

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

IN RE:	:	Chapter 7
	:	
WINSTAR COMMUNICATIONS, INC., <i>et al.</i> ,	:	Case No. 01-1430 (KJC)
	:	Jointly Administered
	:	Related D.I. 5227
Debtors.	:	Hearing Date: February 10, 2011 at 10:00 a.m.
	:	Objection Deadline: February 3, 2011 at 4:00 p.m.

**ORDER APPROVING THE SALE OF CERTAIN ASSETS OF
THE DEBTORS' ESTATES TO OAK POINT PARTNERS, INC.
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND
ENCUMBRANCES PURSUANT TO 11 U.S.C. §§ 105 AND 363**

This matter came before the Court on the motion of Christine C. Shubert (the "Trustee"), the chapter 7 trustee for the jointly administered estates of Winstar Communications, Inc., *et al.* (the "Debtors"), for the entry of an order approving the sale of certain assets of the Debtors' estates to Oak Point Partners, Inc., an Illinois corporation ("Oak Point"), free and clear of liens, claims, interests and encumbrances pursuant to 11 U.S.C. §§ 105 and 363 (the "Motion"); and the Court having determined that adequate notice of the Motion has been given; and the Court having read and considered the Motion, objections to the Motion, if any, and arguments of any counsel appearing regarding the relief requested in the Motion at a hearing before the Court; and the Court having determined that the legal and factual bases set forth in the Motion and at any hearing establish just cause for the relief granted herein:

It is ORDERED that:

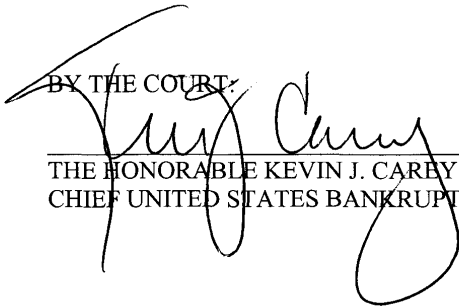
1. The Motion is GRANTED.
2. The Trustee is authorized, pursuant to 11 U.S.C. § 363(b),(f), and (m), to sell the Remnant Assets in accordance with the Purchase Agreement and Assignment of Claims and Interests, dated January 19, 2011, which is attached hereto and made a part hereof as Exhibit A.
3. The Trustee is hereby authorized to take such action as is necessary to effectuate the terms of the sale of the Remnant Assets.

4. This Order and sale shall be binding upon, and shall inure to the benefit of the Trustee and Oak Point, and their respective successors and assigns.

5. Oak Point shall be entitled to the protection of 11 U.S.C. § 363(m), if this Order or any authorization contained herein is reversed or modified on appeal. The purchase by Oak Point is a purchase in good faith for fair value within the meaning 11 U.S.C. § 363(m).

6. The sale approved by this Order is not subject to avoidance pursuant to 11 U.S.C. § 363(n).

Dated: Feb 18, 2011

BY THE COURT:


THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE