

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): TSR Wireless LLC		3) Applicant TIN:	

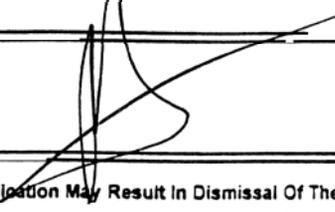
Related FCC Regulated Businesses of Applicant/Licensee

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:
No other FCC Regulated Business is owned by TSR Wireless LLC			

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MAR 13 2000
Licensing & Technical
Analysis Branch

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Mitchell	MI:	Last Name: Sacks	suffix:
Title: President and CEO			
Signature: 			Date: 2/14/00

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).

23-00

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): TSR Wireless Holdings LLC			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2200 Fletcher Avenue, Fort Lee, NJ 07024				
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): (Limited Liability Company)		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list): 0 (Managing Member)			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:
None			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMI
3060-0799
See instructions for
publicburdenest

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): TSR Wireless Member LLC			3) Disclosable Interest Holder's TIN: No TIN	
4) Disclosable Interest Holder's Address: 2200 Fletcher Avenue, Fort Lee, NJ 07024				
5) Type of Interest in Applicant (D) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): (O) (refer to instructions for list of codes): (Limited Liability Company)		7) Percent Interest Held in Applicant: 0
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 (Member)			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): TSR Wireless Member LLC is a member of TSR Wireless LLC. TSR Wireless Member LLC has a zero(0) percent membership interest in TSR Wireless LLC.				

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:
None			

Schedule for Disclosable Interest Holders

(any 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): TSR Paging Inc.			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2200 Fletcher Avenue, Fort Lee, NJ 07024				
7) Type of Interest in Applicant (I) (refer to instructions for list)		6) Disclosable Interest Holder is a(n) (C) (refer to instructions for list of codes):		Interest Held in Applicant: 70%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 (Voting Member of Managing Member)			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): TSR Paging Inc. holds a 70% membership interest in TSR Wireless Holdings LLC, which in turn is the managing member of TSR Wireless LLC				

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:
None			

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): Philip Sacks		3) Disclosable Interest Holder's TIN:		
4) Disclosable Interest Holder's Address: 2200 Fletcher Avenue, Fort Lee, NJ 07024				
5) Type of Interest in Applicant () (refer to Instructions for list) I, O (Officer), R		6) Disclosable Interest Holder is a(n): (I) (refer to Instructions for list of codes):		7) Percent of interest Held in Applicant: 44%
8) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list): C (Voting)			a) 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): Philip Sacks owns 44% of the shares of TSR Paging Inc., which in turn has a 70% membership interest in TSR Wireless Holdings LLC. TSR Wireless Holdings LLC is the managing member of TSR Wireless LLC.				

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:
None			

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): Leonard DiSavino			3) Disclosable Interest Holder's TIN:		
4) Disclosable Interest Holder's Address: 2200 Fletcher Avenue, Fort Lee, NJ 07024					
5) Type of Interest in Applicant () (refer to Instructions for list) I, O (Officer), R		6) Disclosable Interest Holder is a(n): (I) (refer to Instructions for list of codes):		7) Percent of Interest Held in Applicant: 44%	
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): Leonard DiSavino owns 44% of the shares of TSR Paging Inc., which in turn has a 70% membership interest in TSR Wireless Holdings LLC. TSR Wireless Holdings LLC is the managing member of TSR Wireless LLC.					

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:
None			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMI
3060-0799
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public burden esti

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): Paging Holding Company			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1300 Godward Street, N.E., Suite 3100, Minneapolis, MN 55413				
5) Type of Interest in Applicant (T): (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: 30%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 (Voting Member of Managing Member)			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): Paging Holding Company holds a 30% membership interest in TSR Wireless Holdings LLC, which in turn is the managing member of TSR Wireless LLC.				

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:
None			

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): American Paging, Inc. (of California)				3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1300 Godward Street, N.E., Suite 3100, Minneapolis, MN 55413					
5) Type of Interest in Applicant (I) (refer to Instructions for list)		6) Disclosable Interest Holder's a(n): (C) (refer to Instructions for list of codes):		7) Percent of Interest Held in Applicant: 30%	
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): American Paging, Inc. (of California) wholly owns Paging Holding Company Paging Holding Company has a 30% membership interest in TSR Wireless Holdings LLC, which in turn is the managing member of TSR Wireless LLC.					

