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October 3, 2002

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW, Room TWB-204
Washington, DC 20554

Re: Williams Communications, LLC *et al.* Request for Special Temporary Authority for the Transfer of Control of FCC Licenses

Dear Ms. Dortch:

Bank of America, N.A., as Administrative Agent for itself and certain lenders ("the Lenders"), by its undersigned counsel, hereby files this letter in support of the requests for Special Temporary Authority ("STA") filed by Williams Communications, LLC ("Williams") for the transfer of control of Williams from Williams Communications Group, Inc., Debtor-in-Possession ("WCG") to WilTel Communications Group, Inc. These STA requests, filed October 3, 2002, cover several FCC licenses held by Williams, and are necessary to effectuate the plan of reorganization of WCG by October 15, 2002. Grant of the requested STAs is a critical step to allowing the successful reorganization WCG, and to avoiding a disruption of Williams' operations and an interruption of service to the millions of Williams' customers.

The Lenders include a group of over 50 entities that are parties to a certain Amended and Restated Credit Agreement dated as of September 8, 1999, as amended, (the "Credit Agreement") among Williams, as the Borrower, and WCG, as a Guarantor. This Credit Agreement is essential to the continued operations of Williams. At the time of WCG's Chapter 11 bankruptcy filing in April 2002, the Lenders forbore from exercising their right to, among other things, terminate the Credit Agreement and set off against the cash of Williams and its subsidiaries as a result of various defaults by WCG and Williams. Instead, the Credit Agreement was amended so as to protect the rights of the Lenders, but still make it possible for Williams to have access to the funds necessary for its continued provision of domestic and international telecommunications services. One of the key protections given the Lenders was a provision that a plan of reorganization become effective by July 15, 2002, which could, subject to the satisfaction of certain conditions, be extended to October 15, 2002. Finally, the Lenders required a $200 million pay down of their outstanding loans and retained control of Williams' cash pursuant to the various security arrangements between the Administrative Agent and Williams. Pursuant to these arrangements, the Administrative Agent and the Lenders have the right to "set off" Williams' cash as payment for Williams' debts if the reorganization was not consummated

by July 15,2002 (October 15,2002 if the conditions for the extension were met). Therefore, if WCG is not able to consummate its reorganization by October 15,2002, Williams will be in default under the Credit Agreement, and the Lenders can exercise their remedies with respect to virtually all of Williams' assets, including setting off its cash.

Another agreement worked out between the Lenders and Williams that made it possible for Williams to continue operating without disruption to its customers was an agreement that WCG could use cash collateral of the Lenders to operate its business during its bankruptcy. However, WCG's use of the Lenders' cash collateral is governed by the terms of an Order issued by the U.S. Bankruptcy Court in the Southern District of New York on May 17, 2002. Pursuant to the Court's Order, WCG's authority to use the Lenders' cash collateral terminates on October 15,2002. If the plan of reorganization is not effective by October 15,2002, WCG will no longer have the right to use the Lenders' cash collateral to operate during its bankruptcy proceeding.

Finally, the Lenders have been an integral part of the reorganization process. They have worked closely with WCG, the Official Committee of Unsecured Creditors, The Williams Companies and Leucadia National Corporation to craft a plan of reorganization that meets the needs of all parties. The Lenders have signed a Consent and Agreement dated as of September 13,2002, under which the Lenders consent to the investment by Leucadia National Corporation, as approved by the Bankruptcy Court. This Consent and Agreement contains an express provision that the Lenders' consent will automatically terminate on October 15,2002, if the plan of reorganization has not been consummated. The Lenders are unwilling to extend the October 15,2002 deadline for consummation of this plan of reorganization.

Accordingly, the Lenders strongly urge the Federal Communications Commission ("FCC") to grant Williams' pending STA requests by October 11,2002, so that WCG's reorganization can occur by October 15, 2002. The Lenders and all of the other parties involved in this reorganization worked extremely hard to develop a timely and satisfactory plan prior to the October 15,2002, deadline, and have immediately come to the FCC for approval as soon as the plan was confirmed by the Bankruptcy Court. Failure to grant Williams' request likely will cause the unraveling of the above mentioned interlinked agreements among all of the interested parties. Without these agreements, Williams might well not have access to the funds it currently uses to operate its telecommunications businesses. By acting now to grant Williams' STA requests, the FCC can help bring about the successful reorganization WCG, and ensure continued uninterrupted service to the millions of Williams' customers.

Respectfully submitted,

Troy F. Tanner

Andrew D. Lipman
Troy F. Tanner
Counsel for
Bank of America, N.A., Administrative
Agent for the Lenders

cc: John Rogovin (FCC)
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