Executive Officers of the Registrant

The names, ages and positions of the executive officers and key personnel of Western Wireless are listed below along with their business experience during the past five years. The business address of all officers of the Western Wireless is 3650 131st Avenue SE, Bellevue, Washington 98006. All of these individuals are citizens of the United States. Executive officers of Western Wireless are appointed by the Board of Directors. No family relationships exist among any of the executive officers of Western Wireless, except for Mr. Stanton and Ms. Gillespie, who are married to each other.

Name	Age	Position
John W. Stanton	43	Chairman, Director and Chief Executive Officer
Donald Guthrie	43	Vice Chairman and Chief Financial Officer
Robert R. Stapleton	40	President
Mikal J. Thomsen	42	Chief Operating Officer
Theresa E. Gillespie	46	Senior Vice President
Alan R. Bender	44	Senior Vice President, General Counsel, and Secretary
Cregg B. Baumbaugh	42	Senior Vice President - Corporate Development
Timothy R. Wong	43	Vice President - Engineering
Robert P. Dotson	38	Vice President - Marketing
Bradley J. Horwitz	43	Vice President - International
Patricia L. Miller	36	Controller and Principal Accounting Officer

John W. Stanton has been a director, Chairman of the Board and Chief Executive Officer of Western Wireless and its predecessors since 1992. Mr. Stanton has also been a director of VoiceStream since February 1998, and has been Chief Executive Officer and Chairman since it was formed in 1994. Mr. Stanton served as a director of McCaw Cellular Communications, Inc. ("McCaw") from 1986 to 1994, and as a director of LIN Broadcasting Corporation ("LIN Broadcasting") from 1990 to 1994, during which time it was a publicly traded company. From 1983 to 1991, Mr. Stanton served in various capacities with McCaw, serving as Vice-Chairman of the Board of McCaw from 1988 to September 1991 and as Chief Operating Officer of McCaw from 1985 to 1988. Mr. Stanton is also a member of the Board of Directors of Advanced Digital Information Corporation, Columbia Sportswear, Inc. and SmarTone (Hong Kong). In addition, Mr. Stanton is a trustee of Whitman College, a private college. Mr. Stanton is currently Chairman of the Cellular Telecommunications Industry Association.

Donald Guthrie has been Vice Chairman of Western Wireless since November 1995 and Chief Financial Officer of Western Wireless since February 1997. From 1986 to October 1995 he served as Senior Vice President and Treasurer of McCaw and, from 1990 to October 1995 he served as Senior Vice President—Finance of LIN Broadcasting.

Robert R. Stapleton has been President of Western Wireless and one of its predecessors since 1992. From 1989 to 1992, he served in various positions with this predecessor, including Chief Operating Officer and Vice President of Operations. Mr. Stapleton has also been President of VoiceStream since it was formed in 1994. Effective April 1998, Mr. Stapleton became responsible for all operations of VoiceStream. From 1984 to 1989, Mr. Stapleton was employed by mobile communications subsidiaries of Pacific Telesis, Inc., which now are affiliated with AirTouch Communications.

Mikal J. Thomsen has been Chief Operating Officer of Western Wireless and one of its predecessors since 1991. Mr. Thomsen was also a director of this predecessor from 1991 until Western Wireless was formed in 1994. Effective April 1998, Mr. Thomsen became responsible for all domestic cellular operations of Western Wireless. From 1983 to 1991, Mr. Thomsen held various positions at McCaw, serving as General Manager of its International Division from 1990 to 1991 and as General Manager of its West Florida Region from 1987 to 1990.

Theresa E. Gillespie has been Senior Vice President of Western Wireless since February 1997. Prior to that, Ms. Gillespie was Chief Financial Officer of Western Wireless and one of its predecessors since 1991. Prior to that, Ms. Gillespie was Chief Financial Officer of certain entities controlled by Mr. Stanton and Ms. Gillespie since 1988. From 1986 to 1987, Ms. Gillespie was Senior Vice President and Controller of McCaw. From 1975 to 1986 she was employed by a national public accounting firm.

Alan R. Bender has been Senior Vice President, General Counsel, and Secretary of Western Wireless and VoiceStream since each was formed in 1994. Mr. Bender was General Counsel and Secretary for one of Western Wireless' predecessors from 1990 to 1994 and Vice President from 1992 to 1994. From 1988 to 1990, Mr. Bender was Vice President and Senior Counsel of Equitec Financial Group, Inc., a subsidiary of PacifiCorp Inc.

Cregg B. Baumbaugh has been Senior Vice President—Corporate Development of Western Wireless and VoiceStream since each was formed in 1994. From 1989 to 1994, he has served in various positions with one of Western Wireless' predecessors, including Vice President—Business Development. From 1986 to 1989, Mr. Baumbaugh was employed by The First Boston Corporation.

Timothy R. Wong has been Vice President—Engineering of Western Wireless and VoiceStream since 1996. From 1990 to 1995, Mr. Wong held various positions at US WEST Cellular, serving as Executive Director—Engineering and Operations from 1994 to 1995, Director of Wireless Systems Engineering in 1993, Manager of International Wireless Engineering in 1992, and Manager—Systems Design from 1990 to 1991.

Robert P. Dotson has been Vice President—Marketing of Western Wireless and VoiceStream since 1996. Previously, Mr. Dotson held various marketing positions with PepsiCo's KFC restaurant group, serving as Senior Director of Concept Development from 1994 to 1996, Director of International Marketing from 1993 to 1994, Divisional Marketing Director from 1991 to 1993 and Manager of New Product Development and Base Business Marketing from 1989 through 1991.

Bradley J. Horwitz has been Vice President—International of Western Wireless and President of Western Wireless International Corporation, a subsidiary of Western Wireless, since November 1995. From 1983 to 1995, Mr. Horwitz held various positions at McCaw, serving as Vice President—International Operations from 1992 to 1995, Director—Business Development from 1990 to 1992 and Director of Paging Operations from 1986 to 1990. Mr. Horwitz is currently a member of the Board of Directors of SmarTone (Hong Kong).

Patricia L. Miller has been Controller and Principal Accounting Officer of Western Wireless and VoiceStream since January 1998. From 1993 to 1997, Ms. Miller held various accounting positions with Western Wireless and one of its predecessors. Prior to 1993, Ms. Miller held various accounting positions with a subsidiary of Weyerhaeuser Company.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Western Wireless commenced its initial public offering on May 22, 1996, at a price to the public of $23.50 per share. Since that date, Western Wireless' Class A Common Stock has been traded on the NASDAQ Stock Market under the symbol WWCA. There currently is no established public trading market for Western Wireless' Class B Common Stock. The following table sets forth the quarterly high and low bid quotations for the Class A Common Stock on the NASDAQ Stock Market. These quotations reflect the inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

1997	High	Low
First quarter	$16 1/8	$12
Second quarter	$16 7/8	$10
Third quarter	$19 1/8	$13 5/8
Fourth quarter	$22 1/4	$16 ½

1998	High	Low
First quarter	$24 5/8	$16 3/8
Second quarter	$23 1/4	$16 3/8
Third quarter	$22 1/8	$14 11/16
Fourth quarter	$22 1/8	$14 1/2

Western Wireless has never declared or paid dividends on its Common Stock and does not anticipate paying dividends in the foreseeable future. In addition, certain provisions of the Senior Secured Facilities (as described in "Management's Discussion and Analysis of Results of Operations and Financial Condition - Liquidity and Capital Resources") and the indentures of its public debt offerings contain restrictions on Western Wireless' ability to declare and pay dividends on its Common Stock.

As of March 5, 1999, there were approximately 252 and 94 shareholders of record of Western Wireless' Class A and Class B Common Stock, respectively.

There were no sales of unregistered securities made by the registrant in 1998.

Item 6. SELECTED FINANCIAL DATA

The following table sets forth certain selected consolidated, cellular and PCS financial and operating data for Western Wireless as of and for each of the five years in the period ended December 31, 1998, which was derived from Western Wireless' consolidated financial statements and notes thereto that have been audited by Arthur Andersen LLP, independent public accountants. All of the data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Western Wireless' consolidated financial statements and notes thereto.

