

Exhibit 2 – Transfer of Control Application

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Approved by OMB
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS
FOR ASSIGNMENT OR
TRANSFER OF CONTROL
FCC FORM 214TC
FOR OFFICIAL USE ONLY**

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Section 214 Transfer of Control

1. Legal Name of Applicant	
Name: Airadigm Communications, Inc.	Phone Number: 920-687-2111
DBA Name:	Fax Number: 920-687-0129
Street: 2301 Kelbe Drive 206	E-Mail: lspringer@airadigm.com
City: Little Chute	State: WI
Country: USA	Zipcode: 54140 -
Attention: Linda J. Springer	
2. Name of Contact Representative	
Name: Thomas Gutierrez	Phone Number: 703-584-8678
Company: Lukas, Nace, Gutierrez & Sachs, LLP	Fax Number: 703-584-8696
Street: 8300 Greensboro Drive Suite 1200	E-Mail: tgutierrez@fcclaw.com
City: McLean	State: VA
Country: USA	Zipcode: 22102-
Attention:	Relationship: Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority
An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority
A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (**No fee required**)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (**No fee required**)

Date of Consummation: **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You

cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:ITC2141996062100262	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
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5. Name of Section 214 Authorization Holder

Name: Airadigm Communications, Inc. Phone Number: 920-687-2111
 DBA Name: Fax Number: 920-687-0129
 Street: 2301 Kelbe Drive E-Mail: lspringer@airadigm.com
 206
 City: Little Chute State: WI
 Country: USA Zipcode: 54140 -
 Attention: Linda J. Springer

6. Name of Assignor / Transferor

Name: Wisconsin Wireless Communication Corporation Phone Number: 920-687-2100 x3722
 DBA Name: Fax Number: 920-687-4355
 Street: 2305 Kelbe Dr E-Mail: royv@wwcc.com
 City: Little Chute State: WI
 Country: USA Zipcode: 54140 -
 Attention: Roy C. Vande Hey

7. Name of Assignee / Transferee

Name: TELEPHONE AND DATA SYSTEMS, INC. Phone Number: 202-955-3000 x5989
 DBA Name: Fax Number: 202-955-5564
 Street: 2099 PENNSYLVANIA AVE, NW E-Mail: PETER.CONNOLLY@hklaw.com
 SUITE 100, P. CONNOLLY-TELECOM
 City: WASHINGTON State: DC
 Country: USA Zipcode: 20006 -6801
 Attention: PETER M CONNOLLY ESQ.

8a. Is a fee submitted with this application?

If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Request to Transfer Control of Section 214 Individual Switched Resale Authority held by Airadigm Communicaitons, Inc. from Wisconsin Wireless Commumunications Corporation to Telephone and

Data Systems, Inc.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note Yes No to Section 63.18(h) of the rules?

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61 (c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Yes No

Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

24. The undersigned certify 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. Yes No

25. The assignee/transferee certifies that neither it 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. 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. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor Roy C. Vande Hey	29. Printed Name of Assignee / Transferee Scott H. Williamson
27. Title (Office Held by Person Signing) President	30. Title (Office Held by Person Signing) Senior Vice President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Roy C. Vande Hey	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Scott H. Williamson
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In re Application of)
)
WISCONSIN WIRELESS)
COMMUNICATIONS CORPORATION)
Transferor)
)
and) File No. _____
)
TELEPHONE AND DATA SYSTEMS, INC.)
Transferee,)
)
for Consent to the Transfer of Control of)
)
AIRADIGM COMMUNICATIONS, INC)
Authorization holder)
)
pursuant to Sections 214 and 310(d))
of the Communications Act)

**APPLICATION FOR TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

Wisconsin Wireless Communications Corporation (“WWCC” or “Transferor”) and Telephone and Data Systems, Inc. (“TDS” or “Transferee”) (jointly “the Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24(e) of the Commission’s Rules (47 C.F.R. § 63.24(e)), hereby request Commission consent to the transfer of control of the international global resale Section 214 authority held by Airadigm Communications, Inc. (“Airadigm”). The Applicants request streamlined processing pursuant to Section 63.12 of the Commission’s rules (47 C.F.R. § 63.12).

Information responsive to the IBFS Main Form application and Section 63.18 of the FCC’s rules follows.

(a) Name, Address and Telephone Number of Each Applicant

Transferor:

Wisconsin Wireless Communications Corporation
2301 Kelbe Drive
Little Shute, WI 54140
Tel: (920) 687-2111

Transferee:

Telephone and Data Systems, Inc.
30 N. LaSalle Street, Suite 4000
Chicago, IL 60602
Tel: (312) 630-1900

(b) Jurisdiction of Organization

Transferor:

Wisconsin Wireless Communications Corporation (WWCC) is a Wisconsin corporation.

Transferee:

Telephone and Data Systems, Inc. (TDS) is a Delaware corporation.

ANSWER TO QUESTION 10 - Section 63.18(c)-(d):

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

Transferor:

Roy C. Vande Hey, President
Wisconsin Wireless Communications Corporation
2301 Kelbe Drive
Little Chute, WI 54140
Tel: (920) 687-2111

With a copy to:

Thomas Gutierrez, Esq.
Lukas, Nace, Gutierrez & Sachs, LLP
8300 Greensboro Drive, Suite 1200
McLean, VA 22102
Tel: 703-584-8678
Email: tgutierrez@fcclaw.com

Transferee:

Scott H. Williamson, Senior Vice President
Telephone and Data Systems, Inc.
30 N. LaSalle Street, Suite 4000
Chicago, IL 60602
Tel: (312) 630-1900

With a copy to:

Peter M. Connolly, Esq.
Holland & Knight, LLC
2099 Pennsylvania Ave., NW, Ste. 100
Washington, DC 20006-6801
Tel: (202) 955-3000
Email: peter.connolly@hklaw.com

- (d) Airadigm holds the following international Section 214 authorization, which is the subject of this transfer application: File No. ITC-214-19960621-00262. TDS is engaged in the business of acquiring and operating, as a holding company, telephone and other companies primarily in the communications industry. Multiple subsidiary companies held by TDS hold international Section 214 authority.

