

05-149

<b>FCC 601 Main Form</b>	<b>FCC Application for Wireless Telecommunications Bureau Radio Service Authorization</b>	Approved by OMB 3060 - 0798 See instructions for public burden estimate <i>Submitted 03/07/2005</i> at 01:53PM  File Number: <b>0002069484</b>
------------------------------	---	--

1) Radio Service Code: <b>CW</b>	1a) Existing Radio Service Code:
2) Application Purpose: <b>New</b>	
3a) If this request is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter <u>N</u> (Not Applicable).	( <u>N</u> ) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u>
3b) If this request is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	( <u>N</u> ) <u>Y</u> <u>N</u> <u>o</u>
4) 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:
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929)	( ) <u>Y</u> <u>N</u> <u>o</u>
8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances.	( <u>N</u> ) <u>Y</u> <u>N</u> <u>o</u>
8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.	
8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	( <u>N</u> ) <u>Y</u> <u>N</u> <u>o</u>
9) Are attachments being filed with this application?	( <u>Y</u> ) <u>Y</u> <u>N</u> <u>o</u>

**Applicant Information**

10) FCC Registration Number (FRN): <b>0012184834</b>			
11) Licensee is a(n): <b>Partnership</b>			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): <b>Carroll Wireless, LP</b>			
14) Name of Real Party in Interest of Applicant (if different from applicant):			
15) Taxpayer Identification Number of Real Party in Interest:			
16) Attention To: <b>Allison Cryor DiNardo</b>			
17) P.O. Box:	And/Or	18) Street Address: <b>100 N. Pitt Street, Suite 206</b>	

19) City: <b>Alexandria</b>	20) State: <b>VA</b>	21) Zip Code: <b>22314</b>
22) Telephone Number: <b>(703)518-9902</b>		23) FAX Number: <b>(703)518-9931</b>
24) E-Mail Address:		

**Contact Information (If different than applicant)**

25) First Name: <b>Thomas</b>	MI:	Last Name: <b>Gutierrez</b>	Suffix:
26) Entity Name: <b>Lukas, Nace, Gutierrez &amp; Sachs, Chartered</b>			
27) P.O. Box:	And/Or	28) Street Address: <b>1650 Tysons Boulevard, Suite 1500</b>	
29) City: <b>McLean</b>	30) State: <b>VA</b>	31) Zip Code: <b>22102</b>	
32) Telephone Number: <b>(202)828-9470</b>		33) FAX Number: <b>(202)828-8410</b>	
34) E-Mail Address: <b>tgutierrez@fcclaw.com</b>			

**Regulatory Status**

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):	<input checked="" type="checkbox"/> <b>Yes</b> <u>C</u> ommon Carrier <input type="checkbox"/> <b>No</b> <u>N</u> on-Common Carrier <input type="checkbox"/> <b>No</b> <u>P</u> rivate, internal communications <input type="checkbox"/> <b>No</b> <u>B</u> roadcast Services <input type="checkbox"/> <b>No</b> <u>B</u> and <u>M</u> anager
--	---

**Type of Radio Service**

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	<input checked="" type="checkbox"/> <b>Yes</b> <u>F</u> ixed <input checked="" type="checkbox"/> <b>Yes</b> <u>M</u> obile <input type="checkbox"/> <b>No</b> <u>R</u> adiolocation <input type="checkbox"/> <b>No</b> <u>S</u> atellite (sound) <input type="checkbox"/> <b>No</b> <u>B</u> roadcast Services
37) Interconnected Service? ( <u>Y</u> ) <b>Yes</b> <b>No</b>	

**Fee Status**

38) Is the Applicant exempt from FCC application fees?	( ) <b>Yes</b> <b>No</b>
39) Is the Applicant exempt from FCC regulatory fees?	( ) <b>Yes</b> <b>No</b>

**Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)**

40) Is the applicant a foreign government or the representative of any foreign government?	( <u>N</u> ) <b>Yes</b> <b>No</b>
41) Is the applicant an alien or the representative of an alien?	( <u>N</u> ) <b>Yes</b> <b>No</b>
42) Is the applicant a corporation organized under the laws of any foreign government?	( <u>N</u> ) <b>Yes</b> <b>No</b>
43) Is the applicant 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?	( <u>N</u> ) <b>Yes</b> <b>No</b>

44) Is the applicant 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?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> No
---	--

**Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)**

45) Has the applicant or any party to this application or amendment 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?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> No
46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> No
47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant 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?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> No
48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> No

**Aeronautical Advisory Station (Unicom) Certification**

49) ( <input type="checkbox"/> ) I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.
---

**50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)**

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

**General Certification Statements**

1) The applicant 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.
2) The applicant certifies that grant of this application would not cause the applicant 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.
3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
4) The applicant certifies that neither the applicant 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 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). 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.
5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.

### Signature

51) Typed or Printed Name of Party Authorized to Sign			
First Name: Allison	MI:	Last Name: Cryor DiNardo	Suffix:
52) Title: President of General Partner			
Signature: Allison Cryor DiNardo			53) Date: 03/07/05
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
<p>Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.</p> <p>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, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).</p>			

<p><b>FCC 601</b> <b>Schedule B</b></p>	<p><b>Schedule for Geographically Licensed Services</b></p>	<p>Approved by OMB 3060 - 0798 See instructions for public burden estimate</p> <p>File Number: <b>0002069484</b></p>
---	---	--

Market/Channel Block				
1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) I am seeking a Tribal Lands Bidding Credit in this market
BTA020	Asheville-Hendersonville, NC	C3	3	No
BTA047	Bloomington-Bedford, IN	C4	4	No
BTA074	Charlotte-Gastonia, NC	C3	3	No
BTA093	Columbus, IN	C4	4	No
BTA104	Danville, VA	F		No
BTA174	Greensboro-Winston-Salem-High	C3	3	No
BTA189	Hickory-Lenoir-Morganton, NC	C3	3	No
BTA204	Indianapolis, IN	C4	4	No
BTA235	Lafayette, IN	C4	4	No
BTA280	Marion, IN	F		No
BTA297	Milwaukee, WI	F		No

<b>BTA298</b>	<b>Minneapolis-St. Paul, MN</b>	<b>C5</b>	<b>5</b>	<b>No</b>
<b>BTA329</b>	<b>Oklahoma City, OK</b>	<b>C5</b>	<b>5</b>	<b>No</b>
<b>BTA357</b>	<b>Portland-Brunswick, ME</b>	<b>C4</b>	<b>4</b>	<b>No</b>
<b>BTA430</b>	<b>Staunton-Waynesboro, VA</b>	<b>C1</b>	<b>1</b>	<b>No</b>
<b>BTA460</b>	<b>Walla Walla, WA-Pendelton, OR</b>	<b>E</b>		<b>No</b>
<b>BTA470</b>	<b>West Plains, MO</b>	<b>C4</b>	<b>4</b>	<b>No</b>

Tribal Lands Information						
6) Market Designator	7) Channel Block	8) Name of Tribal Lands	9) Area, in square kilometers, of tribal lands contained within designated market	10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from the tribal governments (attach certification(s))	11) The amount of bidding credit as defined by FCC Rules (by Market)	12) Additional amount of bidding credit requested (attach justification)

**Certification Statements**

**For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

**For Applicants Claiming Eligibility as a Publicly Traded Corporation**

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Applicants Claiming Eligibility using a Control Group Structure**

