

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:
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		100%
Fort Bend Long Distance Company	long distance telephone provider		100%
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: John	MI: F.	Last Name: STEUTE	Suffix: Jr.
Title: ASSISTANT SECRETARY			
Signature: <i>[Handwritten Signature]</i>		Date: May 17, 2000	

RECEIVED
MAY 28 2000
Licensing & Technical
Analysis Branch

MAY 2000
WTR
1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31

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).

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	[REDACTED]	100%

Signature

5) Typed or Printed Name of Patty **Authorized** to Sign

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

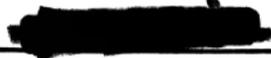
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FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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 Holder's TIN: 	
4) Disclosable Interest Holders 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 Holders 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)

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:	11c) TIN:	II d) 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): TXU Energy Industries Company			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders 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): (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)

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:
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 Communications 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 (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%
3) 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:

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 Holders 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)

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:

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:	
Zenith Telecom Trust				[REDACTED]	
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):		7) Percent of Interest Held in Applicant:	
5		See Attachment B		%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:		
G&L 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) John		MI: F	Last Name: Stephens	Suffix: Jr
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)	6) Disclosable Interest Holder is a(n): (<input checked="" type="checkbox"/> I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 0%	
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 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:
N/A			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 -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)

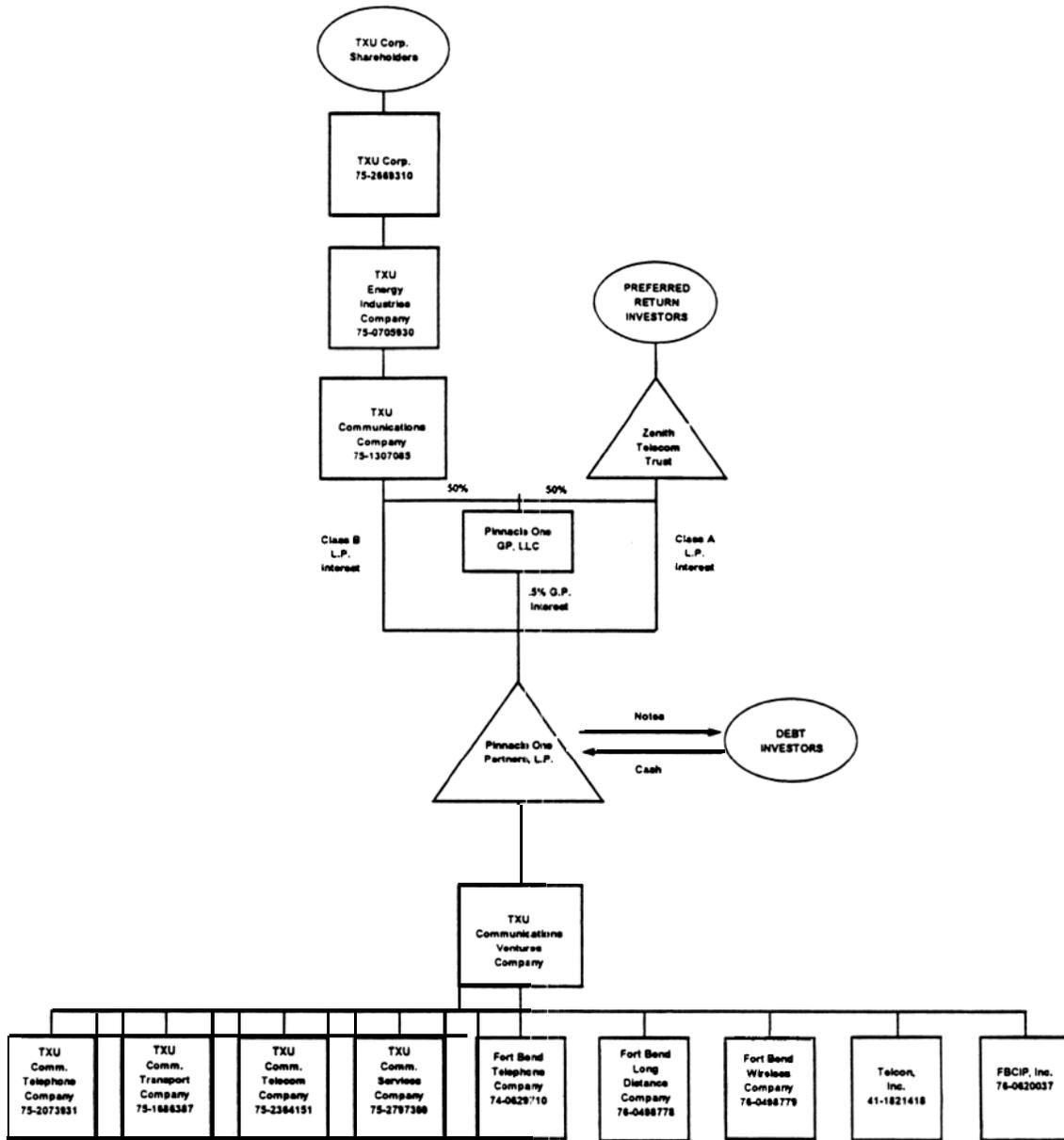
1) Disclosable Interest Holder's First Name (if individual): Other Officers & Directors (See Exhibit C)	MI:	
2) Disclosable Interest Holder's Name (if entity):	3) Disclosable Interest Holders TIN	
4) Disclosable Interest Holder's Address:		
5) Type of Interest in Applicant () (refer to Instructions for 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:

PROPOSED RESTRUCTURING

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.

Beneficial ownership interests in Zenith Telecom Trust will be issued to "Investor Interest Holders." It is anticipated that, over the next several weeks the identity of such Investor Interest Holders will be determined, at which point the parties will amend this ownership disclosure report to the extent that any investor acquires (or will acquire at closing) a ten percent or greater ownership interest in Zenith Telecom Trust.

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.