

**VIA OVERNIGHT MAIL**

August 24, 2005

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

RECEIVED

AUG 25 2005

PUBLIC SERVICE  
COMMISSION**Re: Notice of Indirect Transfer of Control of Winstar Communications, LLC**

Dear Mr. Dorman:

Winstar Communications, LLC (“Winstar” or “Transferor”) and GVC Networks, LLC (“GVC” or “Transferee”) (collectively “Parties”), through their undersigned and pursuant to , file this letter to advise the Kentucky Public Service Commission (“Commission”) of an indirect transfer of control of Winstar to GVC. As part of the transaction, Winstar’s parent company, Winstar Holdings, LLC (“Winstar Holdings”), will form a subsidiary Winstar, LLC (“Winstar NewCo”), which will merge into “GVC NewCo”, a wholly-owned subsidiary of GVC Networks, LLC. Winstar NewCo will be the surviving entity after the merger. As a result of the merger, Winstar NewCo, along with Winstar, will be spun off from Winstar Holdings, whereby GVC will acquire, indirectly, 100% of the equity interest in Winstar through its ownership interest in Winstar NewCo.

As described below, the proposed transaction will result in a change in the ultimate ownership of Winstar, but the management and operation of Winstar will continue largely unchanged. Winstar will retain its authorizations to provide telecommunications services in Kentucky.

Based on a review of Kentucky law, it is the Parties’ understanding that Commission approval is not required to complete the transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission’s records. In support of this filing, the Parties state as follows:

**I. Description of the Parties****A. Winstar Communications, LLC**

Winstar is a limited liability company organized under the laws of the State of Delaware with its principal business office located at 520 Broad Street, Newark, New Jersey 07102-3111.

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Winstar is a wholly-owned subsidiary of Winstar Holdings. IDT Corporation ultimately owns Winstar Holdings. IDT is a publicly held corporation organized under the laws of the State of Delaware with its principal business office located at 520 Broad Street, Newark, New Jersey 07102-3111. Winstar is authorized to provide local exchange and intrastate interexchange telecommunications services in Kentucky pursuant authorization granted by the Commission.<sup>1</sup> Currently, Winstar does not have any customers in Kentucky. An organizational diagram of Transferor's corporate structure is included as part of Exhibit A.

## **B. GVC Networks, LLC**

GVC is a Delaware limited liability company with its principal business office located at 660 Woodward Avenue, Suite 1110, Detroit, Michigan 48226. GVC is a subsidiary of GVC Holdings, Inc. GVC is the parent company of GVC Newco. For the Commission's reference, an organizational diagram of Transferee's corporate structure is attached hereto as Exhibit B.

GVC is a minority-owned enterprise formed to provide facilities-based local, long distance, and high speed data (broadband) communications services to business and multi-tenant residential entities in multiple markets throughout the United States, including Kentucky. GVC is currently authorized to provide these services in the State of Michigan.<sup>2</sup>

## **II. Contact Information**

All Commission inquiries regarding this Notice should be addressed to the undersigned. Any other Commission inquiries complaints, and correspondence, the contact for the Commission will be as follows after the transfer:

Anne Carter  
660 Woodward Avenue  
Suite 1110  
Detroit, Michigan 48226  
Tel: (313) 402-9003  
Fax: (313) 535-3071

## **III. Description of the Transaction**

Pursuant to a proposed Agreement and Plan of Merger between the parties ("Agreement"), GVC will acquire, indirectly, 100% of the equity in Winstar through a two-part transaction. In the first part, Winstar Holdings will form a wholly-owned subsidiary, Winstar NewCo, which will, in turn, wholly own Winstar. In the second part of the transaction, Winstar

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<sup>1</sup> Case No. 96-249 (July 14, 1997). The Authorization was issued to Winstar Wireless of Kentucky, Inc. and was subsequently transferred to Winstar Communications, LLC on February 7, 2002.

<sup>2</sup> See Michigan Public Service Commission, Case U-13828.

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NewCo will merge into GVC NewCo, with Winstar NewCo as the surviving entity. As a result of the merger, GVC will acquire a 100% equity interest in Winstar NewCo, and thus, a 100% indirect ownership interest in Winstar. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit C.

Winstar, backed by its ultimate parent company GVC, will continue to possess the managerial and technical qualifications to provide telecommunications services in Kentucky.


#### IV. Public Interest Statement

The Parties respectfully submit that the transaction described herein serves the public interest. Moreover, the transaction will ensure the continuation of Winstar's business and its position as a strong competitor in the telecommunications market, assuring that the benefits of competition generated by Winstar's presence will not be lost to consumers. Indeed, GVC anticipates that this transaction will result in the provision of more advanced telecommunications services to a broader customer base in Kentucky. For these reasons, the Parties respectfully submit that this transaction is in the public interest.