Consolidated Financial Data

(Dollars in thousands, except per share data)	Year Ended December 31, 1998	1997	1996	1995	1994
Consolidated Statements of Operations Data:					
Revenues	$ 584,582	$ 380,578	$ 243,085	$ 146,555	$ 63,108
Operating expenses	707,946	540,239	329,971	170,490	86,676
Operating loss	(123,364)	(159,661)	(86,886)	(23,935)	(23,568)
Other income (expense)	(144,740)	(105,873)	(43,219)	(25,374)	(2,392)
Minority interest in net loss of consolidated subsidiaries	44,035				
Loss before extraordinary item	(224,069)	(265,534)	(130,105)	(49,309)	(25,960)
Extraordinary item				(6,645)	
Net loss	$ (224,069)	$ (265,534)	$ (130,105)	$ (55,954)	$ (25,960)
Share data (1):					
Basic loss per common share before extraordinary item	$ (2.95)	$ (3.76)	$ (2.00)	$ (0.87)	$ (0.59)
Per common share effect of extraordinary item				(0.12)	
Basic loss per common share	$ (2.95)	$ (3.76)	$ (2.00)	$ (0.99)	$ (0.59)
Weighted average common shares used in computing basic loss per common share	75,863,000	70,692,000	65,196,000	56,470,000	43,949,000
Other Data:					
EBITDA (2)	$ 34,805	$ (26,191)	$ (7,145)	$ 25,521	$ 2,102

(Dollars in thousands)	December 31, 1998	1997	1996	1995	1994
Consolidated Balance Sheets Data:					
Total assets	$ 1,958,194	$ 1,719,973	$ 1,241,703	$ 659,028	$ 370,194
Total long-term debt, net of current portion	$ 1,585,000	$ 1,395,000	$ 743,000	$ 362,487	$ 200,587
Other Data:					
Cellular subscribers	660,400	520,000	324,200	209,500	112,800
PCS subscribers	322,400	128,600	35,500		

(1) The number of shares outstanding has been calculated based on the requirements of Statement of Financial Accounting Standards No. 128.

(2) EBITDA represents operating income (loss) before depreciation and amortization. EBITDA should not be construed as an alternative to operating income (loss) as determined in accordance with United States generally accepted accounting principals ("GAAP"), as an alternate to cash flows from operating activities (as determined in accordance with GAAP), or as a measure of liquidity. EBITDA is presented because it is a commonly used financial indicator in the wireless industry. It is used as an indicator of a company's ability to service and/or incur debt. Because EBITDA is not calculated in the same manner by all companies, Western Wireless' presentation may not be comparable to other similarly titled measures of other companies. In 1994, Western Wireless recorded provisions for restructuring costs of $2.5 million. EBITDA before such provisions for restructuring costs would have been $4.6 million.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary statement for purposes of the "Safe Harbor" provisions of the Private Litigation Reform Act of 1995. *incorporated by reference in this document that are not based on historical fact are "forward-looking statements" within the meaning of the Private Securities Reform Act of 1995. Forward-looking statements may be identified by use of forward-looking terminology such as "believe," "intends," "may," "will," "expect," "estimate," "anticipate," "continue," or similar terms, variations of those terms or the negative of those terms.*

Consolidated Overview

Western Wireless provides wireless communications services in the United States principally through the ownership and operation of cellular and PCS systems. The cellular operations are primarily in rural areas and the PCS operations are primarily in urban areas due to Western Wireless' belief that there are certain strategic advantages to operating each technology in these respective areas. Western Wireless provides PCS services through its 80.1% ownership of VoiceStream Wireless.

On February 8, 1999, Western Wireless announced its intention to separate VoiceStream from Western Wireless' other operations (the "Spin-off"). Western Wireless has received a favorable ruling by the Internal Revenue Service for a tax free spin-off, and the approval by its board of directors to take the necessary steps to complete the Spin-off. Western Wireless will distribute all of its interest in VoiceStream to its shareholders upon the Spin-off. Although VoiceStream has been operated separately from Western Wireless' other operations and has been a separate legal entity since its inception, the Spin-off will establish VoiceStream as a stand-alone entity with objectives separate from those of Western Wireless. The Spin-off is subject to numerous conditions including, among others, the receipt of certain government and third party approvals. There is no assurance that such conditions will be met to complete the Spin-off.

Revenues consist primarily of subscriber revenues (including access charges and usage charges), and equipment sales. The majority of revenues are derived from subscriber revenues. Western Wireless expects to continue to sell handsets below cost and regards these losses as a cost of building its subscriber base. As used herein, "service revenues" include subscriber, roamer and other revenue. Other revenues consist primarily of paging revenues.

Cost of service consists of the cost of providing wireless service to subscribers, primarily costs to access local exchange and long distance carrier facilities and to maintain the wireless network. General and administrative expenses include the costs associated with billing a subscriber and the administrative costs associated with maintaining subscribers, including customer service, accounting and other centralized functions. General and administrative expenses also include provisions for unbillable fraudulent roaming charges and subscriber bad debt. Sales and marketing costs include costs associated with acquiring a subscriber, including direct and indirect sales commissions, salaries, all costs of retail locations, advertising and promotional expenses. Sales and marketing costs do not include the revenue or costs of handset sales. However, when sales and marketing costs per net subscriber addition are discussed, the revenue and costs from handset sales are included because such measure is commonly used in the wireless industry. Depreciation and amortization primarily includes depreciation expense associated with the property and equipment in service and amortization associated with its wireless licenses for operational markets.

Certain centralized general and administrative costs, including customer service, accounting and other centralized functions, benefit all of Western Wireless' operations including VoiceStream. These costs are allocated to those operations in a manner which reflects management's judgment as to the nature of the activity causing those costs to be incurred.

EBITDA represents operating income (loss) before depreciation and amortization. EBITDA should not be construed as an alternative to operating income (loss) as determined in accordance with United States GAAP, as an alternate to cash flows from operating activities (as determined in accordance with GAAP), or as a measure of liquidity. EBITDA is presented because it is a commonly used financial indicator in the wireless industry. It is used as an indicator of a company's ability to service and/or incur debt. Because EBITDA is not calculated in the same manner by all companies, VoiceStream's presentation may not be comparable to other similarly titled measures of other companies.

In the comparisons that follow, Western Wireless has separately set forth certain information relating to its cellular operations (including paging) and VoiceStream's PCS operations.

Western Wireless Cellular Overview

Western Wireless provides cellular communications services in 17 western states under the cellular one brand name. Western Wireless owns FCC licenses to provide such services in 16 MSAs and 76 RSAs, including 12 RSAs acquired from Triad Cellular Corporation, Triad Cellular L.P. and certain of their affiliates (collectively "Triad") in October 1997. This purchase included RSAs in Texas, Utah, Oklahoma and Minnesota.

Western Wireless also holds interests in entities which own and operate wireless licenses in certain foreign countries, including Georgia, Ghana, Iceland and Latvia. In addition, Western Wireless has interests in entities which have been awarded wireless licenses in Ireland, Croatia and Haiti. Western Wireless does not own a controlling interest in any of the joint ventures currently providing wireless services, therefore they are accounted for using the equity method and are not included in the following discussions.

Results of Cellular Operations for the Years Ended December 31, 1998, 1997, and 1996

Western Wireless had 660,400 cellular subscribers at December 31, 1998, a 27.0% increase during 1998. Western Wireless had 520,000 cellular subscribers at December 31, 1997, a 60.4% increase in 1997. Western Wireless had 324,200 cellular subscribers at December 31, 1996, a 54.7% increase during 1996. The net number of subscribers added through system acquisitions was approximately 5,100 in 1998, 58,500 in 1997 and 4,900 in 1996. Removing the effect of the Triad subscribers acquired in October 1997, the subscriber growth would have been 42.4% during 1997.

