors' cases are hereby converted to cases under chapter 7 of the Bankruptcy Code.

3. Notwithstanding the conversion of the Debtors' cases to chapter 7, the terms and provisions of the Sale Order, including, but not limited to the approval of the Asset Purchase Agreement and the Management Agreement, shall remain in full force and effect and shall be binding in all respects upon, and shall inure to the benefit of, the Debtors, their estates, their creditors, IDT, Winstar Communications, LLC, Winstar Holdings, LLC, Winstar Spectrum, LLC, and the respective affiliates, successors and assigns of each such party (including without limitation, any trustee(s) appointed in the Debtors' cases under chapter 7 of the Bankruptcy Code. In addition, nothing in this Order absolves IDT, Winstar Communications, LLC, Winstar Holdings, LLC, Winstar Spectrum, LLC, the Debtors or any trustee(s) appointed in the Debtors' cases under chapter 7 of the Bankruptcy Code from compliance with obligations under the Communications Act and regulations promulgated thereunder by the FCC.

3.4 The meeting of creditors pursuant to Bankruptcy Code section 341 may be convened on not less than fourteen (14) days notice by mail to creditors. Such notice may be sent in the form of a postcard or in such other similar form reasonably calculated to permit the Debtors to provide adequate notice of the meeting of creditors in an economical fashion.

4.
Dated: Wilmington, Delaware
January 24, 2002


HONORABLE ERWIN I. KATZ
UNITED STATES BANKRUPTCY JUDGE

Notwithstanding the entry of this order, the Debtors are authorized to operate the business of the Debtors and otherwise manage the assets of the chapter 7 estate pending turnover of the Debtors' assets to the chapter 7 trustee. Thereafter, the chapter 7 trustee is authorized to operate the business of the estates in accordance with section 541 of the Bankruptcy Code.

Exhibit B

Notice to Interim Trustee

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

IN THE MATTER OF:
Winstar Communications, Inc.

CHAPTER 7

Debtor

CASE NO. 01-1430-EIK

NOTICE TO INTERIM TRUSTEE/ TRUSTEE OF SELECTION IN AN ASSET CASE

TO: Christine Shubert

You are hereby notified of your appointment in an asset case as Interim Trustee/Trustee of the estate of the above named debtor. The amount of your bond has been fixed by the United States Trustee. You are required to notify **ROBERTA DEANGELIS, ASSISTANT UNITED STATES TRUSTEE**, at J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Wilmington, DE. 19801 in writing within (5) days after receipt of this notice only if you reject this case.

**DONALD F. WALTON, ACTING UNITED STATES TRUSTEE
REGION 3
ROBERTA DEANGELIS
ASST. UNITED STATES TRUSTEE**

DATED: January 28, 2002

0201168994515001

A Partnership Including
Professional Corporations
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MCDERMOTT, WILL & EMERY

January 15, 2002

RECEIVED

JAN 15 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

VIA HAND DELIVERY

Office of the Secretary
Attention: Managing Director
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

**Re: WWI License Holding, Inc. et al.; Petition for Waiver of
Filing Fees; Application File Nos. 0000723317, 0000721625,
and 0000721675**

Dear Sir or Madam:

In conjunction with the Petition for Waiver of Filing Fees, filed on January 10, 2002, and associated with the above referenced applications, this is to provide you with the FCC Form 603 for Application File number 0000723317 (assignor: Winstar Wireless Fiber Corp.), as filed on the FCC's Universal Licensing System on January 10, 2002. We ask that you substitute the attached Form 603, which reflects the application as filed with the FCC, for the version originally transmitted with the waiver request.

Additionally, we are submitting herewith a copy of the FCC Form 159 associated with Application File number 0000723317 and copies of the fee checks associated with all of the above-referenced applications. We have forwarded the original, executed Form 159, as well as the associated fee payment to the Commission's lockbox bank today.

Lastly, we are providing you with amended pages one, two, five and six of the Petition for Waiver of Filing Fees, as we inadvertently left out two sentences from footnote one and the amount of the filing fee has been adjusted to reflect the actual amount. We ask that these amended pages be substituted for the corresponding pages in the version filed on January 10, 2002.

Office of the Secretary
January 15, 2002
Page 2

If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,


Shirley S. Fujimoto