

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Ownership of TDS?

Description of Application: _____

subsidiary of Telephone and Data Systems, Inc. ("TDS"). USCC's ownership structure and subsidiaries and affiliates are described in the most recent Licensee Qualification Reports (FCC Forms 430), filed with the FCC on September 15, 1998 for itself and TDS.

III. SECTION 63.18 INFORMATION

In support of this request for authorization, USCC submits the following specific information pursuant to Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18:

- (a) Name and address of applicant:

United States Cellular Corporation
8410 West Bryn Mawr Avenue
Chicago, IL 60631
(773) 399-8900
- (b) Applicant is incorporated under the laws of the State of Delaware.
- (c) Correspondence concerning this application should be sent to:

H. Donald Nelson, President
United States Cellular Corporation
8410 West Bryn Mawr Ave.
Chicago, IL 60631
(773) 399-8901

with a copy to:

Peter M. Connolly, Esq.
Koteen & Naftalin, L.L.P.
1150 Connecticut Ave., N.W.
Washington, DC 20036
(202) 467-5700
- (d) USCC has not previously received authority under Section 214 to provide the service for which consent is sought herein. It previously received Section 214 authorization

to provide voice and data services between the United States and Mexico (I-TC-97-95)

- (e)-(f) USCC requests global resale authority pursuant to the terms and conditions of Section 63.18(e)(2) of the FCC's Rules.
- (g) Inapplicable. USCC seeks to resell the services of facilities previously authorized by the Commission.
- (h)(1) USCC certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (2) As noted above USCC is a majority-owned subsidiary of TDS. USCC and TDS's five percent or greater shareholders and their officers and directors are described in the attached excerpts (Attachments A and B) from the most recently filed Licensee Qualification Reports (FCC Forms 430) for USCC and TDS.
- (3) USCC is not affiliated with any of the carriers whose facilities-based services it proposes to resell.
- (1) USCC certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the United States and any foreign country that it may be authorized to serve, now or in the future, under Title II of the Communications Act of 1934, as amended.
- (j) In accordance with the Anti-Drug Abuse Act of 1988, USCC hereby certifies that no party to this 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. 853(a).

IV. CONCLUSION

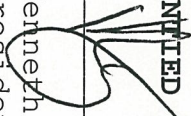
As demonstrated in this application, USCC is legally qualified to provide the services for which it requests authority. For the reasons stated above, USCC submits that the public interest, convenience and necessity would be served by a grant of this

Section 214 application.

Respectfully submitted,

UNITED STATES CELLULAR CORPORATION

By: _____


Kenneth R. Meyers, Senior Vice-
President - Finance

Peter M. Connolly
Koteen & Naftalin, L.L.P.
1150 Connecticut Ave., N.W.
Washington, D.C. 20036
(202) 467-5700

Its Attorneys

October 6, 1998

United States Cellular
Corporation
FCC Form 433
Exhibit V

Question 8 and 10c

United States Cellular Corporation ("USCC"), a Delaware corporation headquartered at 8410 West Bryn Mawr, Chicago, Illinois 60631, holds no Federal Communications Commission licenses.

100% of USCC's Series A Common Shares, which have authority to elect 75% of USCC's Board of Directors, are owned by Telephone and Data Systems, Inc. ("TDS"), a Delaware corporation principally engaged in the business of acquiring and operating telephone and other communications companies. Accordingly, TDS controls USCC. TDS also owns 69.5% of USCC's Common Shares, the holders of which have the authority to elect the remaining 25% of the members of the USCC Board of Directors. The Equitable Companies Inc., 787 Seventh Avenue, New York, New York, 10019, and its affiliates, which in turn are controlled by foreign investors, own 11.0% of the Common Shares representing 1.6 percent of the total (Common and Series A Common) voting interests in USCC. The foreign investor equity interests of these companies in USCC is estimated to be less than five percent. Overall, TDS controls approximately 95.7% of the voting power of USCC's combined Series A Common and Common Voting Shares.

USCC has direct and indirect interests in cellular radio and associated microwave radio stations as well as indirect interests in other radio stations licensed by the FCC to sister corporations owned by TDS.

The applicant's direct and indirect interests in the ownership of radio stations licensed by the Commission and the names of the officers and principal stockholders of TDS are provided

United States Cellular
Corporation
FCC Form 430
Exhibit V
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in the Common Carrier Licensee Qualification Report (FCC Form 430) filed simultaneously with the instant report at the Federal Communications Commission by Telephone and Data Systems, Inc.

