TELEPHONE & DATA SYSTEMS INC /DE/
Form 10-Q
October 10, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2006

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 001-14157

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**36-2669023**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

30 North LaSalle Street, Chicago, Illinois 60602

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code: **(312) 630-1900**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b 2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding at August 31, 2006
Common Shares, $.01 par value	51,432,410 Shares
Special Common Shares, $.01 par value	57,782,076 Shares
Series A Common Shares, $.01 par value	6,445,404 Shares

TELEPHONE AND DATA SYSTEMS, INC.

QUARTERLY REPORT ON FORM 10-Q

FOR THE PERIOD ENDED JUNE 30, 2006

INDEX

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TELEPHONE AND DATA SYSTEMS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

Unaudited

	Three Months Ended June 30, 2006	2005	Six Months Ended June 30, 2006	2005
	(Dollars in thousands, except per share amounts)			
Operating Revenues	$ 1,065,910	$ 969,859	$ 2,126,222	$ 1,905,646
Operating Expenses				
Cost of services and products (exclusive of depreciation, amortization and accretion expense shown below)	369,559	341,830	747,402	684,576
Selling, general and administrative expense	410,468	352,127	801,185	696,576
Depreciation, amortization and accretion expense	179,985	168,575	362,652	338,323
Total Operating Expenses	960,012	862,532	1,911,239	1,719,475
Operating Income	105,898	107,327	214,983	186,171
Investment and Other Income (Expense)				
Equity in earnings of unconsolidated entities	22,491	18,188	42,296	32,942
Interest and dividend income	146,545	118,896	162,782	127,182
Interest expense	(59,288)	(54,532)	(117,820)	(106,388)
Gain on investments	91,418		91,418	500
Other expense	(540)	(6,708)	(1,042)	(11,029)
Total Investment and Other Income	200,626	75,844	177,634	43,207
Income Before Income Taxes and Minority Interest	306,524	183,171	392,617	229,378
Income tax expense	122,118	76,980	158,086	94,375
Income Before Minority Interest	184,406	106,191	234,531	135,003
Minority share of income	(11,939)	(9,135)	(22,189)	(14,898)
Net Income	172,467	97,056	212,342	120,105
Preferred dividend requirement	(50)	(52)	(101)	(102)
Net Income Available To Common	$ 172,417	$ 97,004	$ 212,241	$ 120,003
Basic Weighted Average Shares Outstanding (000s)	115,768	115,224	115,754	115,112
Basic Earnings Per Share (Note 6)	$ 1.49	$ 0.84	$ 1.83	$ 1.04
Diluted Weighted Average Shares Outstanding (000s)	116,640	115,959	116,576	115,926
Diluted Earnings Per Share (Note 6)	$ 1.48	$ 0.83	$ 1.82	$ 1.03
Dividends Per Share	$ 0.0925	$ 0.0875	$ 0.185	$ 0.175

The accompanying notes to consolidated financial statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

	Six Months Ended June 30, 2006	2005
	(Dollars in thousands)	
Cash Flows from Operating Activities		
Net income	$ 212,342	$ 120,105
Add (Deduct) adjustments to reconcile net income to net cash provided by operating activities		
Depreciation, amortization and accretion	362,652	338,323
Bad debts expense	26,465	17,764
Deferred income taxes	(32,531)	1,082
Equity in earnings of unconsolidated entities	(42,296)	(32,942)
Distributions from unconsolidated entities	37,399	28,210
Minority share of income	22,189	14,898
(Gain) loss on investments	(91,418)	(500)
Stock-based compensation expense	13,022	4,086
Noncash interest expense	10,705	10,129
Other noncash expense	2,805	5,511
Changes in assets and liabilities		
Change in accounts receivable	(39,668)	(29,158)
Change in materials and supplies	10,503	22,020
Change in accounts payable	(47,956)	(46,352)
Change in customer deposits and deferred revenues	4,919	5,261
Change in accrued taxes	67,233	76,878
Change in other assets and liabilities	(27,572)	(16,963)
	488,793	518,352
Cash Flows from Investing Activities		
Additions to property, plant and equipment	(334,843)	(307,405)
Cash received from divestitures	722	500
Cash paid for acquisitions	(18,546)	(126,033)
Sales of investments	102,549	
Other investing activities	(2,887)	(1,271)
	(253,005)	(434,209)
Cash Flows from Financing Activities		
Issuance of notes payable	195,000	310,000
Issuance of long-term debt	560	112,881
Repayment of notes payable	(225,000)	(290,000)
Repayment of long-term debt	(1,586)	(240,752)
Repayment of medium-term notes	(35,000)	(17,200)
TDS Common Shares and Special Common Shares issued for benefit plans	3,047	12,663
U.S. Cellular Common Shares issued for benefit plans	3,856	14,012
Dividends paid	(21,498)	(20,259)
Other financing activities	(6,863)	(816)
	(87,484)	(119,471)
Net Increase (Decrease) in Cash and Cash Equivalents	148,304	(35,328)
Cash and Cash Equivalents -		
Beginning of period	1,095,791	1,171,105
End of period	$ 1,244,095	$ 1,135,777

