

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING
(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Goldbergs Godlies Wiener Wright (3) TOTAL AMOUNT PAID (dollars and cents) \$ 780.00

(4) STREET ADDRESS LINE NO. 1 1229 19th Street NW
(5) STREET ADDRESS LINE NO. 2

(6) CITY Washington (7) STATE DC (8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202 429 4900 (10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) TXU Communications Ventures Company

(12) STREET ADDRESS LINE NO. 1 1601 Bryan Street
(13) STREET ADDRESS LINE NO. 2

(14) CITY Dallas (15) STATE TX (16) ZIP CODE 75201
(17) DAYTIME TELEPHONE NUMBER (include area code) 214 812 5565 (18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/ID ITC-92-050 (20A) PAYMENT TYPE CODE (PTC) C (21A) QUANTITY 1 (22A) FEE DUE FOR (PTC) IN BLOCK 2A \$ 780.00 FCC USE ONLY

(23A) FCC CODE 1 (23B) FCC CODE 1 (23C) FCC CODE 1 (23D) FCC CODE 1
(19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 2B FCC USE ONLY

(19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 2C FCC USE ONLY

(23C) FCC CODE 1 (23D) FCC CODE 2 (23E) FCC CODE 2 (23F) FCC CODE 2
(19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 2D FCC USE ONLY

(23D) FCC CODE 1
SECTION D - TAXPAYER INFORMATION (REQUIRED)
(25) PAYER TIN 0521309349 (26) APPLICANT TIN A000002338
(28) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-1 IS DIFFERENT FROM PAYER NAME IN A-3

(27) CERTIFICATION STATEMENT I, _____ (PRINT NAME) _____, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____
SECTION E - CERTIFICATION

(28) MASTERCARD
SECTION F - CREDIT CARD PAYMENT INFORMATION
EXPIRATION DATE: _____
MONTH _____ YEAR _____

(29) VISA
I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) described herein described.
AUTHORIZED SIGNATURE _____ DATE _____
SEE PUBLIC BURDEN ESTIMATE ON REVERSE
FCC FORM 159 JULY 1997 (REVISED)



⑈007078⑈ ⑆05400052⑆ 002187425⑈

MP
FOR FURTHER SUPPORT, THIS DOCUMENT CONTAINS MICROPRINTING IN THE BORDER AND A CARBON BAND ON THE REVERSE SIDE.

CRESTAR

[Handwritten signature]

\$ 78000

CHECK
AMOUNT

DATE	TO THE ORDER OF	DESCRIPTION	CHECK NUMBER
5/17/00	Federal Communications Comm	Filing - TVE	17078

PAY AMOUNT OF *Seven hundred eighty only* DOLLARS

EXPLANATION	AMOUNT

GOLDBERG, GODLES, WIENER & WRIGHT
1229 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036

7078
15-52/540



Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In re Application of)
)
TXU COMMUNICATIONS VENTURES COMPANY) FCC File No.
)
for authority for the transfer of control of a)
common carrier holding an international)
Section 214 authorization)

Application For Consent To Transfer Of Control

TXU Communications Ventures Company ("TCVC") hereby requests authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. § 63.18(e)(3), to acquire control of TXU Communications Telecom Services Company ("TCTSC"), a common carrier holding the following international Section 214 authorization:

File No. I-T-C-92-050 (granted Feb. 3, 1993).

TCVC requests streamlined processing of this application pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12.

Subject to prior Commission consent, the proposed transfer of control of the licensee will be accomplished by means of a corporate restructuring that will, among other things, bring in additional outside financing. Presently, TCTSC is a wholly-owned subsidiary of TXU Energy Industries Company ("TXU Energy"). As part of a structured financing arrangement involving TXU Energy and a number of its subsidiaries, TCTSC will become a wholly-owned subsidiary of TCVC, which will be wholly-owned by Pinnacle One Partners, L.P. ("Pinnacle One"). The sole general partner of Pinnacle One, in turn, will be Pinnacle One GP, LLC, which will be owned 50 percent by TXU Communications Company (a wholly-owned subsidiary of TXU Energy) and 50 percent by Zenith Telecom Trust, a special purpose business trust created under the laws of the State of Delaware. A diagram showing the restructuring of the entity as it will exist at closing is provided herewith.