\* \* \* \*

An original and ten (10) copies of this filing are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, postage prepaid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 424-7697.

Respectfully submitted,

By: 

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COUNSEL FOR THE PARTIES

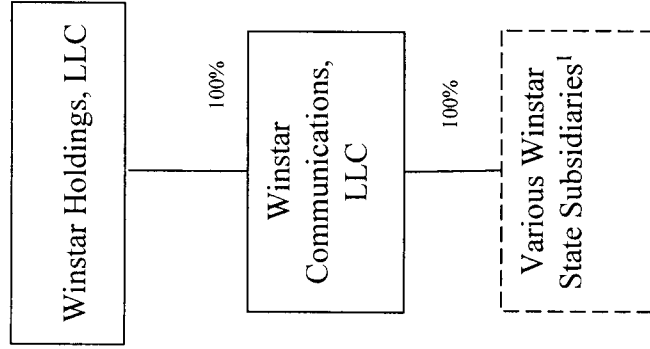
**LIST OF EXHIBITS**

Exhibit A	Transferor's Corporate Structure
Exhibit B	Transferee's Corporate Structure
Exhibit C	Pre- and Post-Transaction Corporate Structure

**EXHIBIT A**

Transferor's Corporate Structure

**WINSTAR STRUCTURE PRE-TRANSFER OF CONTROL**

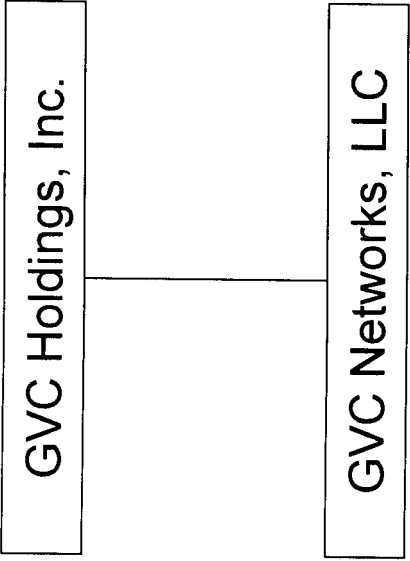


<sup>1</sup> The Winstar State Subsidiaries include the following sister companies: Winstar Communications of Arizona, LLC; Winstar of Delaware, LLC; Winstar of Georgia, LLC; Winstar of Hawaii, LLC; Winstar of Indiana, LLC; Winstar of Louisiana, LLC; Winstar of New Jersey, LLC; Winstar of New York, LLC; Winstar of Pennsylvania, LLC; Winstar of Virginia, LLC; and Winstar of West Virginia, LLC.

