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September 1, 1999

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BY HAND

Magalie Roman Salas, Esq.
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: CC Docket No. 99-264
Ex Parte Presentation

Dear Ms. Salas:

On August 30, 1999, Jean L. Kiddoo of Swidler Berlin Sheriff Friedman LLP, on behalf of Global Crossing Ltd ("Global Crossing"), and William J. Sill of Wilkinson Barker Knauer, LLP; John S. Morobito, Vice-President-Federal Legislation and Regulatory Affairs and Michael J. Shortley III, Associate General Counsel, both of Frontier Corporation ("Frontier"), on behalf of Frontier, met with Lauren H. Kravetz, Attorney Advisor, Wireless Telecommunications Bureau, William W. Kunze, Deputy Chief, Commercial Wireless Division and David C. Kirschner, Attorney, Common Carrier Bureau discussed the above-captioned proceeding.

The matters discussed at the meeting related to issues addressed in, and raised by, the Transfer of Control applications filed by Global Crossing and Frontier, the Petition to Deny and Reply filed by Price Communications Corporation and the Consolidated Opposition filed in the above-docketed proceeding. In addition, the participants discussed matters contained in the applications filed with the Commission and retrieved from the Commission's public records that are annexed hereto.

No. of Copies rec'd
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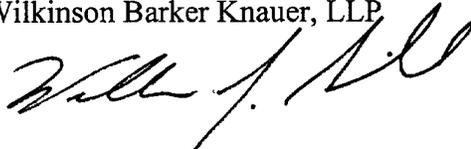
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Magalie Roman Salas, Esq. Secretary
Federal Communications Commission

September 1, 1999
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Pursuant to Public Notice, DA 99-1511, an original and seven (7) copies of this notice are being filed with the Commission.

Sincerely,
Wilkinson Barker Knauer, LLP

A handwritten signature in black ink, appearing to read "William J. Sill", written over a horizontal line.

By: William J. Sill

cc: Lauren H. Kravetz	(w/attachments)
William W. Kunze	(w/attachments)
David C. Kirschner	(w/attachments)
Janice M. Myles	(w/attachments)
International Transcription Service	(w/attachments)

New York Cellular Geographic Service Area, Inc.
2000 Corporate Drive
Orangeburg, New York 10962

Mr. William L. Caton, Acting Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 10962-2624

RE: Transfer of Control of Cellular Radio License, Chautauqua, NY/Market 5013

Dear Mr. Caton:

New York Cellular Geographic Service Area, Inc. ("NYCGSA"), on behalf of NYNEX Mobile of Chautauqua, Inc. ("NMC"), hereby submits an original hard copy and three microfiche copies of FCC Form 490, Application for Transfer of Control

Control Cellular of Chautauqua, Inc. ("CCC"), a 22.5% general partner in the New York RSA No. 3 Cellular Partnership ("NYR3"), has filed for and received Commission approval to transfer its interest in NYR3 to NYCGSA. Upon consummation of the transfer, which has not yet occurred due to the need for NYCGSA to obtain certain waivers from the MD Court, CCC will become a wholly-owned subsidiary of NYCGSA. NYCGSA will then change the name of CCC to NYNEX Mobile of Chautauqua, Inc. ("NMC"), which will remain a wholly-owned subsidiary of NYCGSA.

This application requests a transfer of control of NYCGSA's interest in NYR3, to the Upstate Cellular Network ("UCN"). UCN, a New York partnership, is comprised of NYCGSA, RTMC Holding, Inc., PAGECO, Inc. and Utica-Rome Cellular Partnership.

Rochester Telephone Mobile Communications, Inc. also holds a 22.5% interest in NYR3. Rochester Telephone Mobile Communications, Inc. is also filing to transfer control of its interest to UCN. As the subject applications combine to request a transfer of 45% control of the licensee to UCN, it is respectfully requested that they be processed concurrently.

The terms of the transfer of control, for which approval is requested herein, have been mutually agreed to by NYCGSA, RTMC Holding, Inc., PAGECO, Inc. and Utica-Rome Cellular Partnership. Additional details relevant to this filing are contained in FCC Form 490 and associated Exhibits.

A check in the amount of \$265.00 is attached in payment of the statutory filing fee, pursuant to 1.1007(a) of the rules. Any inquiries pertaining to this assignment should be directed to Ms. Patricia A. Croal at (914) 365-7504.

Sincerely,



Francis Malnar, Jr.
Assistant Vice President
New York Cellular Geographic Service Area, Inc.
on behalf of NYNEX Mobile of Chautauqua, Inc.

Shantauqua, NY Market 561B

FCC 490

FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Approved by OMB
3060-0319
Expires 02/28/96

FCC Use Only Form 101

APPLICATION FOR ASSIGNMENT OR TRANSFER OF CONTROL UNDER PART 27

Read Instructions Before Completing and For Information Regarding Penalties for False Information

PART 1 - To Be Completed By Assignor or Transferor

1. Name of Transferor or Assignor

Shantauqua, Inc.

Mailing Street Address or P.O. Box, City, State and ZIP Code

100 Corporate Drive, Orangeburg, NY 10962-2624

2. Name of Partner or Licensee Appearing on Commission's Records

Shantauqua, Inc. of Fuller Partnership

Mailing Street Address or P.O. Box, City State and ZIP Code

100 Corporate Drive, Orangeburg, NY 10962

3. Application is for:

Assignment Transfer of Control

4. Name of Assignee or Transferee

Upstate Cellular Network

5. Provide the following information for the facilities authorized to the assignor or transferor to construct and operate for which assignment or transfer of control is sought.

(a) Nature of Service	(b) Call Sign	(c) Date of Authorization	(d) Attach as Exhibit 1 the text of the conditions of the current authorization and subsequent associated notification (CC 189)
<input checked="" type="checkbox"/> Cellular <input type="checkbox"/> Other	KNKQ27	See Exhibit 1	

6. Give the file numbers, location numbers and frequencies of any locations of facilities (covered by the call sign shown in Item 5) being assigned or transferred presently under construction or operational for less than one year.

N/A

7(a) Assignment or Transfer of Control will be accomplished by:	(b) Shares	Number of Shares	Classification (Common, Preferred, etc.)
<input checked="" type="checkbox"/> Sale or other transfer of assignment of stock (complete Item 7(b)) (See instructions)	Shares to be transferred	1000	Common
	Shares issued and outstanding	1000	Common
<input type="checkbox"/> Other (e.g., voting trust agreement, management contract, court order, etc.)	Shares authorized	1000	Common

8. Certification

The undersigned represents that stock will not be delivered, or that the license will not be assigned, or that control will not be transferred until the Commission's consent has been received; that all the attached exhibits are a true and correct copy of the original and are incorporated herein as if set out in full in this application; and that all the statements made in this application are true, complete and correct to the best of his (her) knowledge and belief.

I request that the Commission grant its written consent to the foregoing assignment or transfer of control.

Date: 9/26/93 Signature of Authorized Officer or Agent (If signed by an agent other than the applicant, assignor/transferor, power of attorney or other authority of agent, the signature must be attested)

9/26/93
Typed Name of Person Signing

[Signature]

Mailing Street Address or P.O. Box, City, State and ZIP Code

Frank J. Malnar, Jr.

1000 Corporate Drive, Orangeburg, NY 10962

WRITING FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND 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 153)

Part 2 - To Be Completed by Assignee or Transferee

9. Name of Assignee or Transferee (If a corporation, state corporate name; if a partnership, state names of all partners and the name under which the partnership does business; if an unincorporated association, state the name of an executive officer, the office held by him, and the name of the association. The same name or names should be signed in the place provided at the end of application, except that in the case of a partnership the application may be signed in the name of the partnership by one of the partners.)