Transfer of control of the existing Section 214 authorization to TCVC will help to maintain a competitor in the international telecommunications market, which will benefit consumers by maintaining downward price pressure on international telecommunications services. TCVC submits, therefore, that grant of this application will serve the public interest, convenience and necessity.

Pursuant to Section 63.18 of the Commission's rules, TCVC submits the following information in support of the instant application:

- (a) The name, address, and telephone number of the transferor:

TXU Energy Industries Company
1601 Bryan Street
Dallas, Texas 75201
(214) 812-5565

The name, address, and telephone number of the transferee:

TXU Communications Ventures Company
1601 Bryan Street
Dallas, Texas 75201
(214) 812-5565

- (b) Both TXU Energies and TCVC are incorporated under the laws of the State of Texas.
- (c) Correspondence relating to this application should be directed to:

For the Transferor:

Kirk R. Oliver
Treasurer and Assistant Secretary
TXU Energy Industries Company
1601 Bryan Street
Dallas, TX 75201
(214) 812-5565

For the Transferee:

Peter B. Tinkham, Secretary
TXU Communications Ventures Company
1601 Bryan Street
Dallas, TX 75201
(214) 812-5565

with a copy to:

Jonathan Wiener, Esq.
W. Kenneth Ferree, Esq.
Goldberg, Godles, Wiener & Wright
1229 19th Street, N.W.
Washington, D.C. 20036
202-429-4900

(d) TCVC has not previously received Section 214 authority to provide interstate or international telecommunications services. However, in a related transaction, TCVC is applying for authority to assume control of Fort Bend Long Distance Company, which holds an international Section 214 authorization (File No. ITC-96-428) and which also provides U.S. domestic long distance services under blanket domestic Section 214 authority.

(e) N/A

(f) N/A

(g) N/A

(h) TCVC is a wholly-owned subsidiary of Pinnacle One. The sole general partner of Pinnacle One is Pinnacle One GP LLC, which will be owned 50 percent by TXU Communications Company (a wholly-owned subsidiary of TXU Energy) and 50 percent by Zenith Telecom Trust.

TXU Energy is a wholly-owned subsidiary of TXU Corp., which is a Texas corporation headquartered in Dallas, Texas, and which is a publicly held company in which there are no ten percent or greater shareholders.

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 is anticipated that, over the next several weeks, and while this application is pending, the identity of such investors will be determined, at which point the parties will amend this application to the extent that any investor acquires (or will acquire at closing) a ten percent or greater ownership interest in Zenith Telecom Trust. The parties will also report to the Commission at such time that it is determined that there will be no initial ten percent or greater investors. In making the Zenith Telecom Trust available for investment, the parties will ensure that no foreign carriers, nor any affiliate of a foreign carrier, will be permitted to invest in Zenith Telecom Trust.

Neither TCVC, TXU Corp., nor Zenith Telecom Trust has interlocking directorates with any foreign carrier.

- (i) TCVC certifies that it is not a foreign carrier and that it has no affiliation with any foreign carrier. Consequently, TCVC is presumptively non-dominant on all international routes and this application warrants streamlined processing. See Review of International Common Carrier Regulations, IB Docket No. 98-118 (rel. March 23, 1999); 47 C.F.R. § 63.12(c).
- (j) TCVC certifies that it is not seeking to provide international telecommunications services to any destination country in which it is related to a foreign carrier in any manner set forth in Section 63.18(j)(1)-(4) of the Commission's rules.
- (k) N/A (see subparagraphs (i) & (j) above).
- (l) N/A (see subparagraph (i) above).
- (m) N/A (see subparagraph (i) above).
- (n) TCVC certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.

TCVC certifies that neither it nor any party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

Accordingly, and for the reasons stated above, TCVC submits that it is qualified to provide the services for which it requests authority herein, and each party submits that the public interest would be served by grant of this application pursuant to the streamlined procedures applicable to non-dominant carriers.

Respectfully submitted,

TXU ENERGY INDUSTRIES COMPANY

By:


Diane Kubin
Secretary

Date:

5/17/00

TXU COMMUNICATIONS VENTURES COMPANY

By:


John Stephens
Assistant Secretary

Date:

5-17-00

Of Counsel

Jonathan Wiener, Esq.
W. Kenneth Ferree, Esq.
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