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disclosed Termination, Mutual Release and Settlement Agreement with SBC to prepay, on a quarterly basis as such payments are received, the term loans under the Credit Agreement. As a result, these quarterly prepayments will accelerate the amortization of the term loans; however, these payments will also reduce any mandatory prepayments that otherwise would have been due under the Credit Agreement with respect to Excess Cash Flow (as defined in the Credit Agreement).

A copy of the form of the Amendment is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 First Amendment to Third Amended and Restated Credit and Guaranty Agreement, dated September 2, 2005, by and among WilTel Communications, LLC, WilTel Communications Group, LLC, the Subsidiary Guarantors (as defined), the Lenders (as defined), and the First Lien Administrative Agent, the Second Lien Administrative Agent and the Administrative Agent for the Lenders.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 9, 2005

LEUCADIA NATIONAL CORPORATION

/s/ Joseph A. Orlando

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

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EXHIBIT INDEX

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