

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1994-01-12**
SEC Accession No. **0000096966-94-000002**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

TELEPHONE & DATA SYSTEMS INC

CIK: **96966** | IRS No.: **362669023** | State of Incorporation: **IA** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-14157** | Film No.: **94501206**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address
301 S. WESTFIELD RD
PO BOX 5158
MADISON WI 53705-0158

Business Address
30 N LASALLE ST STE 4000
CHICAGO IL 60602
3126301900

FILED BY

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OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amended and Restated Schedule
and Initial Schedule 13D via EDGAR)*

United States Cellular Corporation

(Name of Issuer)

Common Shares (\$1.00 par value)

(Title of Class of Securities)

911684108

(CUSIP Number)

LeRoy T. Carlson, Jr. (312) 630-1900
Telephone and Data Systems, Inc.
30 N. LaSalle Street, Suite 4000, Chicago, Illinois 60602

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

January 3, 1994

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .
(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 911684108 Page 2 of 11 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Telephone and Data Systems, Inc.
36-2669023

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa

7 SOLE VOTING POWER
NUMBER OF
SHARES See Attachment A.**
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY
EACH -0-
REPORTING
PERSON 9 SOLE DISPOSITIVE POWER
WITH
Same as 7.
10 SHARED DISPOSITIVE POWER
-0-
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
See Attachment A.**
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
See Attachment B.**
14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

**Based on 38,808,501 Common Shares and 33,005,877 Series A Common Shares
outstanding on January 3, 1994.

SCHEDULE 13D

CUSIP No. 911674108

Page 3 of 11 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
LeRoy T. Carlson, Jr. Letitia G. Carlson Donald C. Nebergall
###-##-#### ###-##-#### ###-##-####
Walter C.D. Carlson Melanie J. Heald (See Attachment C)
###-##-#### ###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) x
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH		See Attachment A.**
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
		-0-
	10	SHARED DISPOSITIVE POWER
		Same as 8.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Attachment A.**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Attachment B.**

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

**Based on 38,808,501 Common Shares and 33,005,877 Series A Common Shares outstanding on January 3, 1994.

ATTACHMENT A TO PAGES 2 AND 3

61,416,067 - Includes 33,005,877 Series A Common Shares which have ten votes per share on all matters and are convertible on a share-for-share basis into Common Shares and 28,410,190 Common Shares. See Item 5 of the Preliminary Statement for further explanation.

ATTACHMENT B TO PAGES 2 AND 3

Reporting person beneficially owns 100% of the Series A Common Shares of the Issuer and approximately 73.2% of the Common Shares of the Issuer for a combined total of approximately 85.5% of the Issuer's outstanding classes of stock and approximately 97.2% of their combined voting power.

ATTACHMENT C TO PAGE 3

Reporting persons are the trustees of a Voting Trust which holds Series A Common Shares of Telephone and Data Systems, Inc., which was created to facilitate long-standing relationships among the trustees' certificate holders. Under the terms of the Voting Trust, the trustees hold and vote the Series A Common Shares of Telephone and Data Systems, Inc., held in the trust.

Schedule 13D

Issuer: United States Cellular Corporation

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Preliminary Statement

This Amended and Restated Schedule 13D is being filed pursuant to Rule S-T and Section 13(d)(2) of the Securities Exchange Act of 1934 (the "Act") to amend and restate the Schedules 13D filed by Telephone and Data Systems, Inc., an

Iowa corporation ("TDS"), which disclosed the acquisitions by TDS of shares of United States Cellular Corporation, a Delaware corporation (the "Issuer"), requiring TDS to file such Schedules 13D.

Item 1. Security and Issuer.

This statement relates to the Common Shares, \$1.00 par value, of the Issuer. The principal executive office of the Issuer is located at 8410 West Bryn Mawr, Suite 700, Chicago, Illinois 60631.

Item 2. Identity and Background.

TDS, and LeRoy T. Carlson, Jr., Walter C.D. Carlson, Letitia G. Carlson, Melanie J. Heald and Donald C. Nebergall (the "Voting Trust Trustees"), as trustees of a voting trust (the "Voting Trust")¹, are filing this Schedule 13D concerning their direct and indirect beneficial ownership in the Issuer, respectively. The following sets forth Items 2(a) through 2(f) for each person.