Applicant certifies that they are eligible to obtain the licenses for which they apply.  
 Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Applicant certifies that they are eligible to obtain the licenses for which they apply.  
 Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Applicants Claiming Eligibility as a Rural Telephone Company**

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**For Applicants Claiming Tribal Lands Bidding Credit**

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
Ownership	03/07/05	Exh A - Ownership Information	<a href="#">0179994503892191462044943.pdf</a>
Other	03/07/05	Exh C - Closed Bidding Eligibility	<a href="#">0179994513892191462044943.pdf</a>
Other	03/07/05	Exh D - Designated Entities	<a href="#">0179994533892191462044943.pdf</a>
Other	03/07/05	Exh E - Agreements and Other Instruments	<a href="#">0179994563892191462044943.pdf</a>
Other	03/07/05	Exh H - Geographic Overlap Statement	<a href="#">0179994573892191462044943.pdf</a>

**CARROLL WIRELESS, LP**

**FCC Form 601: Exhibit A  
Ownership Information**

**Part 1. Direct Ownership**

Following is information pertaining to parties holding 10% or more of each class of stock, warrants, options, debt securities of Carroll Wireless, LP ("Applicant").

Applicant is a limited partnership and has issued no stock, warrants, options, or debt securities. The ownership of CW is described below:

Name: Carroll PCS, Inc.  
Address: 100 North Pitt Street, Suite 206  
Alexandria, VA 22314  
Organized: USA  
Direct Interest: General Partnership Interest/10% of Applicant's Equity (100% per multiplier)<sup>1</sup>

Name: USCC Wireless Investment, Inc.  
Address: 8410 West Bryn Mawr, Suite 700  
Chicago, Ill 60631  
Organized: USA  
Direct Interest: Limited Partnership Interest/90% of Applicant's Equity (100% per multiplier)<sup>2</sup>

**Part 2. Indirect Ownership**

Name: Allison Cryor DiNardo\*  
Address: 100 North Pitt Street, Suite 206  
Alexandria, VA 22314  
Organized: USA  
Indirect Interest: General Partnership Interest/10% of Applicant's Equity (100% per multiplier)<sup>3</sup>

\*Allison Cryor DiNardo, who has a controlling interest in the Applicant, owns 100% of Carroll PCS, Inc., which in turn, owns a General Partnership Interest and 10% of the Applicant's Equity.

<sup>1</sup> Because Carroll PCS, Inc. holds a controlling interest in the Applicant, its interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

<sup>2</sup> Because USCC Wireless Investment, LLC interest in the Applicant exceeds 50 percent, its interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

<sup>3</sup> Because Allison Cryor DiNardo holds a controlling interest in the Applicant, its interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

Name: United States Cellular Corporation\*  
Address: 8410 West Bryn Mawr, Suite 700  
Chicago, Ill 60631  
Organized: USA  
Indirect Interest: Limited Partnership Interest/90% of Applicant's Equity (100% per multiplier)<sup>4</sup>

\*United States Cellular Corporation owns 100% of USCC Wireless Investment, LLC, which in turn, owns a Limited Partnership Interest and 90% of the Applicant Equity.

Name: Telephone and Data Systems, Inc.\*  
Address: 8410 West Bryn Mawr, Suite 700  
Chicago, Ill 60631  
Organized: USA  
Indirect Interest: 77.49% of the Applicant's Equity<sup>5</sup> (100% per multiplier)<sup>6</sup>

\* Telephone and Data Systems, Inc. owns 86.1% of United States Cellular Corporation,<sup>7</sup> which in turn, owns 100% of USCC Wireless Investment, LLC, which in turn owns a Limited Partnership Interest and 90% of the Applicant's Equity.

### Part 3. Other Disclosable Interests and Entities

The Applicant, and its controlling interests, Carroll PCS, Inc. and Allison Cryor DiNardo, do not have a 10 percent or more ownership interest in any FCC regulated businesses.

Telephone and Data Systems, Inc. ("TDS"), and its subsidiaries United States Cellular Operating Company, United States Cellular Corporation, and TDS -Telecommunications Corporation, Inc. have more than a 10 percent ownership interest in more than 150 FCC regulated businesses. For a complete list of these entities and the ownership percentage held in these entities, the Applicant references the FCC Form 602 filed by TDS and United States Cellular Corporation on November 30, 2004 (attached herewith as Attachment 1).

<sup>4</sup> Because United States Cellular Corporation's interest in the Applicant exceeds 50 percent, its interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

<sup>5</sup> TDS is controlled by a voting trust consisting of LeRoy T. Carlson, Jr., Walter C.D. Carlson, Margaret D. Carlson, Prudence E. Carlson, and Letitia G. Carlson ("Voting Trust"). The Voting Trust owns approximately 10 percent of TDS' equity. However, the Voting Trust owns approximately 92.9% of the Series A Common Shares which gives it a majority of the voting power in TDS and voting power to elect eight out of the twelve current directors of TDS.

<sup>6</sup> Because Telephone and Data Systems, Inc.'s interest in the Applicant exceeds 50 percent, its interest in the Applicant will be treated as if it were 100 percent for purposes of applying the multiplier.

<sup>7</sup> TDS' interest in United States Cellular Corporation is based upon its most recent FCC Form 602 filed on November 30, 2004.

**Attachment 1**

FCC 602  
Main Form

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate  
Submitted: 11/30/2004  
Filer FRN: 0004943528

Filer Information

1) First Name (if individual): MI: Last Name: Suffix:  
  
2) Filer Name (if entity): TELEPHONE AND DATA SYSTEMS, INC. 3) FCC Registration Number (FRN):  
0004943528

Contact Information

4) Holland & Knight LLP Telephone Number: (202)862-5989  
Peter M Connolly Esq Fax Number: (202)955-5564  
2099 Pennsylvania Avenue, N.W. #100  
Washington, DC 20006-6801 E-mail Address: peter.connolly@hklaw.com

Related FCC Regulated Businesses of Filer

5a) Name and address of all FCC-Regulated Businesses owned by Filer:	5b) Principal Business:	5c) FCC Registration Number (FRN):	5d) Percent of Interest Held:
COMMVEST, Inc. P.O Box c/o Telephone and Data Systems, Inc. 30 N. LaSalle St. #4000 Chicago, IL 60602	Telecommunications	0007345739	100.00
MGW Communications, Inc. P.O Box c/o Holland & Knight LLP 2099 Pennsylvania Avenue, N.W. #100 Washington, DC 20006-6801	Telecommunications	0007345978	18.85
National Telephone & Telegraph Company P.O Box c/o Telephone and Data Systems, Inc. 30 N. LaSalle St. #4000 Chicago, IL 60602	Telecommunications	0007346018	100.00
Nelson-Ball Ground Cellular Telephone & Services, Inc. P.O Box c/o Telephone and Data Systems, Inc. 30 N. LaSalle St. #4000 Chicago, IL 60602	Telecommunications	0007346091	100.00
New Paris Telephone Company P.O Box 47 New Paris, IN 46553	Telecommunications	0004321659	15.13
TDS Telecommunications Corporation c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications	0004948105	100.00