The following table sets forth certain financial data as it relates to Western Wireless' cellular operations:

(Dollars in thousands)	Year Ended December 31,				
	1998	% change	1997	% change	1996
Cellular revenues:					
Subscriber revenues	$330,050	34.5%	$ 245,364	40.5%	$ 174,647
Roamer revenues	66,744	67.9%	39,750	16.7%	34,065
Equipment sales and other revenues	19,826	11.8%	17,734	5.3%	16,834
Total revenues	$ 416,620		$ 302,848		$ 225,546
Cellular operating expenses:					
Cost of service	$ 55,592	18.3%	$ 47,001	14.3%	$ 41,130
Cost of equipment sales	33,149	11.6%	29,698	16.4%	25,516
General and administrative	88,888	46.0%	60,865	31.0%	46,464
Sales and marketing	83,309	35.7%	61,409	17.8%	52,147
Depreciation and amortization	74,402	11.7%	66,595	1.9%	65,346
Total operating expenses	$ 335,340		$ 265,568		$ 230,603
Other income (expense)	$ (95,118)	143.9%	$ (38,999)	0.8%	$ (38,698)
Net Loss	$ (13,838)	705.0%	$ (1,719)	(96.1%)	$ (43,755)
EBITDA	$155,682	49.9%	$ 103,875	72.3%	$ 60,289

Cellular Revenues

The increase in subscriber revenues each year is primarily due to the growth in the number of subscribers offset slightly by a decrease in the average monthly subscriber revenue per subscriber ("ARPU"). ARPU was $46.59 in 1998, an 8.9% decline from $51.13 in 1997, which was a 7.0% decline from $54.96 in 1996. Over the past few years the cellular industry as a whole has also shown a decline in the average monthly cellular subscriber revenue per subscriber. Removing the effect of the Triad subscribers acquired in October 1997, the average monthly cellular subscriber revenue per subscriber was $51.38 in 1997.

The increase in roamer revenues over the past three years was caused by an increase in roaming traffic and partially offset by decreases in the rates charged between carriers. While Western Wireless expects total roamer minutes to continue to increase, the decline in the rates charged between carriers may limit the growth of roamer revenues. Excluding the effect of the Triad acquisition, roaming revenue would have increased 35.2% in 1998 and 10.2% in 1997.

Cellular equipment sales, which consists primarily of handset sales, increased each year due to the growth in subscriber additions which resulted in an increase in handsets sold. Offsetting this increase is a decrease in the average handset selling price, which is the result of lower handset costs and the competitive environment.

Cellular Operating Expenses

The increase in cost of service each year is primarily attributable to the increased number of subscribers and the related increase in activity on the wireless system. While cost of service increased in total dollars, it decreased as a percentage of service revenues to 13.8% in 1998 from 16.2% in 1997 and 19.3% in 1996 due primarily to efficiencies gained from the growing subscriber base. While Western Wireless expects cost of service dollars to continue to increase in 1999 as a result of the growth in subscribers, Western Wireless expects the cost of service as a percentage of service revenues to continue to decline as greater economies of scale are realized.

The increases in general and administrative costs each year are primarily attributable to the increase in costs associated with supporting the increased subscriber base. However, the general and administrative cost per average subscriber continues to decrease as a result of efficiencies gained from the growing subscriber base. The general and administrative cost per average subscriber decreased to $12.55 in 1998 from $12.60 in 1997 and $14.58 in 1996. Western Wireless expects general and administrative dollars to continue to increase in 1999 as a result of the growth in subscribers, as well as increased costs associated with the construction of a new call center. Initially, the construction of the new call center may increase costs on a per subscriber basis.

Increases in sales and marketing costs each year are primarily due to the increase in net subscriber additions. During 1998 the sales and marketing cost per net subscriber added, including the loss on equipment sales, increased to $752 from $574 in 1997. This increase is largely due to a growth in disconnected subscribers causing the increase in costs to be spread over a similar amount of net subscriber additions as in the prior year. The growth in disconnected subscribers is a result of a similar churn rate (representing customer attrition) applied to a larger subscriber base. Although sales and marketing costs increased in 1997, sales and marketing cost per net subscriber added, including the loss on equipment sales, decreased to $574 in 1997 from $593 in 1996. Removing the effect of the Triad properties acquired in October 1997, sales and marketing costs would have been approximately $59.8 million in 1997 and the cost per net subscriber added, including the loss on equipment sales, would have been $578.

Cost of equipment sales increased each year due to the increase in the number of handsets sold, offset by a decrease in the average cost of handsets sold. Western Wireless expects this trend to continue in 1999. Although subscribers generally are responsible for purchasing or otherwise obtaining their own handsets, Western Wireless has historically sold handsets below cost to respond to competition and general industry practice and expects to continue to do so in the future.

Increases in depreciation and amortization expense over the past three years are primarily due to the purchase of additional wireless communications system assets. In 1997, the increase in depreciation and amortization expense caused by the purchase of additional assets, including the acquisition of the Triad properties, was offset by the change in the life by which cellular licenses are amortized. Effective January 1, 1997, Western Wireless prospectively changed its amortization period for cellular licensing costs from 15 years to 40 years to conform more closely with industry practices. The effect of this change in 1997 was to decrease net loss by approximately $15 million and decrease the basic loss per share by $0.21.

Cellular EBITDA

The increase in cellular EBITDA is primarily a result of increased revenues due to the increased subscriber base and the related cost efficiencies gained. As a result, cellular operating margin (cellular EBITDA as a percentage of cellular service revenues) increased to 38.7% in 1998 from 35.8% in 1997 and 28.3% in 1996.

Cellular Net Loss

From 1997 to 1998, the increase in net loss is primarily attributable to the increase in other expenses, offset by the continued improvements in operating income. Western Wireless expects continued improvements in operating income from 1998 to 1999. Net loss may not improve due to potential non-cash stock option expenses related to the Spin-off. Net loss decreased in 1997 from 1996 due to the increase in revenues and operating efficiencies gained.

Cellular Other Income (Expense); Net Operating Loss Carryforwards

Interest and financing expense increased to $92.2 million in 1998 from $41.4 million in 1997 and $41.1 million in 1996 due to the increase in long-term debt. Long-term debt was incurred primarily to fund Western Wireless' capital expenditures associated with the build-out and enhancements of the cellular systems and the acquisition of wireless properties. The cellular weighted average interest rate was 8.87% in 1998, 8.22% in 1997 and 7.79% in 1996.

Western Wireless' cellular operations had available at December 31, 1998, net operating loss ("NOL") carryforwards of approximately $180 million which will expire in the years 2002 through 2018. Western Wireless may be limited in its ability to use these carryforwards in any one year due to ownership changes that preceded the business combination that formed Western Wireless in July 1994. Management believes that, based on a number of factors, there is sufficient uncertainty regarding the utilization of Western Wireless' NOL carryforwards.

Cellular Liquidity and Capital Resources

The following table sets forth certain financial data as it relates to the 1998 cash flows for Western Wireless' cellular operations:

(Dollars in thousands)		
Year ended December 31, 1998		
Net loss	$	(13,359)
Net cash provided by operating activities	$	66,669
Net cash used in investing activities	$	(135,124)
Net cash provided by financing activities	$	55,525
Ending cash	$	2,192

Western Wireless has a credit facility (the "Cellular Credit Facility") with a consortium of lenders providing for $750 million of revolving credit and a $200 million term loan. As of December 31, 1998, $645 million was outstanding under the Cellular Credit Facility. Indebtedness under the Cellular Credit Facility matures on March 31, 2006, and bears interest at variable rates. Substantially all the assets of Western Wireless, excluding the VoiceStream PCS assets and certain other assets, are pledged as security for such indebtedness. The terms of the Cellular Credit Facility restrict, among other things, the sale of assets, distribution of dividends or other distributions and loans. Amounts available for borrowing, which are limited by certain financial covenants and other restrictions, were $305 million at December 31, 1998.

Western Wireless has issued $200 million principal amount of 10-1/2% Senior Subordinated Notes Due 2006 (the "2006" Notes) at par and $200 million principal amount of 10-1/2% Senior Subordinated Notes Due 2007 (the "2007" Notes) at par. Indebtedness under the 2006 Notes and 2007 Notes matures in June 1, 2006 and February 1, 2007, respectively. The Credit Facility prohibits the repayment of all or any portion of the principal amounts of the 2006 Notes or 2007 Notes prior to the repayment of all indebtedness under the Credit Facility. The 2006 and 2007 Notes contain certain restrictive covenants which impose limitations on the operations and activities of Western Wireless and certain of its subsidiaries, including the issuance of other indebtedness, the creation of liens, the sale of assets, issuance of preferred stock of subsidiaries and certain investments and acquisitions. Western Wireless will obtain the appropriate waivers from the holders of these notes prior to consummating the terms of the Spin-off.

In February 1998, a subsidiary of Hutchison Telecommunications Limited ("HTL") purchased 19.9% of the outstanding capital stock of VoiceStream for an aggregate purchase price of $248.4 million (the "Hutchison Investment"). Approximately $113 million of the proceeds were paid to Western Wireless as a repayment of advances made to VoiceStream and were used by Western Wireless to reduce amounts outstanding under the Cellular Credit Facility.

