

DUPLICATE  
COPY

FCC 602  
Main Form

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Approved by OMB  
3060 - 0799  
See instructions for  
public burden estimate

RECEIVED

SEP 28 1999

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
		FEDERAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY	
2) Applicant Name (if entity):  Telephone and Data Systems, Inc.			3) Applicant TIN:

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
See Exhibit 2			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:  Rudolph	MI:  E.	Last Name:  Hornacek	suffix:
Title:  Vice President			
Signature: <i>Rudolph J. Hornacek</i>			Date:  9/24/99

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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10-5-01

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Voting Trust		LeRoy T. Carlson, Jr., Donald C. Nebergall, Walter C.D. Carlson, Letitia G. Carlson, Melanie J. Heald	3) Disclosable Interest Holder's TIN:
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( 0 ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  91.4% of class
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C-Voting		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix: Name: ,
2) Disclosable Interest Holder's Name (if entity): Gabelli Funds, Inc.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Corporate Center Rue, NY 10580			
5) Type of interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>12.6% of class</b>	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C-Voting		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified!)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) <b>Disclosable</b> Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): The Equitable Companies, Inc.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 787 Seventh Avenue New York, NY 10019			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  9.3% of class	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C-Voting		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) <b>Disclosable</b> Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Franklin Mutual Advisors, Inc.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: 51 John F. Kennedy Parkway Short Hills, NJ 07078			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  <b>13.6% of class</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C-Voting		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) <b>Relationship Description</b> (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all **disclosable** interest holders)

1) <b>Disclosable</b> Interest Holder's First Name (if individual): William and Betty McDaniel	MI:	Last Name:	Suffix:
2) <b>Disclosable</b> Interest Holder's Name (if entity):		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address: 160 Stowell Road Salkum, WA 98582			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  19.3% of class	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C-Voting		9) Disclosable Interest Holders Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Van and Janet McDaniel	MI:	last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: Salkum, WA 98582			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest lder is a(n): ( I ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  25.9% of class
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C-Voting		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business:	II c) TIN:	II d) Percent of Interest Held:

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>Bennet</b>		MI: <b>R</b>	Last Name: <b>Miller</b>		Suffix:
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1212 Wed Avenue Lafayette, IN 47905					
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  12.4% of class	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C-Voting			9) Disclosable Interest Holder's Country of Citizenship:  U.S.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>LeRoy</b>	MI: <b>T.</b>	Last Name: <b>Carlson</b>	suffix: <b>Jr.</b>
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1260 N. Astor Street Chicago, IL 60610			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>O, R, K, D</b>	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  <b>See Voting Trust Schedule A</b>
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Donald	MI: C.	Last Name: Nebergall	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2919 Applewood Place, N.E. Cedar Rapids, IA 52402			
5) Type of Interest in Applicant ( ) (refer to Instructions for list)  O, R, K, D	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  See Voting Trust Schedule A	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Walter	MI: C.	Last Name: D. Carlson	Suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address: 1041 Judson Avenue Evanston, Illinois 60202			
5) Type of Interest in Applicant ( ) (refer to Instructions for list)  R, K, D	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  See Voting Trust Schedule A	
6) Disclosable Interest Holders Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Letitia		MI: G.	
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address: 7604 Fairfax Road			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  See Voting Trust Schedule A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders** [repeat for each interest holder identified]

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Melanie		MI: J.	Last Name: Heald	Suffix:
2) Disclosable Interest Holders Name (if entity):			3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: 7410 Longmeadow Road Madison, WI 53717				
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( 1 ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: See Voting Trust Schedule A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Officers and Directors - See Attachment A			3) Disclosable Interest Holder's TIN:
4) Disclosable Interest Holders Address: c/o Telephone and Data Systems 30 N. LaSalle Street Chicago, IL 60602			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) O, R, K	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:  See Attachment A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

