

**Before the
Federal Communications Commission
Washington, D. C. 20554**

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| In the Matter of |) | |
| |) | File No. _____ |
| South Canaan Cellular Communications Company, L.P. |) | |
| |) | |
| Application for Transfer of Control |) | |
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APPLICATION FOR TRANSFER OF CONTROL

South Canaan Cellular Investments, LLC. ("SCC-INV" or "Transferor") and United States Cellular Corporation ("USCC" or "Transferee"), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.24(e), hereby seek authority to transfer the control of South Canaan Cellular Communications Company, L.P. ("SCC-LP"), holder of international global resale Section 214 authority under File No. ITC-214-20081020-00469.

SCC-LP is a limited partnership organized under Delaware law. SCC-INV holds a 1% general partnership interest in SCC-LP. The remaining limited partnership interests in SCC-LP are held by South Canaan Cellular Equity, LLC ("SCC-EQ"), which holds a 39.8% interest, South Canaan Telephone Company ("SCTC"), which holds a 10.2% interest, and USCIC of Pennsylvania 5, Inc. ("USCIC"), a wholly owned direct subsidiary of United States Cellular Corporation ("USCC"), which holds a 49% interest.

It is proposed that USCIC will acquire the controlling interest in SCC-LP now held by SCC-INV and the limited partnership interests now held by SCC-EQ and SCTC, resulting in

USCIC acquiring a 1% general partner and 50% limited partnership interest in SCC-LP. The remaining 49% limited partnership interest in SCC-LP would also be held by USCIC.

Immediately following the closing, an internal restructuring will occur, in which the 51% interest in SCC-LP being acquired by USCIC will be transferred, either to USCC or to a wholly owned direct or indirect subsidiary of USCC. That restructuring will be described in a pro forma transfer notification to be filed pursuant to Section 63.24(f)(2) within thirty days of that transaction. SCC-LP will remain the licensee.

In support hereof, and in accordance with the specific provisions of Section 63.18 and the numbered questions on the electronic application, the parties respectfully submit the following information:

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

Transferor:

South Canaan Cellular Investments, LLC
564 Spring Oaks Drive
West Chester, PA 19382
(610) 429-0663

South Canaan Cellular Equity, LLC
564 Spring Oaks Drive
West Chester, PA 19382
(610) 429-0663

South Canaan Telephone Company
2175 Easton Turnpike
South Canaan, PA 18459
(570) 937-4114

Transferee:

USCIC of Pennsylvania 5, Inc.
8410 West Bryn Mawr Avenue, Suite 700
Chicago, IL 60631
(312) 630-1900

(b) Jurisdiction of Organization:

Transferor:

SCC-INV is a Delaware limited liability company.
SCC-EQ is a Delaware limited liability company.
SCTC is a Pennsylvania corporation.

Transferee:

USCIC is a Delaware corporation.

Answer to Question 10

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

Transferor:

South Canaan Cellular Investments, LLC
564 Spring Oaks Drive
West Chester, PA 19382
Attn: Carolyn Copp
Telephone: (610) 429-0663

With a copy to:

Michael R. Bennet
Bennet & Bennet, PLLC
4350 East West Highway, Suite 201
Bethesda, MD 20814
Telephone: (202) 371-1500

Transferee:

USCIC of Pennsylvania 5, Inc.
8410 West Bryn Mawr Avenue, Suite 700
Chicago, IL 60631
ATTN: Scott Williamson, Authorized Representative
Telephone: (312)630-1900

With a copy to:

Peter M. Connolly
Holland & Knight LLP
2099 Pennsylvania Avenue, NW, Suite 100
Washington, DC 20006
Telephone: (202)862-5989

(d) Statement of previously received Section 214 Authority:

South Canaan Cellular Communications Company, L.P. was granted authority to resell services internationally under Section 214 of the Act, on November 7, 2008 in FCC File No. ITC-214-20081020-00469.

USCIC of Pennsylvania 5, Inc. does not hold a Section 214 authorization.

United States Cellular Corporation holds global facilities-based and resale authority pursuant to Section 63.18 (e)(1)-(2) of the Commission's rules. This authority was granted effective May 07, 1997 in FCC File No. ITC-214-19970320-00161.

(e-g) n/a

Answer to Question 11

(h) Name, Address, Citizenship, Principal Businesses and Ownership Interest of Owners of Ten Percent or More of Transferee.

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities holding a 10 percent or greater interest in USCIC.

Direct Ownership:

Name: United States Cellular Corporation
Address: 8410 West Bryn Mawr Avenue, Suite 700
Chicago, IL 60631
Citizenship: Delaware corporation (U.S.)
Principal Business: Telecommunications
Percentage Held: 100% interest in USCIC

Indirect Ownership:

Name: Telephone and Data Systems, Inc.
Address: 30 N. LaSalle Street, Suite 4000
Chicago, IL 60602
Citizenship: Delaware corporation (U.S.)
Principal Business: Telecommunications
Percentage Held: 81.8% interest in USCC

As noted above, USCC is a majority owned subsidiary of Telephone and Data Systems, Inc. ("TDS")

TDS 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 N. LaSalle Street, Suite 4000
Chicago, IL 60602

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

The Voting Trust controls 53.5% of the voting power of TDS's total shares that vote in matters other than the election of directors and 94.5% 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.

Answer to Question 14

(i) Foreign Carrier Affiliation

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

Answer to Question 15

(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 owns or controls 25% of a foreign carrier. Further, no foreign carrier (or two or more foreign carriers, or parties that control foreign carriers) owns more than 25% of the transferee.

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

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

(m) n/a See Section (i) 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. § 853.
- (p) USCIC holds no foreign carrier or dominant carrier affiliations and this application therefore qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules.

Conclusion

For the foregoing reasons, the parties to this application respectfully submit that the present and future public convenience and necessity will be served by the grant of this transfer of control application.

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