



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 TWELFTH STREET, S.W.
WASHINGTON, D.C. 20554

DA 05-2963

News media information 202/418-0500 Fax-On-Demand 202/418-2830 Internet: <http://www.fcc.gov> <ftp.fcc.gov>

Released: November 14, 2005

**INTERNATIONAL BUREAU SEEKS COMMENT ON APPLICATIONS FOR
CONSENT TO TRANSFER CONTROL OF WILTEL COMMUNICATIONS, LLC AND VYVX,
LLC FROM LEUCADIA NATIONAL CORPORATION TO LEVEL 3
COMMUNICATIONS, LLC**

IB Docket No. 05-318

PLEADING CYCLE ESTABLISHED

Comments/Petitions Due: December 14, 2005

Oppositions Due: December 27, 2005

Replies Due: January 3, 2006

Leucadia National Corporation (“Leucadia”), WilTel Communications, LLC (“WilTel”), Vyvx, LLC (“Vyvx”), and Level 3 Communications, LLC (“Level 3”) (collectively, “the Applicants”) have filed a series of applications pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended¹ and section 2 of the Cable Landing License Act.² The Applicants seek Commission approval of the transfer of control to Level 3 of licenses and authorizations held by WilTel, a wholly-owned indirect subsidiary of Leucadia, and by Vyvx, a subsidiary of WilTel. This transfer of control will result from a proposed acquisition whereby Level 3 will acquire all of the outstanding shares of WilTel’s immediate parent company, WilTel Communications Group, LLC (“WCG”). The licenses and authorizations for which the Applicants seek consent to transfer control in this docketed proceeding consist of international section 214 authorizations held by WilTel and Vyvx, a joint interest held by WilTel in the submarine cable landing license for the China-U.S. Cable Network, and satellite earth station licenses held by Vyvx. WilTel has also filed an application to modify the cable landing license for the Japan-U.S. Cable Network to remove WilTel as a joint licensee.³

¹ 47 U.S.C. §§ 214, 310(d).

² See generally An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (“Cable Landing License Act”).

³ In addition, the Applicants have applied for Commission consent to transfer of control of WilTel’s domestic section 214 authorization and terrestrial wireless licenses. Any action on the applications for which we here provide public notice in this docketed proceeding is without prejudice to Commission action on these other related, pending applications.

WilTel and its subsidiary Vyvx are both Delaware limited-liability companies headquartered in Tulsa, Oklahoma. The Applicants state that WilTel is a leading provider of customized communications services, including voice, data and IP-based services, for enterprise and carrier customers. WilTel operates or manages a next-generation fiber-optic network connecting 118 cities in the United States and extending internationally to Europe, Mexico, and the Pacific Rim. WilTel holds authority to provide intrastate, interexchange telecommunications services in all 50 states and competitive local exchange telecommunications services in fewer than five states. Vyvx provides interstate, interexchange and international media transmission services. Level 3 is a Delaware limited-liability company headquartered in Broomfield, Colorado and engages in the provision of domestic and international communications and information services. Level 3 is an indirect, wholly-owned subsidiary of Level 3 Communications, Inc., a Delaware corporation also headquartered in Broomfield, Colorado. It is a global communications and information services company that offers a wide range of communications services over its 23,000 mile broadband fiber optic network. Level 3 Communications, Inc. is a publicly traded company listed on the NASDAQ.

Under the terms of the October 30, 2005, Stock Purchase Agreement entered into between Leucadia and its affiliates and Level 3 and its affiliates, Level 3 will acquire all of the outstanding shares of WilTel's immediate parent, WCG, and control of WilTel and Vyvx. WilTel and Vyvx will continue to operate their facilities and provide service to their existing customers.