10. State of New York Network (See Exhibit 3)

Mailing Street Address or P.O. Box, City, State and ZIP Code

85 South Main Avenue, Rochester, NY 14646

11. Is this application made for consent to voluntary or involuntary assignment of permit or license?

Voluntary Involuntary (Complete Items 10(b) and (c))

(b) If name of assignee or transferee as a result of the proposed assignment or transfer, indicate name of new licensee.

(c) Attach as Exhibit _____ a copy of court order or other legal instrument by which assignee or transferee has obtained the legal right to construct or to control the use and operation of station as a result of involuntary act of assignor.

Place an "X" in the appropriate column. YES NO

11. Does the applicant certify that it complies with Section 301(b) of the Communications Act of 1934, as amended, and Section 22.4 of the Commission's Rules regarding alien ownership and control?

If NO, attach as Exhibit _____ a statement describing applicant's ownership or control by aliens.

12. If applicant is a corporation, is applicant directly or indirectly controlled by any other corporation?

If YES, give name and address of such controlling corporations, including organization having ultimate control, in Exhibit _____

13. (a) Has the applicant been finally adjudged guilty by any federal court of unlawfully monopolizing, or attempting unlawfully to monopolize, radio communication directly or indirectly through control or manufacture or sale of radio apparatus, exclusive traffic arrangements, or any other means, or of unfair methods of competition?

(b) Is applicant directly or indirectly controlled by any party finally adjudged guilty as above stated?

14. Has the applicant or any party to this application had any station license or permit revoked or had any application for construction permit, license or renewal denied by this Commission?

If YES, attach as Exhibit _____ a statement relating the facts. But, see Exhibit _____

15. Has the applicant, or any party to this application, or any person directly or indirectly controlling the applicant ever been convicted of a felony in any state or federal court?

If YES, attach as Exhibit _____ a statement relating the facts.

16. Is the applicant or any person directly or indirectly controlling the applicant, presently a party in any pending matter referred to in Items 13, 14, or 15?

If YES, attach as Exhibit _____ a statement relating the facts.

17. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein?

See Exhibit _____

18. Attach as Exhibit _____ FCC 430 (Common, Carrier and Satellite Radio Licensee Qualification Report) unless applicant does not file with the Commission. *FCC Form 430 dated 8/16/94 or later with the Commission.

19. List below the exhibits that are attached to this application.

Exhibit Number	Item No. of Form	Exhibit Number	Item No. of Form	Exhibit Number	Item No. of Form
1			14		
2			17		
3			N/A		

20. Certification

- The applicant certifies that he/she is not in the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests that written consent be granted to assign the construction permit or license hereinafter mentioned to him/her.
- The assignee or transferee assumes all the obligations and agrees to abide by all the conditions imposed upon the assignor or transferor with the respect to the construction permit or license except that he/she shall not be liable for any act done by, or any right accrued or any suit or proceeding had, to commence, in respect, the assignor or transferor prior to said assignment or transfer of control.
- I certify that the statements in Part 2 are true, complete, and correct to the best of my knowledge and belief.

Date: _____ Signature: _____

Handwritten signature

Designate Appropriate Classification:

- Individual Applicant Member of Applicant Partnership Officer of Applicant Corporation or Association

Print Name of Applicant: _____

Print Name of Applicant: _____

WRITFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (18 U.S. CODE, TITLE 18, SECTION 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (47 U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (18 U.S. CODE, TITLE 47, SECTION 503)

Upstate Cellular Network

FCC Form 490

Exhibit 1

Current Authorization

Attached is the current authorization.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

MOBILE RADIO AUTHORIZATION
FCC FORM 463

COMMON CARRIER
DOMESTIC PUBLIC CELLULAR RADIO
TELECOMMUNICATIONS SERVICE

NEW YORK RSA NO. 3 CELLULAR PARTNERSHIP
180 SOUTH CLINTON AVENUE
ROCHESTER, NY 14614

CALL SIGN: KNRG273
SYSTEM IDENTIFICATION NUMBERS: 0154, 0266, 1510
FILE NO: 04867-CL-L-94
MARKET: 0561 NEW YORK 3 - CHAUTAUGUA

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OPERATOR:

ORIGINAL GRANT DATE: JANUARY 28, 1991
DATE OF ISSUE: JULY 18, 1994
EXPIRATION DATE: OCTOBER 1, 2000

AUTHORIZATION IS GRANTED FOR CELLULAR FREQUENCY BLOCK B 1
BASE: 880.020 THROUGH 889.980 MHZ
MOBILE: 835.020 THROUGH 844.980 MHZ

CONTROL POINT NO. 001 95 NORTH FITZHUGH STREET
ROCHESTER NY

CONTROL POINT NO. 002 245 PERIMETER CENTER PARKWAY
ATLANTA GA

LOCATION NO. 001: LATITUDE: 42 05 08 N LONGITUDE: 079 17 14 W
JAMESTOWN CELL SITE - 2 ORCHARD ROAD
CITY: JAMESTOWN
STATE: NEW YORK COUNTY: CHAUTAUGUA

ANTENNA MARKINGS: 1,3,4,13,21,22

LOCATION NO. 002: LATITUDE: 42 16 59 N LONGITUDE: 079 35 42 W
WESTFIELD CELL SITE, ON HARDCRABBLE RD., .15 MILES
WEST OF INTERSEC WITH SHERMAN RD.
CITY: WESTFIELD COUNTY: CHAUTAUGUA
STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21,22

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UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

CALL SIGN: KNK0273
FILE NO: 04867-01-194

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OPERATOR:

LOCATION NO. 003: LATITUDE: 42 24 51 N LONGITUDE: 079 14 19 W
 ARKWRIGHT ON CENTER ROAD, .5 MILES NORTH OF SR 83
 CITY: ARKWRIGHT COUNTY: CHAUTAUCQUE
 STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21,22

LOCATION NO. 004: LATITUDE: 42 55 20 N LONGITUDE: 078 16 25 W
 ALEXANDER CELL SITE, ON STANNARD RD., .9 MILES W
 OF INTERSEC. WITH DAY ROAD
 CITY: ALEXANDER COUNTY: GENESEE
 STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21,22

LOCATION NO. 005: LATITUDE: 42 08 34 N LONGITUDE: 077 04 41 W
 ATOP HIGMAN HILL, 0.25 MI NORTH OF HIGMAN HILL RD.
 CITY: CORNING COUNTY: STUEBE.
 STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21,22

LOCATION NO. 006: LATITUDE: 42 11 44 N LONGITUDE: 077 09 19 W
 800 FEET WEST OF CLARK ROAD 1.5 MILES NW OF
 CAMPBELL CELL SITE
 CITY: COOPERS PLAINS COUNTY: STEUBEN
 STATE: NEW YORK

ANTENNA MARKINGS: NONE

LOCATION NO. 007: LATITUDE: 42 43 01 N LONGITUDE: 078 06 30 W
 WARSAW CELL SITE OATKA ROAD
 CITY: WARSAW COUNTY: WYOMING
 STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21

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UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

CALL SIGN: KWK0273
FILE NO: 04867-CL-1-94

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OPERATOR

LOCATION NO. 008: LATITUDE: 42 30 36 N LONGITUDE: 077 30 10 W
SOUTH DANSVILLE CELL SITE ON AGOMB RD. 2.75 MILES
SOUTH EAST OF DANSVILLE
CITY: DANSVILLE COUNTY: STEUBEN
STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21,22

LOCATION NO. 009: LATITUDE: 42 08 33 N LONGITUDE: 079 34 29 W
ARMENIAN ROAD APPROX. 0.5 MILES SOUTH OF INTERSEC.
OF ARMENIAN & FREEMAN ROADS
CITY: SHERMAN COUNTY: CHAUTAUGUA
STATE: NEW YORK

ANTENNA MARKINGS: NONE

LOCATION NO. 010: LATITUDE: 42 10 37 N LONGITUDE: 078 52 49 W
NAPOLI CELL SITE OFF SAWMILL RUN ROAD
TOWN OF
CITY: NAPOLI COUNTY: CATTARAUGUS
STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21,22