**Telephone and Data Systems, Inc.**

Officers and Directors

**LeRoy T. Carlson**  
Chairman and Director

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

Martin L. Solomon  
Director

Murray L. Swanson  
Director

Donald C. Nebergall  
Director

George W. Off  
Director

**Dr. Letitia G. Carlson**  
Director

Kevin A. Mundt  
Director

Walter C.D. **Carlson**, Esq.  
Director

James Barr III  
Director

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

Herbert S. Wander, Esq.  
Director

Rudolph E. Homacek  
Vice President Engineering

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

C. Theodore Herbert  
Vice President - Human Resources

Peter L. Sereda  
Vice President and Treasurer

Mark A. Steinkrauss  
Vice President - Corporate Relations

Gregory J. Wilkinson  
Vice President and Controller

James W. Twesme  
Assistant Treasurer

Edward W. Towers  
Vice President-Corporate  
Development Operations

Byron A. Wertz  
Vice President-Corporate Development

Michael K. Chesney  
Vice President-Corporate Development

George L. Dienes  
Vice President-Corporate Development

Steven N. Fortney  
Assistant Controller-Accounting and Reporting

**Ross J. McVey**  
Assistant Controller and Director-Tax

Joyce M. Zeasman  
Assistant Controller-Corporate Reengineering

Michael G. Hron, Esq.  
Secretary

**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 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) Letitia 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

Telephone and Data Systems, Inc.  
FCC Form 602  
Exhibit I  
Page 2

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**

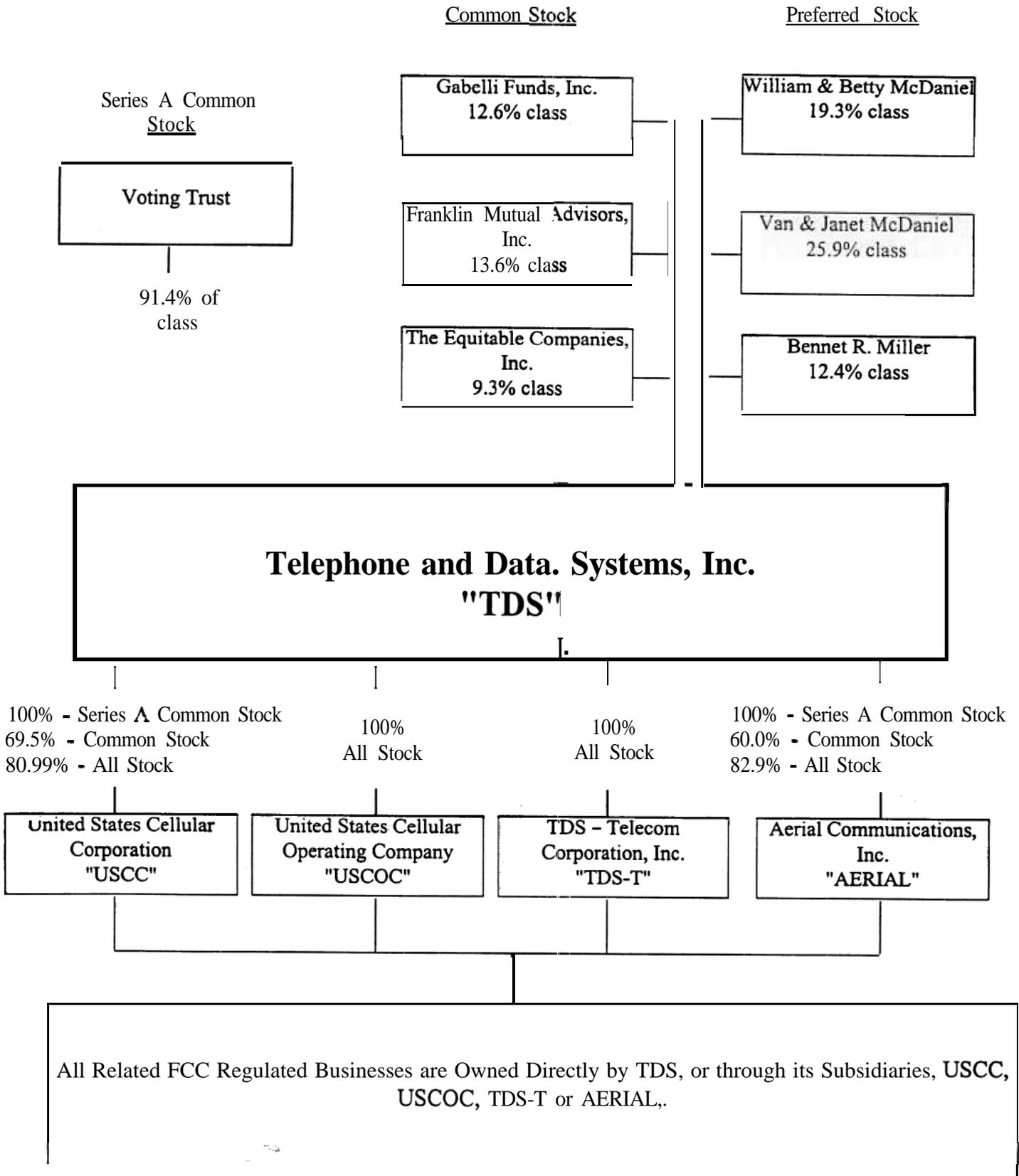
There were 54,391,873 Common Shares of TDS outstanding as of February 28, 1999, based on the most recent Schedules 13D or 13G filings made with the Securities and Exchange Commission. The Equitable Companies, Inc., 787 Seventh Avenue, New York, New York 10019, and its affiliates, which in turn are controlled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

