

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX #
358145

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FCC RECEIVED

SEP 03 2003

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Sidley Austin Brown & Wood LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)
\$860.00

(4) STREET ADDRESS LINE NO 1
c/o Mark Schneider

(5) STREET ADDRESS LINE NO 2
1501 K Street, N.W.

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20005

(9) DAYTIME TELEPHONE NUMBER (include area code)
202-736-8058

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)
005047097

(12) PAYER (TIN)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME
Leucadia National Corporation

(14) STREET ADDRESS LINE NO 1
c/o Joseph Orlando

(15) STREET ADDRESS LINE NO 2
315 Park Avenue South

(16) CITY
New York

(17) STATE
NY

(18) ZIP CODE
10010

(19) DAYTIME TELEPHONE NUMBER (include area code)
212-460-1900

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)
0006929319

(22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN OTHER ID

(24A) PAYMENT TYPE CODE
CUT

(25A) QUANTITY
1

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE
\$860.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I **Laurie McCarty** certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE *Laurie McCarty* DATE **September 03 2003**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31) MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described

SIGNATURE _____

DATE _____

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
WILTEL COMMUNICATIONS, LLC)	File No.
)	
Application Pursuant to Section 214 of the)	
Communications Act of 1934 and Section 63.04 of)	
the FCC's rules for Consent to the Transfer of Control)	
of WilTel Communications, LLC from)	
WilTel Communications Group, Inc. to)	
Leucadia National Corporation)	

Attention: Wireline Competition Bureau

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the FCC's rules, the Shareholders of WilTel Communications Group, Inc. ("WilTel") and Leucadia National Corporation ("Leucadia") seek consent to the transfer of control of WilTel Communications, LLC ("WCL") from WilTel to Leucadia.¹ WCL holds authority pursuant to Section 214 to provide domestic telecommunications services.²

Through its wholly-owned operating subsidiary, WCL, WilTel operates or manages a technologically advanced, fully operational, next-generation fiber-optic broadband network that spans over 30,000 route-miles connecting 125 cities in the United States and extends to Asia, Europe, Mexico and the Pacific Rim.

¹ WilTel, Leucadia and WCL are collectively referred to herein as the "Parties" or the "Applicants." WCL's original name, Williams Communications, LLC, has been changed to WilTel Communications, LLC

² WCL also holds international Section 214 authority, satellite earth station licenses, microwave licenses, and cable landing licenses. The Parties are filing appropriate applications for consent to transfer control of those licenses.

Grant of the requested transfer of control will permit consummation of an exchange offer of stock that has been approved by the Boards of Directors of WilTel and Leucadia (the "Offer"). Leucadia currently is the beneficial owner of approximately 47.4 percent of WilTel's stock and seeks to acquire shares through the Offer that will increase its ownership to more than fifty percent (majority control).³

Leucadia made its initial investment in WilTel in 2002 as part of the plan of reorganization ("POR") approved by the United States Bankruptcy Court for the Southern District of New York (Case No. 02-119577). With the infusion of capital made by Leucadia, WilTel was able to continue to provide competitive telecommunications services through its successful reorganization. Commission consent was granted for the consummation of the POR pursuant to applications that reported that Leucadia would hold in excess of forty percent of WilTel's stock, and would elect four of WilTel's nine-member board of directors. Consummation of the Offer will permit Leucadia to acquire in excess of fifty percent of WilTel's voting common stock.

A more detailed description of the Parties and the transaction are provided below, along with the information required pursuant to Section 63.04 of the Commission's rules.

I. Description of the Applicants

A. WilTel Communications, LLC ("WCL"). WCL provides domestic common carrier services pursuant to the blanket Section 214 authority granted in Section 63.01(a) of the Commission's rules. WilTel owns 100% of the equity of WCL.

³ If the Offer is successful, Leucadia intends to acquire up to 100% of the stock of WilTel.

B. WilTel Communications Group, Inc. ("WilTel") In the POR, WilTel was formed as a new corporation for which new publicly-traded common stock was issued to Leucadia and the unsecured creditors of the predecessor to WilTel. Leucadia currently owns approximately 47.4 percent of WilTel's stock; the remaining 52.6 percent is widely held among public shareholders.

C. Leucadia National Corporation ("Leucadia") Leucadia National Corporation ("Leucadia"). Ian M. Cumming is Chairman of the Board of Leucadia and Joseph S. Steinberg is President of Leucadia. Each is a citizen of the United States. As of August 25, 2003, Ian Cumming beneficially owned approximately 15.3% of the outstanding shares of Leucadia and Mr. Steinberg beneficially owned approximately 16.8% of the outstanding shares of Leucadia (in each case including shares owned by charitable trusts or trusts for the benefit of Mr. Steinberg's children over which Mr. Steinberg does not have voting or dispositive power). Messrs. Cumming and Steinberg have an oral agreement pursuant to which they will consult with each other as to the election of a mutually acceptable Board of Directors of Leucadia. Consummation of the Offer will have the effect of diluting the ownership levels of Mr. Cumming and Mr. Steinberg in Leucadia because shares of Leucadia will be exchanged for shares of WilTel as part of the Offer.

II. Description of the Transaction

As noted above, WilTel and Leucadia have entered into an agreement that contemplates the initiation and consummation of an exchange offer through which Leucadia will, if successful, own a controlling interest in WilTel.