LOCATION NO. 011: LATITUDE: 42 16 35 N LONGITUDE: 078 39 30 W
ELLCOTTVILLE CELL SITE ATOP THE WESTERN PEAK OF
BARTLETT HILL, 0.6 MILES EAST OF
CITY: ELLCOTTVILLE COUNTY: CATTARAUGUS
STATE: NEW YORK

ANTENNA MARKINGS: NONE

LOCATION NO. 013: LATITUDE: 42 13 36 N LONGITUDE: 079 19 11 W
REDIRD CELL SITE 3931 PICKARD ROAD
CITY: SINCLAIRVILLE COUNTY: CHAUTAUGUA
STATE: NEW YORK

ANTENNA MARKINGS: NONE

FEDERAL
COMMUNICATIONS
COMMISSION



UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

CALL SIGN: KNKQ273
F. F. NO: 04867-CL-L-94

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OPERATOR:

LOCATION NO. 014: LATITUDE: 42 05 54 N LONGITUDE: 078 07 24 W
HOMER HILL CELL SITE 2700 FT NORTHEAST OF THE
INTERSECTION OF OLEAN ROAD
CITY: OLEAN COUNTY: CATTARAUGUS
STATE: NEW YORK

ANTENNA MARKINGS: NONE

LOCATION NO. 015: LATITUDE: 42 10 10 N LONGITUDE: 078 40 14 W
KILLBUCK CELL SITE 0.9 MILES NORTHEAST OF INTERSECTION OF
KILLBUCK
CITY: KILLBUCK COUNTY: CATTARAUGUS
STATE: NEW YORK

ANTENNA MARKINGS: 1,3,11,21,22

LOCATION NO. 016: LATITUDE: 42 21 02 N LONGITUDE: 077 41 27 W
BALD HILL
CITY: HORNELL COUNTY: STEUBEN
STATE: NEW YORK

ANTENNA MARKINGS: 3,11,21,22,A,I,I

FCC FORM 715A (DAY) AND FCC FORM 715 (NIGHT), DUAL LIGHTING. PARAGRAPH A
MODIFIED TO REQUIRE USE OF L-345 MEDIUM INTENSITY LIGHTS IN LIEU OF L-856.

LOCATION NO. 017: LATITUDE: 42 23 45 N LONGITUDE: 077 26 01 W
LOUCKS POND ROAD
CITY: AVOCA COUNTY: STEUBEN
STATE: NEW YORK

ANTENNA MARKINGS: NONE

LOCATION NO. 018: LATITUDE: 42 18 28 N LONGITUDE: 077 13 18 W
FRESH HILL
CITY: SAVONA COUNTY: STEUBEN
STATE: NEW YORK

ANTENNA MARKINGS: 1,3,12,21

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UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

CALL SIGN: KNK0273
FILE NO: 04857-C1-L-94

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OPERATOR:

LOCATION NO. 019: LATITUDE: 42 21 02 N LONGITUDE: 077 41 27 W
BALD HILL CELL SITE
CITY: HORNELL COUNTY: STEUBEN
STATE: NEW YORK

ANTENNA MARKINGS: A,M,1,3,11,21,22

FCC FORM 715A (DAY) AND FCC FORM 715 (NIGHT), DUAL LIGHTING. PARAGRAPH A
MODIFIED TO REQUIRE USE OF L-865 MEDIUM INTENSITY LIGHTS IN LIEU OF L-856.

LOCATION NO. 020: LATITUDE: 42 59 03 N LONGITUDE: 078 02 52 W
LEROY CELL SITE
BUCKLEY ROAD COUNTY: GENESEE
CITY: STAFFORD
STATE: NEW YORK

ANTENNA MARKINGS: NONE

LOCATION NO. 021: LATITUDE: 42 21 02 N LONGITUDE: 077 41 27 W
BALD HILL
CITY: HORNELL COUNTY: STEUBEN
STATE: NEW YORK

ANTENNA MARKINGS: NONE

LOCATION NO. 022: LATITUDE: 42 17 09 N LONGITUDE: 077 59 43 W
ANGELICA CELL SITE PEACOCK HILL ROAD
CITY: ANGELICA COUNTY: ALLEGANY
STATE: NEW YORK

ANTENNA MARKINGS: 1,3,4,13,21,22

WAIVERS AND CONDITIONS

THIS AUTHORIZATION DOES NOT CONVEY TO THE LICENSEE THE RIGHT TO RECEIVE PROTECTION FROM THE CAPTURE OF SUBSCRIBER TRAFFIC, CO-CHANNEL INTERFERENCE OR FIRST-ADJACENT-CHANNEL INTERFERENCE IN ANY AREA OUTSIDE OF THE AUTHORIZED CELLULAR GEOGRAPHIC SERVICE AREA (CGSA) OF THE SYSTEM. MOREOVER, ANY FACILITY AUTHORIZED HEREIN WITH A SERVICE AREA BOUNDARY (SAB) EXTENDING INTO THE CGSA OF ANY OTHER OPERATING CELLULAR SYSTEM ON THE SAME CHANNEL BLOCK, REGARDLESS OF WHEN SUCH OTHER CELLULAR SYSTEM WAS OR IS AUTHORIZED, IS SUBJECT TO THE FOLLOWING CONDITION: IN THE EVENT THAT THE LICENSEE OF THE OTHER CELLULAR SYSTEM REQUESTS THAT THE SAB OF THE FACILITIES AUTHORIZED HEREIN BE REMOVED FROM ITS CGSA, THE

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COMMISSION



UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

CALL SIGN: KKKG273
FILE NO: 34867-01-1 94

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10/23/94

LICENSEE HEREIN MUST REDUCE TRANSMITTING POWER OR ANTENNA HEIGHT (OR BOTH) AS NECESSARY TO REMOVE THE SAB FROM THE CGSA, UNLESS WRITTEN CONSENT FROM THE LICENSEE OF THE OTHER COORDINAR SYSTEM ALLOWING THE SAB EXTENSION IS OBTAINED

FEDERAL
COMMUNICATIONS
COMMISSION



Description of Transaction

Response to Item 7

Through this transaction, NYNEX Mobile Communications Company and certain affiliated entities ("NYNEX") will effectively contribute their ownership in several Upstate and Central New York cellular properties to Upstate Cellular Network ("UCN"), formerly known as Upstate Partners. UCN is a joint venture that is owned fifty percent (50%) by NYNEX and fifty percent (50%) by Rochester Telephone Corporation ("RTC"). UCN is a New York Partnership in which New York Cellular Geographic Service Area, Inc. ("NYCGSA") (46.4%), Utica-Rome Cellular Partnership ("URCP") (12%) (of which NYCGSA holds a 30% interest, giving NYCGSA an additional 36% interest), RTMC Holding, Inc. (40%) and PAGECO, Inc. (1.6%) hold interests. UCN currently operates the Buffalo, Rochester, Syracuse, Utica-Rome, and Jefferson cellular systems, including their associated point-to-point microwave systems and the paging operations in Rochester, New York.

In connection with the agreement to form the Upstate Cellular Network, NYNEX and certain affiliated entities and Rochester Telephone Cellular Holding Corporation and certain of its affiliated entities agreed to contribute to UCN interests held by either or both in the Binghamton, Elmira, NY RSA 2, NY RSA 3, PA RSA 3, PA RSA 4 markets in addition to the above systems which UCN currently operates in exchange for partnership interest in UCN. This filing is being made in conjunction with individual filings for each market.

The transaction transferring control from NYNEX to UCN in the Elmira, Binghamton, NY RSA 2 and NY RSA 3 was intended to be conducted as follows and will occur through a number of simultaneously filed applications:

Elmira, NY MSA Market 284B Contel Cellular of New York, Inc. ("CCNY") is the current licensee in this market.

