

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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March 11, 2002

Wireless Telecommunications Bureau  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 173257245

**Re: FCC Form 602 Prospective Ownership Report  
IWL Communications, Inc.**

Dear Sir or Madam:

On behalf of IWL Communications, Inc., transmitted herewith are an original and one (1) copy of its FCC Form 602 ownership report, reflecting its prospective ownership pursuant to a proposed transaction, see FCC File No. 0000780857.

Please date-stamp the enclosed extra copy provided for this purpose and return it to our offices. Should you have any questions concerning this matter, please do not hesitate to contact the undersigned at (202) 424-7673.

Very truly yours,

  
Nancy Killien Spooner

Enclosures





**Applicant / Licensee Information**

|  |     |   |         |
|--|-----|---|---------|
| 1) First Name (if individual):                             | MI: | Last Name:                                      | Suffix: |
| 2) Applicant Name (if entity):<br>IWL Communications, Inc. |     | 3) FCC Registration Number (FRN):<br>0001643766 |         |

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

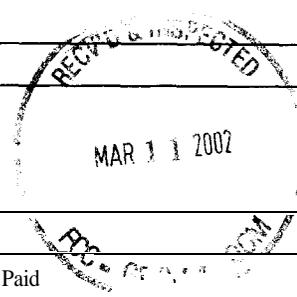
| 4a)<br>Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>FCC Registration Number (FRN): | 4d)<br>Percent of Interest Held: |
|---|----------------------------|---------------------------------------|----------------------------------|
| Spacelink Systems, Inc.<br>6400 C Street, S.W., P.O. Box 3177<br>Cedar Rapids, IA 52406                                     | Telecommunications         | 0006240493                            | 100%                             |
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**Signature**

5) Typed or Printed Name of Party Authorized to Sign

|  |           |                    |         |
|--|-----------|--------------------|---------|
| First Name:<br>David                                     | MI:<br>R. | Last Name:<br>Conn | Suffix: |
| Title:<br>Vice President, Parent, McLeodUSA Incorporated |           |                    |         |

|                                   |                  |
|-----------------------------------|------------------|
| Signature:<br><i>David R Conn</i> | Date:<br>3/08/02 |
|-----------------------------------|------------------|



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).**

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):<br>CapRock Communications Corp.   |  | 3) FCC Registration Number(FRN):<br><b>0006234447</b>                  |         |
| 4) Disclosable Interest Holder's Address:<br>6400 C Street, S.W., P.O. Box 3177, Cedar Rapids, IA 52406  |  |  |         |
| 5) Type of Interest in Applicant ( D )<br>(refer to Instructions for list):  | 6) Disclosable Interest Holder is a (n): ( C )<br>(refer to instructions for list of codes): | 7) Percent of Interest Held in Applicant:<br>1 0 0 %                   |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br>— ( X ) Voting<br>— ( ) Non-Voting              |  | 8) Disclosable Interest Holder's Country of Citizenship:<br><br>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): |  |  |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| See Main Form for indirect interests   |                             |  |                                   |
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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):<br><b>McLeodUSA Incorporated</b>   |  |  | 3) FCC Registration Number(FRN):<br>0004198446                     |   |
| 5) Disclosable Interest Holder's Address:<br>6400 C Street, S.W., P.O. Box 3 177, Cedar Rapids, IA 52406  |  |  |  |   |
| 5) Type of interest in Applicant ( )<br>(refer to Instructions for list):   |  | 6) Disclosable Interest Holder is a (n): ( C )<br>(refer to instructions for list of codes): |  | 6) Percent of Interest Held in Applicant:<br>100% |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br>( X ) Voting<br>-- ( ) Non-Voting  |  |  | 9) Disclosable Interest Holder's Country of Citizenship:<br>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):<br>Direct parent of McLeodUSA Holdings, Inc., which is the direct parent of Applicant. |  |  |  |   |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| McLeodUSA Telecom Development Inc.<br>6400 C Street, S.W., P.O. Box 3 177<br>Cedar Rapids, IA 52406  | Telecommunications          | 0006335046                             | 100% indirect                     |
| McLeodUSA Community Telephone, Inc.<br>6400 C Street, S.W., P.O. Box 3 177<br>Cedar Rapids, IA 52406   | Telecommunications          | 0005158878                             | 100% indirect                     |
| Illinois Consolidated Telephone Company<br>6400 C Street, S.W., P.O. Box 3 177<br>Cedar Rapids, IA 52406   | Telecommunications          | 0004333712                             | 100% indirect                     |
| Dakota Community Telephone, Inc.<br>6400 C Street, S.W., P.O. Box 3 177<br>Cedar Rapids, IA 52406  | Telecommunications          | 0006383392                             | 100% indirect                     |
| Greene County Partners, Inc.<br>6400 C Street, S.W., P.O. Box 3 177<br>Cedar Rapids, IA 52406  | Telecommunications          | 0004154605                             | 85% indirect                      |
| Illinois SMSA Limited Partners<br>6400 C Street, S.W., P.O. Box 3 177<br>Cedar Rapids; IA 52406  | Telecommunications          | 0002840718                             | 27% indirect                      |
| McLeodUSA Telecommunications Services, Inc.<br>6400 C Street S. N., P.O. Box 3 177<br>Cedar Rapids; IA 52406   | Telecommunications          | 0003716073                             | 100% indirect                     |
| See Main Form for additional indirect holdings   |                             |  |                                   |

