

Applicant/Licensee:  MAY 30 2000

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Telephone and Data Systems, Inc.			

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			

**RECEIVED**  
SEP 8 - 2000  
Licensing & Technical  
Analysis Branch

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Rudolph	E.	Hornacek	
Title:			
Vice President			

Signature: <i>Rudolph E. Hornacek</i>	Date: 5/24/00
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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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9-28



























**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

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

D. Michael Jack  
Vice President & Corporate Controller

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 Corporate Secretary

James W. Twesme  
Vice President - Corporate Finance

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.  
General Counsel & Assistant 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 29, 2000 except as otherwise noted. All individuals listed are U.S. citizens unless otherwise specified.

**Series Common Shares**

There are 6,958,391 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 6,359,808 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**; and (iv) Letitia G. **Carlson**, 7604 Fairfax Road, Bethesda, Maryland 20814, a Director of TDS, a physician and a daughter of LeRoy T. **Carlson**. Under the terms of the voting trust, the trustees hold and vote the Series A **Common** Shares held in the trust. If the voting trust were terminated, LeRoy T.

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**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 632,558 Series A Common Shares (9.1% of class) with sole voting power with respect to 52,001 shares and the remainder of which are held in such voting trust. LeRoy T. **Carlson, Jr.**, beneficially owns **1,036,982** Series A Common Shares (14.9% of class) which are held in the voting trust. Walter C.D. **Carlson** beneficially owns **1,068,345** Series A Common Shares (15.4% of class) which are held in the voting trust. Letitia G. **Carlson** beneficially owns **1,061,725** Series A Common Shares (15.3% of class) which are held in the voting trust. Prudence E. **Carlson** beneficially owns **1,196,221** Series A Common Shares (17.2% of class), with sole voting power with respect to 194,715 shares and the remainder of which are held in the voting trust. Collectively the trusts of which Mr. Nebergall is trustee, beneficially own 647,043 Series A Common Shares (9.3% of class) which are held in the voting trust,

