

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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April 1, 2002

Wireless Telecommunications Bureau  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245



**Re: Updated FCC Form 602 Prospective Ownership Report  
McLeodUSA Telecommunications Services, Inc.**

Dear Sir or Madam:

On behalf of McLeodUSA Telecommunications Services, Inc., transmitted herewith are an original and one (1) copy of its FCC Form 602 ownership report, reflecting its updated and corrected prospective ownership pursuant to a proposed transaction, see FCC File No. 0000780722.

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,

A handwritten signature in cursive script that reads "Nancy Killian Spooner".

Nancy Killian Spooner

Enclosures

**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): McLeodUSA Telecommunications Services, Inc.		3) FCC Registration Number (FRN): 0003716073	

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

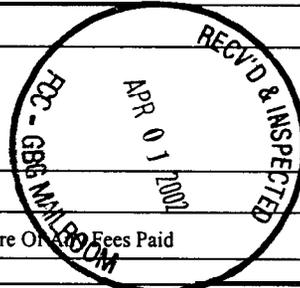
4a) Name and address of all FCC <b>Regulated</b> Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:
McLeodUSA Telecom Development Inc. 6400 C Street, S.W., P.O. Box 3 177 Cedar Rapids, IA 52406	Telecommunications	0006335046	00%

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: David	MI: R.	Last Name: Conn	Suffix:
Title: Vice President, Parent, McLeodUSA Incorporated			

Signature: 	Date: 3/29/02
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Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of 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).**

4/9/02

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): McLeodUSA Holdings, Inc. *			3) FCC Registration Number(FRN): 0004770699	
4) Disclosable Interest Holder's Address: 6400 C Street, S.W., P.O. Box 3177, Cedar Rapids, IA 52406				
5) Type of Interest in Applicant ( D ) (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: 100%
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			8) 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):				

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

Ila) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	Ilb) Principal Business:	Ilc) FCC Registration Number (FRN):	Ild) Percent of Interest Held:
McLeodUSA Community Telephone, Inc. 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0005158878	100%
Illinois Consolidated Telephone Company 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0004333712	100% indirect
Dakota Community Telephone, Inc. 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0006383392	100% indirect
Greene County Partners, Inc. 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids, IA 52406	Telecommunications	0004154605	85%
Illinois SMSA Limited Partners 6400 C Street, S.W., P.O. Box 3177 Cedar Rapids; IA 52406	Telecommunications	0002840718	27% 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)**

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): McLeodUSA Incorporated			3) FCC Registration Number(FRN): 0004198446	
5) Disclosable Interest Holder's Address: 6400 C Street, S.W., P.O. Box 3177, Cedar Rapids, IA 52406				
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):		6) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting ( ) Non-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): Parent of McLeodUSA Holdings, Inc., direct parent of Applicant.				

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

11a) Name and address of all FCC Regulated Businesses owed by Disclosable Interest Holder listed in Item 1 or 2 (we additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
IWL Communications, Incorporated 6400 C Street, S.W., P.O. Box 3 177 Cedar Rapids, IA 52406	Telecommunications	0001643766	100% indirect
Spacelink Systems, Inc. 6400 C Street, S.W., P.O. Box 3 177 Cedar Rapids, IA 52406	Telecommunications	0006240493	100% indirect
See Main Form and Schedule A for McLeodUSA Holdings, Inc. for additional indirect interests			

Schedule for Disclosable Interest Holders

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

7) <b>Disclosable Interest</b> Holder's Fii Name (if individual):		MI:	Last Name:	Suffix:
8) Disclosable Interest Holder's Name (if entity): <b>Forstmann Little &amp; Co. Equity Partnership-V, L.P. ("Equity-V")</b>			9) FCC Registration Number(FRN): 000658653 1	
10) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):		6) <b>Disclosable</b> Interest Holder is a (n): ( L ) (refer to instructions for list of codes):		11) Percent of Interest Held in Applicant: 10.9%
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			12) Disclosable Interest Holder's <b>Country</b> of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect <b>owner</b> , list path of ownership <b>from</b> indirect <b>owner</b> to the applicant): Direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., parent of Applicant.				

**elated 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 Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

Schedule for Disclosable Interest Holders

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

11) <b>Disclosable</b> Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
12) <b>Disclosable</b> Interest Holder's Name (if entity): <b>Forstmann Little &amp; Co. Subordinated Debt and Equity Management Buyout Partnership-VII, L.P. ("MBO-VII")</b>		13) FCC Registration Number(FRN): 0006587125	
14) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) <b>Type</b> of Interest in Applicant ( 1 ) (refer to <b>Instructions</b> for list):	6) Disc&able Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	13) Percent of Interest Held in Applicant: 16.6%	
8) Discosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting -- ( ) Non-Voting	14) Disclosable Interest Holder's <b>Country</b> 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): Direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., parent of 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 Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89 128	Broadcasting		

Schedule for Disclosable Interest Holders

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

15) <b>Disclosable</b> Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
16) <b>Disclosable Interest</b> Holder's Name (if entity): <b>Forstmann Little &amp; Co. Equity Partnership-VII, L.P. ("Equity-VII")</b>			17) FCC Registration Number(FRN): 0006551725	
18) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):		6) <b>Disclosable</b> Interest Holder is a (n): ( L ) (refer to instructions for list of codes):		15) Percent of Interest Held in Applicant: 14.2%
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> ( X ) Voting <input type="checkbox"/> ( ) Non-Voting			16) Disclosable Interest Holder's <b>Country</b> 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): Direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., parent of 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 <b>Disclosable</b> Interest Holder listed in Item 1 or 2 ( <b>use</b> additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Communications, Inc.</b> 11111 Sunset Hills Road <b>Reston, VA 22102</b>	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