(e-g) n/a

ANSWER TO QUESTION 11 – Section 63.18(h)

TDS holds a 62.75 percent interest in Airadigm.

TDS is a publicly traded corporation which is controlled by a Voting Trust whose trustees are LeRoy T. Carlson, Jr., Walter C.D. Carlson, Prudence E. Carlson, and Dr. Letitia G.C. Carlson. They are brothers and sisters and U.S. citizens. The address of the trust is TDS's business address: 30 North LaSalle Street, Chicago, IL 60602.

LeRoy T. Carlson, Jr. is the President of TDS and Walter C.D. Carlson is its Chairman.

The Voting Trust controls 53.6% of the voting power of TDS's total shares that vote in matters other than the election of directors and 94.4% of the Series A Common Shares which elect eight of TDS's 12 directors. No other individual or entity controls 10 percent or greater voting interest in TDS. Further information regarding TDS can be found in its Form 602, "FCC Ownership Disclosure Information for the Wireless Telecommunications Services" on file with the Commission.

As will be discussed below, the United States of America (USA) also holds an approximate 37.25 percent interest in Airadigm.

(i) Foreign Carrier Affiliation

Transferee certifies that it is not itself a foreign carrier and is not affiliated with a foreign carrier.

(j) Foreign Destination Certification

Transferee certifies that it does not seek to provide telecommunications services to any country in which it either is a foreign carrier, or controls 25% of a foreign carrier. Further, no foreign carrier owns more than 25% of the transferee.

(k) n/a See Section (f) above

(l) n/a See Section (e) above

(m) n/a See Section (e) above

(n) Special Concessions Certification

Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to any U.S. international route

where the foreign carrier possesses market power on the foreign end of the route. Transferee further certifies it will not enter into such agreements in the future.

(o) Transferee certifies that neither Transferee nor any 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. § 853a.

ANSWER TO QUESTION 13 – Narrative of Transfer of Control and Public Interest Statement

FCC consent to an overall transfer of control, which has already occurred pursuant to FCC consent,¹ is being sought in order to implement Airadigm's 2006 Plan of Reorganization (the "2006 Plan of Reorganization") approved by an order of the United States Bankruptcy Court for the Eastern District of Wisconsin, which has been confirmed by final order of the United States Court of Appeals for the Seventh Circuit.²

TDS was a creditor of Airadigm, as was the United States of America ("USA"). There were no other creditors. Pursuant to the 2006 Plan of Reorganization, Airadigm has been acquired by TDS and the USA, with TDS owning a 62.75 percent approximate controlling interest, and the USA owning a 37.25 percent approximate minority interest.

The proposed transfer of the International 214 authority is in the public interest. It will not result in any violation of the Communications Act or any other applicable statutory provision. Also, the proposed transfer complies with all FCC rules and regulations and will not require any waivers. Moreover, the parties to the transaction meet the character and other qualifications to hold and transfer licenses under Section 310(d) of the Communications Act and the FCC's Rules, and the proposed transaction will serve the public interest, particularly with respect to promoting competition.

¹ The FCC approved the transfer of control of Airadigm's Broadband PCS licenses to TDS in ULS File No. 0004717080. Public notice concerning that application was given on June 3, 2011 (DA11-998), and the application was granted on July 18, 2011. The transfer was consummated on September 23, 2011. Airadigm acknowledges that the instant authorization was not included in a prior submission seeking control of Airadigm to TDS. That omission was the result of administrative oversight as Airadigm has only *de minimis* international services revenues due to the fact that only a few of Airadigm's customers can actually engage in international calling.

² See, In re Airadigm Communications, 519 F.3d 640 (7th Cir. 2008). That court also later confirmed by final order lower court rulings on the respective claims of the USA and TDS. See, In re Airadigm Communications v. FCC, 547 F.3d 763 (7th Cir. 2009); In re Airadigm Communications, 616 F.3d 647 (7th Cir. 2010).

ANSWER TO QUESTION 20 – Section 63.18(p)

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s Rules (47 C.F.R. § 63.12). TDS qualifies for streamlined processing procedures in accordance to Section 63.12 and its requirements. None of the circumstances listed in subpart (c) of Section 63.12 is applicable to TDS or its operations. TDS has no affiliation with any foreign carrier. Certain customers of Airadigm will continue to make international calls by means of Airadigm’s resale of the facilities of unaffiliated international telecommunications carriers.

CONCLUSION

For the reasons set forth above, the public interest, convenience and necessity would be furthered by grant of this application. As requested herein, the Commission should thus consent to the transfer of control to TDS of the international Section 214 authorization held by Airadigm.

Respectfully submitted,

/s/ Roy C. Vande Hey

Roy C. Vande Hey, President
Wisconsin Wireless Communications Corporation
2301 Kelbe Drive
Little Chute, WI 54140
Tel: (920) 687-2111

/s/ Scott H. Williamson

Scott H. Williamson, Senior Vice President
Telephone and Data Systems, Inc.
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Chicago, IL 60602
Tel: (312) 630-1900