CCNY has filed for and received FCC approval to transfer control to New York Cellular Geographic Service Area, Inc. ("NYCGSA"). Upon consummation of the transfer, CCNY will become a wholly-owned subsidiary of NYCGSA. NYCGSA then intends to change the name of CCNY to NYNEX Mobile of New York, Inc. ("NMNY"), which will remain a wholly-owned subsidiary of NYCGSA.

As part of this transaction, NYCGSA will contribute the stock of NMNY to UCN.

Binghamton, NY MSA Market 122B Binghamton MSA Limited Partnership ("BMLP") is the wireline licensee in this market. BMLP is a partnership in which CCNY (41% (27% General and 14% Limited Partner)), Rochester Telephone Corporation, Inc. ("RTC") (20%), Cellular Airline Telephone Company (20%) and Deposit Telephone Company, Inc. (13%) hold interests.

CCNY has filed for and received FCC approval to transfer control of BMLP to NYCGSA. Upon consummation, CCNY will become a wholly-owned subsidiary of NYCGSA. NYCGSA then intends to change the name of CCNY to NYNEX Mobile of New York, Inc. ("NMNY"), which will remain a wholly-owned subsidiary of NYCGSA.

As part of this transaction, NYCGSA will contribute the stock of NMNY to UCN, giving UCN an indirect 41% general and Limited Partnership interest in BMLP.

Rochester Telephone Corporation, Inc. is also filing to transfer control of its 20% interest to UCN. UCN will then become the 65% general and limited Partner in BMLP.

NY 2 Adirondack NY RSA Market 560B New York RSA 2 Cellular Partnership ("NYR2") is the wireline licensee in this market. NYR2 is a general partnership in which Comtel Cellular of the Adirondacks, Inc. ("CCA") (25%), Rochester Tel Mobile RSA 2, Inc. ("RTM") (12.5%), New York Cellular Inc. (12.5%), Champlain Cellular Inc. (12.5%), Westcoast Cellular Inc. (12.5%), Crown Point Cellular Inc. (12.5%) and St Regis Mohawk Indian Tribe (12.5%) hold interests. NYR2 is currently operated by an elected General Manager.

CCNY has filed for and received FCC approval to transfer control of CCA to NYCGSA. Upon consummation, CCA will become a wholly-owned subsidiary of NYCGSA. NYCGSA then intends to change the name of CCA to NYNEX Mobile of the Adirondacks, Inc. ("NMA"), which will remain a wholly-owned subsidiary of NYCGSA.

As part of this transaction, NYCGSA will contribute the stock of NMA to UCN, giving UCN an indirect 25% interest in NYR2.

Rochester Tel Mobile RSA 2, Inc. is also filing to transfer the stock of the corporation which holds its 12.5% interest to UCN. UCN will then become a 37.5% General Partner in NYR2.

NY 3 Chautauqua, NY RSA Market 561B New York RSA No. 3 (NYR3) is the wireline licensee in this market. NYR3 is a general partnership in which Cellular of Chautauqua, Inc. ("CCC") (22.5%), Rochester Telephone Mobile Communications, Inc. ("RTMC") (22.5%), Chautauqua & Erie Technologies, Inc. (11.25%), D&J Cellular Telephone, Inc. (11.25%), Armstrong Cellular Telephone Company of New York, Inc. ("ACTC") (11.25%), Empire Cellular Telephone, Inc. (11.25%) and Seneca National Cellular Company, Inc. ("SNCC") (11.25%) hold interests. CCC and RTMC manage NYR3's system.

CCC has filed for and received FCC approval to transfer control of CCC to NYCCGSA. Upon consummation of the transfer, CCC will become a wholly-owned subsidiary of NYCCGSA. NYCCGSA then intends to change the name of CCC to NYNEX Mobile of Chautauqua, Inc. ("NMC") which will remain a wholly-owned subsidiary of NYCCGSA.

As part of this transaction, NYCCGSA will contribute the stock of NMC to UCN, which will then hold an indirect 22.5% interest in NYR3.

RTMC is agreeing to transfer the stock of the corporation which holds the license to UCN. UCN will then become a 15% General Partner and the Operator of NYR3.

Upstate Cellular Network

FCC Form 490

Exhibit 3

Name of Partners

Response to Item 9

The following are the names and addresses of the entities that are partners in Upstate Cellular Network ("UCN") together with their respective partnership interests:

- (1) New York Cellular Geographic Service Area, Inc. ("NYCGSA")
2000 Corporate Drive
Orangeburg, NY 10962

NYCGSA is an indirect, wholly-owned subsidiary of NYNEX Corporation, a Delaware corporation. NYCGSA holds a forty-six and four-tenths percent (46.4%) partnership interest in UCN.

- (2) RTMC Holding, Inc. ("RTMC Holding")
180 South Clinton Ave.
Rochester, NY 14646

RTMC Holding is an indirect, wholly-owned subsidiary of Rochester Telephone Corporation. RTMC Holding holds a forty percent (40%) partnership interest in UCN.

- (3) PAGECO, Inc. ("PAGECO")
180 South Clinton Avenue
Rochester, NY 14646

PAGECO is an indirect, wholly-owned subsidiary of Rochester Telephone Corporation. PAGECO holds a one and six-tenths percent (1.6%) partnership interest in UCN.

- (4) Utica-Rome Cellular Partnership ("URCP")
270 Oneida County Rural Telephone Company
Main Street
Holland Patent, NY 13354

NYCGSA owns thirty percent (30%) partnership interest in URCP and Rochester Tel Telecommunications Holding Corp. ("RTTHC"), an indirect wholly-owned subsidiary of Rochester Telephone Corporation, holds a controlling 70% of the partnership interests in URCP. URCP, in turn, owns a twelve percent (12%) partnership interest in UCN.

Upstate Cellular Network

FCC Form 490

Exhibit 4

By Memorandum Opinion and Order adopted April 23, 1991 and released April 30, 1991 (File No. 27414-CL-P-152-B-86), the Commission vacated its grant of the B Band Cellular license for Portland Maine to the Portland Cellular Partnership. NYNEX Mobile Communications Company, the parent company of New York Cellular Geographic Service Area, Inc. is a partner in Portland Cellular Partnership. The Commission affirmed its decision in Memorandum Opinion and Order adopted and released on June 4, 1993 (File No. 27414-CL-P-152-B-86).

Response to Item 17

The Omnibus Budget Reconciliation Act of 1993 preempts state entry and rate regulation of commercial mobile services as of August 10, 1994

The preemption provisions of the Budget Reconciliation Act of 1993 became effective on August 10, 1994. It is the applicant's view that State Commission approval for the Transfer of Control is not required

**Upstate Cellular Network
FCC Form 490
Exhibit 6**

Public Interest Statement

New York Cellular Geographic Service Area, Inc. ("NYCGSA"), the transferor, on behalf of New York RSA No. 3 Cellular Partnership ("NYR3") submits the following information in accordance with 47 CFR Section 22.13(a)(4). With this exhibit, NYR3 demonstrates that the transfer of control of license requested by this application is consistent with the public interest and that NYR3 did not file its application for the Chautauqua RSA, New York MSA for the purpose of speculation. By this transaction, subject to prior Commission consent, NYR3 shall transfer control of its cellular radio license for the Chautauqua RSA, New York MSA to Upstate Cellular Network ("UCN").

UCN is a partnership formed under the laws of the State of New York. It comprises RTMC Holding, Inc., the general partner with a 40% interest; NYCGSA, the general partner with a 46.4% interest; Utica-Rome Cellular Partnership, a general partner with a 12% interest; and PAGECO, Inc., a general partner with a 1.6% interest. UCN shall be controlled 50% by RTMC Holding, Inc. and 50% by NYCGSA. NYCGSA holds a majority interest in NYR3. All parties have been deemed legally, technically and financially qualified to own and operate stations in the cellular radio and point-to-point microwave service licenses. The proposed transfer of control of the Chautauqua RSA, New York license is consistent with the objectives of NYCGSA and UCN to ensure the continued provision of quality cellular service to the Chautauqua RSA. Through its partnership interest, NYCGSA will maintain a direct involvement with the Chautauqua, New York cellular service area.