Schedule for Disclosable Interest Holders

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

|   |  |   |         |
|---|--|---|---------|
| 7) Disclosable Interest Holder's First Name (if individual):  | MI:  | Last Name:  | Suffix: |
| 3) Disclosable Interest Holder's Name (if entity):<br>Forstmann Little & Co. Equity Partnership-V, L.P. ("Equity-V")  |  | 9) FCC Registration Number(FRN):<br>0006586531                      |         |
| 10) Disclosable Interest Holder's Address:<br>767 Fifth Avenue, New York, NY 10153  |  |   |         |
| 5) Type of interest in Applicant ( I )<br>(refer to Instructions for list):   | 6) Disclosable Interest Holder is a (n): ( L )<br>(refer to instructions for list of codes): | 11) Percent of Interest Held in Applicant:<br><b>10.9%</b>          |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting  |  | 12) Disclosable Interest Holder's Country of Citizenship:<br>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):<br>Direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant. |  |   |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned<br>by Disclosable Interest Holder listed in Item 1 or 2 (use<br>additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| XO Communications, Inc.<br>11111 Sunset Hills Rbad<br>Reston, VA 22 102  | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 8 9 1 2 8  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

|   |  |  |   |   |
|---|--|--|---|---|
| 11) Disclosable Interest Holder's First Name (if individual):   |  | MI:  | Last Name:  | Suffix:   |
| 12) Disclosable Interest Holder's Name (if entity):<br>Forstmann Little & Co. Subordinated Debt and Equity Management Buyout Partnership-VII, L.P. ("MB0-VII")  |  |  | 13) FCC Registration Number(FRN):<br>0006587125                     |   |
| 14) Disclosable Interest Holder's Address:<br>767 Fifth Avenue, New York, NY 10153  |  |  |   |   |
| 5) Type of Interest in Applicant ( L )<br>(refer to Instructions for list):   |  | 6) Disclosable Interest Holder is a (n): ( L )<br>(refer to instructions for list of codes): |   | 13) Percent of Interest Held in Applicant:<br>16.6% |
| 8) Disclosable Interest Holder's Type of ownership ( C )<br>(refer to instructions for list):<br><br>( X ) Voting<br>-- ( ) Non-Voting  |  |  | 14) Disclosable Interest Holder's Country of Citizenship:<br>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):<br>Direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant. |  |  |   |   |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| XO Comtnications, Inc.<br>11111 Sunset Hills Road<br>Reston, VA 22 102   | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