The accompanying notes to consolidated financial statements are an integral part of these statements.

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CONSOLIDATED BALANCE SHEETS

ASSETS

Unaudited

	June 30, 2006 (Dollars in thousands)	December 31, 2005
Current Assets		
Cash and cash equivalents	$ 1,244,095	$ 1,095,791
Accounts receivable		
Due from customers, less allowance of $14,033 and $15,200, respectively	343,353	336,005
Other, principally connecting companies, less allowance of $7,831 and $5,620, respectively	166,979	160,577
Marketable equity securities	272,938	
Materials and supplies	93,922	103,211
Prepaid expenses	52,747	40,704
Deferred income tax asset		13,438
Other current assets	24,458	29,243
	2,198,492	1,778,969
Investments		
Marketable equity securities	2,176,706	2,531,690
Licenses	1,370,369	1,365,063
Goodwill	874,100	869,792
Customer lists, net of accumulated amortization of $49,190 and $42,947, respectively,	45,117	49,318
Investments in unconsolidated entities	220,430	215,424
Other investments, less valuation allowance of $55,144 in both periods	11,760	12,274
	4,698,482	5,043,561
Property, Plant and Equipment		
In service and under construction	7,441,768	7,140,447
Less accumulated depreciation	3,924,149	3,614,242
	3,517,619	3,526,205
Other Assets and Deferred Charges	56,231	55,830
	$ 10,470,824	$ 10,404,565

The accompanying notes to consolidated financial statements are an integral part of these statements.

CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS EQUITY

Unaudited

	June 30, 2006 (Dollars in thousands)	December 31, 2005
Current Liabilities		
Current portion of long-term debt	$ 203,091	$ 237,948
Forward contracts	179,832	
Notes payable	105,000	135,000
Accounts payable	309,851	357,273
Customer deposits and deferred revenues	126,709	121,228
Accrued interest	29,212	28,946
Accrued taxes	119,310	47,180
Accrued compensation	54,495	67,443
Derivative liability	50,828	
Deferred income tax liability	44,669	
Other current liabilities	71,936	61,086
	1,294,933	1,056,104
Deferred Liabilities and Credits		
Net deferred income tax liability	1,244,331	1,383,031
Derivative liability	413,054	449,192
Asset retirement obligation	173,779	163,093
Other deferred liabilities and credits	107,532	104,984
	1,938,696	2,100,300
Long-Term Debt		
Long-term debt, excluding current portion	1,632,577	1,633,519
Forward contracts	1,536,563	1,707,282
	3,169,140	3,340,801
Commitments and Contingencies (See Note 20)		
Minority Interest in Subsidiaries	573,041	552,884
Preferred Shares	3,863	3,863
Common Stockholders Equity		
Common Shares, par value $.01 per share; authorized 100,000,000 shares; issued 56,503,000 and 56,481,000 shares, respectively	565	565
Special Common Shares, par value $.01 per share; authorized 165,000,000 shares, issued 62,887,000 and 62,868,000 shares, respectively	629	629
Series A Common Shares, par value $.01 per share; authorized 25,000,000 shares; issued and outstanding 6,446,000 and 6,440,000 shares; respectively	64	64
Capital in excess of par value	1,833,617	1,826,420
Treasury Shares, at cost:		
Common Shares, 5,071,000 and 5,105,000 shares, respectively	(207,524)	(208,156)
Special Common Shares 5,105,000 and 5,128,000 shares, respectively	(209,421)	(210,600)
Accumulated other comprehensive income	249,694	309,009
Retained earnings	1,823,527	1,632,682
	3,491,151	3,350,613
	$ 10,470,824	$ 10,404,565

