

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

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

Description of Application: _____

FCC/MELLON

FEB 25 2000

COPY

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February 24, 2000

Federal Communications Commission
IB Telecommunications Division
P.O. Box 358115
Pittsburgh, PA 15251-5115

Re: TDS Long Distance Corporation
International Section 214 Authorization

VIA FEDERAL EXPRESS

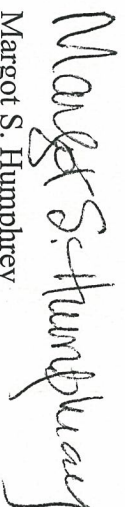
Dear Sir or Madam:

Transmitted herewith on behalf of TDS Long Distance Corporation ("TDS-LD"), are the original and five copies of its application for authority to provide global resale services between the United States and international points. Pursuant to Section 63.12 of the Commission's Rules, TDS-LD requests streamlined processing of the enclosed application.

This application is accompanied by the required FCC Form 159 and filing fee of \$780.00 made payable to the Federal Communications Commission.

In the event that there are any questions concerning this matter, please contact Glenn Werner of this office.

Very truly yours,


Margot S. Humphrey

Enclosure

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In The Matter of)	
)	
TDS Long Distance Corporation)	File No.
)	
Application for Authority Pursuant)	
to Section 214 of the Communications)	
Act of 1934 as Amended, for Global)	
Authority to Operate as a Global)	
International Telecommunications)	
Resale Carrier)	

APPLICATION FOR AUTHORITY

TDS Long Distance Corporation (“TDS-LD”), hereby requests authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982), and Section 63.18 of the Commission’s Rules, 47 C.F.R. § 63.18(e)(2), to provide global international telecommunications resale carrier services between the United States and multiple international points.

TDS-LD, a Delaware corporation, is a wholly owned subsidiary of TDS Telecom, Inc., which in turn is a wholly owned subsidiary of Telephone and Data Systems, Inc. (“TDS”), a Delaware corporation. TDS is principally engaged in the business of acquiring and operating, as a holding company, telephone, cellular, paging and other companies primarily in the communications industry. TDS-LD has no affiliations with any foreign carriers.

TDS-LD’s provision of international service will not have any significant impact on the general provision of such service to the public. Additional competition - including the competition TDS-LD will provide - benefits consumers of international telecommunications services. The benefits of competition include lower prices and increased availability of a variety

of service options. TDS-LD submits therefore, that grant of this application will serve the public interest, convenience, and necessity.

Section 63.18 Information

In support of its request, TDS-LD submits the following information required by Section

63.18(e)(2) of the Commission's Rules:

(a) Name and address of applicant:

TDS Long Distance Corporation
301 S. Westfield Rd.
Madison, WI 53717

(b) State law under which applicant is organized:

Delaware

(c) Correspondence concerning this application should be sent to:

Mr. Joel Dohmeier
Manager, External Relations
TDS Telecom, Inc.
301 S. Westfield Rd.
Madison, WI 53717
(608)664-4168

with a copy to:

Margot S. Humphrey, Esq.
Koteen & Naftalin, L.L.P.
1150 Connecticut Avenue, N.W.
Washington, DC 20036
(202)467-5700

(d) Statement of previously received authority:

TDS-LD has not previously received authority under Section 214 to provide the service for which consent is sought herein.

(e) Request for authority to resell services of authorized U.S. common carrier:

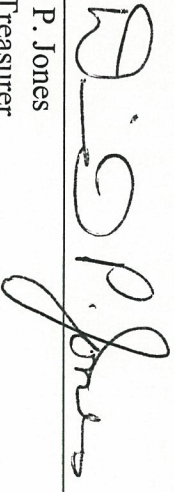
TDS-LD requests Section 214 global resale authority to operate as a resale carrier pursuant to the terms and conditions of Section 63.18(e)(2) of the FCC's rules.

- (f) Application for any or all authority:
 - Not applicable
- (g) Applicant's existing facilities:
 - Not applicable. TDS-LD seeks to resell the services of facilities previously authorized by the Commission.
- (h) As previously noted, TDS-LD is a wholly owned subsidiary of TDS Telecom, Inc. ("TDS Telecom"). TDS Telecom is a wholly owned subsidiary of TDS. TDS's ten percent or greater shareholders as well as the officers and directors, are described in the attached excerpt from its most recently filed Ownership Disclosure (FCC Form 602). All officers and directors are U.S. citizens. There are no interlocking directorates with foreign carriers.
 - TDS Telecom, Inc.
301 S. Westfield Rd.
Madison, WI 53717
 - Telephone and Data Systems, Inc.
30 N. LaSalle St.
Chicago, IL 60602
- (i) TDS-LD certifies that it is not, nor is it affiliated with, a foreign carrier.
- (j) N/A. See Section (i), above.
- (k) N/A. See Section (i), above.
- (l) N/A. See Section (i), above.
- (m) N/A. See Section (i), above.
- (n) TDS-LD certifies that it has not agreed and will not in the future agree, to accept any special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.
- (o) Applicant certifies that, to the best of its knowledge, information and belief, neither Applicant nor any party to this application is subject to a denial of Federal radio licenses under Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Applicant requests streamlined processing of this application. As demonstrated herein, the exceptions to streamlined processing pursuant to Section 63.12(c) of the Commission's Rules do not apply to Applicant.

