



September 14, 2005

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SEP 15 2005

PUBLIC SERVICE
COMMISSION

Ms. Beth O'Donnell, Executive Director
Public Service Commission
211 Sower Boulevard
PO Box 615
Frankfort, KY 40602

Re: WilTel Communications, LLC Pro Forma Transaction

Dear Ms. O'Donnell:

On September 2, 2005, the parent company of WilTel Communications, LLC ("WilTel"), WilTel Communications Group, LLC ("WilTel Group") entered into a *pro forma* transaction under which WilTel Group merged WilTel into another wholly-owned subsidiary of WilTel Group, named WilTel Communications Acquisition, LLC ("WCA"). The surviving entity is named "WilTel Communications, LLC" and holds WilTel's CPCN. In addition, the surviving entity has the identical ownership, management team, service portfolio and customers as WilTel had previously. In sum, there was 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.

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

Sincerely,

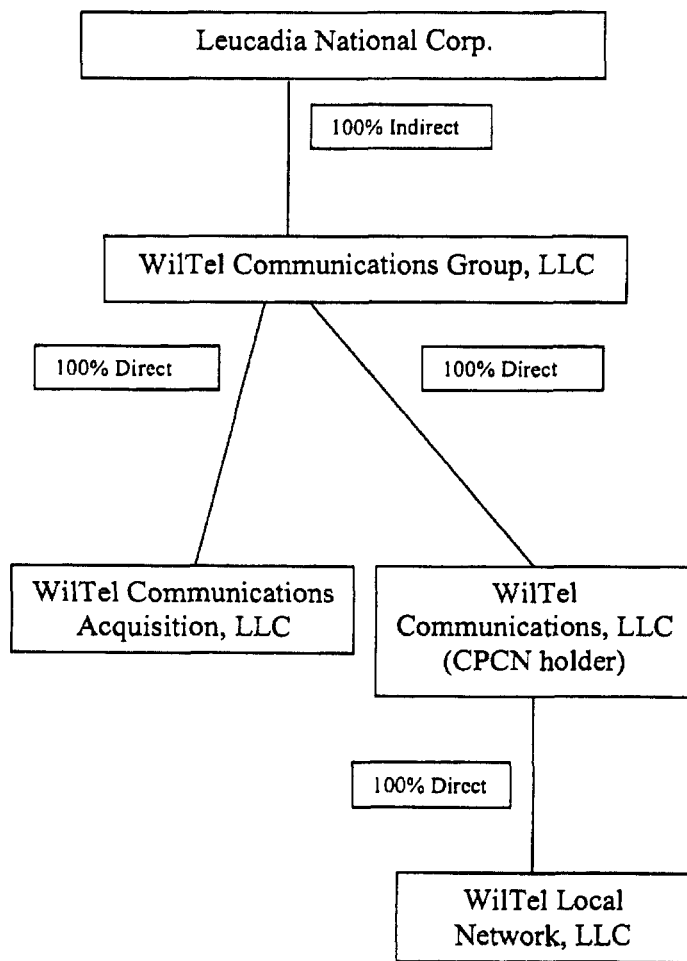
A handwritten signature in black ink, appearing to read "Adam Kupetsky".

Adam Kupetsky
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Regulatory Counsel
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Attachment

ATTACHMENT

Before Transaction



After Transaction