Telephone and Data Systems, Inc. The principal business and office address of TDS, is 30 North LaSalle Street, Suite 4000, Chicago, Illinois 60602. TDS's principal business is that of providing diversified telecommunications services. TDS has established local telephone and developing cellular telephone and radio paging operations. Information with respect to the directors and executive officers of TDS is set forth on Appendices A, B and C attached hereto.

LeRoy T. Carlson, Jr. LeRoy T. Carlson, Jr., is a United States citizen whose business address is TDS, 30 North LaSalle Street, Suite 4000, Chicago, Illinois 60602. Mr. Carlson is one of five trustees of the Voting Trust. Mr. Carlson's principal occupation is President, Chief Executive Officer and a Director of TDS, and Chairman and a Director of the Issuer.

1 The Voting Trust holds Series A Common Shares of TDS and was created to facilitate long-standing relationships among the trustees' certificate holders. Under the terms of the Voting Trust, the trustees hold and vote the Series A Common Shares of TDS held in the trust.

Walter C.D. Carlson. Walter C.D. Carlson is a United States citizen whose business address is Sidley & Austin, One First National Plaza, Chicago, Illinois 60603. Mr. Carlson is one of five trustees of the Voting Trust. Mr. Carlson's principal occupation is an attorney. Mr. Carlson is a Director of TDS and of the Issuer.

Letitia G. Carlson. Letitia G. Carlson is a United States citizen whose business address is 2150 Pennsylvania Ave., N.W., Washington, D.C., 20037. Ms. Carlson is one of five trustees of the Voting Trust. Ms. Carlson's principal occupation is a physician.

Melanie J. Heald. Melanie J. Heald is a United States citizen whose business address is 7410 Longmeadow Road, Madison, Wisconsin 53717. Ms. Heald is one of five trustees of the Voting Trust. Ms. Heald's principal occupation is a homemaker.

Donald C. Nebergall. Donald C. Nebergall is a United States citizen whose business address is 2919 Applewood Place N.E., Cedar Rapids, Iowa 52402. Mr. Nebergall is one of five trustees of the Voting Trust. Mr. Nebergall's principal occupation is an Investment Consultant. Mr. Nebergall is a Director of TDS.

During the last five years, neither TDS, the Voting Trust, LeRoy T. Carlson, Jr., Walter C.D. Carlson, Letitia G. Carlson, Melanie J. Heald, Donald C. Nebergall nor any of the persons named in Appendices A and B hereto have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, neither TDS, the Voting Trust, LeRoy T. Carlson, Jr., Walter C.D. Carlson, Letitia G. Carlson, Melanie J. Heald, Donald C. Nebergall nor any of the persons named in Appendices A and B hereto was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and as a consequence of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

On December 6, 1993, an aggregate of 131,413 Common Shares of the Issuer, which, individually, constituted a non-material increase in the percentage of the class beneficially owned by TDS, were issued to TDS in consideration for the assignment of TDS's right, title and interest in an MSA pursuant to an Exchange

Schedule 13D

Issuer: United States Cellular Corporation

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Agreement dated as of December 6, 1993. The implicit price per share was \$32.15, which was determined by using the average closing price for Common Shares of the Issuer on the American Stock Exchange (the "AMEX") for the five trading days immediately preceding December 6, 1993.

On December 7, 1993, an aggregate of 2,223 Common Shares of the Issuer, which, individually, constituted a non-material increase in the percentage of the class beneficially owned by TDS, were issued to TDS in consideration for the assignment of TDS's minority interest in an MSA pursuant to an Exchange Agreement dated as of November 10, 1993. The implicit price per share was \$35.10, which was determined by using the average closing price for Common Shares of the Issuer on the AMEX for the five trading days immediately preceding November 4, 1993.

On December 7, 1993, an aggregate of 280,894 Common Shares of the Issuer, which, individually, constituted a non-material increase in the percentage of the class beneficially owned by TDS, were issued to TDS in consideration for the assignment of TDS's right, title and interest in various MSAs pursuant to an Exchange Agreement dated as of September 2, 1993. The implicit price per share was \$32.925, which was determined by using the average closing price for Common Shares of the Issuer on the AMEX for the five trading days immediately preceding September 2, 1993.