<b>TDSI Corporation</b> P.O Box c/o Holland & Knight LLP 2099 Pennsylvania Avenue N.W. #100 Washington, DC 20006-6801	<b>Telecommunications 0007346851</b>	<b>100.00</b>
<b>United States Cellular Corporation</b> 8410 W. Bryn Mawr Avenue, #700 Chicago, IL 60631	<b>Telecommunications 0004372322</b>	<b>86.10</b>
<b>Wilton Telephone Company, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0004329470</b>	<b>100.00</b>
<b>Amelia Telephone Corporation</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002073526</b>	<b>100.00</b>
<b>Arcadia Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002926772</b>	<b>93.70</b>
<b>Arizona Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0001602663</b>	<b>100.00</b>
<b>Arvig Cellular, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0007310063</b>	<b>100.00</b>
<b>Arvig Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002650240</b>	<b>100.00</b>
<b>Asotin Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0001582485</b>	<b>100.00</b>
<b>Badger Telecom, LLC</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002723559</b>	<b>100.00</b>
<b>Barnardsville Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53705	<b>Telecommunications 0003766714</b>	<b>100.00</b>
<b>Black Earth Telephone Company, LLC</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003766730</b>	<b>100.00</b>
<b>Blue Ridge Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0001855261</b>	<b>100.00</b>
<b>Bonduel Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003726940</b>	<b>99.80</b>

Bridge Water Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002641181	100.00
Burlington, Brighton & Wheatland Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003766763	99.86
Butler Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001754332	100.00
Calhoun City Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001743525	100.00
Camden Cellular, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0007310469	100.00
Camden Telephone & Telegraph Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001855881	100.00
Camden Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003770534	100.00
Central State Telephone Company, LLC c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002723690	100.00
Chatham Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002773307	100.00
Chorus Networks, LLC c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0004798856	100.00
Cleveland County Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001731611	100.00
Cobbosseecontee Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0005097910	100.00
Communication Corporation of Michigan c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002881373	100.00
Communications Corporation of Indiana c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002851251	100.00

<p>Communications Corporation of Southern Indiana c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003770591</p>	<p>100.00</p>
<p>Concord Telephone Exchange, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0001774272</p>	<p>100.00</p>
<p>Continental Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0002926483</p>	<p>100.00</p>
<p>Danube Communications, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0007312325</p>	<p>100.00</p>
<p>Decatur Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003766789</p>	<p>100.00</p>
<p>Delta County Tele-Comm, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0001617281</p>	<p>100.00</p>
<p>Deposit Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003766805</p>	<p>100.00</p>
<p>Dickeyville Telephone, LLC c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003784170</p>	<p>100.00</p>
<p>DTC-NYSINET c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0008151870</p>	<p>100.00</p>
<p>Eastcoast Telecom, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003766862</p>	<p>99.83</p>
<p>Edwards Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003766896</p>	<p>100.00</p>
<p>Georgia RSA No. 12 Partnership One Allied Drive, B2F02-A Little Rock, AR 72202</p>	<p>Telecommunications 0001838143</p>	<p>58.33</p>
<p>Grantland Telecom, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003925385</p>	<p>98.47</p>
<p>Hampden Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799</p>	<p>Telecommunications 0003687357</p>	<p>100.00</p>

Happy Valley Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001546720	100.00
Hartland & St. Albans Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003687332	100.00
Home Telephone Company of Pittsboro, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003766920	100.00
Home Telephone Company, Inc. [IN] c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003727039	100.00
Home Telephone Company [OR] c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003727054	100.00
Hornitos Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003766961	100.00
Humphrey's County Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003766995	100.00
Island Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0004811162	100.00
Kearsarge Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003666518	100.00
Leslie County Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003767043	100.00
Lewis River Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001581628	100.00
Lewisport Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003767134	100.00
Little Miami Communications Corporation c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003767159	100.00
Ludlow Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003727104	100.00
Mahonoy & Mahantango Telephone	Telecommunications 0003767191	100.00

Company  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

McClellanville Telephone Company, Inc.      Telecommunications    0003767209      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

McDaniel Telephone Company      Telecommunications    0001580380      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Merrimack County Telephone Company      Telecommunications    0004337671      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Mid-America Telephone Company, Inc.      Telecommunications    0003767308      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

MID-PLAINS TELEPHONE, LLC      Telecommunications    0002722155      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Mid-State Telephone Company      Telecommunications    0002639870      99.88  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Midway Telephone Company, LLC      Telecommunications    0002719482      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Mt. Vernon Telephone Company, LLC      Telecommunications    0003767332      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Myrtle Telephone Company, Inc.      Telecommunications    0003767357      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Nelson-Ball Ground Telephone Company      Telecommunications    0001856533      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

New Castle Telephone Company      Telecommunications    0003767399      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

New London Telephone Company      Telecommunications    0002529733      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Northfield Telephone Company      Telecommunications    0003767423      100.00  
 c/o TDS Radio Services 525 Junction Road  
 Madison, WI 53717-1799

Norway Telephone Company      Telecommunications    0003767449      100.00

c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Oakman Telephone Company, Inc.                      Telecommunications    0003767472                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Oakwood Telephone Company                      Telecommunications    0003767506                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Oklahoma Communications Systems, Inc.                      Telecommunications    0003767274                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Orchard Farm Telephone Company                      Telecommunications    0003767340                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Oriskany Falls Telephone Corporation                      Telecommunications    0003435492                      98.70  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Peoples Telephone Company, Inc.                      Telecommunications    0001755776                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Perkinsville Telephone Company, Inc.                      Telecommunications    0003767480                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Pioneer Communications, Inc.                      Telecommunications    0002701183                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Port Byron Telephone Company                      Telecommunications    0003767530                      99.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Potlatch Telephone Company                      Telecommunications    0003727179                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Quincy Telephone Company                      Telecommunications    0001824689                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Riverside Telecom, LLC                      Telecommunications    0003767563                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

S & W Telephone Company, Inc.                      Telecommunications    0003767613                      100.00  
c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Salem Telephone Company                      Telecommunications    0001791458                      100.00  
c/o TDS Radio Services 525 Junction Road

Madison, WI 53717-1799

Saluda Mountain Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003767662	100.00
Scandinavia Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003727195	100.00
Service Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003767712	100.00
Shiawasee Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002775823	100.00
Somerset Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003687159	100.00
Southeast Mississippi Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001745447	100.00
Southeast Telephone Company of Wisconsin, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002716108	100.00
Southwestern Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001530237	100.00
St. Stephen Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001885771	100.00
Stockbridge & Sherwood Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003767522	98.90
Stoutland Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0002502243	100.00
Strasburg Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0001616390	100.00
Sugar Valley Telephone Company c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003767605	100.00

<b>TDS Communication Solutions</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0007313356</b>	<b>100.00</b>
<b>TDS Datacom, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0007313570</b>	<b>100.00</b>
<b>TDS Long Distance Corporation</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0004338141</b>	<b>100.00</b>
<b>TDS Telecom Service Corporation</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003769841</b>	<b>100.00</b>
<b>TDSI Telecommunications Corporation</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0007313695</b>	<b>100.00</b>
<b>Tellico Telephone Company, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0001772805</b>	<b>100.00</b>
<b>Tennessee Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0001773779</b>	<b>100.00</b>
<b>Tenney Telephone Company, LLC</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003767654</b>	<b>100.00</b>
<b>The Farmers Telephone Company, LLC</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003784154</b>	<b>100.00</b>
<b>The Island Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003685013</b>	<b>100.00</b>
<b>The Merchants and Farmers Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003767266</b>	<b>100.00</b>
<b>Tipton Telephone Company, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002901593</b>	<b>100.00</b>
<b>Towncomm, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0007338916</b>	<b>100.00</b>
<b>Township Telephone Company, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003434958</b>	<b>100.00</b>