The formation of UCN and its operations of the properties that are the subjects of this transaction will yield significant public interest benefits. The alignment of the Chautauqua RSA system with the Binghamton, Franklin, Elmira, Otsego, Syracuse, Buffalo, Rochester, Utica-Rome and Jefferson cellular properties and the Rochester paging operations under common ownership will enable UCN to develop and take advantage of the economies of scale and scope that will exist from integrating the management and operation of these systems. UCN will be able to operate these properties more effectively and efficiently, thereby enabling it to offer innovative and economical cellular and paging services to the public in upstate New York. Moreover, UCN will bring the combined resources and expertise of Rochester and NYNEX to the provision of cellular, and paging services to the public.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/18/1999 at 04:07PM File Number: 0000013536
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does filing request a waiver of the Commission's rules? Yes
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: L00007195		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): New York RSA 2 Cellular Partnership			
13) Attention To:			
14) P.O. Box:	And / Or	15) Street Address: 133 Calkins Road	
16) City: Rochester	17) State: NY	18) Zip: 14623	
19) Telephone Number: (716)321-7000		20) FAX: (716)321-7050	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: L00020963			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Newport Telephone Company, Inc.			
26) P.O. Box:	And / Or	27) Street Address: Bridge St.	
28) City: Newport	29) State: NY	30) Zip: 13416	
31) Telephone Number: (315)845-8112		32) FAX: (315)845-8832	
33) E-Mail Address: nalger@ntcnet.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Nick	MI: J	Last Name: Alger	Suffix:
35) Company Name: Newport Telephone Company, Inc.			
36) P.O. Box:	And / Or	37) Street Address: Bridge St.	
38) City: Newport	39) State: NY	40) Zip: 13416	
41) Telephone Number: (315)845-8124		42) FAX: (315)845-8832	
43) E-Mail Address: nalger@ntcnet.com			

Assignee/Transferee Information

44) The Assignee is a(n): Partnership			
45a) Taxpayer Identification Number: L00007197			45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): St Lawrence Seaway RSA Cellular Partnership			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Scott Meisenzahl			
51) P.O. Box:	And / Or	52) Street Address: 133 Calkins Road	
53) City: Rochester	54) State: NY	55) Zip: 14623	
56) Telephone Number: (716)321-7000		57) FAX: (716)321-7050	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Peter	MI: M	Last Name: Connolly	Suffix: Esq
60) Company Name: Koteen & Naftalin, L.L.P.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, N.W. Ste 1000	
63) City: Washington	64) State: DC	65) Zip: 21003	
66) Telephone Number: (202)467-5700		67) FAX: (202)467-5915	
68) E-Mail Address: peter.connolly@koteen.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
79) Typed or Printed Name of Party Authorized to Sign
First Name: Harley MI: Last Name: Ruppert Suffix:
80) Title: President of General Partner
Signature: Harley Ruppert 81) Date: 05/18/99

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: H. Donald	MI:	Last Name: Nelson	Suffix:
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83) Title: **President of General Partner**

Signature: H. Donald Nelson	84) Date: 05/18/99
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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).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKQ287					

Attachment List

Attachment Type	Date	Description	Contents
Ownership	05/18/99	Exhibit 1 - Explanation of Transfer of Control	13512702.0.pdf
Other	05/18/99	Exhibit 3-Financial Showing Under 47 CFR Sec 22.937	13512703.0.pdf
Other	05/18/99	Exhibit 4 - Basic Qualification Questions	13512704.0.pdf
Waiver	05/18/99	Exhibit 2-Request for Waiver Sec 22.942 of The FCC s Rules	13512706.0.pdf

Exhibit 1

Explanation of Transfer of Control

At present, New York RSA 2 Cellular Partnership ("NY2CP"), wireline cellular licensee of New York RSA #2-Franklin and licensee of the microwave stations listed in Exhibit 1, is a general partnership comprised of the following partners:

<u>Name</u>	<u>Interest</u>
Upstate Cellular Network ("UCN")	42.8%
Champlain Cellular, Inc. ("Champlain")	14.3%
Westelcom Cellular, Inc. ("Westelcom Cellular")	14.3%
Crown Point Cellular, Inc. ("Crown Point Cellular")	14.3%
Newport Cellular, Inc. ("Newport Cellular")	14.3%

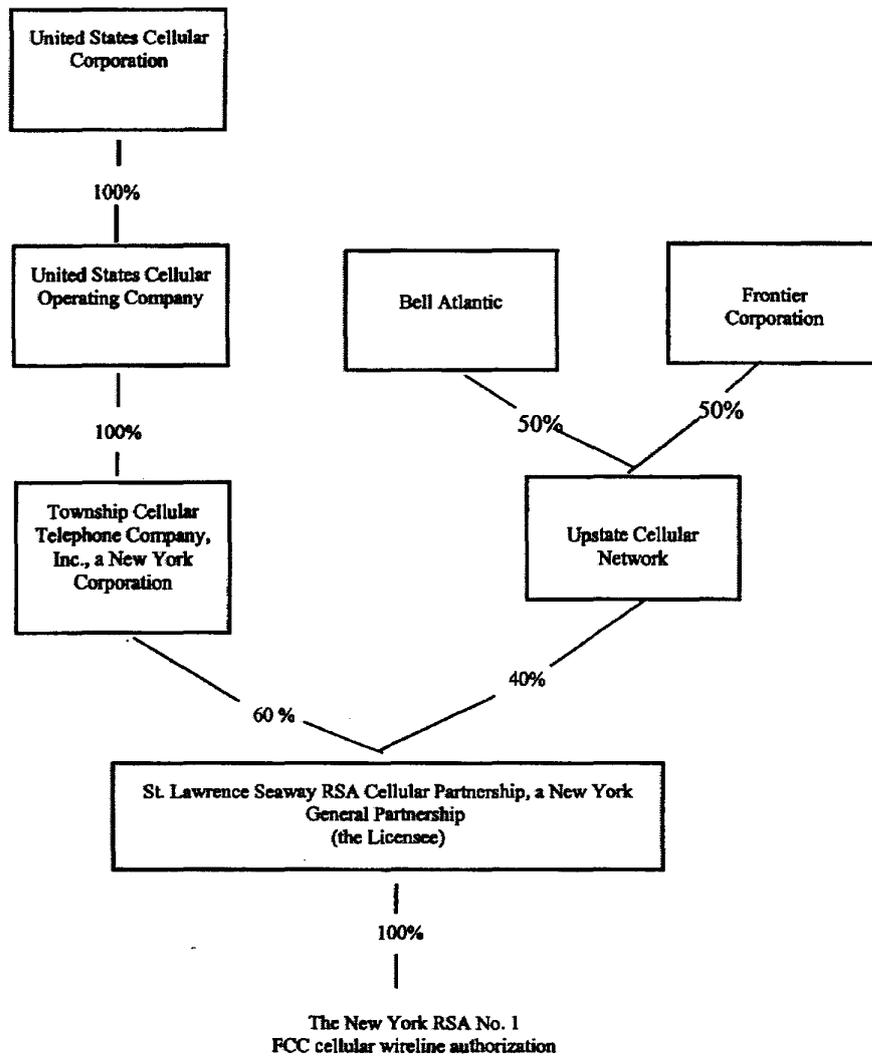
UCN is a joint venture ultimately owned equally by Bell Atlantic and Frontier Corporation.¹ Champlain is a wholly owned subsidiary of K&S Communications, Inc. ("K&S"). Westelcom Cellular is a wholly owned subsidiary of Westelcom Communications, Inc. ("Westelcom Communications"). Crown Point Cellular is a wholly owned subsidiary of Crown Point Network Technologies, Inc. ("Crown Point Network"). Newport Cellular is a wholly owned subsidiary of Newport Telephone Company, Inc. ("Newport Telephone").

