

WC 09-145

Holland & Knight

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FILED/ACCEPTED

AUG 12 2009

Federal Communications Commission
Office of the Secretary

DOCKET FILE COPY ORIGINAL

August 11, 2009

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Via Electronic Filing

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW, Room TW B204
Washington, DC 20554

Re: **Application of Utel, Inc., TDS Telecommunications Corporation, Freedom Ring Communications, LLC, d/b/a Union Long Distance For Grant of Authority Pursuant to Section 214 of the Communications Act, As Amended, and Section 63.04 of the Commission's Rules For Transfer of Control of Union Telephone Company and Partial Transfer of the Assets of Freedom Ring Communications, LLC, d/b/a Union Long Distance (W.C. Docket 09-145)**

Dear Ms. Dortch:

On behalf of TDS Telecommunications Corporation ("TDS Telecom"), I enclose the original of a Supplement to the above-referenced Application filed on August 3, 2009.

In the event that there are questions concerning the Supplement or TDS Telecom's petition of the application, please contact the undersigned.

Very truly yours,


Peter M. Connolly

Enclosure

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RE: Application of Utel, Inc., TDS Telecommunications Corporation, Freedom Ring Communications, LLC, d/b/a Union Long Distance For Grant of Authority Pursuant to Section 214 of the Communications Act, As Amended, and Section 63.04 of the Commission's Rules For Transfer of Control of Union Telephone Company and Partial Transfer of the Assets of Freedom Ring Communications, LLC, d/b/a Union Long Distance (W.C. Docket 09-145)

Dear Ms. Dortch:

At the request of the Wireline Competition Bureau ("WCB"), and on behalf of TDS Telecommunications Corporation ("TDS Telecom" or "Transferee"), this will supplement the information provided in Section 4 of the above-captioned application regarding the ownership of the Transferee.

We have been asked to provide information regarding the other telecommunications interests of Southeastern Asset Management, Inc. ("SEAM"), which holds a 16.3 percent equity interest in TDS Telecom's parent company, Telephone and Data Systems, Inc. ("TDS").

Supplementary Information Regarding SEAM

Based on SEAM's FCC FRN, only one other entity which has filed FCC ownership information reports a disclosable interest held by SEAM. The current ownership disclosure

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filing for Level 3 Communications (FCC Form 602, submitted March 5, 2007, File Number 0002936164) reports that SEAM held a disclosable 13.9% interest in Level 3. The ownership disclosure filing also contains information regarding Level 3's FCC regulated businesses and states that SEAM does not hold a seat on the Level 3 Board of Directors.

According to SEAM's most recent Form N-Q filed with the Securities and Exchange Commission, SEAM reports that it held 153,597,754 shares in Level 3 as of March 31, 2009, plus substantial convertible debt. See, <http://www.sec.gov/Ardrives/edgar/data/806636/000095014409004643/g18872nva.htm> SEAM did not state this number as a percentage of Level 3's shares. However, according to Level 3's proxy statement, SEAM held 500,713,732 shares, or 30 percent of Level 3's common stock at March 19, 2009. The difference between this number and the 153,597,754 shares reported by SEAM evidently includes (i) the number of shares issuable upon conversion of the convertible debt held by SEAM funds and (ii) the number of shares, including shares issuable upon conversion of debt, held in discretionary accounts on behalf of clients, outside the funds. In addition, SEAM reported that it held 30 percent of Level 3's common stock in the last Schedule 13G dated February 6, 2009 that SEAM filed with respect to Level 3. See, <http://www.sec.gov/Archives/edgar/data/794323/000080798509000012/lvlt13g8.txt>

SEAM, in its Form N-Q, also reports that it owns 14,732,630 shares in tw telecom, inc. tw telecom operates optical networks to deliver voice, data, dedicated Internet and integrated communications services. It has not filed an FCC Form 602 and, to the best of our knowledge, holds no FCC licenses.

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According to tw telecom's SEC proxy statement, SEAM held 10.3 percent of its shares as of February 28, 2009, including shares held outside of SEAM funds in discretionary accounts on behalf of clients. See,

<http://www.sec.gov/Archives/edgar/data/1057758/000119312509088488/ddef14a.htm>

In addition, SEAM reported that it owned 10.4% of tw telecom's common stock in the last Schedule 13G dated February 6, 2009 that SEAM filed with respect to tw telecom. See,

<http://www.sec.gov/Archives/edgar/data/807985/000080798509000016/twtc13g1.txt>

We believe that this accurately summarizes the all information publicly available regarding SEAM's other telecommunications interests. We ask that this information be associated with that included in the application as filed and that the application be processed, placed on public notice and granted.



Peter M. Connolly
Holland & Knight LLP
Counsel to TDS Telecom