

INTERNATIONAL SECTION 214 APPLICATION  
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Transfer of Control from Shareholders of WilTel Communications Group, Inc. to Leucadia

1. Applicant			
<b>Name:</b>	Leucadia National Corporation	<b>Phone Number:</b>	212-460-1900
<b>DBA Name:</b>		<b>Fax Number:</b>	212-598-4869
<b>Street:</b>	315 Park Avenue South 20th Floor	<b>E-Mail:</b>	
<b>City:</b>	New York	<b>State:</b>	NY
<b>Country:</b>	USA	<b>Zipcode:</b>	10010 -
<b>Attention:</b>	Joseph Orlando, CFO		

2. Contact

<b>Name:</b>	Mark D. Schneider	<b>Phone Number:</b>	202-736-8058
<b>Company:</b>	Sidley Austin Brown & Wood LLP	<b>Fax Number:</b>	202-736-8711
<b>Street:</b>	1501 K Street NW	<b>E-Mail:</b>	mschneider@sidley.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20005 -
<b>Contact Title:</b>		<b>Relationship:</b>	Legal Counsel

3. Place of Incorporation of Applicant    New York

4. Other Company(ies) and Place(s) of Incorporation

5. Service Type(s) (check all that apply)

- Global or Limited Global Facilities–Based Authority (Section 63.18(e)(1))
- Global or Limited Global Resale Authority (Section 63.18(e)(2))
- Individual Facilities–Based Service (Section 63.18(e)(3))
- Individual Switched Resale Service (Section 63.18(e)(3))
- Individual Facilities–Based and Resale Service (Section 63.18(e)(3))
- Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18 (e)(3))
- Inmarsat and Mobile Satellite Service (Section 63.18(e)(3))
- Overseas Cable Construction (Section 63.18(e)(3))
- Individual Non–Interconnected Private Line Resale Service (Section 63.18(e)(3))
- Other (Section 63.18(e)(3))

6a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. **If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).**
- Governmental Entity     Noncommercial educational licensee
- Other (please explain):

6b. Fee Classification    CUT – Section 214 Authority

7. Destination Country(ies) (e.g., "Country X", "All international points", "All international points except Country X and Country Y" or "Countries X, Y, and Z only".)    N/A

8. Caption (description of authority requested, e.g., Application for Authority to Provide International Facilities–Based and Resold Services to All International Points Except Country X)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for approval to transfer control of International 214  
Authority--See combined Attachments 1 & 2

9. Does the applicant request streamlined processing pursuant to 47 C.F.R. Section 63.12? If yes, include in Attachment 1 a statement of how the application qualifies for streamlined processing.



Yes



No

10. If applying for authority to provide switched services over private lines pursuant to Section 63.16, provide the required showing in Attachment 1.

Applicant certifies that its responses to questions 11 through 17 are true:

11. If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(i) through (m).

12. Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12.



Yes



No

13. Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13.

Yes

No

14. [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.

15. In Attachment 1, respond to paragraphs (d), (e)(3) and (g) of Section 63.18.

16. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

Yes

No

17. By checking Yes, the applicant certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.

Yes

No

**CERTIFICATION**

18. Typed Name of Person Signing Joseph Orlando	19. Title of Person Signing Chief Financial Officer and Vice President			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).				
<table border="1" style="width: 100%;"><tr><td data-bbox="283 529 795 581">20. 1: Exh.1</td><td data-bbox="800 529 1312 581">2:</td><td data-bbox="1316 529 1822 581">3:</td></tr></table>		20. 1: Exh.1	2:	3:
20. 1: Exh.1	2:	3:		

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