It is proposed that all of the capital stock of Champlain, Westelcom Cellular, Crown Point Cellular, and Newport Cellular will be sold by each of their parent companies to St. Lawrence Seaway RSA Cellular Partnership ("St. Lawrence"), presently the wireline licensee (Station

¹ On April 26, 1999, an application (FCC Form 603) was filed asking consent to the transfer of control of NY2CP as a consequence of the proposed acquisition of Frontier Corporation by Global Crossing, Ltd. That proposed transaction has nothing to do with the transaction proposed herein.

KNKN766) in New York RSA #1-Jefferson.²

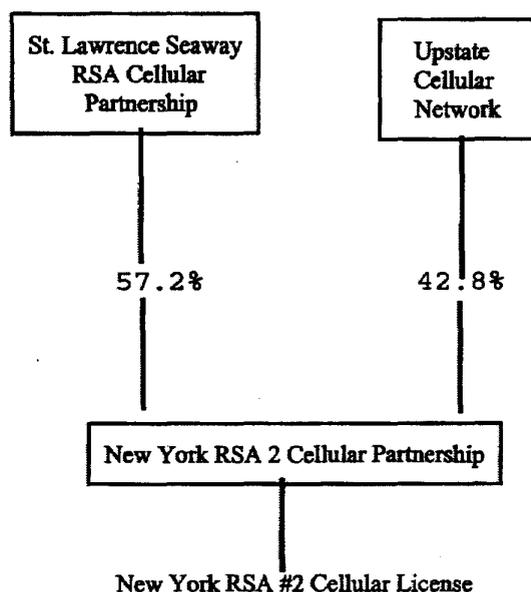
The following diagram depicts the ownership of St. Lawrence:



² An application (FCC Form 490) has been filed and granted proposing the transfer of control of St. Lawrence to Price Communications Corporation (File No. 00000004131). However, that transaction has not yet been consummated and may not be. What is proposed herein is a transfer of control NY2CP to St. Lawrence under its present ownership.

As is shown in the diagram above, St. Lawrence has two general partners: UCN (40% interest) and Township Cellular Telephone, Inc. ("Township Cellular"), Township Cellular, in turn, is 100% owned by United States Cellular Operating Company, which is in turn, owned 100% by United States Cellular Corporation ("USCC"), which is in turn, a majority owned subsidiary of Telephone and Data Systems, Inc. ("TDS").

Thus, after the consummation of the transfer, NY2CP will be owned as follows:



St. Lawrence as transferee is well qualified to continue the provision of high quality cellular service in New York RSA #2. Its controlling parent USCC now owns and/or operates cellular systems in over one hundred forty MSA and RSA markets. Its qualifications as a cellular and microwave licensee are a matter of long standing public record at the FCC. It is presently operated by UCN, as manager. Bell Atlantic and Frontier, which, in turn, own UCN now own and/or operate cellular systems in numerous MSA and RSA markets. Their qualifications as a cellular and microwave licensees are too a matter of long standing public record at the FCC.

For the foregoing reasons, a grant of this application would be in the public interest and is hereby requested.

Exhibit 3

Financial Showing Under 47 C.F.R. Section 22.937

St. Lawrence Seaway RSA Cellular Partnership ("St. Lawrence") has ample financial resources to meet the costs of acquiring a majority interest in and continuing to operate the New York RSA #2 system. The financial qualifications of St. Lawrence's majority general partner, Township Cellular Telephone Company ("Township"), its parent company United States Cellular Corporation ("USCC") and those of USCC's parent company Telephone and Data Systems, Inc. ("TDS") are matters of public record before the Commission and have been repeatedly approved by the FCC in processing various cellular and microwave applications. See e.g., Applications for Assignment of Construction Permit of A 1 Cellular Communications to Missouri RSA #11, Inc., granted October 8, 1998, File No. 0338-CL-AL-98. If the Commission requires any additional documentation concerning St. Lawrence or USCC's financial qualifications, it will be supplied.

Exhibit 4

In La Star Cellular Telephone Company, ("La Star"), 7 FCC Rcd 3762 (1992), the FCC, *inter alia*, upheld the ruling of Administrative Law Judge Joseph Chachkin dismissing an initial application of La Star Cellular Telephone Company ("La Star Cellular"), a company in which United States Cellular Corporation ("USCC") holds a 49% interest, and granting the mutually exclusive application of New Orleans CGSA, Inc. ("NOCGSA"). That ruling was predicated on a finding that La Star Cellular was controlled by USCC, which was not eligible to file a wireline application in the New Orleans MSA, and not by its 51% shareholder, SJI Cellular, Inc. ("SJI"), an affiliate of a local telephone company.

On March 29, 1994 the Court of Appeals for the D.C. Circuit vacated the FCC's decision and remanded the case for future proceedings. Telephone and Data Systems, Inc. v. FCC, 19 F.3d 655 (1994). After subsequent proceedings, on January 23, 1996, the FCC approved a settlement agreement under which La Star Cellular withdrew its application and the FCC found there to be no substantial and material questions of fact concerning the qualifications of SJI to be a Commission licensee. See La Star Cellular Telephone Company, FCC 96-3, C.C. Docket 90-257, released January 23, 1996.

In a related proceeding, involving the Wisconsin RSA #8 wireline license, the Presiding Administrative Law Judge, in an order which has now become final, resolved in favor of USCC and its parent company Telephone and Data Systems, Inc. ("TDS") certain issues which had been designated against them relating to USCC's conduct during the La Star proceeding. He found that TDS and USCC were fully qualified to hold the Wisconsin RSA #8 cellular authorization, he determined that in light of the favorable resolution of the issues, no forfeiture should be assessed against TDS or USCC, and he granted TDS's application for the Wisconsin RSA #8 license as amended to substitute a limited partnership in which a USCC subsidiary is the general partner and holds a 74% interest. See Telephone and Data Systems, Inc., 10 FCC Rcd 10518 (A.L.J. 1995).

**Request For Waiver of
Section 22.942
of The FCC's Rules**

A. Background

As noted in the prior exhibit, St. Lawrence Seaway RSA Cellular Partnership ("St. Lawrence"), which will hold a 57.2% general partnership interest in New York RSA 2 Cellular Partnership, the wireline licensee in New York RSA #2-Franklin, is 60% owned by Township Cellular Telephone, Inc. ("Township Cellular"). Township Cellular is in turn 100% owned by United States Cellular Operating Company ("USCOC"), a wholly owned subsidiary of United States Cellular Corporation ("USCC"). USCC is, in turn, a majority owned subsidiary of Telephone and Data Systems, Inc. ("TDS"). TDS holds USCC Common Shares and Series A Common Shares representing approximately 95.68% of the voting power of USCC. TDS's and USCC's management ownership and other reportable interests are described in greater detail in the Form 602 to be filed contemporaneously with this application.

The non-wireline licensee in New York RSA #2-Franklin is RCC Atlantic, Inc. (Call Sign KNKN864), a wholly owned subsidiary of Rural Cellular Corporation ("RCC"). a Minnesota corporation whose securities are publicly traded on the NASDAQ. Various subsidiaries of TDS also hold interests in RCC amounting to approximately 8% of the total outstanding shares in RCC and 9.7% of the RCC's voting power,³ which will create a "cross-interest" in New York RSA #2.

A complete listing of the TDS interests in RCC follows:

1. TDS owns 100% of TDS Telecommunications Corporation ("TDS Telecom"), which in turn owns 100% of Arvig Telcom. Arvig

³ Based on 7,777,964 shares of Class A Common Stock and 1,203,358 shares of Class B Common Stock issued and outstanding on October 30, 1998 as reported by RCC on its Form 10-Q with the Securities and Exchange Commission on November 12, 1998.