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|---|--|--|---|---|
| 15) Disclosable Interest Holder's First Name (if individual):   |  | MI:  | Last Name:  | Suffix:   |
| 16) Disclosable Interest Holder's Name (if entity):<br><b>Forstmann Little &amp; Co. Equity Partnership-VII, L.P. ("Equity-VII")</b>  |  |  | 17) FCC Registration Number(FRN):<br>0006551725                     |   |
| 18) Disclosable Interest Holder's Address:<br>767 Fifth Avenue, New York, NY 10 153   |  |  |   |   |
| 5) Type of Interest in Applicant ( L )<br>(refer to Instructions for list):   |  | 6) Disclosable Interest Holder is a (n): ( L )<br>(refer to instructions for list of codes): |   | 15) Percent of Interest Held in Applicant:<br>14.2% |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting  |  |  | 16) Disclosable Interest Holder's Country of Citizenship:<br>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):<br>Direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant. |  |  |   |   |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned<br>by Disclosable Interest Holder listed in Item 1 or 2 (use<br>additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| XO Communications, Inc.<br>11111 Sunset Hills Road<br>Reston, VA 22102   | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

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|---|--|--|---|--|
| 19) Disclosable Interest Holder's First Name (if individual):   |  | MI:  | Last Name.:   | Suffix:  |
| 20) Disclosable Interest Holder's Name (if entity):<br>FL6 XXX Partnership, L.P. ("FLC XXX")  |  |  | 21) FCC Registration Number(FRN):<br>0006587224                     |  |
| 22) Disclosable Interest Holder's Address:<br>767 Fifth Avenue, New York, NY 10153  |  |  |   |  |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):   |  | 6) Disclosable Interest Holder is a (n): ( L )<br>(refer to instructions for list of codes): |   | 17) Percent of Interest Held in Applicant:<br>10.9% indirect |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> Voting<br><input type="checkbox"/> Non-Voting  |  |  | 18) Disclosable Interest Holder's Country of Citizenship:<br>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):<br>General partner of Equity-V, which is a direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant. |  |  |   |  |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| XO Communications, Inc.<br>11111 Sunset Hills Road<br>Reston, VA 22102   | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

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|--|--|-----|---|---------|
| 23) Disclosable Interest Holder's First Name (if individual):  |  | MI: | Last Name:  | Suffix: |
| 24) Disclosable Interest Holder's Name (if entity):<br><b>FLC XXXIII Partnership, L.P. ("FLC XXXIII")</b>  |  |     | 25) FCC Registration Number(FRN):<br>00065 87299                    |         |
| 26) Disclosable Interest Holder's Address:<br>767 Fifth Avenue, New York, NY 10 153  |  |     |   |         |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):  | 6) Disclosable Interest Holder is a (n): ( L )<br>(refer to instructions for list of codes): |     | 19) Percent of Interest Held in Applicant:<br>16.6% indirect        |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting   |  |     | 20) Disclosable Interest Holder's Country of Citizenship:<br>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):<br>General partner of MBO-VII, which is a direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant. |  |     |   |         |

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

| 1 la)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 1 lb)<br>Principal Business: | 1lc)<br>FCC Registration Number (FRN): | 1ld)<br>Percent of Interest Held: |
|---|------------------------------|--|-----------------------------------|
| <b>XO Communications, Inc.</b><br>11111 Sunset Hills Road<br><b>Reston, VA 22 102</b>   | Telecommunications           |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89 128  | Broadcasting                 |  |                                   |
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Schedule for Disclosable Interest Holders

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

|  |  |   |         |
|--|--|---|---------|
| 7) Disclosable Interest Holder's First Name (if individual):   | MI:  | Last Name:  | Suffix: |
| 8) Disclosable Interest Holder's Name (if entity):<br>FLC XXX11 Partnership, L.P. ("FLC XXXII")  |  | 29) FCC Registration Number(FRN):<br>0006587414                     |         |
| 9) Disclosable Interest Holder's Address:<br>767 Fifth Avenue, New York, NY 10153  |  |   |         |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):  | 6) Disclosable Interest Holder is a (n): ( L )<br>(refer to instructions for list of codes): | 21) Percent of Interest Held in Applicant:<br>14.2% indirect        |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting   |  | 22) Disclosable Interest Holder's Country of Citizenship:<br>U.S.A. |         |
| 0) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):<br>General partner of Equity-VII, which is a direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant. |  |   |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| XO Communications, Inc.<br>11111 Sunset Hills Road<br>Reston, VA 22102   | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