Schedule for Disclosable Interest Holders

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

19) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
20) Disclosable Interest Holder's Name (if entity): <b>FLC XXX Partnership, L.P. ("FLC XXX")</b>			21) FCC Registration Number (FRN): <b>0006587224</b>	
22) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10 153				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):		17) Percent of Interest Held in Applicant: 10.9% indirect
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting ( ) Non-Voting			18) 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): General partner of Equity-V, which is a direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., parent of 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 Item I or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22 102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

Schedule for Disclosable Interest Holders

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

23) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
24) Disclosable Interest Holder's Name (if entity): <b>FLC XXXIII Partnership, L.P. ("FLC XXXIII")</b>			25) FCC Registration Number(FRN): 0006587299	
26) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):		19) Percent of Interest Held in Applicant: 25.1% indirect
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			20) 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): General partner of MBO-VII, which is a direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA				

**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 Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22 102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

Schedule for Disclosable Interest Holders

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

27) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
28) Disclosable Interest Holder's Name (if entity): FLC XXXII Partnership, L.P. ("FLC XXXII")			29) FCC Registration Number (FRN): 0006587414	
30) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):		21) Percent of Interest Held in Applicant: 14.2% indirect
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting ( ) Non-Voting			22) 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): General partner of Equity-VII, which is a direct shareholder of McLeodUSA Incorporated, parent of McLeodUSA Holdings, Inc., parent of 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 Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

Schedule for Disclosable Interest Holders

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

31) <b>Disclosable</b> Interest Holder's First Name (if individual): Theodore	MI: J	Last Name: Forstmann	Suffix:
32) Disclosable Interest Holder's Name (if entity):		33) FCC Registration Number(FRN): 00065875 13	
34) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of Interest in Applicant ( I ) (refer to <b>Instructions</b> for list):	6) Disclosable Interest Holder is a (n): ( I ) (refer to instructions for list of codes):	23) Percent of Interest Held in Applicant: 20.2% actual indirect interest	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting	24) 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): 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., parent of 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 Item 1 or 2 (we additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 720 1 Mead Boulevard Las Vegas, NV 89 128	Broadcasting		

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): Sandra		MI: J	Last Name: Horbach	Suffix:
36) Disclosable Interest Holder's Name (if entity):			37) FCC Registration Number(FRN): 0006587570	
38) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10 153				
5) Type of Interest in Applicant ( I ) (refer to <b>Instructions</b> for list):		6) Disclosable Interest Holder is a (n): ( I ) (refer to <b>Instructions</b> for list of codes):		25) Percent of <b>Interest</b> Held in Applicant: 11.5% actual indirect interest
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			26) 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): 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., parent of 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 Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22 102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89128	Broadcasting		

Schedule for Disclosable Interest Holders

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

39) <b>Disclosable Interest</b> Holder's First Name (if individual): Thomas	MI: H	<b>Last Name:</b> Lister	<b>Suffix:</b>
40) Disclosable Interest Holder's Name (if entity):		41) FCC Registration <b>Number(FRN):</b> 0006587687	
42) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10 153			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) <b>Disclosable</b> interest Holder is a (n): ( I ) (refer to instructions for list of codes):	27) Percent of Interest Held in Applicant: Less than 10% actual indirect interest	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		28) 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): 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., parent of Applicant.			

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

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

Schedule for Disclosable Interest Holdm

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

43) Disclosable Interest Holder's First Name (if individual): Winston	MI: W	Last Name: Hutchins	Suffix:
44) Disclosable Interest Holder's Name (if entity):		45) FCC Registration Number (FRN): 0006587695	
46) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): ( I ) (refer to instructions for list of codes):	29) Percent of Interest Held in Applicant: Less than 10% actual indirect interest	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting	30) 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): 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., parent of Applicant.			

**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 Item 1 or 2 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	Id) Percent of Interest Held:
XO Communications, Inc. 11111 Sunset Hills Road Reston, VA 22 102	Telecommunications		
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89 128	Broadcasting		

Schedule for Disclosable **Interest** Holders

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

47) <b>Disclosable</b> Interest Holder's First Name (if individual): Jamie	MI: C	<b>Last Name:</b> Nicholls	<b>Suffix:</b>
48) Disclosable Interest Holder's Name (if entity):		49) <b>FCC Registration Number(FRN):</b> <b>0006587729</b>	
50) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) <b>Disclosable</b> Interest Holder is a (n): ( I ) (refer to instructions for list of codes):	31) Percent of Interest Held in Applicant: Less than 10% actual indirect interest	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting	32) 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): 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., parent of Applicant.			

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

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

Schedule for Disclosable Interest Holders

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

51) <b>Disclosable</b> Interest Holder's First Name (if individual): Gordon	MI: A	Last Name: Holmes	<b>Suffix:</b>
52) Disclosable Interest Holder's Name (if entity):		53) FCC Registration Number(FRN): 0006587828	
54) Disclosable Interest Holder's Address: 767 Fifth Avenue, New York, NY 10153			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list):	6) <b>Disclosable</b> Interest Holder is a (n): ( I ) (refer to instructions for list of codes):	33) Percent of Interest Held in Applicant: % actual indirect interest	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		34) Disclosable Interest Holder's Country of Citizenship: Ireland	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 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., parent of Applicant.			

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

11a) Name and address of all FCC Regulated <b>Businesses owned</b> by <b>Disclosable</b> Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
<b>XO Communications, Inc.</b> 11111 Sunset Hills Road Reston, VA 22102	Telecommunications		Less than 25% indirect
Citadel Communications Corporation City Center West, Suite 400 7201 Mead Boulevard Las Vegas, NV 89 128	Broadcasting		Less than 25% indirect