

WITEL COMMUNICATIONS GROUP INC  
Form SC 13D/A  
October 30, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1  
SCHEDULE 13D  
(Rule 13d-101)

Under the Securities Exchange Act of 1934

WITEL COMMUNICATIONS, INC.  
(SUCCESSOR TO WILLIAMS COMMUNICATIONS GROUP, INC.)

-----  
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

-----  
(Title of class of securities)

972487 10 2

-----  
(CUSIP number)

JOSEPH A. ORLANDO  
VICE PRESIDENT AND CHIEF FINANCIAL OFFICER  
LEUCADIA NATIONAL CORPORATION  
315 PARK AVENUE SOUTH  
NEW YORK, NEW YORK 10010

WITH A COPY TO:

ANDREA A. BERNSTEIN, ESQ.  
WEIL, GOTSHAL & MANGES LLP  
767 FIFTH AVENUE  
NEW YORK, NEW YORK 10153

-----  
(Name, address and telephone number of person  
authorized to receive notices and communications)

OCTOBER 28, 2002

-----  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the

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Exchange Act.

(Continued on following pages)  
(Page 1 of 8 pages)

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CUSIP No.	972487 10 2		13D
-----			-----
1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		LUK Acquisition I, LLC
-----			-----
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
-----			-----
3	SEC USE ONLY		
-----			-----
4	SOURCE OF FUNDS:	N/A	
-----			-----
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
-----			-----
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		Delaware
-----			-----
NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
-----			-----
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	11,775,000 (s
-----			-----
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
-----			-----
PERSON WITH	10	SHARED DISPOSITIVE POWER:	11,775,000 (s
-----			-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		11,775,000 (s
-----			-----
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
-----			-----
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	23.55%	
-----			-----
14	TYPE OF REPORTING PERSON:	OO	(Limited Liabilit
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CUSIP No.	972487 10 2		13D
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1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		LUK Acquisition II, LLC
-----			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS:	N/A	
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)		
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		Delaware
-----			
NUMBER OF SHARES	7	SOLE VOTING POWER:	-0-
-----			
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	10,225,000 (s
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EACH REPORTING	9	SOLE DISPOSITIVE POWER:	-0-
-----			
PERSON WITH	10	SHARED DISPOSITIVE POWER:	10,225,000 (s
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		10,225,000 (s
-----			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	20.45%	
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14	TYPE OF REPORTING PERSON:	OO	(Limited Liabilit
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CUSIP No.	972487 10 2		13D
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1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		Leucadia National Corporat
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
-----			-----
3	SEC USE ONLY		
-----			-----
4	SOURCE OF FUNDS:	WC	
-----			-----
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
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6	CITIZENSHIP OR PLACE OF ORGANIZATION:		New York
-----			-----
NUMBER OF SHARES	7	SOLE VOTING POWER:	1,700,000 (
-----			-----
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	22,000,000 (s
-----			-----
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	1,700,000 (
-----			-----
PERSON WITH	10	SHARED DISPOSITIVE POWER:	22,000,000 (s
-----			-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		23,700,000 (s
-----			-----
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	47.40%	
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14	TYPE OF REPORTING PERSON:		CO
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Item 1. Security and Issuer.  
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This Statement constitutes Amendment No. 1 ("Amendment No. 1") to the statement on Schedule 13D (the "Original 13D") filed with the Securities and Exchange Commission by Leucadia National Corporation ("Leucadia"), and its subsidiaries, LUK Acquisition I, LLC ("LUK I") and LUK Acquisition II, LLC ("LUK II"), with respect to the common stock, \$0.01 par value per share (the "WilTel Common Stock"), of WilTel Communications Group, Inc., a Nevada corporation ("WilTel").

Unless otherwise indicated, all capitalized terms used herein have the meanings ascribed to them in the Original 13D.

Item 3. Source and Amount of Funds or Other Consideration.  
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On October 28, 2002, Leucadia purchased 1,700,000 shares of WilTel Common Stock, on a when issued basis, from Jefferies & Company, Inc. and two funds managed by Jefferies for an aggregate purchase price of \$20,400,000. The funds used for this acquisition were obtained from Leucadia's working capital.

Item 5. Interest in Securities of the Issuer.  
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(a)-(b) As of October 28, 2002, the Beneficial Owners beneficially owned the following shares of WilTel Common Stock:

(i) LUK I is the direct owner of 11,775,000 shares of WilTel Common Stock representing 23.55% of the 50,000,000 shares of WilTel Common Stock outstanding after giving effect to issuances of WilTel Common Stock pursuant to the Plan (the "Outstanding Shares").

(ii) LUK II is the direct owner of 10,225,000 shares of WilTel Common Stock representing 20.45% of the Outstanding Shares.

(iii) Upon issuance, Leucadia will be the direct owner of 1,700,000 shares of WilTel Common Stock representing 3.40% of the Outstanding Shares. By virtue of its ownership of all of the outstanding membership interests of LUK I and LUK II, for purposes of this Amendment No. 1, Leucadia may be deemed to share voting and dispositive power with respect to the shares of WilTel Common Stock owned of record by LUK I and LUK II, and therefore may be deemed to be the beneficial owner of an aggregate 23,700,000 shares of WilTel Common Stock representing 47.40% of the Outstanding Shares.

(c) Item 3 is incorporated herein by reference. Except for the 1,700,000 shares of WilTel Common Stock purchased on October 28, 2002 by Leucadia, none of the Beneficial Owners, nor, to the best of their knowledge, any of their respective executive officers or directors has effected any transactions in WilTel Common Stock since the filing of the Original 13D, which was filed on October 24, 2002.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships With  
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Respect to Securities of the Issuer.  
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See Item 3 hereof, which is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.  
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1. Agreement among the Beneficial Owners with respect to the  
filing of this Amendment No. 1.

6

SIGNATURE  
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After reasonable inquiry and to the best of my knowledge and  
belief, I certify that the information set forth in this statement is true,  
complete and correct.

Dated: October 30, 2002

LUK ACQUISITION I, LLC

BY:/s/ Joseph A. Orlando  
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Name: Joseph A. Orlando  
Title: President

LUK ACQUISITION II, LLC

BY:/s/ Joseph A. Orlando  
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Name: Joseph A. Orlando  
Title: President

LEUCADIA NATIONAL CORPORATION

BY:/s/ Joseph A. Orlando  
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Name: Joseph A. Orlando  
Title: Vice President and Chief Financial Officer