Through the end of 1999, Western Wireless anticipates spending significant capital resources for the acquisition of wireless assets and the continued development of its existing infrastructure. In 1999, Western Wireless expects to spend approximately $80 million for the continued expansion of its cellular infrastructure and approximately $95 million for the purchase of the cellular licenses and operations of the Brownsville, Texas and McAllen, Texas MSAs. Western Wireless will utilize cash on hand, the Cellular Credit Facility and other sources of funding, for purposes of funding its cellular and other activities.

In June 1998, WWI, through a controlling interest in a partnership (the "Ireland Partnership"), was notified by the Irish Government that it was the preferred applicant for a DCS-1800/GSM 900 mobile communication license in Ireland. The amount bid by the Ireland Partnership on this license was $16.2 million, including related fees. The license has not yet been issued, as the decision by the Irish Government is subject to a pending legal proceeding.

Adjustments to the $13.4 million cellular net loss to reconcile to net cash used in operating activities primarily included 74.4 million of depreciation and amortization, $44.0 million for the minority interest loss of consolidated subsidiaries and $4.7 million for the equity in net loss of unconsolidated affiliates due to the increase in activity in international investments. Other adjustments included changes in operating assets and liabilities, including: (i) an increase of $7.7 million in net accounts receivable, due primarily to increased revenues; and (ii) a decrease of $5.0 million in inventory due to an effort to reduce inventory levels. Net cash used in operating activities was $83.6 million in 1997 and $19.9 million in 1996.

Cellular investing activities consisted primarily of: (i) purchases of property and equipment of $73.4; (ii) investments in and advances to unconsolidated affiliates of $15.5 million, primarily attributable to advances to international joint ventures; (iii) $8.5 million of additions to licensing costs and other intangible assets, primarily attributable to 36 Local Multipoint Distribution Service (LMDS) licenses that Western Wireless acquired in an FCC auction; and (iv) $35.3 million for acquisition of wireless properties in 1998 which consists primarily of Western Wireless' purchase of the cellular licenses and operations of the Nebraska 5 and Colorado 4 RSAs in the second and third quarters of 1998, respectively.

Cellular financing activities primarily consisted of the net repayment on long-term debt of $50.0 million.

In the ordinary course of business, Western Wireless continues to evaluate cellular acquisition opportunities, joint ventures and other potential business transactions. Such acquisitions, joint ventures and business transactions may be material. Such transactions may also require Western Wireless to seek additional sources of funding through the issuance of additional debt and/or additional equity at the parent or subsidiary level. There can be no assurance that such funds will be available to Western Wireless on acceptable or favorable terms.

Cellular Seasonality

Western Wireless, and the wireless communications industry in general, have historically experienced significant subscriber growth during the fourth calendar quarter. Accordingly, during such quarter Western Wireless experiences greater losses on equipment sales and increases in sales and marketing expenses. Western Wireless has historically experienced highest usage and revenue per subscriber during the summer months. Western Wireless expects these trends to continue.

VoiceStream PCS Overview

VoiceStream did not commence operations in any of its markets until February 1996. From that date through the end of 1996 VoiceStream launched service in six markets: Honolulu, Portland, Salt Lake City, Albuquerque, Oklahoma City and Des Moines. In 1997, VoiceStream launched service in El Paso, Boise and Denver. In 1998, VoiceStream launched service in Phoenix/Tucson. Due to the varying dates at which each of the markets became operational, the expenses and revenues incurred during any period may not be comparable to another period and may not be representative of future operations. Additionally, during each period being discussed a portion of the operating expenses was related to start-up costs incurred before the commencement of operations in each of the markets. Exclusive of depreciation and amortization expense, which was not material, approximately $7.7 million of start-up costs were incurred in 1998, $5.4 million in 1997 and $17.0 million in 1996.

As Western Wireless owns its PCS operations through its 80.1% ownership of VoiceStream, all discussion has been presented from the perspective of VoiceStream, therefore, the following results of operations reflects 100% of VoiceStream's consolidated PCS operations.

Results of PCS Operations for the Years Ended December 31, 1998, 1997, and 1996

VoiceStream had 322,400 subscribers at December 31, 1998, a 150.7% increase during 1998. VoiceStream had 128,600 subscribers at December 31, 1997, a 262.3% increase during 1997. At December 31, 1996, VoiceStream had 35,500 subscribers.

The following table sets forth certain financial data as it relates to VoiceStream's PCS operations:

(Dollars in thousands)	Year Ended December 31,				
	1998	% change	1997	% change	1996
PCS revenues:					
Subscriber revenues	$ 123,966	136.8%	$ 52,360	574.7%	$ 7,794
Roamer revenues	3,506	1,444.4%	227	N.M.	
Equipment revenues	40,490	61.0%	25,143	158.0%	9,745
Total revenues	$ 167,962		$ 77,730		$ 17,539
PCS operating expenses:					
Cost of service	$ 50,978	18.0%	$ 43,183	246.3%	$ 12,470
Cost of equipment sales	77,071	44.1%	53,469	157.2%	20,789
General and administrative	75,343	45.8%	51,678	155.7%	20,209
Sales and marketing.	85,447	43.7%	59,466	88.8%	31,505
Depreciation and amortization	83,767	25.3%	66,875	364.6%	14,395
Total operating expenses	$ 372,606		$ 274,671		$ 99,368
Other income (expense)	$ (49,622)	(25.8%)	$ (66,874)	(1379.2%)	$ (4,521)
Net Loss	$(254,266)	(3.6%)	$(263,815)	(205.5%)	$(86,350)
EBITDA	$ (120,877)	(7.1%)	$ (130,066)	93.0%	$ (67,434)

PCS Revenues

The increase in subscriber revenues is due to the increase in the number of subscribers. The increase in subscribers is due to the higher number of operational markets during each period and the relative maturity of VoiceStream's operations in these markets. Offsetting this increase is a decrease in the average monthly subscriber revenue per average subscriber ("ARPU"). ARPU was $45.81 for 1998 compared to $57.48 for 1997 and $62.85 for 1996. The decrease in ARPU is primarily due to the change in strategy in 1998, signified by the "Get More" advertising campaign. In this campaign, subscribers get more value from their wireless service through lower priced rate plans that include high minutes of use. Revenues from prepaid customers of $2.1 million are included in subscriber revenues for 1998. VoiceStream does not expect that ARPU will decline at the same rate in 1999 as it did in 1998.

Roamer revenues are a result of VoiceStream's continuing effort to procure domestic and international roaming agreements with other carriers. VoiceStream expects roamer revenues to increase in 1999 due to increased Wireless subscribers and VoiceStream's expanded coverage.

Equipment sales increased as a result of more handsets sold. The increase in handsets sold is due to the number of operational markets during each period and the relative maturity of VoiceStream's operations in these markets. Offsetting this increase is a decrease in the average handset selling price, which is the result of lower handset costs and the competitive environment. VoiceStream anticipates continued growth in equipment sales as a result of increases in subscriber additions and the commencement of commercial operations in other markets.

PCS Operating Expenses

Cost of service expenses represent expenses incurred only by operational markets. The increase in cost of service is primarily attributable to the increased costs of maintaining the expanding wireless network as a result of new markets becoming operational. Cost of service as a percentage of service revenues declined to 40.0% in 1998 from 82.7% in 1997 and 160.0% in 1996 due to efficiencies gained from the growing subscriber base. While cost of service expenses are expected to grow in 1999 due to the growth in subscribers and operating markets, VoiceStream expects the cost of service as a percentage of service revenue to decline as greater economies of scale are realized.

Cost of equipment sales increased each year due to the increase in handsets sold, offset by a decrease in the average cost of handsets sold. VoiceStream expects this trend to continue in 1999. Although subscribers generally are responsible for purchasing or otherwise obtaining their own handsets, VoiceStream has historically sold handsets below cost to respond to competition and general industry practice and expects to continue to do so in the future.

The increase in general and administrative expenses is primarily attributable to the increased costs associated with supporting a larger subscriber base. General and administrative costs per average subscriber were $27.84 for 1998 compared to $56.74 for 1997 and $135.81 for 1996. This decrease is largely the result of efficiencies gained from a larger subscriber base. While general and administrative expenses are expected to grow in 1999 due to the growth in subscribers and operating markets, VoiceStream expects the costs per average subscriber to decline as greater economies of scale are realized.

