

FCC 602
Main Form

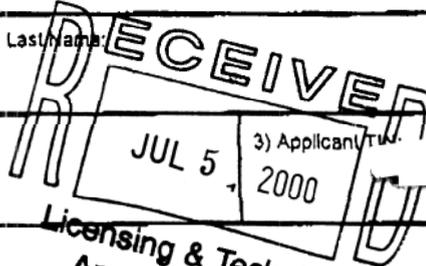
FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

ORIGINAL

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
TXU Communications Ventures Company		2000	



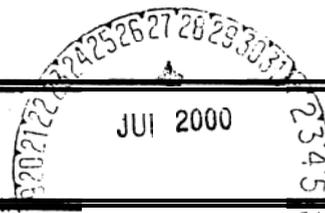
Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
TXU Communications Telephone Company	Local telephone provider	[REDACTED]	100%
TXU Communications Transport Company	telecommunications company	[REDACTED]	100%
TXU Communications Telecom Company	Software development company	[REDACTED]	100%
TXU Communications Services Company	Internal corporate support	[REDACTED]	100%
Fort Bend Telephone Company	local telephone provider	[REDACTED]	100%
Fort Bend Long Distance Company	long distance telephone provider	[REDACTED]	100%
Fort Bend Wireless Company	wireless telephone service provider	[REDACTED]	100%
Telcon. Inc.	software development company	[REDACTED]	100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
John	IF	Stephens	Jr.
Title: Assistant Secretary			
Signature:	Date:		
	JUL 2000		6/24/2000



Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity)		3) Applicant TIN:	
TXU Communications Ventures Company (cont.)		[REDACTED]	

Related FCC **Regulated Businesses of Applicant/Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
FBCIP, Inc.	Software Development Company		100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	suffix:
Title:			
Signature:			Date:

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 16, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual) John		MI:	Last Name Stephens		Suffix
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's TIN	
4) Disclosable Interest Holder's Address 1601 N. Bryan Street, 30th Floor Dallas, TX 75201					
5) Type of Interest in Applicant (<input type="radio"/>) (refer to Instructions for list) 0%		6) Disclosable Interest Holder is a(n): (<input checked="" type="radio"/>) (refer to Instructions for list of codes):		7) Percent of interest Held in Applicant:	
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list) N / A			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant) N/A					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identifier)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business	11c) TIN:	11d) Percent of Interest Held:
None			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual); Other Officers & Directors (See Exhibit C)		MI:	Last Name	suffix.
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:				
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant,
6) Disclosable Interest Holders Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Pinnacle One GP, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1601 N. Bryan Street, 30th Floor Dallas, TX 75201			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment A			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each Interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:		
TXU Communications Company				
4) Disclosable Interest Holder's Address				
1601 N. Bryan Street, 30th Floor Dallas, TX 75201				
5) Type of Interest in Applicant (I) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
				50%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
C Voting			U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				
See Attachment A				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): a		MI: e		Suffix:	
2) Disclosable Interest Holder's Name (if entity): TXU Energy Industries Company				3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address, 1601 N. Bryan Street, 30th Floor Dallas, TX 75201					
5) Type of Interest in Applicant (<input checked="" type="checkbox"/>) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): (<input checked="" type="checkbox"/>) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: %	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment A					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
TXU Electric Company	Electric Utility Company		100%
TXU Gas Company	Gas Utility Company		100%
TXU Mining Company	Mines Natural Resources		100%
TXU Fuel Company	Purchases stores and transports **		100%
TXU Business Services Co.	Internal Corporate Support Only		100%
Communications License Holdings I, Inc.	Holds FCC Licenses Only		100%

** fuel for the use by the generators of TXU Electric.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		m MI:	e :	suffix:
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN:	
TXU Corp.				
4) Disclosable Interest Holder's Address:				
1601 N. Bryan Street, 30th Floor Dallas, TX 75201				
5) Type of Interest in Applicant (I) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
				50%
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
C Voting			U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				
See Attachment A				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <p style="text-align: center;">Zenith Telecom Trust</p>			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <p style="text-align: center;">1601 N. Bryan Street, 30th Floor Dallas, TX 75201</p>				
5) Type of Interest in Applicant (I) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes): <p style="text-align: center;">See Attachment B</p>		7) Percent of Interest Held in Applicant: <p style="text-align: center;">50%</p>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <p style="text-align: center;">G&L Voting</p>			9) Disclosable Interest Holder's Country of Citizenship: <p style="text-align: center;">U.S.A.</p>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <p style="text-align: center;">See Attachment A</p>				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual) N/A	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity). DLJ Investment Funding II Inc.		3) Disclosable Interest Holder's TIN: --	
4) Disclosable Interest Holder's Address: 277 Park Avenue, New York, NY 10128			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n). () (refer to instructions for list of codes): I,	7) Percent of Interest Held in Applicant 22.34%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O-Trust Certificates - Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See attached chart			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

II a) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if necessary):	1 b) Principal Business:	II c) TIN:	II d) Percent of Interest Held:
None	-a-		

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): N / A	MI:	Last Name.	Suffix:
2) Disclosable interest Holder's Name (if entity): John Hancock Mutual Life Insurance Co.		3) Disclosable interest Holders TIN: ---	
4) Disclosable Interest Holder's Address: 200 Clarendon Street, Boston, MA 02117			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C	7) Percent of Interest Held in Applicant: 25.33%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O-Trust Certificates - Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See attached chart			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): N / A	MI: 1	Last Name:	suffix.
2) Disclosable Interest Holder's Name (if entity): John Hancock Financial Services, Inc.,		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 200 Clarendon Street Boston, MA 02117			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C	7) Percent of Interest Held in Applicant: 25.33%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C-Voting	9) Disclosable Interest Holder's Country of Citizenship: U.S.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See attached chart			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			
	-I-		
	-a-		
	-I-		
	-I-		