**EXHIBIT B**

Transferee's Corporate Structure

**CORPORATE STRUCTURE OF GVC**

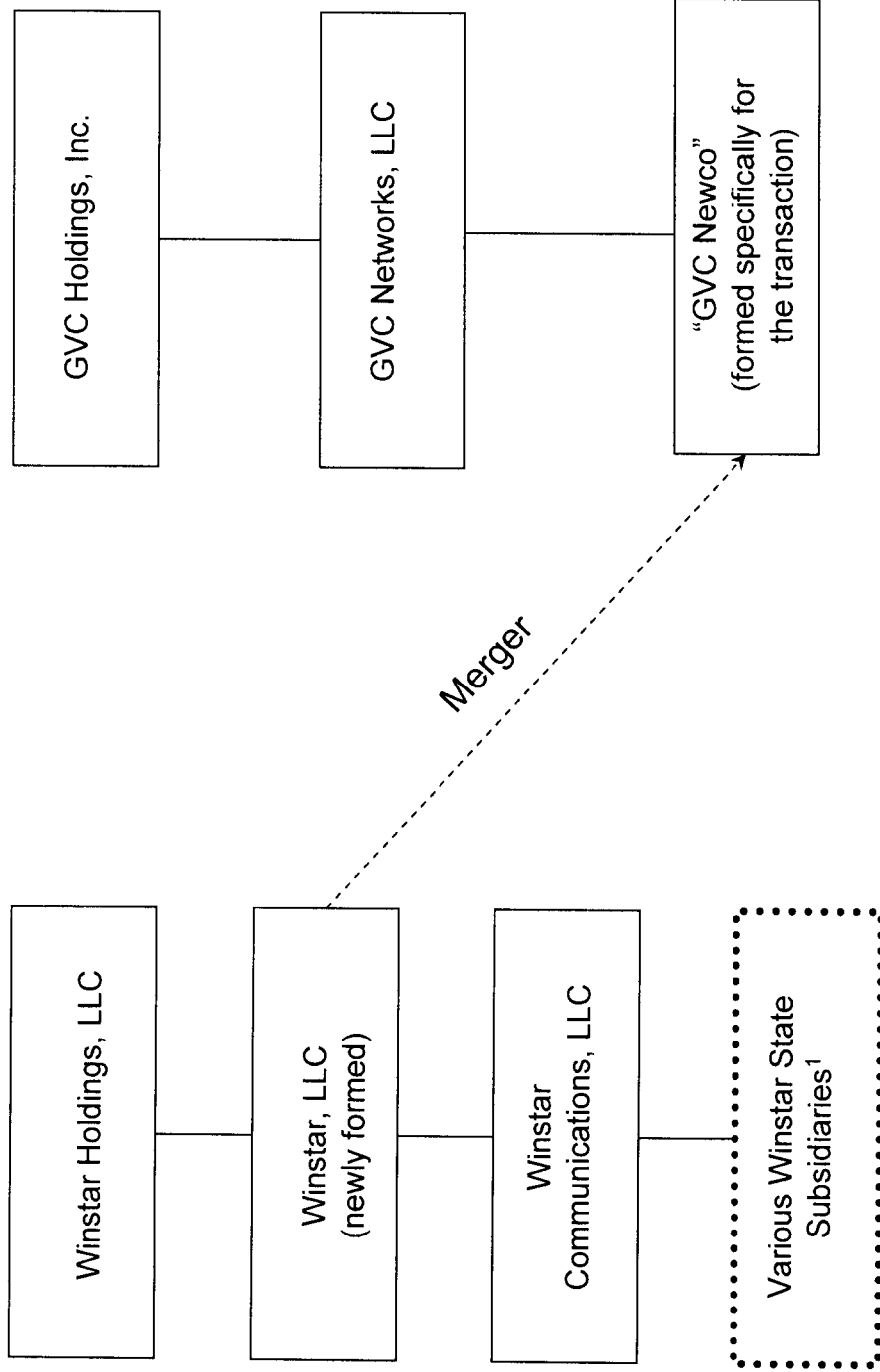




**EXHIBIT C**

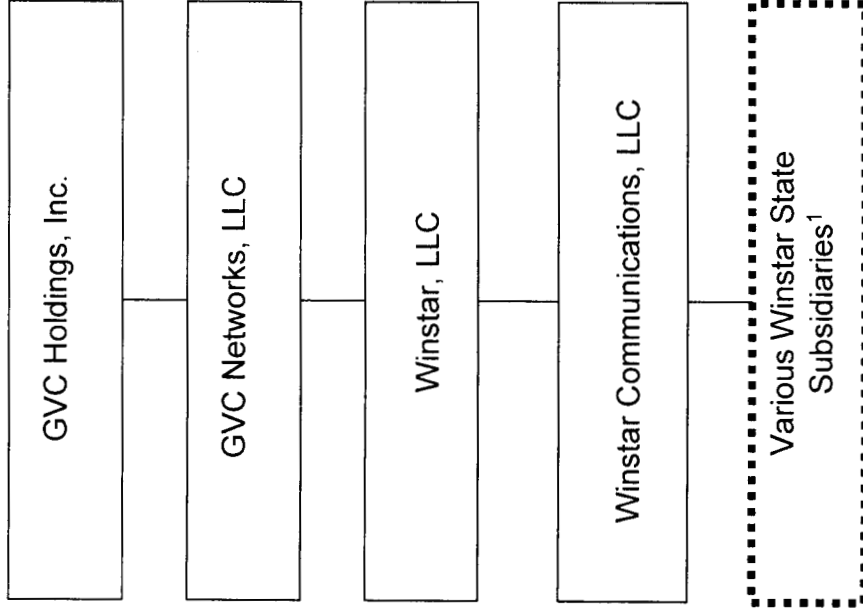
Pre- and Post-Transaction Corporate Structure

# Pre-Transaction Organizational Chart



<sup>1</sup> The Winstar State Subsidiaries include the following sister companies: 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, LLC; Winstar of Virginia, LLC; and Winstar of West Virginia, LLC.

# Post-Transaction Organizational Chart



<sup>1</sup> The Winstar State Subsidiaries include the following sister companies: 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, LLC; Winstar of Virginia, LLC; and Winstar of West Virginia, LLC.