The increase in sales and marketing costs each year is primarily due to the increase in subscribers added. Sales and marketing costs per net subscriber added, including the loss on equipment sales, was $630 for 1998 compared to $943 for 1997 and $1,200 for 1996. This decrease is largely the result of efficiencies gained from larger subscriber additions. Sales and marketing costs are expected to increase in 1999 due to the anticipated growth in subscriber additions.

The increase in depreciation and amortization expenses is attributable to the continued expansion of the wireless systems. FCC licenses are not amortized until the related market is operational. These expenses will increase as new markets become operational.

PCS EBITDA

From 1997 to 1998, the decrease in negative EBITDA is attributable to the increase in revenues and operating efficiencies gained from the growing subscriber base. VoiceStream expects a similar trend in EBITDA from 1998 to 1999 for its operational markets, however, the commencement of operations in new markets will slow and could reverse this trend. Negative EBITDA increased in 1997 from 1996 due to the commencement of operations in three new markets.

PCS Net Loss

From 1997 to 1998, the decrease in net loss is attributable to the increase in revenues, operating efficiencies gained from the growing subscriber base and a decrease in other expense. VoiceStream expects a similar trend in net loss from 1998 to 1999 for its operational markets, however, the commencement of operations in new markets will slow and could reverse this trend. Net loss increased in 1997 from 1996 due to the commencement of operations in three new markets.

PCS Other Income (Expense); Net Operating Loss Carryforwards

Interest and financing expense, net of capitalized interest, decreased in 1998 from 1997 due to the equity contributions from Western Wireless in December 1997 and Hutchison USA in February 1998 (see "PCS Liquidity and Capital Resources"). The equity contribution from Western Wireless was a conversion of debt that had previously incurred interest. The Hutchison Investment allowed VoiceStream to repay the remaining debt to Western Wireless and to forego additional borrowings until July 1998. The increase in interest and financing expense in 1997 from 1996 was due to the increase in long-term debt. Long-term debt was incurred primarily to fund the capital expenditures associated with the build-out of the wireless systems. Interest expense will increase in 1999 as a result of increased borrowings to fund the expansion of the wireless network. The weighted average interest rate, before the effect of capitalized interest, was 8.76% in 1998, 8.23% in 1997 and 8.12% in 1996. Interest income and other increased in 1998 from 1997 due to the interest earned on the funds received in the Hutchison investment.

VoiceStream had $707 million of NOL carryforwards at December 31, 1998, which will expire between 2010 and 2018. After the Spin-off, these NOLs will remain with VoiceStream. Management believes that, based on a number of factors, there is sufficient uncertainty regarding the utilization of VoiceStream's NOL carryforwards.

PCS Liquidity and Capital Resources

The following table sets forth certain financial data as it relates to the 1998 cash flows for PCS operations:

(Dollars in thousands) **Year ended December 31, 1998**		
Net loss	$.	(254,266)
Net cash used in operating activities	$	(112,931)
Net cash used in investing activities	$	(253,633)
Net cash provided by financing activities	$	374,284
Ending cash	$	8,057

VoiceStream, through a wholly-owned subsidiary, has a credit facility with a consortium of lenders (the "PCS Credit Facility") consisting of $500 million in revolving credit and $500 million in term loans. As of December 31, 1998, $540 million was outstanding under the PCS Credit Facility. The amount which VoiceStream can borrow under the credit facility is reduced beginning in 2001, the same year in which repayment of the credit facility begins. Debt under the PCS Credit Facility matures on December 31, 2006, for the revolver and the delayed draw term loan, and June 30, 2007, for the other $250 million term loan. The borrowings under the PCS Credit Facility bear interest at variable rates. Substantially all the assets of VoiceStream, other than certain PCS licenses acquired in the FCC's D and E Block auctions and certain other assets, are pledged as security for such debt. The terms of the PCS Credit Facility restrict, among other things, the sale of assets, distribution of dividends or other distributions and loans. As of January 1, 1999, the amount available to borrow under the PCS Credit Facility, which is restricted by certain financial covenants, was $277 million.

The Hutchison Investment closed in February 1998. Approximately $135 million of the proceeds of the Hutchison Investment was used by VoiceStream for the build-out of its systems during 1998. The remainder of the proceeds was paid to Western Wireless as a repayment of loans made to VoiceStream.

In 1999, VoiceStream anticipates spending approximately $150 million for the continued expansion of its operating markets and $150 million for the development and expansion of new markets (both amounts include VoiceStream's anticipated spending by Cook Inlet PCS). VoiceStream will use cash on hand and amounts available for borrowing under the PCS Credit Facility for such purposes. In addition, further funds (which may be significant) will be required to finance the continued growth of its operations, including the build-out of its markets, provide for working capital and service debt. The build-out of additional systems by VoiceStream will require substantial additional funds. The capital cost of completing the project in any particular market, and overall, could vary materially from current estimates. If adequate funds are not available from its existing capital resources, VoiceStream may be required to curtail its service operations or to obtain additional funds. The terms of any additional funds may be less favorable than those contained in current arrangements. In addition to the aforementioned capital expenditures, VoiceStream expects to make in 1999, VoiceStream has noncancellable lease agreements for various facilities, including cell-site locations, of approximately $25 million in 1999. The sources of funding for such expenditures will come from the same sources as discussed above. VoiceStream has reached an agreement in principle with one of its infrastructure equipment vendors whereby such vendor would purchase $400,000,000 of VoiceStream's newly designated and issued 12% cumulative senior exchangeable preferred stock. During the first five years following issuance, dividends would be paid in cash or, at VoiceStream's option, in additional shares of exchangeable preferred stock having an aggregate liquidation preference equal to the amount of such dividends. After the fifth anniversary, all dividends would be payable only in cash. In addition, VoiceStream would modify its existing PCS supply agreement with such vendors. The agreement in principle contemplates that the net proceeds of the sale of the exchangeable preferred stock would be used to finance capital expenditures, for working capital purposes and to finance permitted investments and acquisitions. Although VoiceStream is working diligently with the vendor to prepare formal contracts, there can be no assurance that formal contracts will be executed and that such funds will be available to VoiceStream.

A wholly owned subsidiary of VoiceStream holds a 49.9% interest in Cook Inlet PCS. Cook Inlet PCS is subject to the FCC's build-out requirements and will require significant additional amounts to complete the build-out of its PCS systems and to meet the government debt service requirements on C and F Block licenses. No principal payments on these licenses are due in 1999. The potential sources of such additional funding include vendor loans, loans or capital contributions by the partners of Cook Inlet PCS or other third party financing. To date, Western Wireless has funded the operations of Cook Inlet PCS through the issuance of promissory notes. VoiceStream does not have any further commitments to fund Cook Inlet PCS. At December 31, 1998, Western Wireless had advanced funds totaling $65.3 million to Cook Inlet PCS under such promissory notes. During the second quarter of 1998, Cook Inlet PCS participated in the C Block restructuring options provided by the FCC. The options chosen by Cook Inlet PCS had the effect of reducing its debt by $29.1 million.

In January 1999, certain partners of Cook Inlet PCS, including VoiceStream, formed another joint venture, Cook Inlet/VoiceStream PCS LLC ("CIVS") (of which 49.9% is owned by VoiceStream and 50.1% is owned by Cook Inlet Region, Inc.) to participate in the FCC's reauction of C and F Block licenses in 1999. VoiceStream contributed $25 million in March of 1999, to the deposit required by the FCC to participate in the reauction. CIVS has reached an agreement in principle with one of its infrastructure equipment vendors whereby such vendor would provide to CIVS a $725,000,000 senior credit facility and a $100,000,000 subordinated facility, and would agree to acquire certain equipment, software and services from such vendor. The agreement in principle contemplates that the net proceeds of the senior secured facility and the subordinated facility would be used to finance capital expenditures, for working capital and to finance permitted investments and acquisitions. The effectiveness of the senior secured facility and the subordinated facility will be conditioned upon CIVS acquiring licenses for BTA's covering at least 2 million persons. The amount available for borrowing pursuant to the senior credit facility and the subordinated facility will be based upon the aggregate number of persons covered by licenses for BTA's acquired by CIVS, with $825 million in the aggregate being available if CIVS acquires licenses for BTA's covering at least 15 million persons and such availability being ratably reduced if CIVS acquired licenses for BTA's covering fewer than 15 million persons. Although CIVS is working diligently with the vendor to prepare formal contracts, there can be no assurance that formal contracts will be executed or that such funds will be available to CIVS.