Telcom owns 100% of Arvig Telephone Company. Arvig Telephone Company owns 100% of Arvig Cellular, Inc. ("Arvig Cellular")

Arvig Cellular owns:

Class A Common Stock	170,348 Shares
Class B Common Stock	70,243 Shares

Arvig Telephone owns:

Class A Common Stock	2000 Shares
Class B Common Stock	N/A

2. TDS Telecom owns 100% of Mid-State Telephone Company ("Mid-State").

Mid-State owns:

Class A Common Stock	74,746 Shares
Class B Common Stock	31,177 Shares

3. TDS owns in excess of 80% of the issued and outstanding shares of United States Cellular Corporation ("USCC") and, as noted above, controls over 95% of the voting power of USCC. USCC owns 100% of United States Cellular Investment Company ("USCIC"), which, in turn, owns 100% of Minnesota Invco of RSA #5 ("Minnesota Invco"), Inc.

Minnesota Invco owns:

Class A Common Stock	339,705 Shares
Class B Common Stock	31,177 Shares

**B. The Proposed Transaction Complies With
Section 20.6 of The FCC's Rules**

Section 2.6 of the FCC's Rules, the so-called "spectrum cap" rule, was adopted in 1994 and became effective January 2, 1995. It was intended by the Commission to serve as "...a minimally intrusive means of ensuring that the mobile communications marketplace remains competitive and retains incentives for efficiency and innovation." See, *Third Report and Order* in CC Docket Nos. 93-252, 93-144 and 899-553, 9 FCC Rcd 7988, 7999 (1994). Section 20.6(a) of the Commission's rule provides that:

No licensee in the broadband PCS, cellular, or SMR services (including all parties under common control) regulated as CMRS (See §20.9) shall have an attributable interest in a total of more than 45 MHz of licensed broadband PCS, cellular, and SMR spectrum regulated as CMRS with significant overlap in any geographic area.

Subsection(d) of Section 20.6(d)(2) provides for attribution of

...any stock interest amounting to 20 percent or more of the equity, or outstanding stock, or outstanding voting stock of a broadband PCS, cellular or SMR licensee [subject to exceptions].

As shown above, TDS, through subsidiaries, holds less than a 10 percent of the equity and voting interests in RCC.

Section 20.6(d)(7) provides that

[o]fficers and directors of a...cellular licensee shall be considered to have an attributable interest in the entity with which they are so associated.

No officer or director of RCC is employed by or appointed by TDS, including all subsidiaries of TDS.

Likewise, within the meanings of Sections 20.6(d)(9) and (10), no management service or joint marketing arrangement exists between RCC and TDS and none is contemplated.

Thus, since no attributable interests as defined in Section 20.6 will be created by this proposed transfer of control, the proposed transfer complies with that section.

C. Though The Transaction Would Create A Technical Violation of Section 22.942 Of The FCC's Rules, That Section Should Be Waived

Section 22.942 of the FCC's Rules states as follows:

§22.942 Limitations on interests in licensees for both channel blocks in an area. - No person may have a direct or indirect ownership interest in licensees for both channel blocks in overlapping cellular geographic service areas (CGSAs), unless such interests pose no

substantial threat to competition. A licensee, a person that owns a controlling interest in a licensee, or a person that actually controls a licensee for one channel block in a CGSA must not have any direct or indirect ownership interest in the licensee, a person that owns a controlling interest in a licensee, or a person that actually controls a licensee for the other channel block in an overlapping CGSA.

(a) A direct or indirect ownership interest of 5% or less in both systems is automatically excluded from the general rule prohibiting multiple ownership interests. Interests of less than 5% are considered and are not excluded from the general rule prohibiting multiple ownership interests in cases of persons or entities that own a small percentage of the licensee but nonetheless actually control the licensee, a person that owns a controlling interest in the licensee, or a person that actually controls the licensee.

(b) Divestiture of interests as a result of a transfer of control or assignment of authorization must occur prior to consummating the transfer or assignment.

Since USCC would hold a controlling interest on the wireline side in New York RSA #2, its indirect, minority non-controlling interest in a corporation whose securities are publicly traded, but which owns a subsidiary which controls the New York RSA #2 non-wireline system, would create a technical violation of Section 22.942.

However, for the reasons to be given below, any necessary waiver of that section should be granted.

The classic statement of justification for FCC rule waivers was given in *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969). In that case, the court underscored that the FCC must, in determining whether to grant a waiver,

"Take into account consideration of hardships, equity, or more effective implementation of overall policy."

WAIT Radio, 418 F.2d, at 1159. The FCC must "seek out the public interest in particular, individualized cases. *Id.*, 15 1157.

In adopting the predecessor to Section 22.942, in 1991, the FCC stated that the rule's purpose was to "...guarantee the competitive nature of the cellular industry and to foster the development of competing systems."⁴

There is nothing in the proposed transaction which will place competition at risk in New York RSA #2. In fact, the proposed transaction will enhance competition in the market.

As noted above, the stock of RCC owned by TDS companies represents less than 10 percent of the equity and voting interests in RCC, a corporation whose securities are publicly traded on the NASDAQ. Such interests do not amount to control of RCC under any analysis of control principles, including the Commission's review of control criteria in *Intermountain Microwave*, 24 RR 983 (1963).

No officer or director of RCC is appointed by TDS. Further, the RCC Articles of Incorporation include limitations on the qualifications of officers and directors to assure that no representative of TDS may hold an officer or director position that is directly or indirectly prohibited by the provisions of Section 22.942 of the FCC rules, or by any similar or successor rule.

As a minority shareholder of RCC, none of TDS, USCC or any of their subsidiaries service any market specific information on the operation of any RCC's cellular markets, including New York RSA #2.

Further, it is contemplated that present managerial arrangements in New York RSA #2, under which UCN manages the system, will be continued. And, in any case, the common ownership of St. Lawrence Partnership (60% Township, 40% UCN) and NY2CP (57.2% St. Lawrence Partnership and 42% UCN) and TDS/USCC's support (financial and otherwise) of NY2CP will only make it a stronger competitor for the non-wireline licensee.

Moreover, as the Commission has come to realize in dealing with recurrent battles over the spectrum cap, cross-ownership restrictions on the free trade of ownership interests can be a burden on competition.

⁴ *First Report and Order and Memorandum Opinion and Order on Reconsideration*, 6 FCC Rcd 6185, 6228 (1991).

In 1994, in adopting the CMRS spectrum cap and cross-ownership limitations, the FCC established a balance between the equally desirable goals of free trade in CMRS interests and the preservation of intra-market competition.⁵ For example, in Section 20.6(c), the Commission decided that it would serve the ultimate pro-competitive purpose of the rule to permit a cellular-PCS cross-ownership of up to 20% in overlapping service areas.⁶ As noted above, the cross-interest to be created here would be less than half that.

And, if anything, in light of the explosion of wireless competition since 1994, that limit may have become too conservative.

For example, for PCS purposes, New York RSA #2 is part of the New York MTA, of which the 30 MHz PCS licensees are Omnipoint and Sprint PCS. The three BTAs which cover parts of New York RSA #2, the Albany/Schenectady, Plattsburgh, and Watertown, NY BTAs, are licensed in the C, D, E, and F blocks to AT&T Wireless, Omnipoint and 21st Century Telecom, among other PCS carriers. There is every reason to expect that wireless competition will grow and intensify in New York RSA #2, as elsewhere, in the near future.