For the foregoing reasons, TDS-LD requests that the Commission grant the authority requested in this application.

Respectfully submitted,

By 

David P. Jones
Asst. Treasurer
TDS Long Distance Corporation
301 S. Westfield Rd.
Madison, WI 53717
(608)664-4376

Date: Feb. 23, 2000

Ownership Disclosure (FCC Form 602)

Excerpt

¹Materials were included in the FCC Form 602 filed September 28, 1999 on behalf of Telephone and Data Systems, Inc.

Attachment A
Schedule A
FCC Form 602

Telephone and Data Systems, Inc.

Officers and Directors

LeRoy T. Carlson
Chairman and Director

C. Theodore Herbert
Vice President - Human Resources

LeRoy T. Carlson, Jr.
President, Chief Executive Officer and Director

Peter L. Sereda
Vice President and Treasurer

Martin L. Solomon
Director

Mark A. Steinkrauss
Vice President - Corporate Relations

Murray L. Swanson
Director

Gregory J. Wilkinson
Vice President and Controller

Donald C. Nebergall
Director

James W. Twesme
Assistant Treasurer

George W. Off
Director

Edward W. Towers
Vice President-Corporate
Development Operations

Dr. Letitia G. Carlson
Director

Byron A. Wertz
Vice President-Corporate Development

Kevin A. Mundt
Director

Michael K. Chesney
Vice President-Corporate Development

Walter C.D. Carlson, Esq.
Director

George I. Dienes
Vice President-Corporate Development

James Barr III
Director

Steven N. Fortney
Assistant Controller-Accounting and Reporting

Sandra L. Helton
Executive Vice President-Finance,
Chief Financial Officer and Director

Ross J. McVey
Assistant Controller and Director-Tax

Herbert S. Wander, Esq.
Director

Joyce M. Zeasman
Assistant Controller-Corporate Reengineering

Rudolph E. Hornacek
Vice President Engineering

Michael G. Hron, Esq.
Secretary

Scott H. Williamson
Senior Vice President-Acquisitions and
Corporate Development

William S. DeCarlo, Esq.
Assistant Secretary

Telephone and Data Systems, Inc.
FCC Form 602
Exhibit I

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

The following information is current as of February 28, 1999 except as otherwise noted. All individuals listed are U.S. citizens unless otherwise specified.

Series A Common Shares

There are 6,949,904 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 6,351,116 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) Leticia G. Carlson, 7604 Fairfax Road, Bethesda, Maryland 20814, a physician and a daughter of LeRoy T. Carlson; and (v) Melaine 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 630,811 Series A Common Shares (9.1% of class) with sole voting power with respect to 51, 991 shares and the remainder of which are held in such voting trust. LeRoy T. Carlson, Jr., beneficially owns 1,036,751 Series A Common Shares (14.9% of class) which are held in the voting trust. Walter C.D. Carlson beneficially owns 1,064,694 Series A Common Shares (3% of class) which are held in the voting trust. Letitia G. Carlson beneficially owns 1,061,763 Series A Common Shares (15.5% of class) which are held in the voting trust. Prudence E. Carlson beneficially owns 1,196,018 Series A Common Shares (17.2% of class), with sole voting power with respect to 194,713 shares and the remainder of which are held in the voting trust. Collectively the trusts of which Mr. Nebergall is trustee, beneficially own 645,422 Series A Common Shares (9.3% of class) which are held in the voting trust.