**TDS Common Shares**

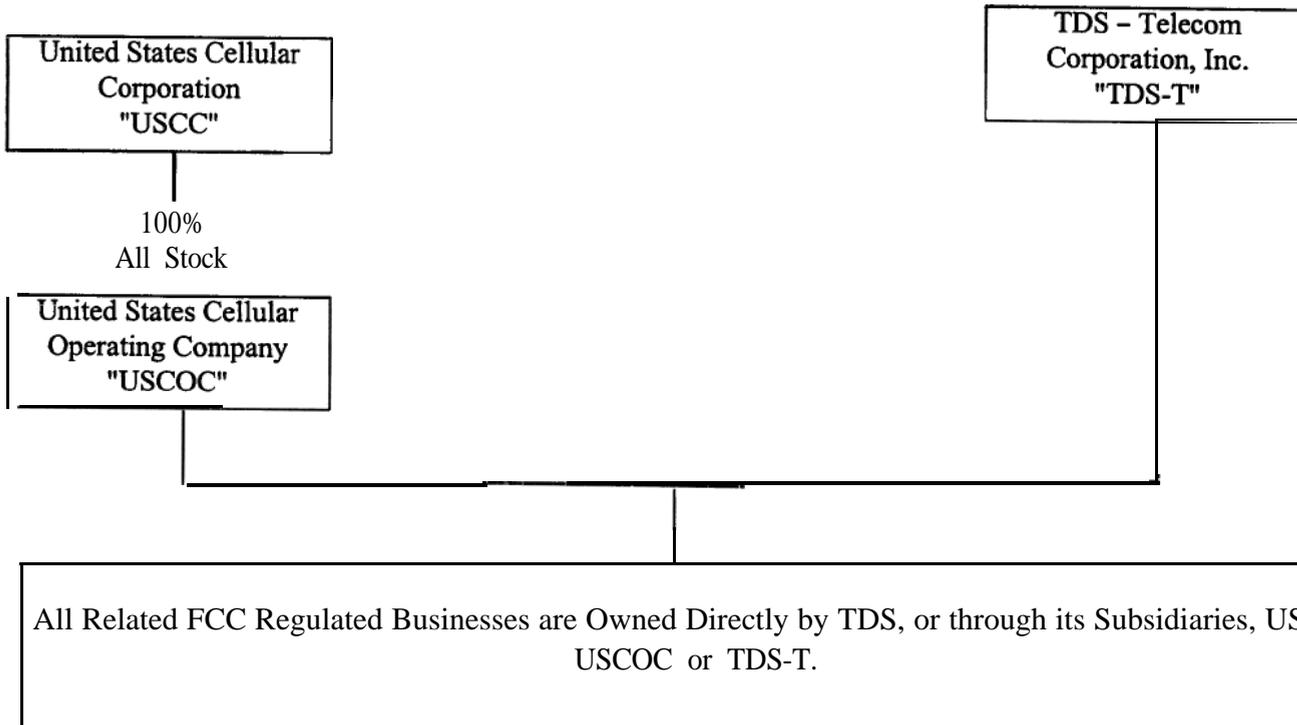
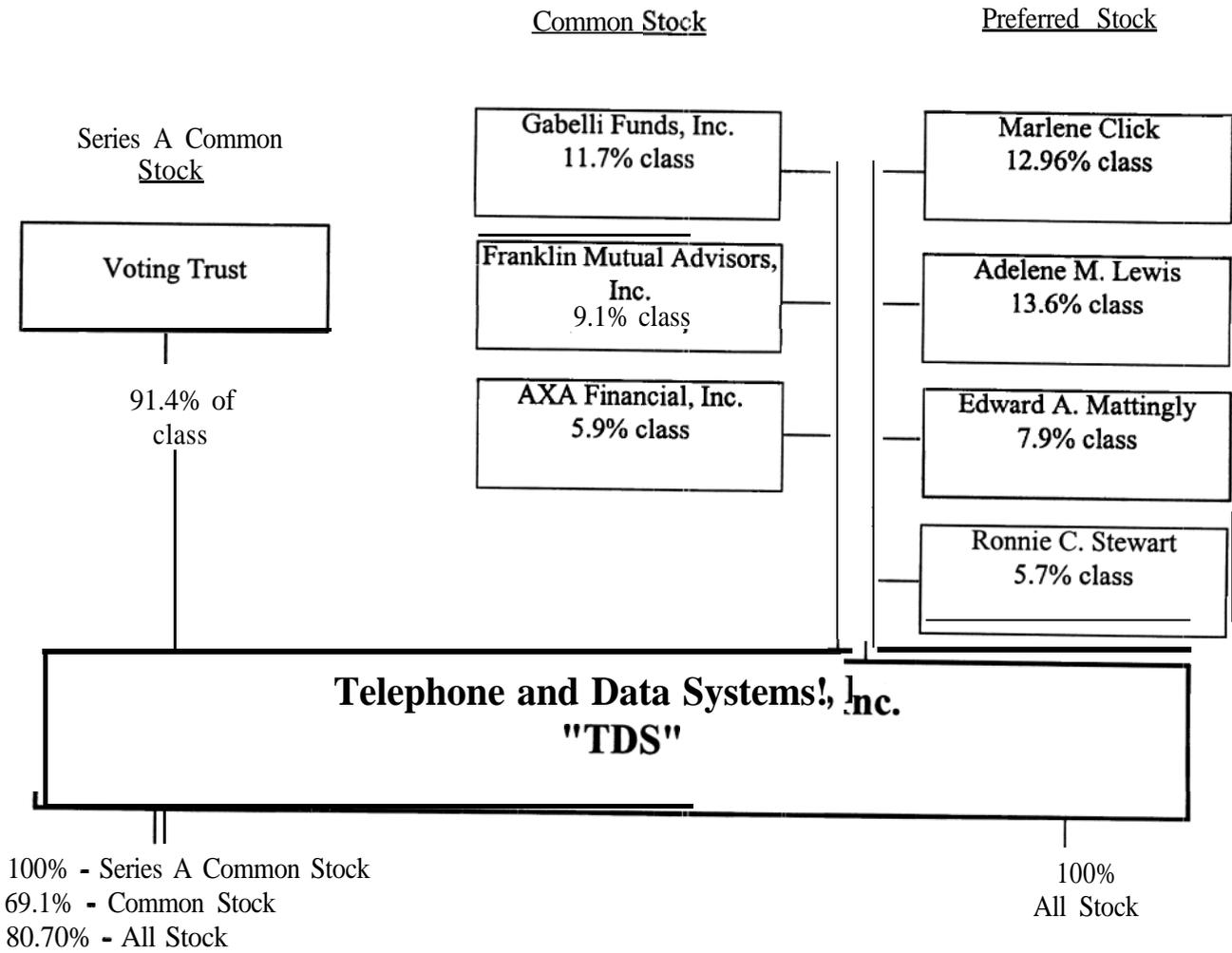
There were **54,197,342** Common Shares of TDS outstanding as of February **29, 2000**, based on the most recent Schedules 13D or 13G filings made with the Securities and Exchange Commission. **AXA** Financial, Inc., 1290 Avenue of the Americas, New York, New York 10104, and its affiliates, which in turn are controlled by foreign investors, vote **3,191,837** Common Shares (5.9% of class) representing a 2.6 percent voting interest in TDS. The foreign investor equity

**Telephone and Data Systems, Inc.**  
**FCC Form 602**  
**Exhibit I**  
**Page 3**

interest of these companies in TDS is approximately five percent. Franklin Mutual Advisers, Inc., 51 John F. Kennedy Parkway, Short Hills, New Jersey, 07078, held ~~4,95~~ 1,675 Common Shares (9.1% of class) for the benefit of investors representing a 4.0% voting interest in TDS. Gabelli Funds, Inc., One Corporate Center, Rye, New York, 10580, held **6,343,525** Common Shares (11.7% of class) for the benefit of investors representing 5.1% voting interest in TDS.