In recognition of this clear trend, in December 1998, the FCC issued its long awaited Notice of Proposed Rulemaking seeking comment on the proposed elimination and/or relaxation of Sections 20.6 and 22.942.⁷ That NPRM seeks comment, among other matters, on whether Section 22.942 should be modified to permit entities in control of one cellular licensee to have a minority interest in a competing licensee in the same market. See NPRM, at ¶84. TDS, in its comments, proposed that particular modification of the rule and its proposal is now being considered by the FCC.

⁵ See, *In the Matter of Implementation of Sections 3(n) and 332 of The Communications Act*, 76 RR 2d 326, 381-384 (1994).

⁶ *Id.*, 76 RR 2d, at 387-388.

⁷ See, *In the Matter of 1998 Biennial Regulatory Review - Spectrum Aggregation Limits for Wireless Telecommunications Carriers*, Notice of Proposed Rulemaking, WT Docket 98-205 FCC 98-308, released December 10, 1998 ("NPRM").

Given the ever increasing competition among CMRS licenses and the competitive interchangeability of cellular and PCS services, there is every reason for the FCC to adopt the proposed rule revision and to grant appropriate waivers, such as this one, in the interim.

Finally, we draw the FCC's attention to the fact that on various occasions in the past two years, the Commercial Wireless Division has approved acquisitions of cellular licenses by RCC entities which have explicitly proposed cellular cross interests exactly comparable to the one proposed herein. See, e.g. Transfer of Control of Western Maine Cellular, Inc., Station KNKN699 from Utilities, Inc. to MRCC, Inc., Market No. 463B, Maine RSA #1-Oxford, File No. 01986-CL-TC-98; Public Notice, LB-98-40, released May 8, 1998; Assignment of License of InterCel Licenses, Inc., Station KNKA726 to MRCC, Inc., Market 224B, Bangor, Maine NECMA, File No. 01261-CL-AL-97; Assignment of License of InterCel Licenses, Inc., Station KNKN808 to MRCC, Inc., Market 465B, Maine RSA #3-Kennebec, File No. 01262-CL-AL-1-97; Transfer of Control of Northern Maine Cellular Partnership, Station KNKN729, from InterCel Licenses, Inc. to MRCC, Inc., Market 464B, Maine RSA #2-Somerset, File No. 01263-CL-TC-97, Public Notice, Report No. LB-97-19, released February 14, 1997.

For an additional example of the grant of a cellular transfer of control application involving a waiver of Section 22.942 of the FCC's Rules, see Transfer of Control of Minnesota Southern Cellular Telephone Company, Station KNKN572, from Franklin Cellular Holding, Inc. to Minnesota Southern Wireless Company, Market No. 491A, Minnesota RSA #10-LeSueur, File No. 01240-CL-TC-98, Public Notice, Report No. LB-98-26, released February 27, 1998.

The same reasons exist for granting this waiver that the CWD found persuasive in the prior cases.

Conclusion

For the foregoing reasons, the requested waiver of Section 22.942 and the transfer application should be granted.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 06/03/1999 at 03:14PM File Number: 0000013536
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1) Application Purpose: Amendment	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number: 0000013536
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: L00007195		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): New York RSA 2 Cellular Partnership			
13) Attention To:			
14) P.O. Box:	And / Or	15) Street Address: 133 Calkins Road	
16) City: Rochester	17) State: NY	18) Zip: 14623	
19) Telephone Number: (716)321-7000		20) FAX: (716)321-7050	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: L00020963		23b) SGIN: 000	
24) First Name (if individual):	MI: J	Last Name:	Suffix:
25) Entity Name (if not an individual): Newport Telephone Company, Inc.			
26) P.O. Box:	And / Or	27) Street Address: Bridge St.	
28) City: Newport	29) State: NY	30) Zip: 13416	
31) Telephone Number: (315)845-8112		32) FAX: (315)845-8832	
33) E-Mail Address: nalger@ntcnet.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Nick		MI: J	Last Name: Alger	Suffix:
35) Company Name: Newport Telephone Company, Inc.				
36) P.O. Box:	And / Or	37) Street Address: Bridge St.		
38) City: Newport	39) State: NY	40) Zip: 13416		
41) Telephone Number: (315)845-8124		42) FAX: (315)845-8832		
43) E-Mail Address: nalger@ntcnet.com				

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: L00028979		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): United States Cellular Operating Company			
48) Name of Real Party in Interest: United States Cellular Corporation		49) TIN: L00127162	
50) Attention To: H. Donald Nelson			
51) P.O. Box:	And / Or	52) Street Address: 8410 W. Bryn Mawr Ave., #700	
53) City: Chicago	54) State: IL	55) Zip: 61063-3486	
56) Telephone Number: (773)399-8900		57) FAX: (773)399-8955	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Peter		MI: M	Last Name: Connolly	Suffix: Esq
60) Company Name: Koteen & Naftalin, L.L.P.				
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, N.W. Ste 1000		
63) City: Washington	64) State: DC	65) Zip: 21003		
66) Telephone Number: (202)467-5700		67) FAX: (202)467-5915		
68) E-Mail Address: peter.connolly@koteen.com				

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
79) Typed or Printed Name of Party Authorized to Sign
First Name: Harley MI: Last Name: Rupert Suffix:
80) Title: President of General Partner
Signature: Harley Rupert 81) Date: 06/03/99

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: H. Donald	MI:	Last Name: Nelson	Suffix:
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83) Title: President

Signature: H. Donald Nelson	84) Date: 06/03/99
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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).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKQ287					

Attachment List

Attachment Type	Date	Description	Contents
Ownership	05/18/99	Exhibit 1 - Explanation of Transfer of Control	15013332.0.pdf
Other	05/18/99	Exhibit 3-Financial Showing Under 47 CFR Sec 22.937	15013333.0.pdf
Other	05/18/99	Exhibit 4 - Basic Qualification Questions	15013334.0.pdf
Waiver	05/18/99	Exhibit 2-Request for Waiver Sec 22.942 of The FCC s Rules	15013335.0.pdf
Ownership	06/03/99	Amend-Description of Change in Transaction-Exh A	15013355.0.pdf

Exhibit A

Description of Change in Transaction

In an application filed on May 18, 1999, (File No. 0000013536) it was proposed that control of New York RSA 2 Cellular Partnership ("NY2CP") be transferred from Newport Telephone Company, K&S Communications, Inc., Westelcom Communications, and Crown Point Network Technologies, Inc. to St. Lawrence Seaway RSA Cellular Partnership ("St. Lawrence"), presently the wireline licensee in New York RSA #1-Jefferson.

As is explained fully in Exhibit 1 to the above-referenced application, each of these companies was to sell all of the capital stock of its wholly owned subsidiaries, Newport Cellular, Inc., Champlain Cellular, Inc., Westelcom Cellular, Inc. and Crown Point Cellular, Inc. to St. Lawrence. Since each of those subsidiaries companies now hold a 14.3% interest in NY2CP, consummation of that transaction would have resulted in St. Lawrence holding a controlling 57.2% interest in NY2CP.

However, for business reasons the proposed transaction has been restructured.

Rather than St. Lawrence being the proposed transferee, the 57.2% interest in NY2CP will be acquired instead by United States Cellular Operating Company ("USCOC"), the immediate parent company

of Township Cellular Telephone Company, Inc. ("Township Cellular"). Township Cellular holds a 60% controlling general partnership interest in St. Lawrence.

USCOC is, a wholly owned subsidiary of United States Cellular Corporation ("USCC"), which is, in turn, a majority-owned subsidiary of Telephone and Data Systems, Inc. ("TDS"). USCC's and TDS's ownership structures are fully described in Forms 602 on file with the FCC. An updated Form 602, reflecting the ownership of NY2CP as proposed, will be filed shortly.

This amendment should be considered minor in nature as USCOC and its parent companies control St. Lawrence, the originally proposed transferee.

The additional exhibits attached to the application as originally filed all remain part of the application. Those exhibits all concern either interests held by, applications filed by or the financial qualifications of TDS subsidiaries.

We ask that this amendment be processed expeditiously.