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Mr. Jack Rose, Executive Secretary
Utilities Division
Arizona Corporation Commission
1200 W. Washington Street
Phoenix AZ 85007

ORIGINAL
Arizona Corporation Commission
DOCKETED

Re: Notification of the *Pro Forma* Merger of
WinStar Wireless, Inc. and WinStar Wireless of Arizona, Inc.

MAR 04 1999

DOCKETED BY

Dear Mr. Rose:

WinStar Wireless, Inc. ("WinStar"), by its undersigned attorneys, hereby notifies the Commission that on December 31, 1998, and pursuant to the WinStar's notification letter filed November 17, 1998, WinStar consummated the above-referenced Reorganization of the WinStar companies. As a result, WinStar Wireless, Inc. has assumed the operations and certifications of WinStar Wireless of Arizona, Inc.

WinStar will file under separate cover any tariffs or price lists necessary to reflect its adoption of the WinStar Wireless of Arizona, Inc. tariff as part of the Reorganization. It is WinStar's understanding that no further action is required to notify the Commission of the completion of the Reorganization. If you have any questions regarding this letter, or require any additional information, please do not hesitate to contact us.

Respectfully submitted,

Russell M. Blau
Nancy Killien Spooner

Counsel for WinStar Wireless, Inc.

cc: Robert G. Berger