<b>Tri-County Communications Corporation</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0007313703</b>	<b>100.00</b>
<b>Tri-County Telephone Company, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002897064</b>	<b>100.00</b>
<b>U S Link, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002631166</b>	<b>100.00</b>
<b>UTELCO LLC</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002716991</b>	<b>100.00</b>
<b>The Vanlue Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002924629</b>	<b>100.00</b>
<b>Vernon Telephone Company, Inc.</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003767696</b>	<b>100.00</b>
<b>Virginia Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002058261</b>	<b>100.00</b>
<b>Warren Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003686888</b>	<b>100.00</b>
<b>Waunakee Telephone Company, LLC</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003767720</b>	<b>100.00</b>
<b>West Penobscot Telephone and Telegraph</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003686821</b>	<b>100.00</b>
<b>Williston Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0001888155</b>	<b>100.00</b>
<b>Winsted Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0002648657</b>	<b>100.00</b>
<b>Winterhaven Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0001724426</b>	<b>100.00</b>
<b>Wolverine Telephone Company</b> c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0003727385</b>	<b>100.00</b>
<b>Wyandotte Telephone Company</b>	<b>Telecommunications 0003767753</b>	<b>100.00</b>

c/o TDS Radio Services 525 Junction Road  
Madison, WI 53717-1799

Bangor Cellular Telephone, L.P. P.O Box c/o USCC 8410 W. Bryn Mawr Ave, Ste 700 Chicago, IL 60631-3415	Telecommunications 0002839298	83.66
California Rural Service Area #1, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave, Ste 700 Chicago, IL 60631-3415	Telecommunications 0002703700	86.10
Cedar Rapids Cellular Telephone, L.P. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002839777	83.02
Cellvest, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007291693	86.10
Central Florida Cellular Telephone Company, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002840775	86.10
Davenport Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001702190	83.84
Dubuque Cellular Telephone, L.P. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002839272	83.99
Farmers Cellular Telephone Company, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002576528	42.19
Hardy Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0003012689	86.10
Humphrey County Cellular, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007291941	86.10
USCOC of Central Illinois, LLC P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001736362	86.10

Indiana RSA #4, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0004970240	86.10
Indiana RSA No. 5 Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002880623	62.01
Iowa 13, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3145	Telecommunications 0002705168	86.10
Iowa RSA #12, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007291974	86.10
Iowa RSA #3, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007291966	86.10
Iowa RSA No. 12 Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002842177	21.10
Iowa RSA No. 9 Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002842425	14.79
Jefferson Cellular Telephone Company, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007291982	42.19
Kansas #15 Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002931079	64.58
Kansas RSA #15, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0005029749	86.10
Kenosha Cellular Telephone, L.P. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002703155	85.52
Lacrosse Cellular Telephone Company, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0004375325	83.09

Lewiston Celltelco Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0003682325	76.15
Madison Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001574540	79.64
Maine RSA #1, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002841963	86.10
Maine RSA #4, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0004823373	86.10
Manchester-Nashua Cellular Telephone, L.P. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002838050	83.22
McDaniel Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001562107	86.10
Midwest Wireless Communications, L.L.C. P.O Box 4069 2000 Technology Drive Mankato, MN 56002-4069	Telecommunications 0002625739	12.20
New York RSA 2 Cellular Partnership P.O Box c/o Verizon Wireless 180 Washington Valley Rd Bedminster, NJ 07921	Telecommunications 0001836584	49.20
NH #1 Rural Cellular, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002841948	86.10
North Carolina RSA #4, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001769686	86.10
North Carolina RSA #9, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002705192	86.10
North Carolina RSA No. 6, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700	Telecommunications 0001532274	86.10

Chicago, IL 60631-3415

Racine Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001573393	82.50
St. Lawrence Seaway RSA Cellular Partnership P.O Box c/o Verizon Wireless 30 Independence Blvd Warren, NJ 07059	Telecommunications 0003477916	51.66
Texahoma Cellular Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001662378	67.55
Texas #20 Rural Cellular, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002841906	86.10
United States Cellular Investment Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007280969	86.10
United States Cellular Operating Company LLC P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002844595	86.10
United States Cellular Operating Company of Medford P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002844801	86.10
United States Cellular Operating Company of Yakima P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0005030291	86.10
United States Cellular Telephone Company (Greater Knoxville), L.P. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002845386	86.10
United States Cellular Telephone of Greater Tulsa, L.L.C. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002845402	86.10
USCC Wireless Investment, Inc.	Telecommunications 0007292097	86.10



USCOC of Oregon RSA #5, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002703916	86.10
USCOC of Pennsylvania RSA No. 10-B2, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002700292	86.10
USCOC of Richland, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0004829834	86.10
USCOC of Rockford, LLC P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001581487	86.10
USCOC of South Carolina RSA #4, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002840270	86.10
USCOC of St. Joseph, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0005262605	86.10
USCOC of Virginia RSA #2, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002701720	86.10
USCOC of Virginia RSA #3, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001713510	86.10
USCOC of Washington-4, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002843241	86.10
Vermont RSA No. 2-B2, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002703817	86.10
Victoria Cellular Corporation P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001676113	86.09
Virginia RSA #4, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002840700	86.10

Virginia RSA #7, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002705184	86.10
Waterloo/Cedar Falls Celltelco P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002842250	80.10
Western Sub-RSA Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002840429	84.58
Wilmington Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0003014032	85.08
Yakima MSA Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002321156	75.60
Carolina Cellular, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292170	86.10
Central Cellular Telephones Ltd. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292592	86.10
Community Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292261	52.83
Eau Claire Cellular Telephone Limited Partnership P.O Box 9901 Vancouver, WA 98668	Telecommunications 0005763990	39.32
Indiana RSA No. 4 Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002880649	88.09
Iowa RSA #9, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292196	86.10
Jackson Square Wireless, L.P. 201 N. Union, Ste 300 Alexandria, VA 22314	Telecommunications 0006583884	86.10

Minford Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3145	Telecommunications 0003012663	42.19
Minnesota Invco of RSA #10, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292246	86.10
Minnesota Invco of RSA #7, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292204	86.10
Minnesota Invco of RSA #8, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292220	86.10
Minnesota Invco of RSA #9, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292238	86.10
North Carolina RSA 1 Partnership P.O Box dba Ramcell of North Carolina 6915 Harrodsburg Rd Nicholasville, KY 40356-8722	Telecommunications 0001837368	43.05
Oklahoma City SMSA Limited Partnership 17330 Preston Rd., Ste 100A Dallas, TX 75252	Telecommunications 0001658392	12.57
South Canaan Cellular Communications Company, L.P. P.O Box c/o Lukas Nace, Gutierrez 1111 19th St., NW, Ste 1200 Washington, DC 20036	Telecommunications 0004285698	42.19
Texas Invco of RSA #6, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292253	86.10
Texas RSA 6 Limited Partnership P.O Box c/o Cingular Wireless LLC 17330 Preston Rd, Ste 100A Dallas, TX 75252	Telecommunications 0001665991	18.94
United States Cellular Investment Company of Allentown P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292295	86.10
United States Cellular Investment Company of Fresno, Inc.	Telecommunications 0007292352	86.10

P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415

United States Cellular Investment Company of Oklahoma City, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292576 86.10

USCCI Corporation  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292279 86.10