United States Cellular Corporation
FCC Form 430
Exhibit V1

Question 10(a)
Five Percent of Greater Shareholder
of United States Cellular Corporation

The following information is current as of March 27, 1998

Series A Common Shares

There are 33,005,877 Series A Common Shares of United States Cellular Corporation ("USCC") outstanding. TDS owns 100% of this class of stock. This stock has ten votes per share and has the voting power to elect 75% of USCC's Board of Directors and thus has control of USCC.

USCC Common Shares

There are 54,265,411 Common Shares of USCC outstanding. The only shareholder who votes more than five percent of the Common Shares of USCC are TDS, which owns 37,736,838 Common Shares (69.5% of class) representing 9.8 percent of the total (Common and Series A Common) voting interest in USCC and the Equitable Companies, Inc., 787 Seventh Avenue, New York, New York, 10019, and its affiliates, which in turn are controlled by foreign investors, and votes 5,975,416 Common Shares (11.0% of class) representing 1.6 percent of the total (Common and Series A Common) voting interest in USCC. The foreign investor equity interest of these companies in USCC is approximately 3 percent.

Preferred Stock

As of March 27, 1998, there were no shares of Preferred stock of USCC outstanding.

All Classes of Stock

Overall, TDS controls approximately 95.7% of the voting power of USCC's voting shares.

United States Cellular Corporation
FCC Form 430
Exhibit VII

Question 10(b)
United States Cellular Corporation
Officers and Directors
(as of March 31, 1998)

H. Donald Nelson
President, Chief Executive
Officer and Director
United States Cellular Corporation
8410 West Bryn Mawr, Suite 700
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(773) 399-8900

LeRoy T. Carlson
Director
Telephone and Data Systems, Inc.
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Chicago, IL 60602
(312) 630-1900

Paul-Henri Denuit
Director
S.A. Coditel
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1040 Brussels, Belgium
011-32-2-226-5400

LeRoy T. Carlson, Jr.
Director and Chairman
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(312) 630-1900

Murray L. Swanson
Director
Telephone and Data Systems, Inc.
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Walter C.D. Carlson, Esq.
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J. Samuel Crowley
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CompUSA, Inc.
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Secretary
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Joyce V. Gab Kneeland
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Richard W. Goehring
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United States Cellular Officers and Directors

Page 2

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Phillip Lorenzini
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Michael A. Mutz
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Vice President - Customer Service
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Douglas S. Arnold
Vice President- Humans Resources
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David M. Friedman
Vice President- Marketing
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United States Cellular Officers and Directors

Page 3 _____

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James J. Zander
Assistant Treasurer
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Telephone and Data Systems, Inc.
FCC Form 430
EXHIBIT VI

Question No. 10a
Five Percent or Greater Shareholders
of Telephone and Data Systems, Inc.

The following information is current as of March 31, 1998 except as otherwise noted. All individuals listed are U.S. citizens unless otherwise specified.

Series A Common Shares

There are 6,936,277 Series A Common Shares of Telephone and Data Systems, Inc. ("TDS"), outstanding. This stock has ten votes per share and has the voting power to elect 75% of the TDS Board of Directors and thus controls TDS. A voting trust, formed to facilitate long-standing relationships among the trust's certificate holders, became effective on October 20, 1989, and beneficially owns 6,337,187 Series A Common Shares (91.4% of class). Trustees of the voting trust include the following, each of whom is a United States citizen: (i) LeRoy T. Carlson, Jr., 1260 North Astor Street, Chicago, Illinois, 60610, President, Chief Executive Officer and Director of TDS and the son of LeRoy T. Carlson, founder and Chairman of TDS; (ii) Donald C. Nebergall, 2919 Applewood Place, N.E., Cedar Rapids, Iowa, 52402, a consultant and director of TDS; (iii) Walter C.D. Carlson, 1041 Judson Avenue, Evanston, Illinois 60202, a Director of TDS, a practicing attorney with the law firm of Sidley & Austin in Chicago and a son of LeRoy T. Carlson; (iv) Letitia G. Carlson, 7604 Fairfax Road, Bethesda, Maryland 20814, a physician and a daughter of LeRoy T. Carlson; and (v) Melanie J. Heald, 7410 Longmeadow Road, Madison, Wisconsin, 53717, a homemaker. Under the terms of the voting trust, the trustees hold and vote the Series A Common Shares held in the trust. If the voting trust were terminated, LeRoy T. Carlson, Jr., Walter C.D.

