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<p><b>FCC 603</b></p>	<p><b>FCC Wireless Telecommunications Bureau</b>  <b>Application for Assignments of Authorization</b>  <b>and Transfers of Control</b></p> <p style="font-size: 2em; opacity: 0.5;">RECEIVED</p> <p style="font-size: 1.2em;">MAR 30 2001</p> <p style="font-size: 0.8em;">FEDERAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY</p>	<p>Approved by OMB 3060 - 0800 See instructions for public burden estimate</p> <p>Submitted 02/08/2001 at 03:06PM</p> <p>File Number: <b>0000352426</b></p>
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1) Application Purpose: **Transfer of Control**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. File Number:

2b) File numbers of related pending applications currently on file with the FCC:

**Type of Transaction**

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5) Does this filing request a waiver of the Commission's rules? **No**

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No**

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**  
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary**

**Licensee/Assignor Information**

10a) Taxpayer Identification Number: <b>L00002792</b>	10b) SGIN: <b>000</b>	10c) FCC Registration Number (FRN): <b>2701183</b>
11) First Name (if individual): <span style="border: 1px solid black; padding: 0 5px;">MI:</span>	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>Pioneer Communications, Inc.</b>		
13) Attention To: <b>Mr. Grant Spellmeyer</b>		
14) P.O. Box: <b>231</b>	And / Or	15) Street Address: <b>140 North Monroe Street</b>
16) City: <b>Lancaster</b>	17) State: <b>WI</b>	18) Zip: <b>53813</b>
19) Telephone Number: <b>(608)723-4140</b>	20) FAX: <b>(608)723-2410</b>	
21) E-Mail Address:		

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information** (for transfers of control only)

No. of Copies rec'd 076  
List A B C D E

23a) Taxpayer Identification Number: <b>L00315674</b>		23b) SGIN: <b>ccg</b>	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): <b>Chorus Communications Group, Ltd.</b>			
26) P.O. Box:	And / Or	27) Street Address: <b>8501 Excelsior Drive</b>	
28) City: <b>Madison</b>	29) State: <b>WI</b>	30) Zip: <b>53717</b>	
31) Telephone Number: <b>(608)826-4200</b>		32) FAX: <b>(608)826-4958</b>	
33) E-Mail Address:			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: <b>Warren</b>		MI: <b>G</b>	Last Name: <b>Lavey</b>	Suffix:
35) Company Name: <b>Skadden, Arps, Slate, Meagher &amp; Flom (Illinois)</b>				
36) P.O. Box:	And / Or	37) Street Address: <b>333 W. Wacker Drive</b>		
38) City: <b>Chicago</b>	39) State: <b>IL</b>	40) Zip: <b>60606</b>		
41) Telephone Number: <b>(312)407-0700</b>		42) FAX: <b>(312)407-0411</b>		
43) E-Mail Address:				

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>			
45a) Taxpayer Identification Number: <b>L00310876</b>		45b) SGIN: <b>000</b>	45c) FCC Registration Number (FRN):
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>Telephone and Data Systems, Inc.</b>			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: <b>30 North LaSalle Street, Suite 400</b>	
53) City: <b>Chicago</b>	54) State: <b>IL</b>	55) Zip: <b>60602</b>	
56) Telephone Number: <b>(312)630-1900</b>		57) FAX: <b>(312)630-1908</b>	
58) E-Mail Address:			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: <b>Peter</b>		MI: <b>M</b>	Last Name: <b>Connolly</b>	Suffix: <b>Esq</b>
60) Company Name: <b>Holland &amp; Knight LLP</b>				
61) P.O. Box:	And / Or	62) Street Address: <b>2099 Pennsylvania Avenue, N.W., Suite 100</b>		
63) City: <b>Washington</b>	64) State: <b>DC</b>	65) Zip: <b>20006</b>		
66) Telephone Number: <b>(202)955-3000</b>		67) FAX: <b>(202)955-5564</b>		
68) E-Mail Address: <b>pconnolly@hklaw.com</b>				

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<b>No</b>
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	<b>No</b>

**Basic Qualification Questions**



1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*  
 \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Byron</b>	MI: <b>A</b>	Last Name: <b>Wertz</b>	Suffix:
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83) Title: **Vice President**

Signature: <b>Byron A Wertz</b>	84) Date: <b>02/08/01</b>
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**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).**

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
<b>WNXZ739</b>					<b>Yes</b>

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments** (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information** (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	02/05/01	EXHIBIT I - TRANSACTION DESCRIPTION	<a href="#">17626017.0.pdf</a>

## 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.

WAS1 #898333 v1