Telephone and Data Systems, Inc.  
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Exhibit I  
Page 3

(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.



TELEPHONE AND DATA SYSTEMS, INC.  
 EXHIBIT 2 FCC FORM 602, QUESTIONS 4a - 4d  
 CURRENT AT JULY 30, 1999

FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
-----	-----
AERIAL COMMUNICATIONS, INC.	82.90
AMELIA TELEPHONE CORPORATION	100.00
APPLETON CELLULAR TELEPHONE COMPANY	100.00
APT COLUMBUS, INC.	100.00
APT HOUSTON, INC.	100.00
APT KANSAS CITY, INC.	100.00
APT MINNEAPOLIS, INC.	100.00
APT PITTSBURGH LIMITED PARTNERSHIP	100.00
APT TAMPA/ORLANDO, INC.	100.00
ARCADIA TELEPHONE COMPANY	100.00
ARIZONA TELEPHONE COMPANY	100.00
ARVIG TELEPHONE COMPANY	100.00
ASOTIN TELEPHONE COMPANY	100.00
BADGER TELECOM. INC.	100.00
BANGOR CELLULAR TELEPHONE, L.P.	
BLUE RIDGE TELEPHONE COMPANY	100.00
BONDUEL TELEPHONE COMPANY	100.00
BRIDGE WATER TELEPHONE COMPANY	100.00
BROWN COUNTY MSA CELLULAR LIMITED PARTNERSHIP	16.13
BROWNSVILLE CELLULAR TELEPHONE COMPANY, INC	18.65
BUTLER TELEPHONE COMPANY, INC.	100.00
CALHOUN CITY TELEPHONE COMPANY, INC	100.00
CALIFORNIA RURAL SERVICE AREA #1, INC	100.00
CAMDEN TELEPHONE & TELEGRAPH COMPANY, INC	100.00
CEDAR RAPIDS CELLULAR TELEPHONE, L.P.	
CENTRAL FLORIDA CELLULAR TELEPHONE COMPANY, INC	100.00
CENTRAL STATE TELEPHONE COMPANY	100.00
CHARLOTTESVILLE CELLULAR PARTNERSHIP	95.37