After the Spin-off, the NOL carryforwards resulting from VoiceStream's cumulative tax losses will remain with VoiceStream. Pursuant to a tax sharing agreement entered into at the time of the Hutchison Investment, VoiceStream will pay Western Wireless in 1999 an amount representative of the tax benefit of NOLs generated while VoiceStream was a wholly-owned subsidiary of Western Wireless. This payment will not exceed $20 million, net of taxes.

Net cash used in operating activities was $112.9 million in 1998. Adjustments to the $254.3 million net loss to reconcile to net cash used in operating activities included $83.8 million of depreciation and amortization, and $24.1 million for equity in the net loss of unconsolidated subsidiaries. Other adjustments included changes in operating assets and liabilities, including: (i) an increase of $20.9 million in accrued liabilities, the largest component of which is attributable to an increase in property taxes; and (ii) an increase of $13.7 million in accounts payable, due to the growth of the business. Net cash used in operating activities was $198.1 million in 1997 and $81.3 million in 1996.

Net cash used in investing activities was $253.6 million in 1998. Investing activities consisted primarily of: (i) purchases of property and equipment of $206.5 million, largely related to the build-out of the wireless network; (ii) investments in and advances to unconsolidated affiliates of $34.3 million, primarily attributable to advances to Cook Inlet PCS for working capital and purchases of property and equipment; and (iii) $12.9 million of additions to licensing costs and other intangible assets, primarily attributable to 16 Local Multipoint Distribution Service (LMDS) licenses acquired in an FCC auction. Net cash used in investing activities was $370.2 million in 1997 and $342.6 million 1996.

Net cash provided by financing activities was $374.3 million in 1998. Financing activities consisted of: (i) net proceeds from the Hutchison Investment of $244.8 million, offset by the repayment of advances from Western Wireless of $105.4 million; and (ii) net borrowings on long-term debt of $240.0 million, offset by $5.1 million of financing fees. Net cash provided by financing activities was $563.3 million in 1997 and $429.3 million in 1996.

In the ordinary course of business, VoiceStream continues to evaluate acquisitions, joint ventures and other potential business transactions. Any such transactions would be financed with the borrowings under the Credit Facility or through the issuance of additional debt or the sale of additional equity. There can be no assurance that such funds will be available to VoiceStream on acceptable or favorable terms.

PCS Seasonality

VoiceStream, and the wireless communications industry in general, have historically experienced significant subscriber growth during the fourth calendar quarter. Accordingly, during such quarter VoiceStream experiences greater losses on equipment sales and increases in sales and marketing expenses. VoiceStream expects this trend to continue.

Western Wireless and its Subsidiaries Year 2000 Issues

Western Wireless, like most owners of computer software, will be required to modify significant portions of its software so that it will function properly in the year 2000. Any of Western Wireless', or its vendors, computer programs that have date-sensitive software may recognize a date using "00" as the year 1900 rather than the year 2000. Western Wireless is currently remediating its critical systems to address the year 2000 issue. Critical systems are those whose failure poses a risk of disruption to Western Wireless' ability to provide wireless services, to collect revenues, to meet safety standards, or to comply with legal requirements. Western Wireless expects to incur internal staff costs as well as consulting and other expenses related to infrastructure and facilities enhancements necessary to prepare the systems for the year 2000. Western Wireless cannot assure that the remediation of its critical systems will be complete by the year 2000.

Much of Western Wireless' technology, including technology associated with its critical systems, is purchased from third parties. Western Wireless is dependent on those third parties to assess the impact of the year 2000 issue on the technology and services they supply and to take any necessary corrective action. Western Wireless' plan includes obtaining information from all third parties to determine whether they have accurately assessed the problem and taken corrective action. Western Wireless cannot assure that these third parties will have taken the necessary corrective action prior to the year 2000.

While costs incurred to date to address the year 2000 issue have not been significant, Western Wireless expects to incur incremental consolidated expenses of not more than $5 million through the end of 1999 to implement its plan for its consolidated critical systems. In addition, Western Wireless has redeployed internal resources to address the problem. The majority of these expenses will be incurred in the first half of 1999. Additionally, Western Wireless will incur capitalized costs that represent ongoing investment in new systems and system upgrades, the timing of which is being accelerated to facilitate year 2000 compliance and which is not expected to have a material impact on Western Wireless' financial position or results of operations. This estimate assumes that third party suppliers have accurately assessed the compliance of their products and that they will successfully correct the issue in non-compliant products. Because of the complexity of correcting the year 2000 issue, actual costs may vary from this estimate.

Based on its current assessments and its remediation plan, which are based in part upon certain representations of third parties, VoiceStream expects that it will not experience a disruption of its operations as a result of the change to the year 2000. However, there can be no assurance that either Western Wireless or the third parties who have supplied technology used in Western Wireless' critical systems will be successful in taking corrective action in a timely manner. Western Wireless has developed contingency plans with respect to its critical systems, which Western Wireless believes will successfully avoid service disruption; however, Western Wireless cannot guarantee this. Western Wireless will continuously test and update these plans and systems as long as necessary.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required by this item are set forth on pages F-1 through F-22 and the related financial statement schedules are set forth on page S-1 through S-3.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

PART III

Item 10. Directors and Executive Officers of the Registrant

The information on directors of the registrant called for by this Item is incorporated by reference to the section entitled "Election of Directors and Management Information" in Western Wireless' Proxy Statement for its 1999 annual shareholders meeting to be filed with the United States Securities and Exchange Commission. The information on executive officers of the registrant called for by this Item is included herein in the section entitled "Executive Officers of the Registrant."

Item 11. Executive Compensation

The information called for by this Item is incorporated by reference to the section entitled "Executive Compensation" in Western Wireless' Proxy Statement for its 1999 annual shareholders meeting to be filed with the United States Securities and Exchange Commission.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information called for by this Item is incorporated by reference to the section entitled "Security Ownership of Certain Beneficial Owners and Management" in Western Wireless' Proxy Statement for its 1999 annual shareholders meeting to be filed with the United States Securities and Exchange Commission.

Item 13. Certain Relationships and Related Transactions

The information called for by this Item is incorporated by reference to the section entitled "Certain Relationships and Related Transactions" in Western Wireless' Proxy Statement for its 1999 annual shareholders meeting to be filed with the United States Securities and Exchange Commission.

PART IV

Item 14. Exhibits, Financial Statements, Schedules and Reports on Form 8-K

(A) Financial Statements and Schedule

The financial statements and schedules are filed with this Form 10-K are set forth in the Index to Consolidated Financial Statements and Schedules at page F-1, which immediately precedes such documents.

(B) Reports on Form 8-K

A Form 8-K was filed on October 27, 1998, reporting Western Wireless' financial and operating results for the third quarter ended September 30, 1998, and announcing the filing of a request for ruling with the Internal Revenue Service.

A Form 8-K was filed on February 8, 1999, announcing that Western Wireless received a favorable ruling from the Internal Revenue Service regarding the tax free nature of a potential spin off of its 80.1 percent ownership of VoiceStream Wireless Corporation, and that the Board of Directors of Western Wireless approved such a spin off transaction.

A Form 8-K was filed on February 17, 1999, reporting Western Wireless' financial and operating results for the fourth quarter and year end 1998.