The accompanying notes to consolidated financial statements are an integral part of these statements.

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TELEPHONE AND DATA SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The accounting policies of Telephone and Data Systems, Inc. (TDS) conform to accounting principles generally accepted in the United States of America (U.S. GAAP). The consolidated financial statements include the accounts of TDS and its majority-owned subsidiaries, including TDS s 81.2%-owned wireless telephone subsidiary, United States Cellular Corporation (U.S. Cellular), TDS s 100%-owned wireline telephone subsidiary, TDS Telecommunications Corporation (TDS Telecom) and TDS s 80%-owned printing and distribution company, Suttle Straus, Inc. In addition, the consolidated financial statements include all entities in which TDS has a variable interest that requires TDS to absorb a majority of the entity s expected gains or losses, or both. All material intercompany accounts and transactions have been eliminated.

The consolidated financial statements included herein have been prepared by TDS, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. However, TDS believes that the information and disclosures included herein are adequate to make the information presented not misleading. It is suggested that these consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in TDS s Annual Report on Form 10-K for the year ended December 31, 2005 (Form 10-K).

The accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring items unless otherwise disclosed) necessary to present fairly the financial position as of June 30, 2006 and December 31, 2005, and the results of operations for the three and six months ended June 30, 2006 and 2005 and the cash flows for the six months ended June 30, 2006 and 2005. The results of operations for the three and six months ended June 30, 2006, are not necessarily indicative of the results to be expected for the full year.

Certain prior period amounts, primarily labor, maintenance, rent and utilities expenses at the competitive local exchange carriers (CLEC), reported in selling, general and administrative expense have been adjusted to properly reflect the classification of the expenses in cost of service and products in the current period. Certain expenses, primarily universal service costs, at both the incumbent local exchange carriers (ILEC) and the CLEC previously reported in cost of service and products have been adjusted to properly reflect, in accordance with Company policy, the classification of the expenses in selling, general and administrative expense. For the ILEC, cost of services and products decreased by $1.7 million and $3.3 million with a corresponding increase in selling, general and administrative expenses in the three and six months ended June 30, 2005, respectively. For the CLEC, cost of services and products increased by $5.9 million and $11.7 million with a corresponding decrease in selling, general and administrative expenses in the three and six months ended June 30, 2005, respectively. On a TDS consolidated basis, cost of services and products increased by $4.2 million and $8.4 million with a corresponding decrease in selling, general and administrative expenses in the three and six months ended June 30, 2005, respectively. The adjustments did not affect previously reported revenues, operating income or net income.

2. Summary of Significant Accounting Policies

Change in Accounting Principle Stock-Based Compensation

TDS has established long-term incentive plans, employee stock purchase plans, dividend reinvestment plans, and a non-employee director compensation plan which are described more fully in Note 3 Stock-Based Compensation. Prior to January 1, 2006, TDS accounted for these plans under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25), and related interpretations, as permitted by Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation . Total stock-based employee compensation cost recognized in the Consolidated Statements of Operations under APB 25 was $2.9 million and $4.1 million for the three and six months ended June 30, 2005, primarily for restricted stock unit and deferred compensation stock unit awards. No compensation cost was recognized in the Consolidated Statements of Operations under APB 25 for stock option awards for the three and six months ended June 30, 2005, because all outstanding options granted had an exercise price equal to the market value of the underlying common stock on the date of grant. The employee stock purchase plans and dividend reinvestment plans qualified as non-compensatory plans under APB 25; therefore, no compensation cost was recognized for these plans during the three and six months ended June 30, 2005.