USCIC of Amarillo, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292303 86.10

USCIC of North Carolina RSA #1, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292550 86.10

USCIC of Ohio RSA #9, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292568 86.10

USCIC of Pennsylvania 5, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292105 86.10

Venus Cellular Telephone Company, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292634 42.19

X-10 Wireless, L.P.  
 P.O Box c/o Lukas, Nace  
 1111 19th St., NW, Ste 1200  
 Washington, DC 22201  
 Telecommunications 0006610604 86.10

Champlain Cellular, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292683 86.10

Crown Point Cellular, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Chicago, IL 60631-3415  
 Telecommunications 0007292709 86.10

Davenport Cellular Telephone Company, Inc.  
 P.O Box c/o USCC  
 8410 W. Bryn Mawr Ave., Ste 700  
 Telecommunications 0007292717 86.10

Chicago, IL 60631-3415

<b>Eastern North Carolina Cellular Joint Venture</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007298953</b>	<b>86.10</b>
<b>Gray Butte Joint Venture</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007292782</b>	<b>86.10</b>
<b>Indiana RSA #5, Inc.</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007305113</b>	<b>86.10</b>
<b>Jacksonville Cellular Partnership</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007291883</b>	<b>84.01</b>
<b>Jacksonville Cellular Telephone Company</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0001944263</b>	<b>84.01</b>
<b>Newport Cellular, Inc.</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007292766</b>	<b>86.10</b>
<b>Oregon RSA #2, Inc.</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007292774</b>	<b>86.10</b>
<b>PCS Wisconsin, LLC</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0002700854</b>	<b>86.10</b>
<b>Scott County Cellular Telephone Company</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007292857</b>	<b>42.19</b>
<b>Tennessee RSA #3, Inc.</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0007292832</b>	<b>86.10</b>
<b>Township Cellular Telephone, Inc.</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60613-3415	<b>Telecommunications 0007292873</b>	<b>86.10</b>
<b>United States Cellular Operating Company</b>	<b>Telecommunications 0007305162</b>	<b>86.10</b>

of Bangor  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

United States Cellular Operating Company of Cedar Rapids  
Telecommunications 0007292899 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

United States Cellular Operating Company of Dubuque  
Telecommunications 0007305303 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60613-3415

United States Cellular Operating Company of Kenosha  
Telecommunications 0007296734 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60613-3415

United States Cellular Operating Company of Knoxville  
Telecommunications 0007296767 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60613-3415

United States Cellular Operating Company of LaCrosse, Inc.  
Telecommunications 0007296775 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60613-3415

United States Cellular Operating Company of Lewiston-Auburn  
Telecommunications 0007296791 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

United States Cellular Operating Company of Manchester-Nashua, Inc.  
Telecommunications 0007296825 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3145

United States Cellular Operating Company of Tulsa, Inc.  
Telecommunications 0004970232 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

United States Cellular Operating Company of Waterloo  
Telecommunications 0007297070 86.10  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

USCIC of Daytona, LLC  
Telecommunications 0007292733 86.10

P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

USCOC of Charlottesville, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007292915	86.10
---	-------------------------------	-------

USCOC of Jack/WII, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007296726	86.10
--	-------------------------------	-------

USCOC of Wilmington, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007291768	86.10
--	-------------------------------	-------

Washington RSA #5, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007297005	86.10
--	-------------------------------	-------

Westelcom Cellular, Inc. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007297096	86.10
---	-------------------------------	-------

Wilmington Cellular Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007291867	85.08
--	-------------------------------	-------

Yakima Valley Paging Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0006009518	50.33
---	-------------------------------	-------

Charlottesville Cellular Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0003575685	82.11
---	-------------------------------	-------

Green Bay Celltelco P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0001581503	86.10
--	-------------------------------	-------

Oregon RSA No. 2 Limited Partnership P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002705622	86.10
---	-------------------------------	-------

Volcano Communications Company P.O Box 1070 20,000 Highway 88 Pine Grove, CA 95665	Telecommunications 0008231292	45.01
---	-------------------------------	-------

Hollis Telephone Company, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0004329496	100.00
MCT Communications, Inc. c/o TDS Radio Services 525 Junction Road Madison, WI 53717-1799	Telecommunications 0003741774	100.00
Pine Island Cellular Telephone Company P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0007299647	42.19
Wabash Mutual CTC P.O Box c/o TDS 30 N. LaSalle St., Ste 4000 Chicago, IL 60602	Telecommunications 0007347289	49.00
Farmers Mutual Cellular Telephone Company, Inc. P.O Box c/o TDS 30 N. LaSalle Street, Ste 4000 Chicago, IL 60602	Telecommunications 0007291958	42.19
USCC Financial LLC P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0008272346	86.10
USCC Purchase, LLC P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0008272403	86.10
United States Cellular Operating Company of Chicago, LLC P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0008295642	86.10
USCOC OF GREATER MISSOURI, LLC P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0002843852	86.10
TDS METROCOM, LLC P.O Box c/o TDS Radio Services 301 S. Westfield Road Madison, WI 53717-1799	Telecommunications 0003767639	100.00
FLORIDA RSA #8 LLC P.O Box C/O United States Cellular Corporation 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	Telecommunications 0008710014	86.10
USCOC OF ROCHESTER, INC. P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700	Telecommunications 0008064610	86.10

Chicago, IL 60631-3415

**AFFILIATE FUND**

P.O Box c/o Holland & Knight LLP, Peter  
Connolly  
2099 Pennsylvania Ave., NW, Ste 100  
Washington, DC 20006-6801

Telecommunications 0007344088

100.00

USCOC OF CHICAGO REAL ESTATE  
HOLDINGS, LLC  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

Telecommunications 0006161541

86.10

SUTTLE-STRAUS, INC.  
P.O Box c/o Holland & Knight LLP  
2099 Pennsylvania Avenue N.W. #100  
Washington, DC 20006-6801

Telecommunications 0007346828

80.00

TENNESSEE RSA NO. 3 LIMITED  
PARTNERSHIP  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

Telecommunications 0001768134

14.79

UNITED STATES CELLULAR INVESTMENT  
CORPORATION OF LOS ANGELES  
P.O Box c/o USCC  
8410 W. Bryn Mawr Ave., Ste 700  
Chicago, IL 60631-3415

Telecommunications 0007292493

86.10

USCC DISTRIBUTION CO. LLC  
P.O Box c/o Holland & Knight LLP  
2099 Pennsylvania Avenue N.W. #100  
Washington, DC 20006-6801

Telecommunications 0007292022

86.10

USCC PAYROLL CORPORATION  
P.O Box c/o Holland & Knight LLP  
2099 Pennsylvania Avenue N.W. #100  
Washington, DC 20006-6801

Telecommunications 0007292030

86.10

USCC REAL ESTATE CORPORATION  
P.O Box c/o Holland & Knight LLP  
2099 Pennsylvania Avenue N.W. #100  
Washington, DC 20006-6801

Telecommunications 0007292071

86.10

TELECOM TECHNOLOGIES FUND LLC  
P.O Box c/o Holland & Knight LLP  
2099 Pennsylvania Avenue N.W. #100  
Washington, DC 20006-6801

Telecommunications 0007346919

100.00

OHIO RSA 2 LIMITED PARTNERSHIP  
P.O Box c/o Alltel Communications  
One Allied Drive, B2FO2-A  
Little Rock, AR 72202