On January 3, 1994, an aggregate of 144,835 Common Shares of the Issuer, which, individually, constituted a non-material increase in the percentage of the class beneficially owned by TDS, were issued to TDS in consideration for the assignment of TDS's right, title and interest in an MSA pursuant to an Exchange Agreement dated as of September 8, 1993. The implicit price per share was \$33.45, which was

determined by using the average closing price for Common Shares of the Issuer on the AMEX for the five trading days immediately preceding January 3, 1994.

On January 3, 1994, an aggregate of 102,815 Common Shares of the Issuer, which, individually, constituted a non-material increase in the percentage of the class beneficially owned by TDS, were issued to TDS in consideration for the assignment of TDS's right, title and interest in an RSA pursuant to an Exchange Agreement dated as of October 27, 1993. The implicit price per share was \$33.45, which was determined by using the average closing price for Common Shares of the Issuer on the AMEX for the five trading days immediately preceding January 3, 1994.

On January 3, 1994, an aggregate of 1,274,024 Common Shares of the Issuer were issued to TDS in consideration for the assignment of TDS's right, title and interest in an RSA pursuant to

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Issuer: United States Cellular Corporation

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an Exchange Agreement dated as of December 9, 1993. The implicit price per share was \$33.45, which was determined by using the average closing price for Common Shares of the Issuer on the AMEX for the five trading days immediately preceding January 3, 1994.

On January 4, 1994, an aggregate of 314,227 Common Shares of the Issuer will be issued to TDS in consideration for the assignment of TDS's right, title and interest in an RSA pursuant to an Exchange Agreement dated as of January 4, 1994. The implicit price per share was \$33.45, which was determined by using the average closing price for Common Shares of the Issuer on the AMEX for the five trading days immediately preceding January 4, 1994.

On January 5, 1994, an aggregate of 31,716 Common Shares of the Issuer will be issued to TDS in consideration for the assignment of TDS's right, title and interest in an interest in an MSA pursuant to an Exchange Agreement dated as of November 5, 1993. The implicit price per share was \$32.59 which was determined by using the average closing price for Common Shares of the Issuer on the AMEX for the ten trading days ending on the fifth trading day immediately preceding January 5, 1994.

As of January 3, 1994, TDS is expected to acquire additional Common Shares of the Issuer pursuant to four Exchange Agreements and upon the conversion of preferred stock of the Issuer held by TDS. Based on the five day average closing prices of TDS and the Issuer's Common Shares on January 3, 1994, 1,532,510 Common Shares of the Issuer would be delivered to TDS. The number of the Issuer's Common Shares actually delivered to TDS will be determined immediately prior to the closing of the respective acquisition. It is expected that the pending acquisitions discussed in this Item 3 will close on or before July 3, 1994.

The Issuer has an ongoing acquisition program in conjunction with TDS, whereby the Issuer will acquire, directly or indirectly, all or a portion of the capital stock, partnership interests or assets of, or other interest in, entities (the "Market Entity Assets") which have received or may receive a license from the Federal Communications Commission to provide cellular telephone service. In some of these acquisitions, TDS may acquire the Market Entity Assets through the issuance of TDS shares and thereafter assign such assets to the Issuer in exchange for the Issuer's shares pursuant to exchange agreements. Pursuant to these exchange agreements, the Issuer delivers that number of its shares to TDS having a fair market value equal to the fair market value of the TDS shares which are issued in connection with such acquisitions (e.g., the Issuer will deliver that number of the Issuer's Common Shares to TDS determined by dividing the average closing price for the Issuer's Common Shares on the AMEX for the five trading days

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immediately preceding the date of delivery of such TDS Common Shares into the product of that number of TDS Common Shares delivered by TDS multiplied by the average closing price of TDS Common Shares on the AMEX during such period). TDS will also obtain additional Common Shares of the Issuer upon the conversion of preferred stock of the Issuer held by TDS.

Item 4. Purpose of Transaction.

See Item 3, Source and Amount of Funds or Other Consideration, as to the purpose of the transactions reported herein and with respect to the acquisition program of TDS.