**Preferred Stock**

There were 88,057 shares of Preferred Stock of TDS outstanding as of February 29, 2000. Marlene Click, 2591 Woodbluff Lane, Dayton, Ohio 45458, owns 11,417 (12.96% of class) of the Preferred Shares of TDS. Adelene M. Lewis, 2019 Lake View Drive, London, Kentucky 40741 owns 12,000 (13.6% of class) of the Preferred Shares of TDS. Edward A. Mattingly, 255 Country Club Est, London, Kentucky 40744, owns 7,000 (7.9% of class) of the Preferred Shares of TDS. Ronnie C. Stewart, P.O. Box 361, Hyden, Kentucky 41749 owns 5,000 (5.7% of class) of the Preferred Stock of TDS.



TELEPHONE AND DATA SYSTEMS, INC.  
 EXHIBIT 2 FCC FORM 602, QUESTIONS 4a-4d  
 CURRENT AT MAY 15, 2000

FCC REGULATED BUSINESSES 4 a	% INTEREST HELD 4d
AMELIA TELEPHONE CORPORATION	100.00
APPLETON CELLULAR TELEPHONE COMPANY	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.	
BANGOR CELLULAR TELEPHONE, L.P.	91.88
BLUE RIDGE TELEPHONE COMPANY	100.00
BONDUEL TELEPHONE COMPANY	100.00
BRIDGE WATER TELEPHONE COMPANY	
BROWNSVILLE CELLULAR TELEPHONE COMPANY, INC	
BUTLER TELEPHONE COMPANY, INC	
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	96.43
CENTRAL FLORIDA CELLULAR TELEPHONE COMPANY, INC	100.00
CENTRAL STATE TELEPHONE COMPANY	100.00
CHARLOTTESVILLE CELLULAR PARTNERSHIP	95.37
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	97.37

FCC REGULATED BUSINESSES  
 4a  
 % INTEREST HELD

Entity Name	% Interest Held
DELTA COUNTY TELE-COMM, INC.	100.00
DUBOQUE CELLULAR TELEPHONE, T.P.	95.51
EAU CLAIRE CELLULAR TELEPHONE LIMITED PARTNERSHIP	44.50
FARMERS CELLULAR TELEPHONE COMPANY, INC	49.00
FLORIDA RSA #8, INC.	100.00
GEORGIA RSA #11, INC	700.00
GEORGIA RSA #12 PARTNERSHIP	29.93
GOSHEN TELEPHONE COMPANY, INC	100.00
GRANTLAND TELECOM, INC.	100.00
GREEN BAY CELLTELCO	100.00
HAMDEN TELEPHONE COMPANY	100.00
HAPPY VALLEY TELEPHONE COMPANY	100.00
HARDY CELLULAR TELEPHONE COMPANY	100.00
HARTLAND & ST. ALBANS TELEPHONE COMPANY	100.00
HBM, INC.	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	42.86*
INDIANA RSA NO. 8 LIMITED PARTNERSHIP	66.67
IOWA TR, INC.	100.00
IOWA RSA NO. 12 LIMITED PARTNERSHIP	24.50
IOWA RSA NO. 9 LIMITED PARTNERSHIP	16.67
ISLAND TELEPHONE COMPANY	94.71
JACKSONVILLE CELLULAR TELEPHONE COMPANY	97.54
JANESVILLE CELLULAR TELEPHONE COMPANY, INC	95.4400
JOPLIN CELLULAR TELEPHONE COMPANY T.P.	100.00
KANSAS #15 LIMITED PARTNERSHIP	100.00

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 CURRENT AT MAY 15, 2000

FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
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KEARSARGE TELEPHONE COMPANY	100.00
KENOSHA CELLULAR TELEPHONE, L.P.	
LACROSSE CELLULAR TELEPHONE COMPANY, INC.	
LEWIS RIVER TELEPHONE COMPANY, INC.	
LEWISTON CELLTELCO PARTNERSHIP	
LUDLOW TELEPHONE COMPANY	
MADISON CELLULAR TELEPHONE COMPANY	
MAINE RSA #1, INC.	100.00
MAINE RSA NO. 4 LIMITED PARTNERSHIP	
MANCHESTER-NASHUA CELLULAR TELEPHONE, L.P	93.43
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	
MINFORD CELLULAR TELEPHONE COMPANY	49.00
MISSOURI #15 RURAL CELLULAR, INC.	100.00
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	50.00
NORTH CAROLINA RSA NO. 6, INC	100.00

