

Applicant/Licensee Information

ORIGINAL

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): WWI License Holding, inc.		3) Applicant TIN:	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held
None			

RECEIVED
MAR 22 2000
Licensing & Technical
Analysis Branch

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Joseph	MI: M	Last Name: Sandri	Suffix: Jr.
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Title:
Vice President & Regulatory Counsel

Signature: 	Date: 3/14/2000
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Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

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).

3-14-00

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		Suffix:
2) Disclosable Interest Holder's Name (if entity): Winstar Wireless, Inc.				3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1577 Spring Hill Road, 6 th Floor, Vienna, VA 22183					
5) Type of Interest in Applicant (D) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C			9) Disclosable Interest Holder's Country of Citizenship: USA		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Exhibit 1			

WVI License Holding, Inc.
 FCC Form 602
 Exhibit 1
 March 13, 2000

Name/Address	Principal Business	TIN	% of Interest Held
Winstar Wireless of Delaware, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22 183	Local CLEC Service		100%
Winstar Wireless of Georgia, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22 183	Local CLEC Service		100%
Winstar Wireless of Indiana, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22 183	Local CLEC Service		100%
Winstar Wireless of New Jersey, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22 183	Local CLEC Service		100%
Winstar Wireless of New York, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22183	Local CLEC Service		
Winstar Wireless of Pennsylvania, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22 183	Local CLEC Service	a	100%
Winstar Wireless of Virginia, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22 183	Local CLEC Service		100%
Winstar Wireless of West Virginia, LLC 1577 Spring Hill Rd., 6 th Floor Vienna, VA 22183	Local CLEC Service		100%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Winstar Communications, Inc.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 685 Third Avenue, 31 st Floor, New York, NY 10017			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): () C (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Winstar Communications, Inc. owns 100% of Winstar Wireless Inc., which owns 100% of WWI License Holdings, Inc.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Exhibit 2			

WWI License Holding, Inc.
 FCC Form 602
 Exhibit 2
 March 13, 2000

Name/Address	Principal Business	TIN	% of Interest Held
No Wire, LLC 1615 L Street, N.W. Suite 1260 Washington, DC 20036	FCC License Holding Entity		100%
Winstar Broadcasting Corp. 1615 L Street, N.W. Suite 1260 Washington, DC 20036	Broadcasting		46.9%
Winstar LMDS, LLC 1615 L Street, N.W. Suite 1260 Washington, DC 20036	LMDS License Holding Entity		100%
Winstar Wireless Fiber Corp. 1615 L Street, N.W. Suite 1260 Washington, DC 20036	FCC License Holding Entity		100%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): Janus Capital Corporation				3) Disclosable Interest Holder's TIN: See Exhibit 3	
4) Disclosable Interest Holder's Address: See Exhibit 3					
5) Type of Interest in Applicant () (refer to Instructions for list) See Exhibit 3		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): See Exhibit 3		7) Percent of Interest Held in Applicant: See Exhibit 3	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): See Exhibit 3			9) Disclosable Interest Holder's Country of Citizenship: See Exhibit 3		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant) See Exhibit 3					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

WWI License Holding, Inc.
FCC Form 602
Exhibit 3
March 13, 2000

Janus Capital Corporation may be considered a beneficial owner of **Winstar** Communications, Inc due to the fact that it advises several investment companies that cumulatively hold 10.21% of the Common Stock of **Winstar** Communications, Inc. As stated in a January 11, 2000 SEC Schedule 13G filing of Janus Capital Corporation:

Janus Capital Corporation is a registered investment adviser which furnishes investment advice to several investment companies registered under Section 8 of the Investment Company Act of 1940 and individual and institutional clients (collectively referred to herein as "Managed Portfolios"). As a result of its role as investment adviser or sub- adviser to the Managed Portfolios, Janus Capital may be deemed to be the beneficial owner of the shares of **Winstar** Common Stock held by such Managed Portfolios. However, Janus Capital does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights. Mr. Bailey owns approximately 12.2% of Janus Capital. In addition to being a stockholder of Janus Capital, Mr. Bailey serves as President and Chairman of the Board of Janus Capital and is filing this joint statement with Janus Capital as a result of such stock ownership and positions which may be deemed to enable him to exercise control over Janus Capital. Mr. Bailey does not own of record any shares of **Winstar** Common Stock and he has not engaged in any transaction in **Winstar** Common Stock. However, as a result of his position, Mr. Bailey may be deemed to have the power to exercise or to direct the exercise of such voting **and/or** dispositive power that Janus Capital may have with respect to **Winstar** Common Stock held by the Managed Portfolios. All shares reported herein have been acquired by the Managed Portfolios, and Mr. Bailey specifically disclaims beneficial ownership over any shares of **Winstar** Common Stock that he or Janus Capital may be deemed to beneficially own. Furthermore, Mr. Bailey does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held in the Managed Portfolios and disclaims any ownership associated with such rights.