TDS does not have any plans or proposals which relate to or would result in the disposition of the Issuer's shares, or in an extraordinary corporate transaction (such as a merger, reorganization or liquidation or a sale or transfer of a material amount of assets) involving the Issuer, or in any change in the board or management of the Issuer or in any material change in the Issuer's present capitalization or dividend policy, or in any other material change in the Issuer's business or corporate structure, or in any change in the charter or bylaws of the Issuer, or in any other change or action which is required to be set forth herein.

Item 5. Interest in Securities of the Issuer.

(I) TDS.

(a) At the date hereof, TDS may be deemed to beneficially own an aggregate of 61,416,067 Common Shares of the Issuer which is approximately 85.5% of such shares outstanding. This includes 33,005,877 Series A Common Shares which have ten votes per share on all matters and are convertible on share-for-basis into Common Shares, and 28,410,190 Common Shares.

(b) (i) Sole Power to Vote or Direct the Vote:

TDS is the direct beneficial owner of 28,410,190 Common Shares of the Issuer and 33,005,877 Series A Common Shares of the Issuer representing approximately 85.5% of all classes of common stock of the Issuer. The Series A Common Shares have ten votes per share on all matters and are convertible on a share-for-share basis into Common Shares. TDS has sole voting power with respect to an aggregate

of 61,416,067 shares which represents approximately 97.2% of the combined voting power of the Common Shares and the Series A Common Shares.

(ii) Shared Power to Vote or Direct the Vote:

See cover page, row 8.

(iii) Sole Power to Dispose or Direct the Disposition:

See cover page, row 9.

(iv) Shared Power to Dispose or Direct the Disposition:

See cover page, row 10.

(c) To the best of our knowledge, no transactions were effected during the past sixty days in the Common Shares of the Issuer by any person listed in Item 2, other than the transfers discussed in Items 3 and 4 above.

(d) To the best of our knowledge, no other person is known to have the right of dividends from, or the proceeds from the sale of the shares of Common Shares of the Issuer beneficially owned by TDS.

(e) Not Applicable.

(II) Directors and Officers of TDS.

(a) - (b) See Appendix C attached hereto and incorporated herein by reference.

(c) Shares acquired pursuant to transactions which consummated by Directors and Officers of TDS are set forth in Appendix C attached hereto. To the best of our knowledge, no transactions were effected during the past sixty days in the Common

Shares of the Issuer by any person listed in Item 2, other than the transfers discussed in Items 3 and 4 above.

(d) - (e) Not applicable.

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Issuer: United States Cellular Corporation

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(III) The Voting Trust Trustees.

(a) See cover page, row 11.

(b) (i) Sole Power to Vote or Direct the Vote:

See cover page, row 7.

(ii) Shared Power to Vote or Direct the Vote:

The Voting Trust Trustees are trustees of the Voting Trust which is the direct beneficial owner of Series A Common Shares of TDS. The Voting Trust Trustees hold and vote 6,234,274.1 Series A Common Shares of TDS held in the Voting Trust, representing approximately 90.7% of the outstanding Series A Common Shares of TDS, and approximately 54.7% of the combined voting power of the Series A Common Shares and Common Shares.² Therefore, the Voting Trust Trustees may direct the majority votes of the shares of TDS, which in turn is a beneficial owner of the Issuer (see above discussion concerning beneficial ownership of the Issuer by TDS).

(iii) Sole Power to Dispose or Direct the Disposition:

See cover page, row 9.

- (iv) Shared Power to Dispose or Direct the Disposition:

See cover page, row 10.

- (c) To the best of our knowledge, no transactions were effected during the past sixty days in the Common Shares of the Issuer by any person listed in Item 2, other than the transfers discussed in Items 3 and 4.

2 Based on 45,236,037 Common Shares of TDS and 6,876,565 Series A Common Shares outstanding on January 3, 1994.

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- (d) To the best of our knowledge, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Shares of the Issuer beneficially owned by TDS.

- (e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Voting Trust holds Series A Common Shares of TDS and was created to facilitate long-standing relationships among the trustees' certificate holders. Under the terms of the Voting Trust, the trustees hold and vote the Series A Common Shares of TDS held in the trust.

