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MAR 13 2001

Before the Telecom Division
International Bureau
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

MAR 07 2001

FCC/MELTON

In the Matter of

Pioneer Communications, Inc.

Streamlined ITC-T/C-20010307-00128
PIONEER COMMUNICATIONS, INC.

File No.

Application for Transfer of Control

APPLICATION FOR TRANSFER OF CONTROL

Chorus Communications Group, Ltd. ("Chorus" or "Transferor") and its wholly owned subsidiary Pioneer Communications, Inc. ("Pioneer") and Telephone and Data Systems, Inc. ("Transferee" or "TDS"), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. § 63.18(e)(3), hereby seek authority to transfer control of the international global resale Section 214 authority held by Pioneer, File No. ITC-90-145. The subject transfer of control is part of a larger transaction by which 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. In support hereof, and in accordance with the specific provisions of Section 63.18, the parties respectfully submit the following information:

(a) Name and Address of Pioneer:

Pioneer Communications, Inc.
140 North Monroe Street
Lancaster, WI 53813
Telephone: (608) 831-1000

Name and Address of Transferor:

Chorus Communications Group, Ltd.
8501 Excelsior Drive
Madison, WI 53717
Telephone: (608) 826-4200

Name and Address of Transferee:

Telephone and Data Systems, Inc.
30 North LaSalle Street, Suite 400
Chicago, IL 60602
Telephone: (312) 630-1900

(b) Transferor is a corporation organized under the laws of the State of Wisconsin. Transferee is a Delaware corporation.

(c) All correspondence on behalf of the Transferor should be sent to:

Grant Spellmeyer
Pioneer Communications, Inc.
140 N. Monroe Street
Lancaster, WI 53813

Telephone: (608) 826-4440

with a copy to:

Warren G. Lavey
Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 W. Wacker Drive
Chicago, IL 60606
Telephone: (312) 407-0700

All correspondence on behalf of the Transferee should be sent to:

Byron A. Wertz
Vice President

Telephone and Data Systems, Inc.
7900 International Drive, Suite 200
Minneapolis, MN 55425
Telephone: (952) 876-4038

with a copy to:

Peter M. Connolly
Holland & Knight LLP
2099 Pennsylvania Avenue, N.W.
Suite 100
Washington, DC 20006
Telephone: (202) 955-3000

(d) Statement of previously received Section 214 authority:

Dickeyville Telephone Corporation, then a wholly owned subsidiary of Pioneer, was originally granted authority under Section 214 of the Act in FCC File No. ITC-90-145. Although the Commission's records (and Pioneer's files) are not clear, it appears that pursuant to a pro forma transfer of control (FCC File No. ITC-T/C-19961220-00002) Pioneer currently holds this Section 214 authority. On May 29, 1997, Pioneer merged with and into Chorus; however, the parties inadvertently closed the transaction without having filed applications seeking the Commission's approval of the resulting transfer of control. In light of the International and Enforcement Bureaus' January 30, 2001 public notice, DA 01-188,¹ the parties request that the FCC treat its approval of this application as also resolving the apparent prior failures and uncertainties and that no further action is required for the change of control over Pioneer's Section 214 authorization for Pioneer's merger with a subsidiary of Chorus.

Chorus and Pioneer (and other Chorus subsidiaries) also possess blanket Section 214 authorizations, pursuant to Section 63.01 of the Commission's Rules, to provide domestic switched, private line, data, television and business services to all interstate points through the resale of existing facilities of authorized U.S. common carriers. An application for the transfer of control over that authority is simultaneously being filed with the Commission.

Transferee is engaged in the business of acquiring and operating, as a holding company, telephone and other companies primarily in the communications

¹ DA 01-188 announced a 90-day period in which the International and Enforcement Bureaus do not expect to initiate enforcement actions against entities filing late applications for authorizations for transfers of or changes of control over 214 authorizations.

industry. Multiple subsidiary companies held by TDS currently hold Section 214 authority.

- (e) Pioneer will continue to provide global resale services, operating as a resale carrier pursuant to the terms and conditions of Section 63.18(e)(2) of the Commission's rules. Transferee certifies that it will comply with the terms and conditions contained in 47 C.F.R. §§63.21 and 63.23.

- (f) n/a

- (g) n/a

- (h) Transferee ownership: Please refer to the attached FCC Form 602 Ownership Disclosure filed with the Commission for TDS on October 20, 2000.

- (i) Transferee certifies that it is not itself a foreign carrier and is not affiliated with a foreign carrier.

- (j) n/a See Section (i) above

- (k) n/a See Section (i) above

- (l) n/a See Section (i) above

- (m) n/a See Section (i) above

- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which the applicant may serve under the authority granted under this part and will not enter into such agreements in the future.

- (o) Transferee certifies that, to the best of its knowledge, information and belief, neither Transferee nor any party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

- (p) n/a

Wherefore, the parties to this application respectfully submit that the present and future public convenience and necessity will be served by the grant of this transfer of control application. The parties certify that the statements contained in the foregoing document are true, correct and complete to the best of their knowledge, information and belief. Accordingly, the parties respectfully request that the Commission grant this application.

Respectfully submitted,

Pioneer Communications, Inc.

By: 

Name: Grant D.S. Spillinger

Title: V.P. + Secretary (officer)

Date: 3/2/01

Chorus Communications Group, Ltd.

By: 

Name: Grant D.S. Spillinger

Title: V.P. + Secretary (officer)

Date: 3/2/01

Telephone and Data Systems, Inc.