To clarify, SEC regulations require Janus Capital Corporation to disclose that it may be a beneficial owner of **Winstar** Communications, Inc. because the different Managed Portfolios that it advises collectively hold 10.21% of the Common Stock of **Winstar** Communications, Inc. It is noted that Janus Capital Corporation does not own any Common Stock of **Winstar** Communications, Inc. and in fact it specifically disclaims any ownership associated with these rights. To the best of our knowledge, none of the individual Managed Portfolios holds 10% or more Common Stock of **Winstar** Communications, Inc.

Out of an abundance of caution, the contact information for Janus Capital Corporation and Mr. Bailey is set forth below:

Janus Capital Corporation
100 Fillmore Street
Denver, Colorado 80206-4923
Citizenship: Colorado (USA)

Thomas H. Bailey
100 Fillmore Street
Denver, Colorado 80206-4923
Citizenship: USA



1615 L Street, NW
Suite 1260
Washington, DC 200
202 833 6678

March 14, 2000

Federal Communications Commission
Wireless Bureau Applications
P.O. Box 358245
Pittsburgh, Pennsylvania 1525 1-5245

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

Dear Sir/Madam:

Pursuant to Section **1.948(c)(1)** of the Commission's rules, please find enclosed FCC Forms 602 and **603**¹ to notify the Commission that on December 31, 1998 (1) **Winstar** Locate, Inc., **Winstar** Milliwave, Inc. and WinnPinn Corp. assigned their point-to-point microwave licenses in the 38.6-40 **GHz** band ("39 **GHz** band") to **Winstar** Wireless Fiber Corp., and (2) **Winstar** Wireless, Inc. assigned its point-to-point microwave licenses in the 39 **GHz** band to WWI License Holding, Inc.² Because these companies are wholly-owned by **Winstar** Communications, Inc. ("Winstar"), all of the assignments were pro forma.³

For the Commission's information, prior to the pro forma assignments, **Winstar** Locate, Inc., **Winstar** Milliwave, Inc. and WinnPinn Corp. were wholly-owned subsidiaries of **Winstar** Wireless Fiber Corp., which in turn is a wholly-owned subsidiary of **Winstar**. **Winstar** Locate, Inc., **Winstar** Milliwave, Inc. and WinnPinn Corp. were subsequently merged into **Winstar** Wireless Fiber Corp., and all of their assets were assigned to **Winstar** Wireless Fiber Corp. Throughout this internal corporate restructuring, which was for tax purposes and to reduce administrative burdens associated with owning many separate corporate entities, **Winstar** Wireless Fiber Corp remained, and still remains, a wholly-owned subsidiary of **Winstar**.

¹ We regret that we were unable to file the FCC Forms 603 electronically due to a fault with the ULS system. We have communicated our problems to the ULS technical staff, and understand that there is a system-wide problem with uploading the FCC Form 603.

² In accordance with FCC rules, we are submitting the Forms 602 directly with the Commission staff in Gettysburg, and filing the Forms 603 with the **lockbox** in Pittsburgh. The same cover letter, however, will be on the front of both packages.

³ **Winstar** Locate, Inc. also held non-39 **GHz** band licenses that will be the subject of a separate pro forma assignment package, which will shortly be filed with the Commission.

Immediately prior to the pro forma assignments, WWI License Holding, Inc. was established as a wholly-owned subsidiary of **Winstar** Wireless, Inc., which in turn is a wholly-owned subsidiary of **Winstar**. The FCC licenses held by **Winstar** Wireless, Inc. were subsequently assigned to WWI License Holding, Inc. Throughout this internal corporate restructuring, which was for tax purposes, **WWI License Holding, Inc.** remained, and still remains, a wholly-owned subsidiary of **Winstar**.

In preparing the short-form application to participate in the 39 GHz band auction which is scheduled to begin April 12, 2000, it was brought to the attention of Winstar's in-house regulatory attorneys that the Commission had not been previously notified of the pro forma assignments at issue. This error was completely inadvertent, and **Winstar**, in consultation with outside counsel, immediately took steps to rectify the situation once it was brought to its attention. Moreover, to ensure that such errors do not occur in the future, **Winstar** has implemented revised procedures for any future corporate reorganizations which involve subsidiaries that hold FCC licenses. **Winstar** and its subsidiaries take seriously their responsibilities as Commission licensees and regret this error occurred.

Please call me at 202-367-7643 should you have any questions regarding this correspondence.

Sincerely,



Joseph M. Sandri, Jr.
VP & Regulatory Counsel

Enclosures

Cc: D'wana Terry, Chief, Public Safety and Private Wireless Division,
Wireless Telecommunications Bureau (w/encls.)