The Voting Trust Trustees hold and vote 6,234,274.1 Series A Common Shares of TDS held in the Voting Trust, representing 90.7% of the outstanding Series A Common Shares of TDS, and approximately 54.7% of the combined voting power

of the Series A Common Shares and Common Shares. Therefore, the Voting Trust Trustees may direct the majority vote of the shares of TDS which is a beneficial owner of the Issuer.

Item 7. Material to be Filed as Exhibits.

None.

* * * * *

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Issuer: United States Cellular Corporation
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of January 3, 1994.

TELEPHONE AND DATA SYSTEMS, INC.

/s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Title: President and Chief
Executive Officer

/s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Title: A Trustee of the
Voting Trust

Signature Page of the Amended and Restated Schedule 13D relating to the direct and indirect beneficial ownership in the Common Shares of United States Cellular Corporation by Telephone and Data Systems, Inc., and the Voting Trust, respectively.

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Page 1 of Appendix A

Directors of TDS

(I) (a) Name:

LeRoy T. Carlson

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Chairman of Telephone and Data Systems, Inc.

(d) Citizenship:

United States

(II) (a) Name:

LeRoy T. Carlson, Jr.

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

President and Chief Executive Officer of
Telephone and Data Systems, Inc.

(d) Citizenship:

Schedule 13D

Issuer: United States Cellular Corporation

Page 2 of Appendix A

(III) (a) Name:

Rudolph E. Hornacek

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Vice President - Engineering of Telephone and
Data Systems, Inc.

(d) Citizenship:

United States

(IV) (a) Name:

Murray L. Swanson

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Executive Vice President - Finance of
Telephone and Data Systems, Inc.

(d) Citizenship:

United States

Schedule 13D

Issuer: United States Cellular Corporation

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(V) (a) Name:

James Barr, III

(b) Business Address:

TDS Telecommunications Corporation
301 South Westfield Road
Madison, Wisconsin 53705-0158

(c) Present Principal Occupation or Employment:

President of TDS Telecommunications Corporation, a wholly owned subsidiary of Telephone and Data Systems, Inc.

(d) Citizenship:

United States

(VI) (a) Name:

Lester O. Johnson

(b) Residence Address:

6209 Mineral Point Road
Apt. 805
Madison, Wisconsin 53705

(c) Present Principal Occupation or Employment:

Architect in private practice.

(d) Citizenship:

United States

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Issuer: United States Cellular Corporation

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(VII) (a) Name:

Donald C. Nebergall

(b) Residence Address:

2919 Applewood Place, N.E.
Cedar Rapids, Iowa 52402

(c) Present Principal Occupation or Employment:

Consultant to Telephone and Data Systems, Inc.

(d) Citizenship:

United States

(VIII) (a) Name:

Herbert S. Wander

(b) Business Address:

Katten, Muchin & Zavis
525 West Monroe Street
Suite 1600
Chicago, Illinois 60606-3693

(c) Present Principal Occupation or Employment:

Partner, Katten, Muchin & Zavis.

(d) Citizenship

United States

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Issuer: United States Cellular Corporation

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(IX) (a) Name:

Walter C.D. Carlson

(b) Business Address:

Sidley & Austin
One First National Plaza
Chicago, Illinois 60603

(c) Present Principal Occupation or Employment:

Partner, Sidley & Austin.

(d) Citizenship:

United States

(X) (a) Name:

Donald R. Brown

(b) Business Address:

Telephone and Data Systems, Inc.
725 Pellissippi Pkwy Ste 230
P.O. Box 22995
Knoxville, Tennessee 37932

(c) Present Principal Occupation or Employment:

Vice President of TDS Telecommunications
Corporation.

(d) Citizenship:

United States

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(XI) (a) Name:

Robert J. Collins

(b) Business Address:

Telephone and Data Systems, Inc.
Box 231
Northfield, Vermont 05663

(c) Present Principal Occupation or Employment:

Vice President of TDS Telecommunications
Corporation.

(d) Citizenship:

United States

* * * * *

Schedule 13D

Issuer: United States Cellular Corporation

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Appendix B

Executive Officers of TDS

(I) (a) Name:

LeRoy T. Carlson

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Chairman of Telephone and Data Systems, Inc.