TDS Common Shares

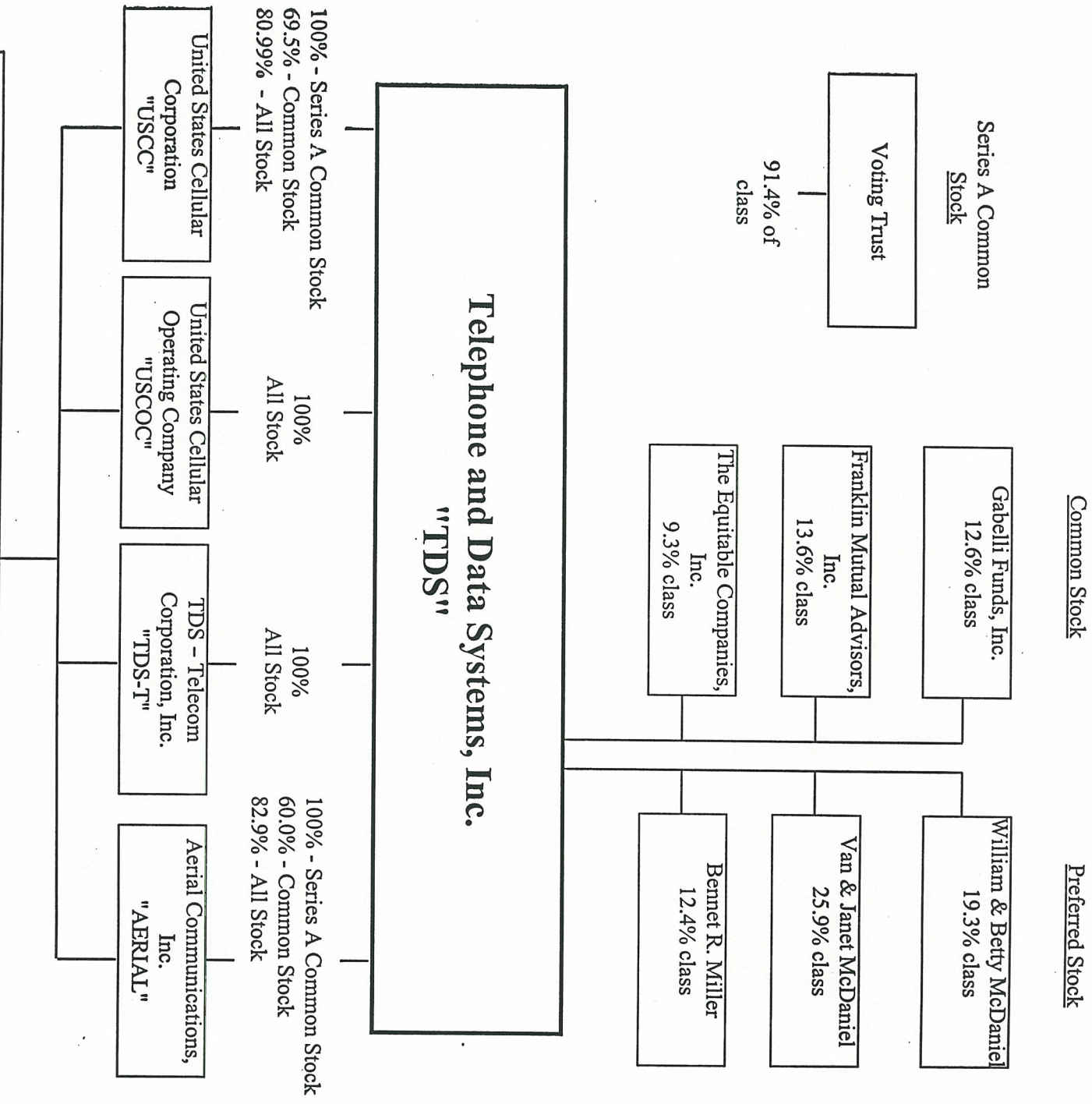
There were 54,391,873 Common Shares of TDS outstanding as of February 28, 1999, based on the most recent Schedules 13D or 13G filings made with the Securities and Exchange Commission. The Equitable Companies, Inc., 787 Seventh Avenue, New York, New York 10019, and its affiliates, which in turn are controlled by foreign investors, vote 5,085,257 Common Shares

(9.3% of class) representing a 4.1 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 7,400,475 Common Shares (13.6% of class) for the benefit of investors representing a 6.0% voting interest in TDS. Gabelli Funds, Inc., One Corporate Center, Rye, New York, 10580, held 6,870,655 Common Shares (12.6% of class) for the benefit of investors representing 5.5% voting interest in TDS.

Preferred Stock

There were 241,772 shares of Preferred Stock of TDS outstanding as of February 28, 1999.

William and Betty McDaniel, 160 Stowell Road, Salkum, Washington 98582, own 46,666 (19.3% of class) of the Preferred Shares of TDS. Von and Janet McDaniel, Salkum, Washington 98582, own 62,500 (25.9% of class) of the Preferred Shares of TDS. Bennet R. Miller, 1212 Wed Avenue, Lafayette, Indiana, 47905, owns 30,000 (12.4% of class) of the Preferred Stock of TDS.



All Related FCC Regulated Businesses are Owned Directly by TDS, or through its Subsidiaries, USCC, USCOC, TDS-T or AERIAL.