

ORIGINAL



July 6, 2005

Mr. Charles H. Hill
Deputy Executive Director
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

RECEIVED-FPSC
105 JUL - 7 AM 11: 27
COMMISSION
CLERK

Re: WilTel Communications, LLC Pro Forma Transaction

Dear Mr. Hill:

WilTel Communications, LLC ("WilTel") hereby notifies the Commission that its parent company, WilTel Communications Group, LLC ("WilTel Group"), intends to enter into the *pro forma* transaction detailed below. Under the transaction, WilTel Group will merge WilTel into another wholly-owned subsidiary of WilTel Group, named WilTel Communications Acquisition, LLC. The surviving entity will be named "WilTel Communications, LLC" and will hold WilTel's certificate of public convenience and necessity ("CPCN"). In addition, the surviving entity will have the identical ownership, management team, service portfolio and customers as WilTel currently has. In sum, there will be no ownership, management, technical, operational, financial or name change to WilTel as a result of this corporate transaction. A diagram of the transaction is attached for your convenience.

CMP _____
COM _____ WilTel Group intends to accomplish this transaction within the next twenty-one
CTR _____ (21) days provided that it receives any required approvals. WilTel is a certificated
ECR _____ nondominant interexchange carrier transferring its CPCN to an existing affiliate, which
GCL _____ will have the same name. Accordingly, there are no new financial or technical
OPC _____ qualifications that the Commission need review, and no customers will be affected by the
MMS _____ transaction. Should the Commission nevertheless believe that the transaction requires
RCA _____
SCR _____
SEC 1
OTH _____

DOCUMENT NUMBER-DATE

06396 JUL -7 05

FPSC-COMMISSION CLERK

Letter to Charles H. Hill
Page 2

further regulatory filings by WilTel, we ask that you notify us within the next seven (7) days so that we may take appropriate measures. If we do not hear from the Commission within this time period, WilTel will assume that this letter is sufficient and may proceed with the transaction.

Thank you for your time and attention. Please contact the undersigned if you have any questions or concerns.

Sincerely,

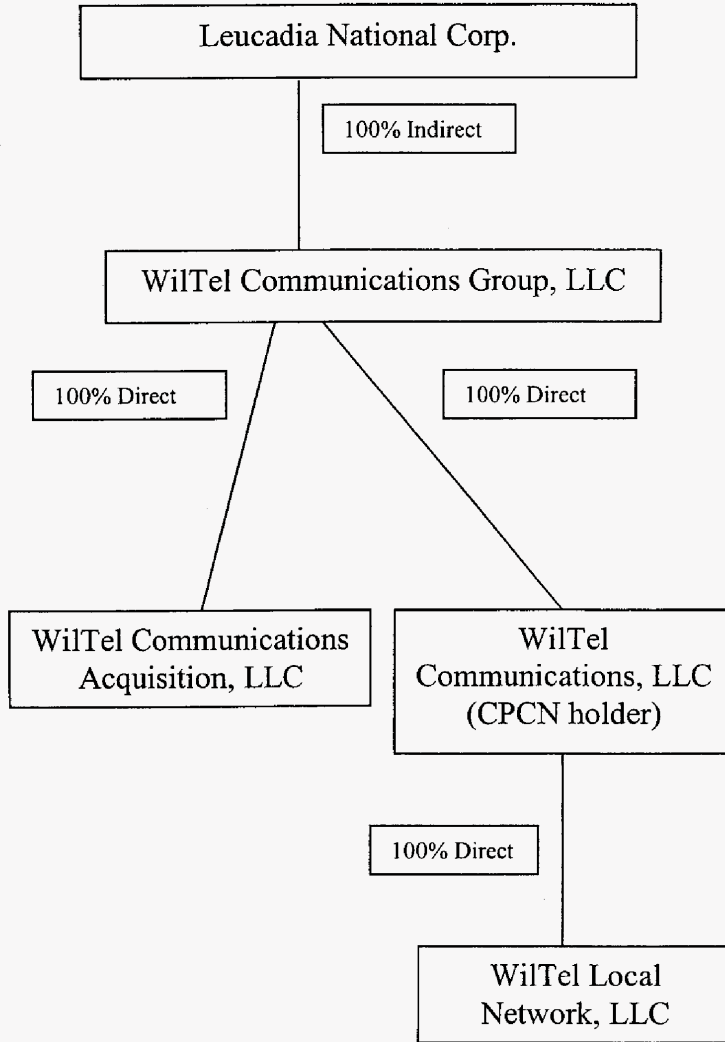


Adam Kupetsky
Director of Regulatory
Regulatory Counsel
One Technology Center TC15
Tulsa, OK 74103
918 547 2764 (telephone)
918 547 2360 (facsimile)
Adam.kupetsky@wiltel.com

Attachment

ATTACHMENT

Before Transaction



After Transaction