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:	IId) Percent of Interest Held:
None			

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): API Merger Corp. (formerly American Paging, Inc.)			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1300 Godward Street, N.E. , Suite 1300, Minneapolis, MN 55413				
5) Type of Interest in Applicant (I) (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: 30%
6) Disclosable Interest Holder's Type of Ownership (refer to instruction 8 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): API Merger Corp. wholly owns American Paging, Inc. (of California), which in turn wholly owns Paging Holding Company. Paging Holding Co. has 30% membership interest in TSR Wireless Holdings LLC, which in turn is the managing member of TSR Wireless LLC.				

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:
None			

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): Telephone and Data Systems, Inc.			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 30 North LaSalle Street, Suite 4000, Chicago, IL 60602				
5) Type of Interest in Applicant (I) (refer to Instructions for list)		6) Disclosable Interest Hdder is a(n): (C) (refer to Instructions for list of codes):		7) Percent of Interest Held in Applicant: 30%
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): Telephone Data Systems, Inc. wholly owns API Merger Corp., which in turn wholly owns American Paging, Inc. (of California), which in turn wholly owns Paging Holding Company. Paging Holding Company has a 30% membership interest in TSR Wireless Holdings LLC. TSR Wireless Holdings LLC is the managing member of TSR Wireless LLC.				

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:
See Exhibit 1			

Schedule for **Disclosable** Interest Holders

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

Disclosable Interest Holder's First Name (if Individual);		MI:	Last Name.		Suffix.
2) Disclosable Interest Holder's Name (if entity): Voting Trust		LeRoy T. Carlson, Jr. Donald C. Nebergall Walter C.D. Carlson		3) Disclosable Interest Holder's TIN: DNA	
4) Disclosable Interest Holder's Address:		Letitia G. Carlson Melanie J. Heald			
30 North LaSalle Suite 4000, Chicago, IL 60602					
5) Type of Interest in Applicant (I) (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: See Exhibit 2	
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): See Exhibit 2					

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
None			

Response to Items **11(a)-11(d)**
for Disclosable Interest Holder Telephone and Data Systems, Inc.

The following list, obtained from Koteen & Naftalin, LLP, counsel for Telephone and Data Systems, Inc. ("TDS"), identifies the other Commission-regulated businesses in which TDS has an interest of ten percent (10%) or more, as well as the percentages held by TDS in such entities. The address of the entities listed below should be considered the address of TDS, 30 North LaSalle Street, Suite 4000, Chicago, IL 60602, and their principal business communications:

<u>Entity</u>	<u>% Held by TDS</u>
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.	91.98
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.	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

<u>Entity</u>	<u>% Held by TDS</u>
Crook County RSA Limited Partnership	100.00
Davenport Cellular Telephone Company	97.37
Delta County Tele-Comm, Inc.	100.00
Dubuque Cellular Telephone, L.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.	100.00
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. 5 Limited Partnership	66.67
Iowa 13, 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	97.00
Janesville Cellular Telephone Company, Inc.	95.15
Joplin Cellular Telephone Company L.P.	100.00
Kansas #15 Limited Partnership	100.00
Kearsarge Telephone Company	100.00
Kenosha Cellular Telephone, L.P.	99.32
Lacrosse Cellular Telephone Company, Inc.	95.11
Lewis River Telephone Company, Inc.	100.00
Lewiston Celltelco Partnership	83.63
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	49.00
Missouri #15 Rural Cellular, Inc.	100.00
Missouri RSA 11, Inc.	100.00