By the terms of the Offer, Leucadia will not acquire any shares of WilTel common stock in the offer unless WilTel stockholders (other than Leucadia and its affiliates) have validly tendered into the Offer a majority of the shares of WilTel common stock not owned by Leucadia and its affiliates. As part of the Offer, Leucadia may have a wholly-owned subsidiary, Wrangler Acquisition Corp. ("Wrangler"), temporarily hold its shares of WilTel, pending the merger of Wrangler into WilTel. The temporary role of Wrangler will be determined by the number of public shareholders of WilTel that subscribe to the Offer. If the Offer is successful, Leucadia intends to acquire up to 100% of the stock of WilTel.

III. Public Interest Showing

Grant of this application will serve the public interest, convenience, and necessity by allowing WiTel to continue to recover from bankruptcy, to continue to stabilize the management and operations of WCL, and to return to a condition from which it can continue to be a dynamic competitor in the provision of telecommunications services.

IV. Information Required by Section 63.04

The Parties seek authority for the transfer of control of WCL from WiTel to Leucadia. Therefore, pursuant to Section 63.04(a) of the Commission's rules, the Parties submit the following information in support of this application:

(1) The transferors are the Shareholders of WiTel Communications Group, Inc. Their address and telephone number are:

Shareholders of WiTel Communications Group, Inc.
c/o Jeff Storey, Chief Executive Officer and President
WiTel Communications Group, Inc
One Technology Center
Tulsa, OK 74103
(918) 547-9398

The transferee is Leucadia National Corporation. Its address and telephone number are:

Leucadia National Corporation
c/o Joseph Orlando, Chief Financial Officer, Vice President
315 Park Avenue South
New York, NY 10010
(212) 460-1900

The carrier to be transferred is WCL. Its address and telephone number are:

WiTel Communications, LLC
c/o Candice Cheeseman, General Counsel and Secretary
One Technology Center
Tulsa, OK 74103
(918) 547-9398

(2) WCL is a limited liability company organized and existing under the laws of the state of Delaware. WilTel is a Nevada corporation. Leucadia is a New York corporation.

(3) Correspondence concerning this application should be addressed to the following.

Candice Cheeseman, Esq.
WilTel Communications Group, Inc.
One Technology Center
Tulsa, OK 74103

Leucadia National Corporation
c/o Joseph Orlando, Chief Financial Officer, Vice President
315 Park Avenue South
New York, NY 10010

Mark D. Schneider, Esq.
Sidley Austin Brown & Wood LLP
1501 K Street, N.W.
Washington, DC 20005

(4) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least 10% of the equity of the authorized carrier following the proposed transaction:

Leucadia National Corporation
315 Park Avenue South
New York, NY 10010
(212) 460-1900
Citizenship: USA (New York corporation)
Principal Business: Diversified holding company

Ian M. Cumming⁴
529 East South Temple
Salt Lake City, Utah 84102
Citizenship: USA

Joseph S. Steinberg⁵
315 Park Avenue South
New York, NY 10010
Citizenship: USA

⁴ Ian M. Cumming is Chairman of the Board of Leucadia.

⁵ Joseph S. Steinberg is President of Leucadia.

As of August 25, 2003, Ian Cumming beneficially owned approximately 15.3% of the outstanding shares of Leucadia, and Joseph Steinberg beneficially owned approximately 16.8% of the outstanding shares of Leucadia (in each case including shares owned by charitable trusts or trusts for the benefit of Mr. Steinberg's children over which Mr. Steinberg does not have voting or dispositive power). Messrs. Cumming and Steinberg have an oral agreement pursuant to which they will consult with each other as to the election of a mutually acceptable Board of Directors of Leucadia. The Offer will dilute the ownership levels of Mr. Cumming and Mr. Steinberg because shares of Leucadia will be exchanged for shares of WilTel as part of the Offer.

WilTel still will hold all of the stock of WCL. No other owner of Leucadia's stock will directly or indirectly own ten percent or more of WilTel's or WCL's stock.

(5) WCL hereby certifies pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) As set forth above, this application seeks Commission consent to the transfer of control of WCL, a domestic telecommunications services provider, from WilTel to Leucadia.

(7) Transferor WilTel, through its operating subsidiary WCL, operates or manages approximately 30,000 route miles of a nationwide fiber-optic network. It provides voice and data telecommunications services over its network on a wholesale basis to other telecommunications companies.

(8) The instant application qualifies for streamlining under Section 63.03(b)(2)(1) because WCL will have a market share in the interstate, interexchange market of less than 10% and will provide competitive exchange services and exchange access only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction and because no party to this application is dominant with respect to any service.

(9) As noted above, WCL holds domestic Section 214 authority, satellite earth station licenses, microwave licenses, and cable landing licenses, and the Parties are also filing applications seeking Commission consent to the transfer of control of these licenses. The Parties do not request special consideration as the business in question is not facing imminent failure.

(10) No waiver requests are being filed in conjunction with the transaction.

(11) As discussed above, grant of the instant application will permit WilTel to continue to recover from bankruptcy, and WCL to continue to provide competitive telecommunications services. Accordingly, the Parties submit that grant of the application will serve the public interest, convenience, and necessity.

V. Conclusion

For the foregoing reasons, the Parties respectfully request that the Commission consent to the transfer of control of WCL and its domestic telecommunications operations from WilTel to Leucadia.

Respectfully submitted,

Shareholders of WilTel Communications
Group, Inc.

By: Jeff Storey (m/s)
Jeff Storey, Chief Executive Officer
& President

Leucadia National Corporation

By: Joseph Orlando (m/s)
Joseph Orlando, Chief Financial
Officer & Vice President

WilTel Communications, LLC

By: Candace Cheeseman (m/s)
Candace Cheeseman, General Counsel
& Secretary

Dated: September 3, 2003