

Description of the Transaction

This application seeks consent to the transfer of control of Pioneer Communications, Inc., ("Pioneer"), licensee of SMR station WNXZ739, from the shareholders of Chorus Communications Group, Ltd. ("Chorus") to Telephone and Data Systems, Inc. ("TDS").

Pioneer is a wholly owned subsidiary of Chorus. It is proposed that Singer Acquisition Corp. ("Singer"), a wholly owned subsidiary of TDS, will merge with and into Chorus, leaving Chorus a wholly owned subsidiary of TDS. The consideration for the merger will be the payment of cash by TDS to Chorus's shareholders in exchange for their shares in Chorus. Thus, Pioneer, as a subsidiary of Chorus, will also be a wholly owned indirect subsidiary of TDS.

TDS is engaged in the business of acquiring and operating, as a holding company, telephone and other companies primarily in the communications industry. As of now, TDS owns 106 companies providing wireline telephone service in more than 900 rural and suburban communities in 28 states, serving approximately 696,000 access lines. TDS is also the majority (81.9%) owner of United States Cellular Corporation, which currently serves approximately three million cellular customers in 44 MSA and 101 RSA markets.

TDS's qualifications as an FCC licensee and its ability to continue the operation of Pioneer in the public interest are thus matters of public record before the FCC.

On January 26, 2001, an application (FCC Form 603) was filed seeking retroactive FCC consent to the 1997 transfer of control of Pioneer from Pioneer Communications, Inc. to Chorus. We are advised by the Wireless Bureau staff that that application and this application may be processed concurrently. On January 30, 2001, the FCC granted Special Temporary Authority to Chorus to assume control of Pioneer until July 30, 2001.

Mid-Plains, Inc., a wholly owned subsidiary of Chorus, and a sister company of Pioneer, holds a 75% interest in PCS Wisconsin, LLC, the Madison, Wisconsin BTA F Block PCS permittee, and an 18% interest in Madison SMSA Limited Partnership (KNKA414), the Madison, Wisconsin MSA wireline cellular licensee. TDS is precluded by the "designated entity" eligibility criteria of Section 24.839(a)(2) of the FCC's Rules from acquiring a controlling interest in the Madison F Block PCS licensee. Also, pursuant to Section 22.942(a) of the FCC's rules, TDS cannot now acquire the 18% interest in the Madison wireline cellular licensee, as it holds a controlling interest in Madison

Cellular Telephone Company (KNKA612), the Madison, Wisconsin MSA non-wireline cellular licensee. Chorus will divest those interests in accordance with the relevant FCC rules prior to the closing of the TDS/Chorus transaction.

For the foregoing reasons, a grant of this application would be in the public interest and is hereby requested.

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