Effective January 1, 2006, TDS adopted the fair value recognition provisions of SFAS No. 123(R), Share-Based Payment (SFAS 123(R)), using the modified prospective transition method. In addition, TDS applied the provisions of Staff Accounting Bulletin No. 107 (SAB 107), issued by the SEC in March 2005 in its adoption of SFAS 123(R). Under the modified prospective transition method, compensation cost recognized during the three and six months ended June 30, 2006 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R). Results for prior periods have not been restated.

Under SFAS 123(R), the long-term incentive plans are considered compensatory plans; therefore, recognition of compensation costs for grants made under these plans is required.

Under SFAS 123(R), the employee stock purchase plans are considered compensatory plans; therefore, recognition of compensation costs for grants made under these plans is required. However, due to restrictions on activity under these plans that were in place during the six months ended June 30, 2006, no compensation expense was recognized during this period.

Under SFAS 123(R), the dividend reinvestment plans are not considered compensatory plans, therefore recognition of compensation costs for grants made under these plans is not required.

Upon adoption of SFAS 123(R), TDS elected to continue to value its share-based payment transactions using a Black-Scholes valuation model, which was previously used by TDS for purposes of preparing the pro forma disclosures under SFAS 123. Under the provisions of SFAS 123(R), stock-based compensation cost recognized during the period is based on the portion of the share-based payment awards that is ultimately expected to vest. Accordingly, stock-based compensation cost recognized in 2006 has been reduced for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Pre-vesting forfeitures were estimated based on historical experience related to similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior. TDS believes that its historical experience is the best estimate of future expected life. In TDS s pro forma information required under SFAS 123, TDS also reduced stock-based compensation cost for estimated forfeitures. The expected life assumption was determined based on TDS s historical experience. For purposes of both SFAS 123 and SFAS 123(R), the expected volatility assumption was based on the historical volatility of TDS s common stock. The dividend yield was included in the assumptions. The risk-free interest rate assumption was determined using the implied yield currently available for zero-coupon U.S. government issues with a remaining term equal to the expected life of the stock options.

Compensation cost for stock option awards granted after January 1, 2006 will be recognized over the respective requisite service period of the awards, which is generally the vesting period, on a straight-line basis over the requisite service period for each separately vesting portion of the awards as if the awards were, in-substance, multiple awards (graded vesting attribution method), which is the same attribution method that was used by TDS for purposes of its pro forma disclosures under SFAS 123.

Certain employees were eligible for retirement at the time that compensatory stock options were granted. Under the terms of the TDS option agreements, options granted to these individuals do not vest upon retirement. Under the terms of the U.S. Cellular option agreements, options granted to these individuals will fully vest upon their retirement if they have reached the age of 65. Similarly, under the terms of TDS s restricted stock unit agreements, restricted stock units vest upon retirement if the employee has reached the age of 66. Under the terms of U.S. Cellular s restricted stock unit agreements, restricted stock units vest upon retirement if the employee has reached the age of 65. Prior to the adoption of SFAS 123(R), TDS used the nominal vesting method to recognize the pro forma stock-based compensation cost related to options and restricted stock units awarded to retirement-eligible employees. This method does not take into account the effect of early vesting due to the retirement of eligible employees. Upon adoption of SFAS 123(R), TDS adopted the non-substantive vesting method , which requires accelerated recognition of the entire cost of options granted to retirement-eligible employees over the period of time from the date of grant to the date such employees reach age 65. If the non-substantive vesting method had been applied in prior periods, the effect on previously disclosed pro forma stock-based compensation cost would not have been material.