INTERNATIONAL SECTION 214 AUTHORIZATIONS

The following applications for consent to the transfer of control of international section 214 authorizations to Level 3 have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20051102-00460	WilTel Communications, LLC	ITC-214-19970115-00025
ITC-T/C-20051102-00461	Vyvx, LLC	ITC-214-20050907-00365

CABLE LANDING LICENSE APPLICATIONS

The following application for consent to the transfer of control of WilTel's interest in the submarine cable landing license for the China-U.S. Cable Network to Level 3 has been assigned the file number listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
SCL-T/C-20051102-00028	WilTel Communications, LLC	SCL-LIC-19980309-00005

The following application to modify the submarine cable landing license for the Japan-U.S. Cable Network to remove WilTel Communications, LLC as a joint licensee has been assigned the file number listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
SCL-MOD-20051020-00029	WilTel Communications, LLC	SCL-LIC-19981117-00025

SECTION 310(d) APPLICATIONS

Part 25 – Satellite Earth Station Authorization Applications

The following applications for consent to the transfer of control of satellite earth station authorizations to Level 3 have been assigned the file numbers listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
SES-T/C-20051102-01503	Vyvx, LLC	E000358
SES-T/C-20051102-01504	Vyvx, LLC	E865124
SES-T/C-20051102-01505	Vyvx, LLC	E873954
SES-T/C-20051102-01506	Vyvx, LLC	E000352

EX PARTE STATUS OF THIS PROCEEDING

Pursuant to section 1.1200(a) of the Commission's rules,⁴ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under section 1.1206 of the Commission's rules.⁵

We direct parties making oral *ex parte* presentations to the Commission's statement re-emphasizing the public's responsibility in permit-but-disclose proceedings and remind such parties that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.⁶ More than a one- or two-sentence description of the views and arguments presented is generally required.⁷ Other rules pertaining to oral and written presentations are set forth in section 1.1206(b) as well.⁸ We urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions.⁹

GENERAL INFORMATION

The applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one (31) days following the date of this Public Notice.¹⁰

⁴ 47 C.F.R. § 1.1200(a).

⁵ *Id.* § 1.1206.

⁶ See Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings, *Public Notice*, 15 FCC Rcd 19945 (2000).

⁷ See 47 C.F.R. § 1.1206(b)(2).

⁸ *Id.* § 1.1206(b).

⁹ See discussion *infra*.

¹⁰ See 47 U.S.C. § 309(b).

Interested parties must file comments or petitions to deny no later than **December 14, 2005**. Persons and entities that file comments or petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Responses or oppositions to comments and petitions must be filed no later than **December 27, 2005**. Replies to such pleadings must be filed no later than **January 3, 2006**. All filings concerning matters referenced in this Public Notice should refer to **DA 05-2963** and **IB Docket No. 05-318**, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission's procedures for the submission of filings and other documents,¹¹ submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **Electronic Filers:**¹² Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/>. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket number. Parties also may submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.
- **Paper Filers:** Parties who choose to file by paper must file an original and four copies of each filing.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building.

Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743.

U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered

¹¹ See *Implementation of Interim Electronic Filing Procedures for Certain Commission Filings*, Order, 16 FCC Rcd 21483 (2001); see also *FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence*, Public Notice, 16 FCC Rcd 22165 (2001); *Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media*, Public Notice, 18 FCC Rcd 16705 (2003).

¹² See *Electronic Filing of Documents in Rulemaking Proceedings*, GC Docket No. 97-113, Report and Order, 13 FCC Rcd 11322 (1998).

as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to the Commission's duplicating contractor, Best Copy and Printing, Inc., at fcc@bcpiweb.com or (202) 488-5563 (facsimile).

Additionally, filers may deliver courtesy copies by email or facsimile to the following Commission staff:

- (1) James Ball, Chief, Policy Division, International Bureau, at james.ball@fcc.gov or (202) 418-2824 (facsimile);
- (2) Susan O'Connell, Policy Division, International Bureau, at susan.o'connell@fcc.gov or (202) 418-2824 (facsimile);
- (3) JoAnn Lucanik, Satellite Division, International Bureau, at joann.lucanik@fcc.gov or (202) 418-0748 (facsimile);
- (4) Alex Johns, Competition Policy Division, Wireline Competition Bureau, at alexis.johns@fcc.gov or (202) 418-1413 (facsimile); and
- (5) Jim Bird, Office of General Counsel, at jim.bird@fcc.gov or (202) 418-1234 (facsimile).

Copies of the Applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc., in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at fcc@bcpiweb.com. The Applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The Applications also are available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>.

People with Disabilities: To request this Public Notice in accessible formats (computer diskette, large print, audio recording, and Braille) send an email to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

For further information, contact Susan O'Connell, Policy Division, International Bureau, at 202-418-1484.

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