Exhibit	Description
3.1[1]	Amended and Restated Articles of Incorporation of the Registrant.
3.2[1]	Bylaws of the Registrant.
4.1[2]	Indenture between Western Wireless Corporation and Harris Trust Company of California, dated May 22, 1996
4.2[3]	Indenture between Western Wireless Corporation and Harris Trust Company of California, dated October 24, 1996
4.3[6]	Form of Supplemental Indenture to be entered into between Western Wireless Corporation and Harris Trust Company of California, relating to the 10 1/2% Senior Subordinated Notes Due 2007
4.4[6]	Form of Supplemental Indenture to be entered into between Western Wireless Corporation and Harris Trust Company of California, relating to the 10 1/2% Senior Subordinated Notes Due 2006
10.1[1]	Loan Agreement between Western PCS II Corporation and Northern Telecom Inc., dated June 30, 1995
10.2[1]	PCS 1900 Project and Supply Agreement between Western PCS Corporation and Northern Telecom Inc., dated June 30, 1995
10.3[1]	Purchase Agreement between Motorola Nortel Communications Co. and General Cellular Corporation, dated July 29, 1993
10.4[1]	Loan Agreement among Western Wireless Corporation and The Toronto-Dominion Bank, Barclays Bank, PLC, and Morgan Guaranty Trust Company of New York, as Managing Agents for the Various Lenders, dated June 30, 1995
10.5[1]	First Amendment to Loan Agreement by and among Western Wireless Corporation, The Toronto-Dominion Bank, Barclays Bank, PLC, and Morgan Guaranty Trust Company of New York, as Managing Agents for the Various Lenders, dated January 11, 1996
10.6[1]	Supply Contract by and between Western PCS Corporation and Nokia Telecommunications Inc., dated December 14, 1995
10.7[1]	Purchase and Sale Agreement, Nokia Mobile Phones, Inc. and Western Wireless Corporation, dated November 10, 1995
10.8[1]	Western Wireless Corporation, 1994 Management Incentive Stock Option Plan, approved, as adopted and amended, by Shareholders November 16, 1995 together with form of Stock Option Agreement for offers thereunder

10.9[1] Stockholders Agreement by and among Western Wireless Corporation and certain of its shareholders, dated July 29, 1994

10.10[1] First Amendment to Stockholders Agreement by and among Western Wireless Corporation and certain of its shareholders, Adding as a Party Western PCS Corporation, dated November 30, 1994

10.11[1] Waiver Agreement by and among Western Wireless Corporation, Western PCS Corporation and certain of Western Wireless Corporation's shareholders, dated November 30, 1994

10.12[1] Waiver Agreement by and among Western Wireless Corporation, Western PCS Corporation and certain of Western Wireless Corporation's shareholders, dated February 15, 1996

10.13[1] Voting Agreement by and among Western Wireless Corporation and certain of its shareholders, dated July 29, 1994

10.14[1] Voting Agreement by and among Western Wireless Corporation and certain of its shareholders

10.15[1] Lease Agreement by and between WWC Holding Co., Inc., successor in interest to MARKETS Cellular Limited Partnership, and WRC Properties, Inc., dated May 1, 1994

10.16[1] Lease Agreement by and between Western Wireless Corporation and Department of Natural Resources, dated August 25, 1995

10.17[1] First Amendment to Lease Agreement by and between Western Wireless Corporation and Department of Natural Resources, dated February 28, 1996

10.18[1] Form of Cellular One Group License Agreement

10.19[1] Asset Purchase Agreement between Western PCS III License Corporation as Buyer and GTE Mobilnet Incorporated as Seller, dated January 16, 1996

10.20[1] Purchase and Sale Agreement by and between Robert O. Tyler, Esq., as Trustee, Seller, and GCC License Corporation, Purchaser, dated December 22, 1995

10.21[1] Agreement for Purchase and Sale of Autoplex Cellular Equipment, Software and Services by and among American Telephone and Telegraph Company, WWC Holding Co., Inc., successor to MARKETS Cellular Limited Partnership and MCII General Partnership, dated March 17, 1993

10.22[1] Agreement and Plan of Reorganization by and among Palouse Paging, Inc., the Shareholders of 100% of the Stock of Palouse Paging, Inc., Western Paging I Corporation and Western Wireless Corporation, dated February 5, 1996

10.23[1] First Amendment to Agreement and Plan of Reorganization by and among Western Paging I Corporation, the former Shareholders of 100% of the Stock of Palouse Paging, Inc. and Western Wireless Corporation

10.24[1] Agreement and Plan of Reorganization by and among Sawtooth Paging, Inc., the Shareholders of 52.93% of the Stock of Sawtooth Paging, Inc., Western Paging II Corporation and Western Wireless Corporation, dated February 5, 1996

10.25[1] Employment Agreement by and between John W. Stanton and Western Wireless Corporation, dated March 12, 1996

10.26[1] Employment Agreement by and between Robert R. Stapleton and Western Wireless Corporation, dated March 12, 1996

10.27[1] Employment Agreement by and between Mikal J. Thomsen and Western Wireless Corporation, dated March 12, 1996

10.28[1] Employment Agreement by and between Theresa E. Gillespie and Western Wireless Corporation, dated March 12, 1996

10.29[1] Employment Agreement by and between Alan R. Bender and Western Wireless Corporation, dated March 12, 1996

10.30[1] Employment Agreement by and between Cregg B. Baumbaugh and Western Wireless Corporation, dated March 12, 1996

10.31[7] Employment Agreement by and between Donald Guthrie and Western Wireless Corporation, dated March 12, 1996

10.32[1] Form of Registrant's Restrictive Covenant and Confidentiality Agreement

10.33[1] Form of Director and Officer Indemnification Agreement

10.34[1] Western PCS Corporation Series A Preferred Stock Purchase Agreement among Western Wireless Corporation, Western PCS Corporation and the Purchasers listed therein, dated April 10, 1995

10.35[1] PCS Block "C" Organization and Financing Agreement by and among Western PCSBTA I Corporation, Western Wireless Corporation, Cook Inlet PV/SS PCS Partners, L.P., Cook Inlet Telecommunications, Inc., SSPCS Corporation and Providence Media Partners L.P. dated as of November 5, 1995

10.36[1] Limited Partnership Agreement by and between Cook Inlet PV/SS PCS Partners, L.P. and Western PCS BTA I Corporation dated as of November 5, 1995

10.37[1] First Amendment to Block "C" Organization and Financing Agreement and Cook Inlet Western Wireless PV/SS PCS, L.P. Limited Partnership Agreement by and among Western PCS BTA I Corporation, Western Wireless Corporation, Cook Inlet PV/SS PCS Partners, L.P., Cook Inlet Telecommunications, Inc., SSPCS Corporation and Providence Media Partners L.P. dated as of April 8, 1996

10.38[1] Amended and Restated Loan Agreement among Western Wireless Corporation and The Toronto-Dominion Bank, Barclays Bank, PLC, and Morgan Guaranty Trust Company of New York, as Managing Agents for the Various Lenders, dated May 6, 1996

10.39[3] Second Amendment to Block "C" Organization and Financing Agreement and Cook Inlet Western Wireless PV/SS PCS, L.P. Limited Partnership Agreement by and among Western PCS BTA I Corporation, Western Wireless Corporation, Cook Inlet PV/SS PCS Partners, L.P., Cook Inlet Telecommunications, Inc., SSPCS Corporation and Providence Media Partners L.P. dated as of June 27, 1996

10.40[3] Third Amendment to Block "C" Organization and Financing Agreement and Cook Inlet Western Wireless PV/SS PCS, L.P. Limited Partnership Agreement and First Amendment to Technical Services Agreement by and among Western PCS BTA I Corporation, Western Wireless Corporation, Cook Inlet PV/SS PCS Partners, L.P., Cook Inlet Telecommunications, Inc., SSPCS Corporation, Providence Media Partners L.P. and Cook Inlet Western Wireless PV/SS PCS, L.P., dated July 30, 1996

10.41[3] General Agreement for Purchase of Cellular Systems between Lucent Technologies Inc. and Western Wireless Corporation, dated September 16, 1996

10.42[3] Amendment No. 1 to PCS 1900 Supply Agreement between Western PCS Corporation and Northern Telecom Inc., dated July 25, 1996

10.43[3] Amendment No. 2 to PCS 1900 Supply Agreement between Western PCS Corporation and Northern Telecom Inc., dated July 25, 1996

10.44[7] Amendment No. 3 to PCS Supply Agreement between Western PCS Corporation and Northern Telecom Inc., dated October 14, 1996

10.45[4] Western Wireless Corporation 1996 Employee Stock Purchase Plan

10.46[5] Western Wireless Corporation 1997 Executive Restricted Stock Plan

10.47[5] Form of First Amendment to Amended and Restated Loan Agreement among Western Wireless Corporation and The Toronto Dominion Bank, Barclays Bank, PLC, and Morgan Guaranty Trust Company of New York, as Managing Agents for the various lenders, dated March 27, 1997

10.48[5] Purchase Agreement, dated April 24, 1997, by and among Western Wireless Corporation, Triad Texas, L.P., Triad Utah, L.P., Triad Oklahoma, L.P., Triad Cellular Corporation and Triad Cellular L.P.