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): N/A	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): LJM2 - Zenith, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 333 Clay Street, Suite 1203 Houston, Texas 77002			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): { } (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant 13.33%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O-Trust Certificates		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See attached chart			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
None			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): N/A	MI: --	Last Name: 	suffix:
2) Disclosable Interest Holder's Name (if entity): LMJ2 Co-Investment, LP		3) Disclosable Interest Holder's TIN 	
4) Disclosable Interest Holder's Address: 333 Clay Street, Suite 1203 Houston, Texas 77002			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I		7) Percent of Interest Held in Applicant: 13.33%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): S-Voting (Membership Interests)		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See attached chart			

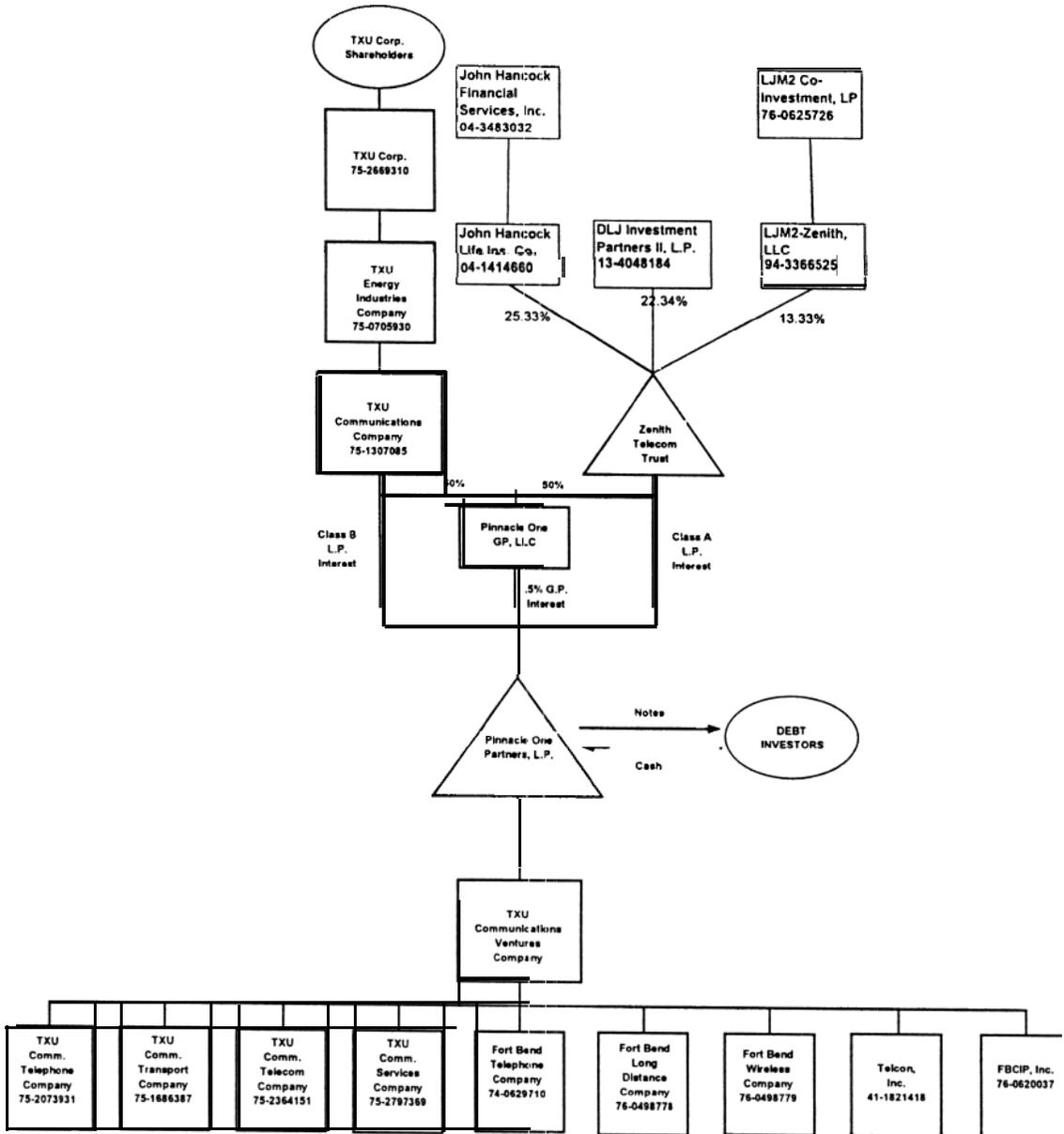
Related FCC Regulated Businesses of Disclosable Interest Holders repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held.
None			

PROPOSED RESTRUCTURING

EXHIBIT A

Final Structure



Zenith Telecom Trust

Zenith Telecom Trust is a special purpose business trust that has been created under the laws **of** the State of Delaware as a vehicle for contemplated investment in the communications enterprises of companies currently under the TXU Corp. umbrella. It will hold the Class A LP Interest and the Class A GP Interest in Pinnacle One GP, LLC. The Class B LP Interest and the Class B GP Interest in Pinnacle One **GP**, LLC will be held by **TXU** Communications Company.

TXU Communications Ventures Company – Officers & Directors

TXU Communications Ventures Company has only recently been formed and, consequently, it does not yet have a full compliment of officers and directors. However, when that information is known, the parties will amend this ownership disclosure report.