

**Attachment 1**  
**FCC 214**  
**South Canaan Cellular Communications Company, L.P.**

**Pro Forma Transfer of Control**

USCIC of Pennsylvania 5, Inc. ("USCIC-PA5" or "Transferor") and USCOC of Pennsylvania RSA No. 10-B2, Inc. ("USCOC-PA10" or "Transferee") hereby provides notice of the transfer of 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, on May 9, 2011.

SCC-LP is a limited partnership organized under Delaware law. On May 9, 2011 USCIC-PA5, which held 1% general partner and 99% limited partnership interests in SCC-LP, transferred its 1% general partner and 50% of the limited partnership interests to USCOC-PA10. USCIC-PA5 is a wholly-owned subsidiary of United States Cellular Corporation ("USCC"). USCOC-PA10 is owned 100% by United States Cellular Operating Company, LLC ("USCOC"), a wholly owned subsidiary of United States Cellular Investment Company, LLC (USCIC), which is, in turn, a wholly-owned subsidiary of USCC. USCC is 82.8% owned by Telephone and Data Systems, Inc. ("TDS"). USCIC-PA5, USCOC-PA10, USCOC, USCIC, USCC and TDS are all Delaware corporations.

Attached hereto are ownership structure diagrams for SCC-LP demonstrating the ownership chain of this entity before (Attachment A) and after (Attachment B) the May 9, 2011 transaction.

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 additional information:

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Response to Question 10:

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

Transferor:

USCIC of Pennsylvania 5, Inc.  
c/o United States Cellular Corporation  
8410 West Bryn Mawr Avenue, Suite. 700  
Chicago, IL 60631-3486  
(773)399-8900

With a copy to:

Peter M. Connolly  
Holland & Knight LLP  
2099 Pennsylvania Avenue, NW, Suite 100  
Washington, DC 20006-6801  
Telephone: 202-862-5989

Transferee:

USCOC of Pennsylvania RSA No. 10-B2, Inc.  
c/o United States Cellular Corporation  
8410 West Bryn Mawr Avenue, Suite. 700  
Chicago, IL 60631-3486  
(773)399-8900

With a copy to:

Peter M. Connolly  
Holland & Knight LLP  
2099 Pennsylvania Avenue, NW, Suite 100  
Washington, DC 20006-6801  
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-214-20081020-000469.

USCIC of Pennsylvania 5, Inc. and USCOC of Pennsylvania RSA No. 10-B2, Inc. do not hold Section 214 authorizations.

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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 7, 1997 in FCC File No. ITC-214-19970320-00161.

Response to Question 11:

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

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

USCIC-PA5, Transferor

Direct Ownership:

Name: United States Cellular Corporation  
Address: 8410 West Bryn Mawr Avenue, Suite 700  
Chicago, IL 60631-3486  
Citizenship: Delaware corporation (U.S.)  
Principal Business: Telecommunications  
Interest Held: 100%

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  
Interest Held: 82.8%

USCOC-PA10, Transferee:

Direct Ownership

Name: United States Cellular Operating Company, LLC  
Address: c/o United States Cellular Corporation  
8410 West Bryn Mawr Avenue, Suite 700  
Chicago, IL 60631-3486  
Citizenship: Delaware corporation (U.S.)  
Principal Business: Telecommunications  
Interest Held: 100%

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Indirect Ownership:

Name: United States Cellular Investment Company, LLC  
Address: c/o United States Cellular Corporation  
Chicago, IL 60631-3486  
Citizenship: Delaware corporation (U.S.)  
Principal Business: Telecommunications  
Interest Held: 100%

Name: United States Cellular Corporation  
Address: 8410 West Bryn Mawr Avenue, Suite 700  
Chicago, IL 60602  
Citizenship: Delaware corporation (U.S.)  
Principal Business: Telecommunications  
Interest Held: 100%

Name: Telephone and Data Systems, Inc.  
Address: 30 N. LaSalle Street, Suite 4000  
Chicago, IL 60602  
Citizenship: Delaware Corporation (U.S.)  
Principal Business: Telecommunications  
Interest Held: 82.8%

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.

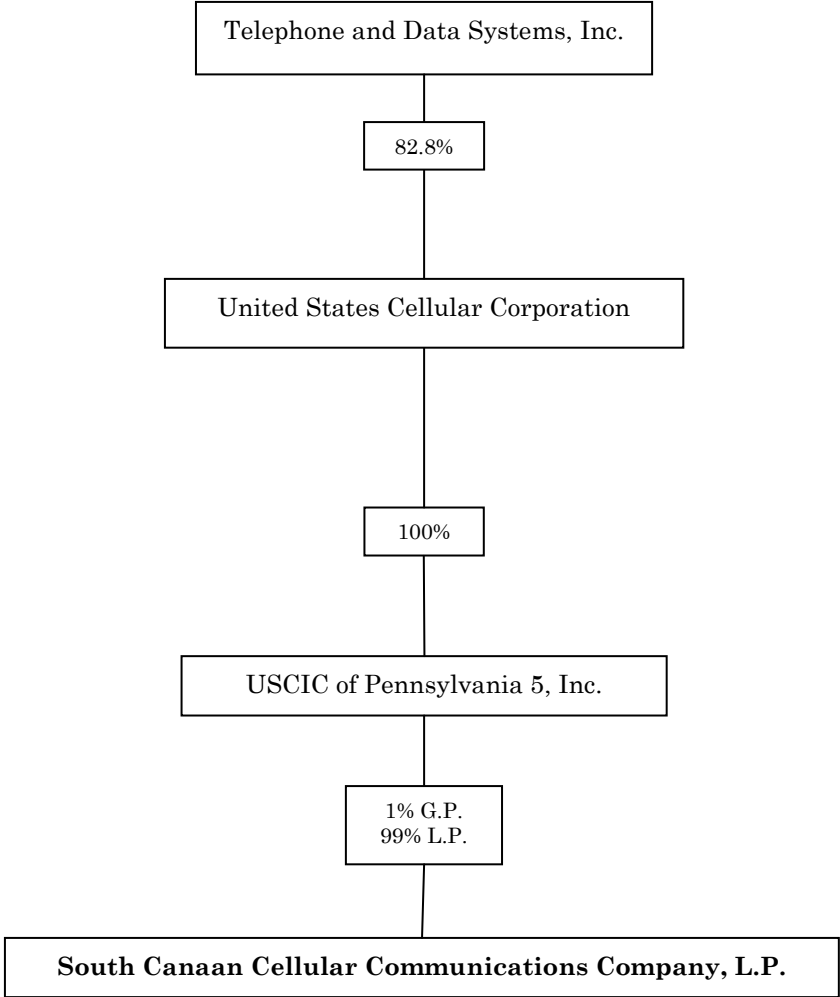
The Voting Trust controls 53.6% of the voting power of TDS's total shares that vote in matters other than the election of directors and 94.6% of the Series A Common Shares which elect eight of TDS's 12 directors. No other individual or entity controls 10 percent or greater voting interest in TDS. Further information regarding TDS can be found in its Form 602, "FCC Ownership Disclosure Information for the Wireless Telecommunications Services" on file with the Commission.

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**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 this pro forma transfer of control.

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FCC 602  
Ownership Structure  
Effective 5/9/11  
Attachment B