10.49[5] Purchase Agreement, dated April 24, 1997, by and between Western Wireless Corporation and Triad Cellular Corporation

10.50[5] Agreement and Plan of Merger, dated April 24, 1997, by and among Western Wireless Corporation, Minnesota Cellular Corporation, Triad Investment Minnesota, Inc., Barry B. Lewis, Craig W. Viehweg, Terry E. Purvis, Triad Cellular Corporation, Triad Cellular L.P., and Triad Minnesota, L.P.

10.51[5] Purchase Agreement, dated April 24, 1997, by and between Western Wireless Corporation and Triad Cellular, L.P.

10.52[8] First Amendment to Loan Agreement, dated as of March 6, 1997, among Western PCS II Corporation, Northern Telecom Inc., NTFC Capital Corporation and Export Development Corporation

10.53[8] Second Amendment to Loan Agreement, dated as of April 15, 1997, among Western PCS II Corporation, Northern Telecom Inc., NTFC Capital Corporation and Export Development Corporation

10.54[9] Second Amendment to Amended and Restated Loan Agreement by and among Western Wireless Corporation, various financial institutions, and The Toronto-Dominion Bank, Barclays Bank PLC and Morgan Guaranty Trust Company of New York as Managing Agents dated May 28, 1997

10.55[10] Stock Subscription Agreement by and among Western Wireless Corporation, Hutchison Telecommunications Limited and Hutchison Telecommunications Holdings (USA) Limited dated October 14, 1997

10.56[10] Purchase Agreement by and among Western PCS Corporation, Western Wireless Corporation, Hutchison Telecommunications Limited and Hutchison Telecommunications PCS (USA) Limited dated October 14, 1997

10.57[10] Form of Cash Management Agreement by and between Western Wireless Corporation and Western PCS Corporation

10.58[10] Form of Roaming Agreement by and between Western Wireless Corporation and Western PCS Corporation

10.59[10] Form of Services Agreement by and between Western Wireless Corporation and Western PCS Corporation

10.60[10] Form of Shareholders Agreement by and among Western Wireless Corporation, Hutchison Telecommunications PCS (USA) Limited and Western PCS Corporation

10.61[10] Form of Tax Sharing Agreement by and between Western Wireless Corporation and Western PCS Corporation

10.62[10] Agreement to Form Limited Partnership dated September 30, 1997, by and among Western PCS I Iowa Corporation, a Delaware corporation, INS Wireless, Inc., an Iowa corporation, Western PCS I Corporation, a Delaware corporation, and Iowa Network Services, Inc., an Iowa corporation

10.63[10] Iowa Wireless Services, L.P. Limited Partnership Agreement dated as of September 30, 1997, by and between INS Wireless, Inc., as General Partner, and Western PCS I Iowa Corporation, as Limited Partner

10.64[11] Software License Maintenance and Subscriber Billing Services Agreement dated June 1997

10.65[11] First Amendment to Software License, Maintenance and Subscriber Billing Services Agreement dated December 1997, between CSC Intelicom, Inc., and Western Wireless Corporation

10.66[11] Letter agreement dated December 16, 1997 between Western Wireless Corporation and Intelicom Services Inc. to provide products and services pursuant to the Software License Maintenance and Subscriber Billing Services Agreements and First Amendment thereto

10.67[12] Second Amendment to Loan Agreement by and among Western Wireless Corporation, TD Securities (USA) Inc., Barclays Capital, and J.P. Morgan Securities Inc., as Managing Agents for the Various Lenders, dated February 17, 1998

10.68[12] Employment Agreement by and between Timothy Wong and Western Wireless Corporation, dated February 10, 1998.

10.69[12] Employment Agreement by and between Robert Dotson and Western Wireless Corporation, dated February 10, 1998

10.70[13] Amendment Number 4 to PCS 1900 Project and Supply Agreement by and between Western PCS Corporation and Northern Telecom Inc. dated March 26, 1998

10.71[13] Supply Contract by and between Western PCS Corporation and Nokia Telecommunications Inc. dated March 9, 1998

10.72[13]	Purchase and Sale Agreement by and between Nokia Mobile Phones, Inc. and Western PCS Corporation dated March 9, 1998
10.74[13]	Loan Agreement among Western PCS Holding Corporation, various financial institutions, and Toronto-Dominion (Texas), Inc. as Administrative Agent, dated June 26, 1998
10.75[13]	Asset Purchase Agreement by and between WWC Holding Co, Inc., Western Wireless Corporation, and Celludyne II, Inc. dated June 10, 1998
10.76[14]	Amendment Number 5 to PCS 1900 Project and Supply Agreement between VoiceStream Wireless Corporation and Northern Telecom Inc. dated September 17, 1998
10.77[14]	Exchange Rights and Grant Agreement by and among Western PCS BTA I Corporation, Western Wireless Corporation, Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation dated December 17, 1998
10.78[14]	Exchange Rights and Grant Agreement by and among Western PCS BTA I Corporation, Western Wireless Corporation, SSPCS Corporation and VoiceStream Wireless Corporation dated January 19, 1999
10.79[14]	First Amendment to Loan Agreement by and among Western PCS Holding Corporation, TD Securities (USA) Inc., NationsBanc Montgomery Securities LLC, Barclays Capital, J.P. Morgan Securities Inc., Chase Securities Inc., J.P. Morgan Securities Inc., NationsBanc Montgomery Securities LLC, Chase Securities Inc. and Toronto Dominion (Texas), Inc. dated November 25, 1998
10.80[15]	Amendment No. 1 to the General Agreement for Purchase of Cellular Systems between Western Wireless Corporation and Lucent Technologies, Inc. effective January 1998
10.81[15]	Amendment No. 2 to Purchase Agreement between General Cellular Corporation and Northern Telecom Inc.
10.82[15]	Amendment No. 3 to Purchase Agreement between Western Wireless Corporation and Northern Telecom Inc. dated September 1998
10.83	Asset Purchase Agreement by and among McAllen Cellular Telephone Company, Inc., GCC License Corporation, Celutel, Inc. and Western Wireless Corporation dated January 26, 1999
10.84	Asset Purchase Agreement by and among Brownsville Cellular Telephone Company, Inc., GCC License Corporation, Celutel, Inc. and Western Wireless Corporation dated January 24, 1999
21.1	Subsidiaries of the Registrant
23.1	Consent of Arthur Andersen LLP
27.1	Financial Data Schedule

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(1) Incorporated herein by reference to the exhibit filed with Western Wireless' Registration Statement on Form S-1 (Commission File No. 333-2432).
(2) Incorporated herein by reference to the exhibit filed with Western Wireless' Registration Statement on Form S-1 (Commission File No. 333-2688).
(3) Incorporated herein by reference to the exhibit filed with Western Wireless' Registration Statement on Form S-4 (Commission File No. 333-14859).
(4) Incorporated herein by reference to the exhibit filed with Western Wireless' Registration Statement on Form S-8 (Commission File No. 333-18137).
(5) Incorporated by reference to the exhibit filed with Western Wireless' Registration Statement on Form S-1 (Commission File No. 333-14859)
(6) Incorporated by reference to the exhibit filed with Western Wireless' Registration Statement on Form S-3 (Commission File No. 333-14859)
(7) Incorporated by reference to the exhibit filed with Western Wireless' Form 10-K for the year ended 12/31/96.
(8) Incorporated by reference to the exhibit filed with Western Wireless' Form 10-Q for the quarter ended 3/31/97.
(9) Incorporated by reference to the exhibit filed with Western Wireless' Form 10-Q for the quarter ended 6/30/97.
(10) Incorporated by reference to the exhibit filed with Western Wireless' Form 10-Q for the quarter ended 9/30/97.
(11) Incorporated by reference to the exhibit filed with Western Wireless' Form 10-K for the year ended 12/31/97.
(12) Incorporated by reference to the exhibit filed with Western Wireless' Form 10-Q for the quarter ended 3/31/98.
(13) Incorporated by reference to the exhibit filed with Western Wireless' Form 10-Q for the quarter ended 6/30/98.

(14) Incorporated by reference to the exhibit filed with Western Wireless' Registration Statement on Form 10 (Commission File No. 000-25441)

(15) Portions of this exhibit have been omitted and filed separately with the Secretary of the Commission pursuant to the Registrant's Application Requesting Confidential Treatment under Rule 246-2 of the Securities Exchange Act of 1934.