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September 17, 2008

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

RE: Ex Parte Presentation - Service Rules for the 698-746,
747-762 and 777-792 MHz Bands - WT Docket No. 06-
150; Implementing a Nationwide, Broadband,
Interoperable Public Safety Network in the 700 MHz
Band - PS Docket No. 06-229

Dear Ms. Dortch:

On September 16, 2008, representatives of United States Cellular Corporation -- Ted Carlson (Chairman of the Board of U.S. Cellular and CEO of the parent company, Telephone and Data Systems, Inc.); Joe Hanley (Vice President - Technology Planning and Services, Telephone and Data Systems); Grant Spellmeyer (Director of Regulatory Affairs, U.S. Cellular); George Wheeler (attorney at Holland & Knight); and myself (attorney at Skadden Arps) -- met with the Wireless Telecommunications Bureau (Paul Murray, Nese Guendelsberger and Peter Trachtenberg) and the Office of General Counsel (Karen Onyeije and Neil Dellar) to discuss the proceedings referenced above.

U.S. Cellular observed that the special rules for the D Block licensee from Auction 73 requiring the formation and use of bankruptcy remote special entities -- the Upper 700 MHz D Block licensee, the Network Assets Holder and the Operating Company -- may be detrimental to the rapid, efficient deployment and operation of networks by many potential D Block licensees. Current wireless operators will want to leverage existing network assets, operations, marketing, intellectual property, and agreements with third parties to achieve economies for the D Block shared wireless broadband networks. However, this potential integration that would benefit public safety and commercial users may be inconsistent with the

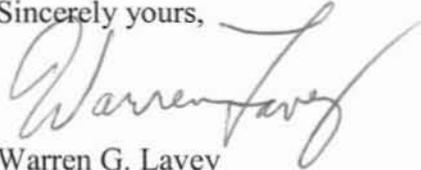
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“non-consolidation” requirements, particularly relating to the Network Assets Holder and the Operating Company (Sections 27.4, 27.1301 and 27.1308 of the rules). While separate capitalization for a special entity to hold a D Block license may be feasible, entities holding network assets or engaged in operations would need ongoing financing, credit support and guarantees from affiliates in contracting with third parties.

The FCC should address these requirements pertaining to bankruptcy remote special entities as part of the effort to decrease uncertainties, impediments to potential bidders and inefficiencies in designing the re-auction of the D Block spectrum.

U.S. Cellular recommended that the FCC seek comments on alternative approaches to promoting continuity of service by D Block licensees without substantially impairing efficiency and financing, including the protections provided by Section 27.1335 of the rules and possible revisions to the rules regarding the application of Section 214 of the Communications Act of 1934, as amended.

Sincerely yours,



Warren G. Lavey
Counsel for United States Cellular
Corporation

cc: Paul Murray
Nese Guendelsberger
Peter Trachtenberg
Karen Onyeije
Neil Dellar