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FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
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OHIO RSA 2 LIMITED PARTNERSHIP	10.84
OHIO RSA 5 LIMITED PARTNERSHIP	10.40
OHIO STATE CELLULAR PHONE COMPANY, INC.	
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP	
OREGON RSA NO. 2 LIMITED PARTNERSHIP	
OREGON RSA NO, 3 LIMITED PARTNERSHIP	
ORISKANY FALLS TELEPHONE CORPORATION	
PEACE VALLEY CELLULAR TELEPHONE COMPANY	
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	91.88
ROCKFORD MSA LIMITED PARTNERSHIP	19.80
SACO RIVER CELLULAR TELEPHONE COMPANY	
SALEM TELEPHONE COMPANY, INC.	100.00
SCANDINAVIA TELEPHONE COMPANY	100.00
SHEBOYGAN CELLULAR TELEPHONE COMPANY, INC.	94.62
SHIAWASSEE TELEPHONE COMPANY	100.00
SOMERSET TELEPHONE COMPANY	100.00
SOUTHEAST MISSISSIPPI TELEPHONE COMPANY, INC.	100.00
SOUTHEAST TELEPHONE COMPANY	100.00
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 LONG DISTANCE CORPORATION	100.00
TDS MBTROCOM, INC.	100.00

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FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
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TELLICO TELEPHONE COMPANY	100.00
TENNESSEE RSA #4 SUB 2, INC.	100.00
TENNESSEE RSA NO. 3 LIMITED PARTNERSHIP	
TENNESSEE TELEPHONE COMPANY	100.00
TEXAHOMA CELLULAR LIMITED PARTNERSHIP	
TEXAS #20 RURAL CELLULAR, INC	
TEXAS RSA 6 LIMITED PARTNERSHIP	
THE ISLAND TELEPHONE COMPANY	100.00
TIPTON TELEPHONE COMPANY, INC	100.00
TOWNSHIP TELEPHONE COMPANY, INC	
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	
UNITED STATES CELLULAR OPERATING COMPANY	100.00
UNITED STATES CELLULAR OPERATING COMPANY - DES MOINES	100.00
UNITED STATES CELLULAR OPERATING COMPANY OF COLUMBIA	100.00
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*	69.46
UNITED STATES CELLULAR TELEPHONE COMPANY (GREATER KNOXVILLE), L.P.	96.03
UNITED STATES CELLULAR TELEPHONE OF GREATER TULSA, L.L.C.	55.06

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FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
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USCOC OF CORPUS CHRISTI, INC.	100.00
USCOC OF CUMBERLAND, INC.	100.00
USCOC OF GREATER IOWA, INC.	100.00
USCOC OF HAWAII 3, INC.*	100.00
USCOC OF IDAHO RSA #5, INC.	100.00
USCOC OF ILLINOIS RSA #1, INC.	100.00
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.	
USCOC OF SOUTH CAROLINA RSA #4, INC.	
USCOC OF TALLAHASSEE, INC.	
USCOC OF VIRGINIA RSA #2, INC.	100.00
USCOC OF VIRGINIA RSA #3, INC.	100.00
USCOC OF WASHINGTON-I. INC.	100.00
USCOC OF WISCONSIN RSA #7, INC.	
UTELCO, INC.	100.00
VANLUE TELEPHONE CO., INC.	
VERMONT RSA NO. 2-B2, INC.	
VICTORIA CELLULAR CORPORATION	
VIRGINIA RSA #4, INC.	100.00

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FCC REGULATED BUSINESSES 4a	% INTEREST HELD 4d
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VIRGINIA RSA #7, INC.	100.00
VIRGINIA TELEPHONE COMPANY	100.00
VOICESTREAM WIRELESS CORPORATION	16.18
WARREN TELEPHONE COMPANY	
WATERLOO/CEDAR FALLS CBLTELCO	
WEST PENOBSCOT TELEPHONE AND TELEGRAPH	
WESTERN SUB-RSA LIMITED PARTNERSHIP	98.24
WILLISTON TELEPHONE COMPANY	
WILMINGTON CELLULAR TELEPHONE COMPANY	96.79
WINSTBD TELEPHONE COMPANY	
WINTERHAVEN TELEPHONE COMPANY	100.00
WIRELESS ALLIANCE, L.L.C	49.90
WOLVERINE TELEPHONE COMPANY	100.00
YAKIMA MSA LIMITED PARTNERSHIP	