TELEPHONE AND DATA SYSTEMS, INC.  
 EXHIBIT 2 FCC FORM 602, QUESTIONS 4a - 4d  
 CURRENT AT JULY 30, 1999

FCC REGULATED BUSINESSES 4a	INTEREST HELD 4d
-----	-----
CHATHAM TELEPHONE COMPANY	100.00
CLEVELAND COUNTY TELEPHONE COMPANY, INC.	100.00
COMMUNICATION CORPORATION OF MICHIGAN	100.00
COMMUNICATIONS CORPORATION OF INDIANA	100.00
CONCORD TELEPHONE EXCHANGE, INC.	100.00
CONTINENTAL TELEPHONE COMPANY	100.00
CROOK COUNTY RSA LIMITED PARTNERSHIP	100.00
DAVENPORT CELLULAR TELEPHONE COMPANY	91.37
DELTA COUNTY TELE-COMM, INC.	100.00
DUBUQUE CELLULAR TELEPHONE, L.P.	95.51
BAU CLAIRE CELLULAR TELEPHONE LIMITED PARTNERSHIP	
FARMERS CELLULAR TELEPHONE COMPANY, INC.	
FLORIDA RSA #8, INC.	100.00
GEORGIA RSA #11, INC.	100.00
GEORGIA RSA #12 PARTNERSHIP	
GOSHEN TELEPHONE COMPANY, INC.	
GRANTLAND TELECOM, INC.	100.00
GREEN BAY CELLTELCO	100.00
HAMDEN TELEPHONE COMPANY	
HAPPY VALLEY TELEPHONE COMPANY	100.00
HARDY CELLULAR TELEPHONE COMPANY	
HARTLAND & ST. ALBANS TELEPHONE COMPANY	100.00
HBM, INC.	100.00
HOME TELEPHONE COMPANY [IN]	100.00
HOME TELEPHONE COMPANY-IN	100.00
HOME TELEPHONE COMPANY-OR	100.00
ILLINOIS RSA #3, INC.	100.00
INDIANA RSA NO. 4 LIMITED PARTNERSHIP	42.66

TELEPHONE AND DATA SYSTEMS, INC.  
 EXHIBIT 2 FCC FORM 602, QUESTIONS 4a - 4d  
 CURRENT AT JULY 30, 1999

FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
INDIANA RSA NO. 5 LIMITED PARTNERSHIP	66.67
IOWA 13, INC	100.00
IOWA RSA NO. 12 LIMITED PARTNERSHIP	
IOWA RSA NO. 9 LIMITED PARTNERSHIP	
ISLAND TELEPHONE COMPANY	94.71
JACKSONVILLE CELLULAR TELEPHONE COMPANY	97.00
JANESVILLE CELLULAR TELEPHONE COMPANY, INC	
JOPLIN CELLULAR TELEPHONE COMPANY L.P.	100.00
KANSAS #15 LIMITED PARTNERSHIP	100.00
KEARSARGE TELEPHONE COMPANY	100.00
KENOSHA CELLULAR TELEPHONE, L.P.	
LACROSSE CELLULAR TELEPHONE COMPANY, INC.	95.11
LEWIS RIVER TELEPHONE COMPANY, INC.	100.00
LEWISTON CELLTELCO PARTNERSHIP	
LUDLOW TELEPHONE COMPANY	100.00
MADISON CELLULAR TELEPHONE COMPANY	92.50
MAINE RSA #1, INC.	100.00
MAINE RSA NO. 4 LIMITED PARTNERSHIP	100.00
MANCHESTER-NASHUA CELLULAR TELEPHONE, L.P.	93.07
MCALLEN CELLULAR TELEPHONE COMPANY, INC.	26.20
MCDANIEL CELLULAR TELEPHONE COMPANY	100.00
MCDANIEL TELEPHONE COMPANY, INC.	100.00
MEDFORD PAGING, INC.	100.00
MID-STATE TELEPHONE COMPANY	100.00
MIDWAY TELEPHONE COMPANY	100.00
MIDWEST WIRELESS COMMUNICATIONS, L.L.C.	14.76
MINFORD CELLULAR TELEPHONE COMPANY	
MISSOURI X15 RURAL CELLULAR, INC.	100.00