By: _____

Name: _____

Title: _____ (officer)

Date: _____

Wherefore, the parties to this application respectfully submit that the present and future public convenience and necessity will be served by the grant of this transfer of control application. The parties certify that the statements contained in the foregoing document are true, correct and complete to the best of their knowledge, information and belief. Accordingly, the parties respectfully request that the Commission grant this application.

Respectfully submitted,

Pioneer Communications, Inc.

By: _____

Name: _____

Title: _____ (officer)

Date: _____

Chorus Communications Group, Ltd.

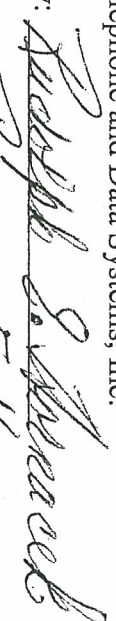
By: _____

Name: _____

Title: _____ (officer)

Date: _____

Telephone and Data Systems, Inc.

By: 

Name: ROBERT E. HOBERACKER

Title:  (officer)

Date: March 5, 2001

CERTIFICATE OF SERVICE

I, Aileen M. Caffey, a secretary in the offices of Holland & Knight, hereby certify that I have, on this 7th day of March, sent a copy of the foregoing application for transfer of control to the following:

Governor Scott McCallum
State of Wisconsin
115 East State Capitol
Madison, WI 53702

Secretary of State
Attention: Special Assistant for Telecommunications
U.S. Department of State
2201 C Street, N.W.
Washington, DC 20520

Secretary of Defense
Attention: Special Assistant for Telecommunications
Pentagon
Washington, DC 20301

Governor Jesse Ventura
State of Minnesota
130 State Capital
75 Constitution Avenue
Saint Paul, MN 55155



Aileen M. Caffey

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MAR 13 2001

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

March 12, 2001

VIA FACSIMILE 202-418-2842 AND
REGULAR MAIL

Elizabeth Nightingale, Esq.
Federal Communications Commission
International Bureau
445 12th Street, S.W.
Washington, DC 20554

Re: Application for Transfer of Control of Global Resale Authority of
Pioneer Communications, Inc. From Chorus Communications Group,
Ltd., ("Transferor" or "Chorus") To Telephone and Data Systems, Inc.
("Transferee" or "TDS")

Dear Ms. Nightingale:

On behalf of the Transferor and Transferee in the above-captioned application, this will supplement certain portions of it as follows:

The parties request streamlined processing of the above-referenced application pursuant to Section 63.12(a) of the Commission's Rules because both the Transferor and Transferee qualify for streamlined processing under Section 63.12(c) of the Commission's Rules.

Neither the Transferor nor its subsidiaries, Chorus Networks, Inc. or Pioneer Communications, Inc., are affiliated with any foreign carrier in any market. Nor are Chorus or any of its subsidiaries affiliated with a dominant U.S. carrier whose international switched or private line services it seeks to resell. Chorus does not provide and seeks no authority to provide switched basic services over private lines to any country, including those for which the FCC has not authorized the provision of switched services over private lines.

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At present, Chorus's subsidiaries provide pre-subscribed long distance services to 19,329 customers. Chorus's subsidiaries provide these customers with international connections under their 214 authorizations by reselling the international services of other carriers.

TDS also qualifies for streamlined treatment under Sections 63.12(a) and 63.12(c) of the FCC's Rules. TDS is not affiliated with any foreign carrier or dominant U.S. carrier whose international service or private line services it seeks to resell. Also, TDS has no authority and seeks no authority to provide lines to any country, including a country for which the FCC has not previously authorized the provision of such service.

Thus, since the Transferor and Transferee qualify for streamlined treatment under Section 63.12, and hereby request it, it should be granted.

In addition, based on discussions with staff, the parties desire to withdraw their request in paragraph (d) of the application that the Commission treat its approval of this application as also resolving the apparent prior failures and uncertainties regarding Pioneer's section 214 authorization. In accordance with our discussions, Chorus will file a separate application with the Commission seeking such relief.

TDS also seeks to supplement Paragraph (h) of the application by submitting the following ownership information, drawn from its most recent ownership report (FCC Form 602), which responds to Section 63.18(h) of the FCC's Rules:

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. TDS is currently updating its ownership information and will report that updated information by further supplement to this application in the event of a substantial change in that information. The parties controlling TDS remain the same. All individuals listed are U.S. citizens unless otherwise specified.

Series A 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

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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. 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 1,035,982 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

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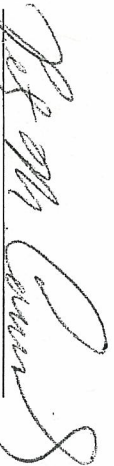
Americas, New York, New York 10104, and its affiliates, which in turn are controlled by foreign investors, vote 3,191,837 Common Shares (5.9% of class) representing a 2.6 percent voting interest in TDS. The foreign investor equity interest of these companies in TDS is approximately five percent. Franklin Mutual Advisers, Inc., 51 John F. Kennedy Parkway, Short Hills, New Jersey 07078, held 4,951,675 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.

Please contact either of the undersigned in the event there are further questions in connection with this application.

Very truly yours,



Peter M. Connolly

Holland & Knight LLP

2099 Pennsylvania Avenue, N.W.

Washington, DC 20006

202-862-5989

pconnoll@hklaw.com

Counsel to Telephone and

Data Systems, Inc.



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Chicago, IL 60606

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Counsel to Chorus

Communications Group, Ltd.