Telecommunications 0002837094

9.34

PENNSYLVANIA RSA 1 LIMITED  
PARTNERSHIP  
P.O Box c/o Verizon Wireless

Telecommunications 0002837151

8.44

30 Independent Blvd.  
Warren, NJ 07059

<b>OHIO RSA 5 LIMITED PARTNERSHIP</b> <i>P.O Box c/o Alltel Communications</i> One Allied Drive, B2F02-A Little Rock, AR 72202	<b>Telecommunications 0002837110</b>	<b>8.96</b>
<b>WILTON TELEPHONE COMPANY, INC.</b> c/o TDS Radio Services, 525 Junction Road Madison, WI 53717-1799	<b>Telecommunications 0004329470</b>	<b>100.00</b>
<b>JACKSON SQUARE PCS, INC.</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0008107823</b>	<b>86.10</b>
<b>UNITED TELEPHONE COMPANY, INC.- CHAPEL HILL</b> P.O Box 38 120 Taylor Street Chapel Hill, TN 37034-0038	<b>Telecommunications 0005069299</b>	<b>9.90</b>
<b>X-10 PCS, INC.</b> P.O Box c/o USCC 8410 W. Bryn Mawr Ave., Ste 700 Chicago, IL 60631-3415	<b>Telecommunications 0011307154</b>	<b>86.10</b>
<b>CARROLL WIRELESS, LP</b> P.O Box c/o Lukas, Nace, Gutierrez & Sachs, Chartered 1650 Tysons Blvd, Ste. 1500 McLean, VA 22102	<b>Telecommunications 0012184834</b>	<b>77.49</b>

**Signature**

**Typed or Printed Name of Party Authorized to Sign**

6)First Name: Scott

MI: H

Last Name: Williamson

Suffix:

Title: Vice President

Signature:  
Scott H Williamson

Date: 11/30/2004

**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).**

FCC 602  
Schedule A

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holder

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden  
estimate

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

1) Disclosable Interest Holder's First Name MI: Last Name: Suffix:  
(if individual):

2) Disclosable Interest Holder's Name (if entity): VOTING TRUST - TELEPHONE AND DATA SYSTEMS, INC.  
3) FCC Registration Number (FRN): 0007301658

4) Disclosable Interest Holder's Address:  
P.O. Box c/o Telephone and Data Systems, Inc.  
30 N. LaSalle St. #4000  
Chicago, IL 60602

5) Type of Interest in Filer: Direct ownership interest in Filer  
6) Disclosable Interest Holder is a (n): Other Voting Trust  
7) Percent of Interest Held in Filer: 52.70

8) Disclosable Interest Holder's Type of Ownership: Common Stock Voting  
9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States

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

10a) Name and address of all FCC-Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2:	10b) Principal Business:	10c) FCC Registration Number (FRN):	10d) Percent of Interest Held:
---	--------------------------	-------------------------------------	--------------------------------

FCC 602  
Schedule A

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holder

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden  
estimate

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

1) Disclosable Interest Holder's First Name MI: Last Name: Suffix:  
(if individual):

2) Disclosable Interest Holder's Name (if entity): SOUTHEASTERN ASSET MANAGEMENT INC.  
3) FCC Registration Number (FRN): 0010448108

4) Disclosable Interest Holder's Address:

6410 Poplar Avenue, Ste. 900  
 Memphis, TN 38119

5) Type of Interest in Filer:  
 Direct ownership interest in Filer

6) Disclosable Interest Holder is a (n):  
 Corporation

7) Percent of interest Held in Filer: 10.70

8) Disclosable Interest Holder's Type of Ownership:  
 Common Stock  
 Voting

9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States

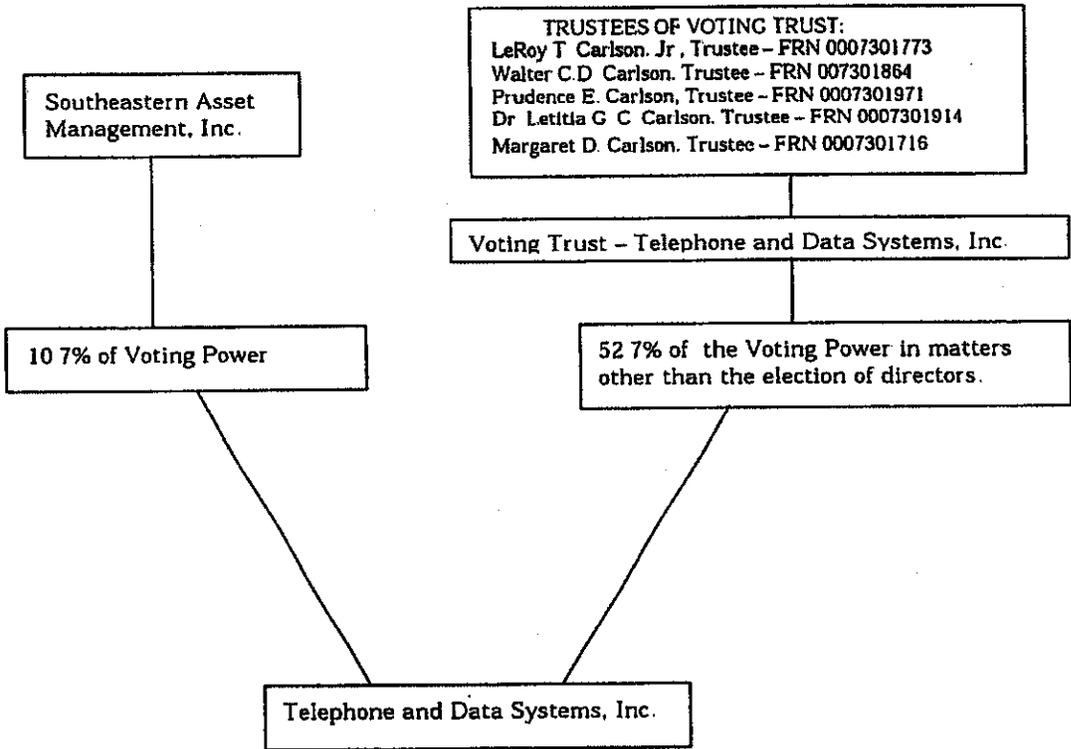
**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2:	10b) Principal Business:	10c) FCC Registration Number (FRN):	10d) Percent of Interest Held:
---	--------------------------	-------------------------------------	--------------------------------

**Attachment List**

Attachment Type:	Date:	Description:	Contents:
Other	11/30/2004	Ownership Structure Diagram	<u><a href="#">TDS STRUCTURE 11292004.pdf</a></u>
Other	02/25/2004	Description of Voting Trust	<u><a href="#">TDS VOTE TRUST EXH 02202004 .pdf</a></u>

FCC 602  
Ownership Structure



NOTE: No other individual or entity controls 10% or greater voting interest in the filer

FCC Form 602

Exhibit 1

Page 1 of 1

FCC Regulated Businesses of Disclosable Interest Holders

See the FCC Forms 602 on file with the Federal Communications  
Commission for each listed disclosable interest holder of the filer.