TELEPHONE AND DATA SYSTEMS, INC.  
 EXHIBIT 2 FCC FORM 602, QUESTIONS 4a - 4d  
 CURRENT AT JULY 30, 1999

FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
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MISSOURI RSA 11, INC.	100.00
NELSON-BALL GROUND TELEPHONE COMPANY	100.00
NEW LONDON TELEPHONE COMPANY	100.00
NEW YORK RSA #4 LIMITED PARTNERSHIP	
NH #1 RURAL CELLULAR, INC.	100.00
NORTH CAROLINA RSA #4, INC.	100.00
NORTH CAROLINA RSA #9, INC	100.00
NORTH CAROLINA RSA 1 PARTNERSHIP	
NORTH CAROLINA RSA NO. 6, INC	
OHIO RSA 2 LIMITED PARTNERSHIP	
OHIO RSA 5 LIMITED PARTNERSHIP	
OHIO STATE CELLULAR PHONE COMPANY, INC	100.00
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP	
OREGON RSA NO. 2 LIMITED PARTNERSHIP	
OREGON RSA NO. 3 LIMITED PARTNERSHIP	16.39
ORISKANY FALLS TELEPHONE CORPORATION	100.00
PEACE VALLEY CELLULAR TELEPHONE COMPANY	100.00
PEOPLES TELEPHONE COMPANY, INC.	100.00
PORT BYRON TELEPHONE COMPANY	100.00
POTLATCH TELEPHONE COMPANY	100.00
QUINCY TELEPHONE COMPANY	100.00
RACINE CELLULAR TELEPHONE COMPANY	91.15
ROCKFORD MSA LIMITED PARTNERSHIP	19.80
SACO RIVER CELLULAR TELEPHONE COMPANY	40.00
SALEM TELEPHONE COMPANY, INC	100.00
SCANDINAVIA TELEPHONE COMPANY	100.00
SHEBOYGAN CELLULAR TELEPHONE COMPANY, INC.	
SHIAWASSEE TELEPHONE COMPANY	100.00

TELEPHONE AND DATA SYSTEMS, INC.  
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 CURRENT AT JULY 30, 1999

FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
SOMERSET TELEPHONE COMPANY	100.00
SOUTHEAST MISSISSIPPI TELEPHONE COMPANY, INC	
SOUTHWESTERN TELEPHONE COMPANY, INC	100.00
ST. LAWRENCE SEAWAY RSA CELLULAR PARTNERSHIP*	60.00
ST. STEPHEN TELEPHONE COMPANY	100.00
STOUTLAND TELEPHONE COMPANY	100.00
TDS METROCOM, INC.	
TELLICO TELEPHONE COMPANY	100.00
TENNESSEE RSA #4 SUB 2, INC.	
TENNESSEE RSA NO. 3 LIMITED PARTNERSHIP	
TENNESSEE TELEPHONE COMPANY	
TEXAHOMA CELLULAR LIMITED PARTNERSHIP	
TEXAS #20 RURAL CELLULAR, INC.	93.74
	100.00
TEXAS RSA 6 LIMITED PARTNERSHIP	
THE ISLAND TELEPHONE COMPANY	100.00
TIPTON TELEPHONE COMPANY, INC.	
TOWNSHIP TELEPHONE COMPANY, INC.	100.00
TRI-CITIES PAGING, INC.	100.00
TRI-COUNTY TELEPHONE COMPANY, INC	100.00
TROY TELEPHONE COMPANY	
TSR WIRELESS, LLC	30.00
U.S. LINK, INC	100.00
UNITED STATES CELLULAR CORPORATION	80.99
UNITED STATES CELLULAR OPERATING COMPANY	100.00
UNITED STATES CELLULAR OPERATING COMPANY - DES MOINES	
UNITED STATES CELLULAR OPERATING COMPANY OF COLUMBIA	100.00