(d) Citizenship:

United States

(II) (a) Name:

LeRoy T. Carlson, Jr.

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

President and Chief Executive Officer of
Telephone and Data Systems, Inc.

(d) Citizenship:

United States

Schedule 13D

Issuer: United States Cellular Corporation

Page 2 of Appendix B

(III) (a) Name:

Rudolph E. Hornacek

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Vice President - Engineering of Telephone and
Data Systems, Inc.

(d) Citizenship:

United States

(IV) (a) Name:

Murray L. Swanson

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Executive Vice President - Finance of
Telephone and Data Systems, Inc.

(d) Citizenship:

United States

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(V) (a) Name:

H. Donald Nelson

(b) Business Address:

United States Cellular Corporation
8410 West Bryn Mawr
Suite 700
Chicago, Illinois 60631

(c) Present Principal Occupation or Employment:

President and Chief Executive Officer of
United States Cellular Corporation.

(d) Citizenship:

United States

(VI)

(a) Name:

John R. Schaaf

(b) Business Address:

American Paging, Inc.
1300 Godward Street NE
Suite 3100
Minneapolis, Minnesota 55413

(c) Present Principal Occupation or Employment:

President of American Paging, Inc., a wholly
owned subsidiary of Telephone and Data
Systems, Inc.

(d) Citizenship:

United States

Schedule 13D

Issuer: United States Cellular Corporation

Page 4 of Appendix B

(VII) (a) Name:

C. Theodore Herbert

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Vice President-Human Resources of Telephone
and Data Systems, Inc.

(d) Citizenship:

United States

(VIII) (a) Name:

Ronald D. Webster

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Treasurer of Telephone and Data Systems, Inc.

(d) Citizenship:

United States

Schedule 13D

Issuer: United States Cellular Corporation

(IX) (a) Name:

Gregory J. Wilkinson

(b) Business Address:

TDS Corporate Madison
301 South Westfield Road
P.O. Box 5158
Madison, Wisconsin 53705-0158

(c) Present Principal Occupation or Employment:

Corporate Controller of Telephone and Data
Systems, Inc.

(d) Citizenship:

United States

(X) (a) Name:

George L. Dienes

(b) Business Address:

Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Vice President-Corporate Development of
Telephone and Data Systems, Inc.

(d) Citizenship:

United States

(XI) (a) Name:

Michael G. Hron

(b) Business Address:

Sidley & Austin
One First National Plaza
Chicago, Illinois 60603

(c) Present Principal Occupation or Employment:

Partner, Sidley & Austin.

(d) Citizenship:

United States

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Appendix C

Name	Number of Common Shares of the Issuer Beneficially Owned as of January 3, 1994	Percentage of Class of the Issuer's Common Shares
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James Barr, III	0	0.0%
Donald R. Brown	0	0.0%
LeRoy T. Carlson	1,243	0.0%
LeRoy T. Carlson, Jr.	(1)	0.0%

Walter C.D. Carlson	0	0.0%
Robert J. Collins	0	0.0%
George L. Dienes	0	0.0%
C. Theodore Herbert	(1)	0.0%
Rudolph E. Hornacek	0	0.0%
Michael G. Hron	(1)	0.0%
Lester O. Johnson	0	0.0%
Donald C. Nebergall	500	0.0%
H. Donald Nelson	2,897	0.0%
John R. Schaaf	0	0.0%
Murray L. Swanson	0	0.0%
Herbert S. Wander	0	0.0%
Ronald D. Webster	(1)	0.0%
Gregory J. Wilkinson	219	0.0%

1 In accordance with the position of the SEC's Division of Corporation Finance, trustees are deemed to beneficially own shares of Common Stock held by a benefits plan which are unallocated or allocated to plan participants and for which no instructions as to voting or tendering are received. Messrs. Carlson, Herbert, Hron and Webster were the trustees of the Telephone and Data Systems, Inc. Tax-Deferred Savings Plan (the "Trustees") as of the Issuer's Annual Meeting. With respect to the Issuer's Annual Meeting held on May 13, 1993, plan participants did not provide voting instructions as to 12,956.4 Common Shares allocated to the plan participants. The trustees disclaim beneficial ownership of such shares.