|  |  |  |  |   |
|--|--|--|--|---|
| 31) Disclosable Interest Holder's First Name (if individual):<br><b>Theodore</b>   |  | MI:<br><b>J</b>  | Last Name:<br><b>Forstmann</b>   | Suffix:   |
| 12) Disclosable Interest Holder's Name (if entity):  |  |  | 33) FCC Registration Number(FRN):<br><b>0006587513</b>                     |   |
| 14) Disclosable Interest Holder's Address:<br><b>767 Fifth Avenue, New York, NY 10 153</b>   |  |  |  |   |
| 5) Type of Interest in Applicant ( 1 )<br>(refer to Instructions for list):  |  | 6) Disclosable interest Holder is a (n): ( 1 )<br>(refer to instructions for list of codes): |  | 23) Percent of Interest Held in Applicant:<br><b>20.2% actual indirect interest</b> |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting   |  |  | 24) Disclosable Interest Holder's Country of Citizenship:<br><b>U.S.A.</b> |   |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):<br><b>A general partner of FLC XXX, FLC XXX111 and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant.</b> |  |  |  |   |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned<br>by Disclosable Interest Holder listed in Item 1 or 2 (use<br>additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| <b>XO Communications, Inc.</b><br>11111 Sunset Hills Road<br><b>Reston, VA 22102</b>   | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

|  |  |  |         |
|--|--|--|---------|
| 35) Disclosable Interest Holder's First Name (if individual):<br>Sandra  | MI:<br>J   | Last Name:<br>Horbach  | Suffix: |
| 36) Disclosable Interest Holder's Name (if entity):  |  | 37) FCC Registration Number(FRN):<br><b>0006587570</b>                       |         |
| 38) Disclosable Interest Holder's Address:<br>767 Fifth Avenue, New York, NY 10 153  |  |  |         |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):  | 6) Disclosable Interest Holder is a (n): ( I )<br>(refer to instructions for list of codes): | 25) Percent of Interest Held in Applicant:<br>11.5% actual indirect interest |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting   |  | 26) Disclosable Interest Holder's Country of Citizenship:<br>U.S.A.          |         |
| 10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):<br>A general partner of FLC XXX, FLC XXX111 and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant. |  |  |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| XO Communications, Inc.<br>11111 Sunset Hills Road<br>Reston, VA 22102   | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

|   |  |   |         |
|---|--|---|---------|
| 9) Disclosable Interest Holder's First Name (if individual):<br><b>Thomas</b>   | MI:<br><b>H</b>  | Last Name:<br><b>Lister</b>   | Suffix: |
| 10) Disclosable Interest Holder's Name (if entity):   |  | 41) FCC Registration Number(FRN):<br><b>00065 87687</b>                                     |         |
| 12) Disclosable Interest Holder's Address:<br><b>767 Fifth Avenue, New York, NY 10153</b>   |  |   |         |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):   | 6) Disclosable Interest Holder is a (n): ( I )<br>(refer to instructions for list of codes): | 27) Percent of Interest Held in Applicant:<br><b>Less than 10% actual indirect interest</b> |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting  |  | 28) Disclosable Interest Holder's Country of Citizenship:<br><b>U.S.A.</b>                  |         |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect <b>owner</b> to the applicant):<br><b>4 general partner of FLC XXX, FLC XXXIII and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant.</b> |  |   |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| <b>XO Communications, Inc.</b><br>11111 Sunset Hills Road<br><b>Reston, VA 22102</b>   | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