TELEPHONE AND DATA SYSTEMS, INC.  
 EXHIBIT 2 FCC FORM 602, QUESTIONS 4a - 4d  
 CURRENT AT JULY 30, 1999

FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
UNITED STATES CELLULAR OPERATING COMPANY OF MEDFORD	100.00
UNITED STATES CELLULAR OPERATING COMPANY OF RICHLAND	100.00
UNITED STATES CELLULAR OPERATING COMPANY OF YAKIMA*	
ITED STATES TELEPHONE COMP KNOXVILLE), L.P.	GREATER 96.03
UNITED STATES CELLULAR TELEPHONE OF GREATER L.L.C.	TULSA, 55.06
USCOC OF CORPUS CHRISTI, INC.	100
USCOC OF CUMBERLAND, INC	100.00
USCOC OF GREATER IOWA, INC.	100.00
USCOC OF HAWAII 3, INC	
USCOC OF IDAHO RSA #5, INC	
USCOC OF ILLINOIS RSA #1, INC.	
USCOC OF ILLINOIS RSA #4, INC.	100.00
USCOC OF IOWA RSA #1, INC.	100.00
USCOC OF IOWA RSA #16, INC.	100.00
USCOC OF MISSOURI RSA #13, INC.	100.00
USCOC OF MISSOURI RSA #5, INC.	
USCOC OF NEW HAMPSHIRE RSA #2, INC.	100.00
USCOC OF NORTH CAROLINA RSA #7, INC.	
USCOC OF OKLAHOMA RSA #10, INC	
USCOC OF OREGON RSA #5, INC.	
USCOC OF PENNSYLVANIA RSA NO. 10-B2, INC.	100.00
USCOC OF ROCKFORD, INC	100.00
USCOC OF SOUTH CAROLINA RSA #4, INC.	100.00
USCOC OF TALLAHASSEE, INC.	100.00
USCOC OF VIRGINIA RSA #2, INC.	100.00

TELEPHONE AND DATA SYSTEMS, INC.  
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 CURRENT AT JULY 30, 1999

FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
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USCOC OF VIRGINIA RSA #3, INC.	100.00
USCOC OF WASHINGTON-I, INC.	100.00
USCOC OF WISCONSIN RSA #7, INC.	100.00
UTELCO, INC.	100.00
VANLUE TELEPHONE CO INC	100.00
VERMONT RSA NO. 2-B2, INC.	100.00
VERNON TELEPHONE COMPANY, INC	100.00
VICTORIA CELLULAR CORPORATION	
VIRGINIA RSA #4, INC.	100.00
VIRGINIA RSA #7, INC.	100.00
VIRGINIA TELEPHONE COMPANY	100.00
WARREN TELEPHONE COMPANY	100.00
WATERLOO/CEDAR FALLS CELLTELCO	
WEST PENOBSCOT TELEPHONE AND TELEGRAPH	100.00
WESTERN SUB-RSA LIMITED PARTNERSHIP	96.24
WILLISTON TELEPHONE COMPANY	100.00
WILMINGTON CELLULAR TELEPHONE COMPANY	96.79
WINSTED TELEPHONE COMPANY	100.00
WINTERHAVEN TELEPHONE COMPANY	100.00
WIRELESS ALLIANCE, L.L.C	49.90
WOLVERINE TELEPHONE COMPANY	100.00
YAKIMA MSA LIMITED PARTNERSHIP	87.61





**ARIZONA TELEPHONE COMPANY**  
Officers and Directors

Michael A. Pandow  
President and Director

Daniel V. Gregory  
Vice President and Director

Jerry W. Masters  
Vice President and Director

David A. Wittwer  
Vice President and Director

Conrad C. Marks  
Vice President

Paul E. Pederson  
Vice President

Larry J. Boehm  
Vice President

Ronnie K. Brookover  
Vice President

David P. Jones  
Secretary/Treasurer

John R. Erpenbach  
Assistant Treasurer

Phyllis A. Conatser  
Assistant Secretary

Michael E. Axon  
Assistant Secretary