

DISAPPLIED BY of) CC Docket No. 94-11
)
 TELEPHONE AND DATA SYSTEMS, INC.) File No. 10209-CL-P-715-B-88
)
 For facilities in the Domestic)
 Public Cellular Telecommunications)
 Radio Service on Frequency Block B,)
 in Market 715, Wisconsin 8 (Vernon),)
 Rural Service Area)

MEMORANDUM OPINION AND ORDER

Issued: September 18, 1995; Released: September 20, 1995

Under consideration is the Joint Request for Approval of Settlement Agreement, filed by Telephone and Data Systems, Inc. (TDS), United States Cellular Corporation (USCC), and the Wisconsin 8 Settlement Group (the Settlement Group)¹, received in this office on August 1, 1995.

Petitioners seek approval of a tendered Settlement Agreement which provides, in pertinent part, for the withdrawal of the Settlement Group's petition and supplement and related pleadings², and the Settlement Group's support for a grant of TDS's application for the RSA, amended in the manner prescribed in the aforementioned Settlement Agreement. The Settlement Group further agrees to voluntarily dismiss their competing applications for the Vernon, Wisconsin RSA; the dismissals would become final upon a grant of TDS's application as amended in the manner set forth in the Agreement. TDS and USCC, in turn, agree to amend their application for the Vernon, Wisconsin RSA to reflect a new partnership in which each member of the Settlement Group would hold a limited partnership interest in the Applicant. TDS and USCC further agree to assign TDS's application for the system, along with all of the other assets currently being used in the system's operations under interim

¹ The Wisconsin 8 Settlement Group includes Coon Valley Farmers Telephone Company, Inc. (Coon Valley), Farmers Telephone Company (Farmers), Hillsboro Telephone Company, Inc. (Hillsboro), LaValle Telephone Cooperative (LaValle), Mount Horeb Telephone Company (Mt. Horeb), Richland-Grant Telephone Cooperative, Inc. (Grant), Vernon Telephone Cooperative (Vernon), Century Cellunet, Inc. (Century), Contel Cellular Inc. (Contel), Century Telephone of Monroe County, formerly Monroe County Telephone Company (Monroe), Frontier Communications of Viroqua, Inc., formerly Viroqua Telephone Company (Viroqua), and Pacific Telecom Cellular, Inc., successor by merger to North-West Cellular, Inc. (PTI).

² The Settlement Group sought reconsideration, in its Application for Review filed on February 15, 1991, of the Mobile Services Division finding that the TDS application did not violate the Commission's cross ownership rules set forth in Section 22.929(b) of the Commission's Rules; their supplement to the Petition, filed on August 18, 1992, argues that TDS lacks the necessary character qualifications to be Commission licensee.

authority to the new Applicant partnership. The sole general and managing partner of the new partnership will be a subsidiary of USCC, with a seventy-four percent (74) equity interest, and each individual member of the Settlement Group will acquire a two (2) percent limited partnership interest. TDS's application for the RSA is to be amended to reflect Wisconsin RSA No. 8 Limited Partnership, as the new Applicant.

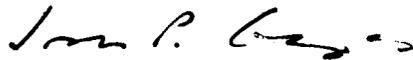
The Presiding Judge notes that the above-referenced Petition and Supplement filed by the Settlement Group were denied by the Commission in its *Hearing Designation Order* (HDO), FCC 94-29, released on February 1, 1994, 9 FCC Rcd. at 940-44. The Commission's denials, and the Settlement Group's decision to withdraw these pleadings, renders that denial administratively final. Approval of the tendered Settlement Agreement will also render final the tentative selection of TDS application, subject, however, to a favorable ruling on the Joint Motion for Summary Decision filed by TDS and USCC and the Wireless Telecommunications Bureau on July 31, 1995.

Upon a review of the materials submitted as part of the Joint Request, the Presiding Judge finds that the contemplated merger is *bona fide*; that approval of the Settlement Agreement is also in the public interest, since it will conserve the resources of all concerned Parties, including this Commission, and will provide for the uninterrupted continuation of a cellular service in the pertinent RSA.

The Presiding Judge further finds that the Settlement Agreement and related documents demonstrate substantial compliance with the requirements of Section 22.927 of the Commission's Rules. Accordingly, he finds good cause for approving the tendered Settlement Agreement, granting the requested amendment to the TDS application to reflect a new entity, Wisconsin RSA No. 8 Limited Partnership, as the new Applicant, and permitting the Settlement Group to withdraw those pleadings referenced in Footnote 2 herein.

IT IS ORDERED, that the Joint Request for Approval of Settlement Agreement, filed by Telephone and Data Systems, Inc., United States Cellular Corporation, and the Wisconsin 8 Settlement Group, on August 1, 1995, IS GRANTED, and the Settlement Agreement IS APPROVED; that the application of Telephone and Data Systems, Inc., File No. 10209-CL-P-715-B-88, IS AMENDED to reflect as the new Applicant, Wisconsin RSA No. 8 Limited Partnership; that the Settlement Group is granted leave to withdraw their Application for Review filed in this proceeding on February 15, 1991 and their Supplement to the aforementioned Petition filed on April 18, 1992.

FEDERAL COMMUNICATIONS COMMISSION


Joseph P. Gonzalez
Administrative Law Judge