|  |  |   |         |
|--|--|---|---------|
| 43) Disclosable Interest Holder's First Name (if individual):<br><b>Winston</b>  | MI:<br><b>W</b>  | Last Name:<br><b>Hutchins</b>   | Suffix: |
| 44) Disclosable Interest Holder's Name (if entity):  |  | 45) FCC Registration Number(FRN):<br><b>00065 87695</b>                                     |         |
| 46) Disclosable Interest Holder's Address:<br><b>767 Fifth Avenue, New York, NY 10153</b>  |  |   |         |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):  | 6) Disclosable Interest Holder is a (n): ( I )<br>(refer to instructions for list of codes): | 29) Percent of Interest Held in Applicant:<br><b>Less than 10% actual indirect interest</b> |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting   |  | 30) Disclosable Interest Holder's Country of Citizenship:<br><b>U.S.A.</b>                  |         |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):<br><b>A general partner of FLC XXX, FLC XXXIII and FLC XXXII, which are the respective general partners of Equity-V, MBO-VII and Equity-VII, which, in turn, are direct shareholders of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant.</b> |  |   |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned<br>by Disclosable Interest Holder listed in Item 1 or 2 (use<br>additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| <b>XO Communications, Inc.</b><br>1111 Sunset Hills Road<br><b>Reston, VA 22102</b>  | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128  | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

|   |  |   |         |
|---|--|---|---------|
| 47) Disclosable Interest Holder's First Name (if individual):<br><b>Jamie</b>   | MI:<br><b>C</b>  | Last Name:<br><b>Nicholls</b>   | Suffix: |
| 48) Disclosable Interest Holder's Name (if entity):   |  | 49) FCC Registration Number(FRN):<br><b>0006587729</b>                                      |         |
| 50) Disclosable Interest Holder's Address:<br><b>767 Fifth Avenue, New York, NY 10153</b>   |  |   |         |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):   | 6) Disclosable Interest Holder is a (n): ( I )<br>(refer to instructions for list of codes): | 31) Percent of Interest Held in Applicant:<br><b>Less than 10% actual indirect interest</b> |         |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting  |  | 32) Disclosable Interest Holder's Country of Citizenship:<br><b>U.S.A.</b>                  |         |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):<br><b>A general partner of FLC XXXIII and FLC XXXII, which are the respective general partners of MBO-VII and Equity-VII, which, in turn, are direct shareholders of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant.</b> |  |   |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| <b>XO Communications, Inc.</b><br>1111 I Sunset Hills Road<br><b>Reston, VA 22102</b>  | Telecommunications          |  |                                   |
| Citadel Communications Corporation<br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89 128   | Broadcasting                |  |                                   |
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Schedule for Disclosable Interest Holders

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

|   |  |  |   |   |
|---|--|--|---|---|
| 51) Disclosable Interest Holder's First Name (if individual):<br><b>Gordon</b>  |  | MI:<br><b>A</b>  | Last Name:<br><b>Holmes</b>   | suffix:   |
| 52) Disclosable Interest Holder's Name (if entity):   |  |  | 53) FCC Registration Number(FRN):<br><b>0006587828</b>                      |   |
| 54) Disclosable Interest Holder's Address:<br><b>767 Fifth Avenue, New York, NY 10153</b>   |  |  |   |   |
| 5) Type of Interest in Applicant ( I )<br>(refer to Instructions for list):   |  | 6) Disclosable interest Holder is a (n): ( I )<br>(refer to instructions for list of codes): |   | 33) Percent of Interest Held in Applicant:<br><b>Less than 10% actual indirect interest</b> |
| 8) Disclosable Interest Holder's Type of Ownership ( C )<br>(refer to instructions for list):<br><br><input checked="" type="checkbox"/> ( X ) Voting<br><input type="checkbox"/> ( ) Non-Voting  |  |  | 34) Disclosable Interest Holder's Country of Citizenship:<br><b>Ireland</b> |   |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):<br><b>A general partner of FLC XXXIII and FLC XXXII, which are the respective general partners of MBO-VII and Equity-VII, which, in turn, are direct shareholders of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., direct parent of Applicant.</b> |  |  |   |   |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>FCC Registration Number (FRN): | 11d)<br>Percent of Interest Held: |
|--|-----------------------------|--|-----------------------------------|
| <b>XO Communications, Inc.</b><br>11111 Sunset Hills Road<br><b>Reston, VA 22 102</b>  | Telecommunications          |  | Less than 25% indirect            |
| <b>Citadel Communications Corporation</b><br>City Center West, Suite 400<br>7201 Mead Boulevard<br>Las Vegas, NV 89128                                     | Broadcasting                |  | Less than 25% indirect            |
|  |                             |  |                                   |
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