

DUPLICATE ORIGINAL

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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 In re: : Chapter 11
 : : Case No. 01- 1430 ()
 : : ~~1370~~
 WINSTAR COMMUNICATIONS, INC., et al., :
 : (Jointly Administered)
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 Debtors. :
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**ORDER ENFORCING SECTIONS 362 AND 525
OF THE UNITED STATES BANKRUPTCY CODE**

This matter having come before the Court upon the motion (the "Motion") filed by Winstar Communications, Inc. and certain of its direct and indirect subsidiaries, the debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors"), seeking entry of an order pursuant to sections 362 and 525 of title 11, United States Code (the "Bankruptcy Code") enforcing the Bankruptcy Code's automatic stay and antidiscrimination provisions; and the Court having considered the submissions and arguments of counsel, and the opposition thereto, if any; and it appearing that the Court has jurisdiction over the matter pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that granting the relief requested in the Motion is in the best interest of the Debtors and their estates, creditors and equity holders; and it appearing that notice of the Motion has been given to the Office of the United States Trustee and the Debtors' twenty largest unsecured creditors, and that no other or further notice need be given; and for sufficient cause shown, it is

ORDERED that all persons (including individuals, partnerships and corporations, and all those acting for or on their behalf), and all foreign or domestic governmental units (and all those acting for or on their behalf), except as otherwise expressly permitted under the

Bankruptcy Code, are hereby stayed, restrained and enjoined from:

1. Commencing or continuing any judicial, administrative or other proceeding against the Debtors, including the issuance or employment of process, that was or could have been commenced before any of the Debtors' chapter 11 cases were commenced, or recovering a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases;
2. Enforcing a judgment obtained before the commencement of any of the Debtors' chapter 11 cases against any of the Debtors or against property of any of the Debtors;
3. Taking any action to obtain possession of property of any of the Debtors or of property from any of the Debtors;
4. Taking any action to create, perfect or enforce any lien against property of any of the Debtors, to the extent that such lien secures a claim that arose before the commencement of any of the Debtors' chapter 11 cases;
5. Taking any action to collect, assess or recover a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases;
6. Offsetting any debt owing to any of the Debtors that arose before the commencement of any of the Debtors' chapter 11 cases against any claim against any of the Debtors; and
7. Commencing or continuing any proceeding before the United States Tax Court concerning any of the debtors;

and it is further

ORDERED that all persons and all foreign and domestic governmental units, and all those acting on their behalf, including sheriffs, marshals, constables, and other or similar law enforcement officers and officials are stayed, restrained and enjoined from, in any way, seizing, attaching, foreclosing upon, levying against or in any other way interfering with any and all of the property of any of the Debtors, wherever located; and it is further

ORDERED that the Debtors and their agents and employees shall continue to enjoy access to all aspects of their telecommunications network including, without limitation, the

equipment, site locations and customers which form the basis of the Debtors' telecommunications network in order to, among other things, make repairs, perform maintenance, address customer concerns and needs, and solicit new customers and sources of revenue, and all persons and entities, including, without limitation, landlords of and lessors to the Debtors, shall continue to provide all such access, absent further order of this Court; and it is further

ORDERED that this Order shall not affect the exceptions to the automatic stay contained in section 362(b) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code; and it is further

ORDERED that pursuant to section 525 of the Bankruptcy Code, all governmental units are prohibited and enjoined from denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to, condition such a grant to, or discriminate with respect to such a grant against, any of the Debtors solely because one or all of the Debtors: (i) are debtors under the Bankruptcy Code; (ii) may have been insolvent before the commencement of the Debtors' chapter 11 cases; or (iii) may be insolvent during the pendency of the Debtors' chapter 11 cases; and it is further

ORDERED that this Order is intended to be declarative of and coterminous with, and shall neither abridge, enlarge nor modify, the rights and obligations of any party under sections 362 and 525 of the Bankruptcy Code.

Dated: Wilmington, Delaware
April 17, 2001

JUDGE