

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
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30 N. LaSalle Street, Suite 4000
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