# 1115918\_v1

**CARROLL WIRELESS, LP**

**FCC Form 601: Exhibit C  
Closed Bidding Eligibility**

As described in Exhibit E, Carroll Wireless, LP ("Applicant") is a limited partnership controlled by Carroll PCS, Inc., which in turn, is controlled by Allison Cryor DiNardo. As demonstrated below, Applicant qualifies to hold those Auction 58 licenses won in closed bidding because, as of the FCC Form 175 filing deadline, Applicant, together with its affiliates, its controlling interests, and affiliates of its controlling interests, have combined gross revenues of less than \$125 million for the preceding two years (2003 and 2002) and combined total assets of less than \$500 million. 47 C.F.R. § 24.709(a).

Carroll Wireless, LP (Applicant)

2002 Gross Revenues:	Not in Existence
2003 Gross Revenues:	Not in Existence
<b>Total Assets:</b>	<b>\$9,000,000.00</b>

Allison Cryor DiNardo (controlling interest) <sup>1</sup>

2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
<b>Total Assets:</b>	<b>\$0.00</b>

Carroll PCS, Inc. (controlling interest)

2002 Gross Revenues:	Not in Existence
2003 Gross Revenues:	Not in Existence
<b>Total Assets:</b>	<b>\$0.00</b>

Applicant's aggregate gross revenues for the preceding three years, computed in accordance with 47 C.F.R. §§ 1.2110(c) are as follows:

2002 Aggregate Gross Revenues:	\$0.00
2003 Aggregate Gross Revenues:	\$0.00
<b>Aggregate Total Assets:</b>	<b>\$9,000,000.00</b>

---

<sup>1</sup> The Commission does not consider income and net worth showings for individuals when determining eligibility as an entrepreneurial licensee. See Implementation of Section 309(j) of the Communications Act - *Competitive Bidding*, Fifth Memorandum Opinion and Order in PP Docket No. 93-253, FCC 94-285, 76 RR 2d 945, 10 FCC Rcd 403 (rel. November 23, 1994) and *In re: Brookings Municipal Utilities Request for Waiver of Sections 24.813(a)(3), 24.709(a)(2) and 24.709(b)*, 12 FCC Rcd 1346 (January 29, 1997).

**CARROLL WIRELESS, LP**

**FCC Form 601: Exhibit D**  
***Designated Entities***  
**Status as a Very Small Business**

As described in Exhibit E, Carroll Wireless, LP ("Applicant") is a limited partnership controlled by Carroll PCS, Inc., which in turn, is controlled by Allison Cryor DiNardo. As demonstrated below, Applicant qualifies as a "very small business" and is entitled to a 25 percent bidding credit on its C and F block Auction 58 licenses because, as of the FCC Form 175 filing deadline, it, together with its affiliates, its controlling interests, and affiliates of its controlling interests, have average annual gross revenues of not more than \$15 million for the preceding three years (2003, 2002, and 2001). 47 C.F.R. § 24.720 (b)(2).

Carroll Wireless, LP (Applicant)

2001 Gross Revenues: Not in Existence  
2002 Gross Revenues: Not in Existence  
2003 Gross Revenues: Not in Existence  
**Average Gross Revenues: \$0.00**

Allison Cryor DiNardo (controlling interest) <sup>1</sup>

2001 Gross Revenues: \$0.00  
2002 Gross Revenues: \$0.00  
2003 Gross Revenues: \$0.00  
**Average Gross Revenues: \$0.00**

Carroll PCS, Inc. (controlling interest)

2001 Gross Revenues: Not in Existence  
2002 Gross Revenues: Not in Existence  
2003 Gross Revenues: Not in Existence  
**Average Gross Revenues: \$0.00**

Applicant's aggregate gross revenues for the preceding three years, computed in accordance with 47 C.F.R. §§ 1.2110(c) are as follows:

2001 Aggregate Gross Revenues: \$0.00  
2002 Aggregate Gross Revenues: \$0.00

---

<sup>1</sup> The Commission does not consider income and net worth showings for individuals when determining eligibility as an entrepreneurial licensee. See Implementation of Section 309(j) of the Communications Act - *Competitive Bidding*, Fifth Memorandum Opinion and Order in PP Docket No. 93-253, FCC 94-285, 76 RR 2d 945, 10 FCC Rcd 403 (rel. November 23, 1994) and *In re: Brookings Municipal Utilities Request for Waiver of Sections 24.813(a) (3), 24.709(a)(2) and 24.709 (b)*, 12 FCC Rcd 1346 (January 29, 1997).

<b>2003 Aggregate Gross Revenues:</b>	<b>\$0.00</b>
<b>Average Gross Revenues (2001-2003):</b>	<b>\$0.00</b>

**CARROLL WIRELESS, LP**

***Exhibit E***

**Agreement and Other Instruments**

**I. AGREEMENTS DISCLOSED PURSUANT TO SECTION 1.2105 OF THE COMMISSION'S RULES:**

**A. Carroll Wireless, LP Agreements**

Carroll Wireless, LP ("Carroll Wireless" or "Applicant") hereby certifies under penalty of perjury that, with respect to the licenses in Auction No. 58, except as set forth below, it has entered into no partnerships, joint venture, consortia or other agreements, arrangements or understandings of any kind with third parties relating to the licenses being auctioned, including any such agreements relating to the post-auction market structure. The exception is that Carroll Wireless and USCC Wireless Investment, LLC ("USCCWI") entered into a Bidding Protocol Agreement on November 30, 2004 ("Bidding Agreement"). The Bidding Agreement, which governed Carroll Wireless' bidding during Auction No. 58, and was disclosed in the Carroll Wireless Form 175 submission, is summarized below.

**B. Other Agreements**

United States Cellular Corporation ("USCC"), the parent of USCCWI, is a reportable member of Carroll Wireless pursuant to FCC rule 1.2105(c)(6) because USCC owns an equity interest equal to or greater than 10% of Carroll Wireless. USCC has not entered into partnerships, joint ventures, consortia or other agreements, arrangements or understandings of any kind relating to the licenses being auctioned, including any such agreements relating to the post-auction market structure, other than the following:

**1. Cingular Wireless, LLC**

On November 30, 2004, Cingular Wireless, LLC ("CWL") entered into an agreement to divest cellular and PCS spectrum and related assets in Missouri to USCC. The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of the approval of the Cingular/AWS Merger. Applications to effectuate the divestiture to USCC were accepted for filing by the FCC on January 12, 2005 and remain pending.<sup>1</sup>

**II. AGREEMENTS SUPPORTING STATUS AS AN ENTREPRENEUR**

Pursuant to Sections 1.2112(b)(2) and 24.709 of the FCC's Rules, Carroll Wireless hereby summarizes the agreements and other documents that support its qualifications as an Entrepreneur and eligibility for Closed Bidding.

---

<sup>1</sup> See *Public Notice*, Rep. No. 2041 (rel Jan 12, 2005) (Lead File No. 50001CWTC05).

**A. List of Agreements and Other Documents**

1. Limited Partnership Agreement of Carroll Wireless, L.P. dated as of November 30, 2004 ("Carroll Wireless LP Agreement")
2. Investment Agreement dated as of November 30, 2004
3. Bidding Protocol dated as of November 30, 2004
4. Loan Agreement dated as of December 22, 2004
5. Loan and Security Agreement dated as of December 22, 2004

**B. Summary of Agreements**

**1. Carroll Wireless LP Agreement**

This Agreement, establishes Applicant as a Delaware Limited Partnership. It provides that Carroll PCS, Inc. ("Carroll PCS") is the sole general partner ("General Partner") and USCCWI is the sole limited partner ("Limited Partner"). It also provides that the purpose of Applicant is to fund, establish, and provide wireless service with respect to any PCS licenses acquired in Auction No. 58.