Carlson, Margaret D. Carlson (wife of LeRoy T. Carlson), Prudence E. Carlson (daughter of LeRoy T. Carlson), Letitia G. Carlson (daughter of LeRoy T. Carlson) and Donald C. Nebergall, as trustee under certain trusts for the benefit of the children of LeRoy T. Carlson, would each be deemed to own beneficially more than 5% of the outstanding Series A Common Shares. Margaret D. Carlson, who resides at 2 Milburn Park Drive, Evanston, Illinois, 60201, beneficially owns an aggregate of 682,500 Series A Common Shares (9.8% of class) with sole voting power with respect to 51,975 shares and the remainder of which are held in such voting trust. LeRoy T. Carlson, Jr., beneficially owns 1,068,186 Series A Common Shares (15.4% of class) which are held in the voting trust. Walter C.D. Carlson beneficially owns 1,087,366 Series A common Shares (15.7% of class) which are held in the voting trust. Letitia G. Carlson beneficially owns 1,070,127 Series A Common Shares (15.4% of class) which are held in the voting trust. Prudence E. Carlson beneficially owns 1,195,512 Series A Common Shares (17.2% of class), with sole voting power with respect to 194,707 shares and the remainder of which are held in the voting trust. Collectively, the trusts of which Mr. Nebergall is trustee, beneficially own 641,540 Series A Common Shares (9.2% of class) which are held in the voting trust.

TDS Common Shares

There were 53,966,708 Common Shares of TDS outstanding as of March 31, 1998. Based on the most recent Schedules 13D or 13G filings made with the Securities and Exchange Commission. The Equitable Companies, Inc., 787 Seventh Avenue, New York, New York 10019, and its affiliates, which in turn are controlled by foreign investors, vote 10,988,100 Common Shares

(20.4% of class) representing a 8.9 percent voting interest in TDS. The foreign investor equity interest of these companies in TDS is estimated to be less than approximately five percent. Franklin Mutual Advisers, Inc., 51 John F. Kennedy Parkway, Short Hills, New Jersey, 07078, held 5,279,200 Common Shares (9.8% of class) for the benefit of investors representing a 4.3% voting interest in TDS. Gabelli Funds, Inc., One Corporate Center, Rye, New York, 10580, held 2,799,405 Common Shares (5.2% of class) for the benefit of investors representing 2.3% voting interest in TDS. Gabelli Funds, Inc., One Corporate Center, Rye, New York, 10580, held 2,799,405 Common Shares (5.2% of class) for the benefit of investors representing 2.3% voting interest in TDS.

Preferred Stock

There were 291,158 shares of Preferred Stock of TDS outstanding as of March 31, 1998.

Merrill, Lynch, Pierce, Fenner and Smith, Inc., Post Office Box 2658, Jersey City, New Jersey 07303, owns 63,532 (20.6% of class) of the Preferred Shares of TDS. William and Betty McDaniel, 160 Stowell Road, Salkum, Washington 98582, own 46,666 (16.0% of class) of the Preferred Shares of TDS. Bennet R. Miller, 1212 Wed Avenue, Lafayette, Indiana, 47905, owns 30,000 (10.3% of class) of the Preferred Stock of TDS. The Peterson Revocable Living Trust, Kenneth and Audrey Peterson, Trustees, 108 Avocado Lane, Weslaco, Texas 78596, owns 20,637 (7.1% of class) of the Preferred Shares of TDS.

Telephone and Data Systems, Inc.
FCC Form 430
Exhibit VII

Question No. 10b
Telephone and Data Systems, Inc.
Officers and Directors
(as of March 31, 1998)

WLS ✓
LeRoy T. Carlson
Chairman and Director
Telephone and Data Systems, Inc.
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(312) 630-1900

WLS ✓
Walter C.D. Carlson, Esq.
Director

Son
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WLS ✓
LeRoy T. Carlson, Jr.
President, Chief Executive Officer and
Director
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Donaghay ✓
Dr. Letitia G. Carlson
Director
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Rudolph E. Hornacek
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Donald C. Nebergall
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Martin L. Solomon
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TDS-Officers and Directors

Page 2

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TDS-Officers and Directors

Page 3

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