<u>Entity</u>	<u>% Held by TDS</u>
Nelson-Ball Ground Telephone Company	100.00
New London Telephone Company	100.00
New York RSA #4 Limited Partnership	23.00
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.	81.20
Ohio RSA 2 Limited Partnership	10.84
Ohio RSA 5 Limited Partnership	10.40
Ohio State Cellular Phone Company, Inc.	100.00
Oklahoma City SMSA Limited Partnership	14.60
Oregon RSA No. 2 Limited Partnership	65.29
Oregon RSA No. 3 Limited Partnership	76.39
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.	91.52
Shiawassee Telephone Company	100.00
Somerset Telephone Company	100.00
Southeast Mississippi Telephone Company, Inc.	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 Metrocorn, Inc.	100.00
Tellico Telephone Company	100.00
Tennessee RSA #4 SUB 2, Inc.	100.00
Tennessee RSA No. 3 Limited Partnership	16.67
Tennessee Telephone Company	100.00
Texahoma Cellular Limited Partnership	70.45
Texas #20 Rural Cellular, Inc.	100.00
Texas #20 Rural Cellular, Inc. (Laredo MSA Market)	93.74
Texas RSA 6 Limited Partnership	13.50
The Island Telephone Company	100.00
Tipton Telephone Company, Inc.	100.00
Township Telephone Company, Inc.	100.00
Tri-Cities Paging, Inc.	100.00
Tri-County Telephone Company, Inc.	100.00
Troy Telephone Company	100.00
U.S. Link, Inc.	100.00

<u>Entitv</u>	<u>% Held by TDS</u>
United States Cellular Corporation	80.99
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	68.46
United States Cellular Telephone Company (Greater Knoxville), L.P.	96.03
United States Cellular Telephone of Greater Tulsa, L.L.C.	55.06
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.	100.00
USCOC of New Hampshire RSA #2, Inc.	100.00
USCOC of North Carolina RSA #7, Inc.	100.00
USCOC of Oklahoma RSA #10, Inc.	100.00
USCOC of Oregon RSA #5, Inc.	100.00
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
USCOC of Virginia RSA #3, Inc.	100.00
USCOC of Washington-4, 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.	900.90
Victoria Cellular Corporation	19.00
Virginia RSA #4, Inc.	100.00
Virginia RSA #7, Inc.	100.00
Virginia Telephone Company	100.00
Warren Telephone Company	900.30
Waterloo/Cedar Falls Celltelco	13.00
West Penobscot Telephone and Telegraph	00.00

<u>Entity</u>	<u>% Held by TDS</u>
Western SUB-RSA Limited Partnership	98.24
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	87.81

TSR Wireless LLC
FCC Form 602
Exhibit 2

Response to Item 10 for Disclosable Interest Holder
Voting Trust in Telephone and Data Systems, Inc.

As set forth in the Form 602 filed with the Commission on behalf of Telephone and Data Systems, Inc. ("TDS") on September 28, 1999, a voting trust ("Voting Trust") became effective on October 20, 1989, and beneficially owns 6,351,116 Series A Common Shares (91.4% of class) of TDS stock. 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, IL 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, IL 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, WI 53717.

ORIGINAL

RICHARD S. BECKER & ASSOCIATES

CHARTERED

1915 EYE STREET NW

EIGHTH FLOOR

WASHINGTON DC 20006

(202) 833-4422

TELECOPIER

(202) 296-7458

RICHARD S. BECKER
JEFFREY E RUMMEL
OF COUNSEL
JAMES S. FINERFROCK

CONSULTING ENGINEERS
SIAMAK HARANDI
DEAKIN LAUER

February 22, 2000

BY OVERNIGHT DELIVERY

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

R.e : TSR Wireless LLC
FCC Form 602
FCC Ownership Disclosure
Information for the Wireless
Telecommunications Services

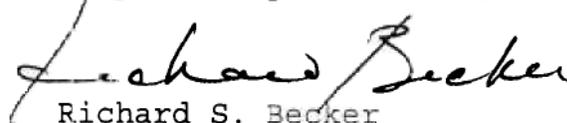
Dear Sirs:

Transmitted herewith on behalf of TSR Wireless LLC is FCC Form 602 (FCC Ownership Disclosure Information for the Wireless Telecommunications Services).

Please return a date-stamped copy of this filing in the self-addressed envelope attached hereto.

Should any questions arise with respect to this matter, please communicate directly with this office.

Respectfully submitted,



Richard S. Becker
Attorney for TSR Wireless LLC

Enclosures