Carroll PCS controls the Applicant. Section 5.1 of the Agreement succinctly provides that

[t]he General Partner at all times shall exercise control over the Partnership in compliance with the FCC Rules. The General Partner shall have the exclusive right to manage, operate and control the Partnership and to make all decisions necessary or appropriate to carry on the business and affairs of the Partnership.

Additionally, Section 5.1 authorizes the General Partner to manage the day-to-day operations of the Applicant, which include, but are not limited to, the following rights and powers: (1) the conduct of bidding activity in Auction No. 58; (2) the borrowing of money from banks, or other lending institutions; (3) the hiring and terminating of employees; (4) the operation of the partnership business and enter into contracts for the management and operation of such business; (5) the acquisition, use and sale of real and personal property on behalf of the Partnership; (6) the making of all payments required of the Partnership; and (7) the arranging for all federal, state and local regulatory and tax filings. Section 6.2 of the Agreement provides that the General Partner "shall execute all contracts, agreements and instruments as the General Partner may reasonably deem necessary or desirable to carry on the purpose of the Partnership." Similarly, only the General Partner can make capital calls for the Partnership or call for the inclusion of new partners.

This Agreement also provides the General Partner with certain "put" rights, whereby it has the right to require the Limited Partner to buy the interest of the General Partner. Significantly, there is no corresponding "call" right on the General Partner's

interest. This Agreement also provides for a mutual, customary right of first refusal in the event that either party desires to sell its interest to a third party.

## 2. Investment Agreement

Carroll PCS and USCCWI entered into an Investment Agreement on November 30, 2004 which addresses the funding of the Applicant. The Agreement provides that the Partnership (Applicant) will be capitalized on a 20 percent equity, 80 percent debt basis (Section 1.1). Section 1.1 further indicates that the Partnership itself is responsible for obtaining financing and that neither partner to the Partnership is obligated to make loans to the Partnership. Further, with respect to the initial capital contributions, the Agreement provides that Carroll PCS will contribute \$100,000 of its own funds (which Carroll PCS has already contributed). The remainder of its capital contribution would be in the form of a loan, the terms of which are discussed below, from the Limited Partner or an affiliate of the Limited Partner.

## 3. Bidding Protocol

The Bidding Protocol, executed on November 30, 2004, by and between Carroll PCS, USCCWI, and Applicant, provides that Ms. Allison Cryor DiNardo has sole authority to determine which PCS licenses, and in which order, the Applicant would enter bids in each round, provided that the bids are consistent with the overall investment parameters set forth in the Applicant's governing documents.

The bidding agreement has several purposes. First, it prioritized all markets in Auction No. 58 by bid level. Second, the agreement as amended (Section 4) established an overall bidding cap that would exceed \$255 million. Third, the Agreement set forth the initial maximum price per pop for each PCS license available in the auction. Lastly, it provided generally for the partners to confer with each other (but not with other bidders) during the course of the auction.

## 4. Loan Agreement

Carroll PCS, as the borrower, and USCC, the parent company of USCCWI, as the lender, entered into a loan agreement (the "Loan Agreement") on December 22, 2004. Pursuant to the Loan Agreement, USCC shall advance funds to Carroll PCS for the purpose of funding Applicant. The aggregate amount of the advances is to be \$800,000. The interest rate on the advances is, consistent with industry standards for arm's length loans in transactions such as this one, 8 percent per annum, compounded annually. Principal and interest on the advances are due on the earlier of (1) December, 2014; (2) the sale of the capital stock in Carroll PCS; (3) the sale of all or substantially all of the Assets of the Limited Partnership; (4) the sale of any or all of Carroll PCS' interest in the Limited Partnership; or (5) the date of return by the FCC of the Auction 58 deposit. Moreover, Carroll PCS has the option to prepay any or all of the advances made by USCC, or to obtain funding from other sources, but lender does not have the option to refuse to make the loan.

## 5. Loan and Security Agreement

On December 22, 2004, the Applicant and USCC entered into a Loan and Security Agreement in which USCC shall advance funds to the Applicant for the sole purpose of making the PCS Auction deposit (initial upfront payment requirement and subsequent deposit equal to 20% of the net winning bids) required by the Commission and to also provide additional working capital. The Applicant initially deposited \$9 million as an upfront payment and, at the down payment deadline, will have submitted an additional \$16.985 million. For this loan, the aggregate amount of the advances shall not exceed \$32,000,000. The interest rate on the advances is, consistent with industry standards for arm's length loans in transactions such as this one, 8 percent per annum, compounded annually. Principal and interest on the advances are due on the earlier of (1) the first anniversary of the date of this Agreement; (2) the sale of the capital stock in Carroll Wireless; (3) the sale of all or substantially all of the Assets of the Limited Partnership; (4) the sale of any or all of Carroll Wireless' interest in the Limited Partnership; or (5) the date of return by the FCC of the Auction 58 deposit. Moreover, Applicant has the option to prepay any or all of the advances made by USCC, or to obtain funding from other sources, but lender does not have the option to refuse to make the loan.

In addition, Carroll Wireless granted to USCC a continuing security interest in the Collateral described in Section 5.01 of this Agreement for all of its obligations incurred as a result of advances made pursuant to the this Agreement. The collateral includes, to the extent permitted by law, all FCC licenses and permits held by Carroll PCS.

### C. **INVESTOR PROTECTIONS**

Pursuant to Sections 1.2112(b)(3) and 24.709 of the FCC's Rules, Carroll Wireless hereby summarizes the investor protections included in its organizational and operational documents.

#### 1. Carroll Wireless LP Agreement

Certain traditional investor protections have been built into the Carroll Wireless LP Agreement in order to protect the legitimate interests of the non-controlling partner. For example, Section 5.3 permits the General Partner to take the following major corporate action only with the consent of those Partners holding at least fifty-five percent (55%) of the Partnership Interests: (a) amending the governing organizational documents; (b) admitting new partners; (c) acting in contravention of applicable rules and law; (d), during the first five years following the issuance of a license, exceeding certain limitations on aggregate capital expenditures and aggregate negative cash flow amounts; (e) entering into contracts or incurring indebtedness in excess of \$500,000, except for contracts and debt which are consistent with annual capital and operating budgets established solely by the General Partner, and which do not result in the partnership exceeding the capital expenditure and negative cash flow limits referenced in (d) above;

(f) selling substantially all of the assets of the Applicant or liquidating or dissolving the Applicant; and (g) entering into an agreement with the General Partner or any affiliate which provides for the payment of more than \$500,000.

The Limited Partner also has rights of first refusal and tag-along rights with respect to the sale of another Partners interest in or the assets of Carroll Wireless (Sections 9.7 and 9.8). These rights are subject to various limitations, including the time in which the right must be exercised, and the price paid to the other Partner with respect to the interests or assets being sold.

**CARROLL WIRELESS, LP**

**FCC Form 601: Exhibit H  
Geographic Overlap Statement**

Carroll Wireless, LP ("Applicant") does not hold any CMRS spectrum that would result in a geographic overlap with the spectrum won in Auction 58. See attachment H-1 for the CMRS spectrum attributable to United States Cellular Corporation that result in a geographic overlap with the markets in which Applicant is the high bidder.





