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Applicant/Licensee Information

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

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) Percent of Interest Held:
TXU Communications Telephone Company	Local telephone provider	100%
TXU Communications Transport Company	telecommunications company	100%
TXU Communications Telecom Company	Software development company	100%
TXU Communications Services Company	Internal corporate support	100%
Fort Bend Telephone Company	local telephone provider	
Fort Bend Long Distance Company	long distance telephone provider	00%
Fort Bend Wireless Company	wireless telephone service provider	100%
Telcon Inc.	software development company	100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
John	F	Stephens	JF
Title:			
Assistant Secretary			
Signature:			Date:
			9/27/2000

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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).

10 64/00

Applicant/Licensee Information

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

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		7100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name	MI	Last Name	Suffix
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Title:

Signature:	Date
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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. Cod., 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. Cod., Title 47, Section 503).

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 Holders First Name (if individual) John	MI	Last Name Stephens	Suffix
2) Disclosable Interest Holders Name (if entity)		3) Disclosable Interest Holders 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)	6) Disclosable Interest Holder is a(n): (<input type="radio"/>) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant. 0%
6) 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 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			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holder's First Name (if individual): Other Officers & Directors (See Exhibit C)	M:	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: _____	
8) Disclosable Interest Holder's 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:

FCC Ownership Disclosure information for the
Wireless Telecommunications Services

Schedule for Disc&able 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):	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)

	11b) Principal Business:	11c) TIN:	

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): TXU Communications Company		3) Disclosable Interest Holder's TIN: - - *C	
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): 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:

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): 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 50%	
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.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

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) TXU Corp.		3) Disclosable Interest Holders 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 let)	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): 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:		

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): Zenith Telecom Trust		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): (0) (refer to instructions for list of codes): See Attachment B		7) Percent of interest Held in Applicant 50%
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G&L 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: Molders (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
N/A			
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
DLJ Investment Partners II, L.P.		[REDACTED]	
4) Disclosable Interest Holder's Address.			
277 Park Avenue, New York, NY 10128			
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:	
I	L	26.52%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
0 - Trust Certificates - Voting		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)		MI	Last Name	Suffix
N/A				
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holders TIN:	
John Hancock Mutual Life Insurance Co.				
4) Disclosable interest Holders Address				
200 Clarendon Street, Boston, MA 02117				
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
I		C		25.33%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list)			9) Disclosable Interest Holder's Country of Citizenship	
O-Trust Certificates - Voting			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			

FCC Ownership Disclosure information for the
Wireless Telecommunications Services

Approved by OMB
0360-0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holders First Name (if individual) N / A		MI	Last Name		Suffix
2) Disclosable Interest Holder's Name (if entity): John Hancock Financial Services, Inc.				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%	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C-Voting			9) Disclosable Interest Holders 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			

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, TX 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: 14.00%
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)

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			

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, TX 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): L		7) Percent of Interest Held in Applicant: 14.00%	
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			

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 Partners L.P.		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). L	7) Percent of Interest Held in Applicant 11.79%	
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list): 0 - 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)

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):		MI:	Last Name:	Suffix
N/A				
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN:	
Utah Retirement Systems				
4) Disclosable Interest Holder's Address:				
540 East 200 South Salt Lake City, Utah 84102				
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:
I		0 - State Pension Fund		11.79%
6) Disclosable interest Holders Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
L			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				

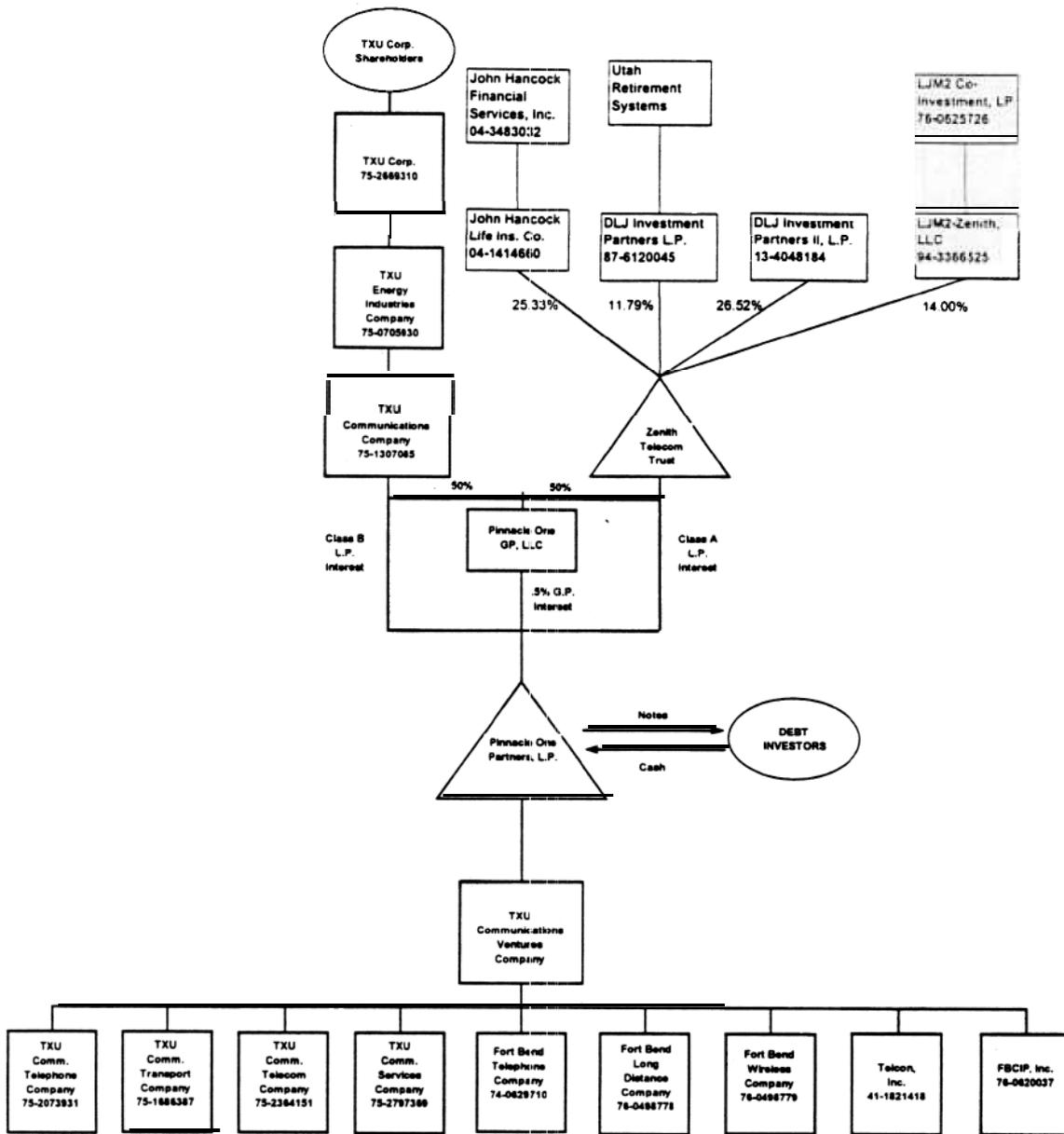
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

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			

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.