On March 7, 2006, the TDS Compensation Committee approved amendments to stock option award agreements. The amendments modify current and future options to extend the exercise period until 30 days following (i) the lifting of a suspension if options otherwise would expire or be forfeited during the suspension period and (ii) the lifting of a blackout if options otherwise would expire or be forfeited during a blackout period. TDS temporarily suspended issuances of shares under the 2004 Long Term Incentive Plan on March 17, 2006, as required by SEC regulations, because TDS did not file its Form 10-K for the year ended December 31, 2005 in a timely manner. Under SEC regulations, TDS may not issue shares under its existing registration statement on Form S-8 related to the 2004 Long Term Incentive Plan until the date that TDS is current with respect to its Form 10-K for the year ended December 31, 2005 and other periodic SEC filings. As required under the provisions of SFAS 123(R), TDS evaluated the impact of this plan modification to determine if an adjustment to stock based compensation was required. TDS determined that the impact of such an adjustment would not be material.

Pension Plan

TDS sponsors a qualified noncontributory defined contribution pension plan. The plan provides benefits for the employees of TDS Corporate, TDS Telecom and U.S. Cellular. Under this plan, pension benefits and costs are calculated separately for each participant and are funded currently. Pension costs were $4.4 million and $7.9 million for the three and six months ended June 30, 2006, respectively, and $3.3 million and $6.8 million for the three and six months ended June 30, 2005, respectively.

TDS also sponsors an unfunded non-qualified deferred supplemental executive retirement plan for certain employees which supplements the benefits under the qualified plan to offset the reduction of benefits caused by the limitation on annual employer contributions under the tax laws.

Other Postretirement Benefits

TDS sponsors two contributory defined benefit postretirement plans that cover most employees of TDS Corporate, TDS Telecom and the subsidiaries of TDS Telecom. One plan provides medical benefits and the other plan provides life insurance benefits.

Net periodic benefit costs for the defined benefit postretirement plans include the following components:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2006	**2005**	**2006**	**2005**
	(Dollars in thousands)			
Service Cost	$ 545	$ 553	$ 1,089	$ 1,106
Interest on accumulated benefit obligation	691	659	1,383	1,318
Expected return on plan assets	(649)	(558)	(1,297)	(1,116)
Amortization of:				
Prior service cost	(207)	(280)	(415)	(559)
Net loss	292	289	584	577
Net postretirement cost	$ 672	$ 663	$ 1,344	$ 1,326

TDS contributed $5.3 million for its 2006 contribution to the postretirement plan assets.

Recent Accounting Pronouncements

The Securities and Exchange Commission (SEC) released Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements (SAB 108), in September 2006. SAB 108 provides guidance on how the effects of the carryover or reversal of prior year financial statement misstatements should be considered in quantifying a current year misstatement. Prior practice allowed the evaluation of materiality on the basis of (1) the error quantified as the amount by which the current year income statement was misstated (rollover method) or (2) the cumulative error quantified as the cumulative amount by which the current year balance sheet was misstated (iron curtain method). Reliance on either method in prior years could have resulted in misstatement of the financial statements. The guidance provided in SAB 108 requires both methods to be used in evaluating materiality. Immaterial prior year errors may be corrected with the first filing of prior year financial statements after adoption. The cumulative effect of the correction would be reflected in the opening balance sheet with appropriate disclosure of the nature and amount of each individual error corrected in the cumulative adjustment, as well as a disclosure of the cause of the error and that the error had been deemed to be immaterial in the past. SAB 108 is effective for TDS s opening balance sheet in 2007. TDS is currently evaluating the impact this Bulletin might have on its financial position or results of operations.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157). This Statement defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP) and expands disclosure related to the use of fair value measures in financial statements. SFAS 157 does not expand the use of fair value measures in financial statements, but standardizes its definition and guidance in GAAP. The Standard emphasizes that fair value is a market-based measurement and not an entity-specific measurement based on an exchange transaction in which the entity sells an asset or transfers a liability (exit price). SFAS 157 establishes a fair value hierarchy from observable market data as the highest level to fair value based on an entity s own fair value assumptions as the lowest level. The Statement is to be effective for TDS s financial statements issued in 2008; however, earlier application is encouraged. TDS is currently evaluating the timing of adoption and the impact that adoption might have on its financial position or results of operations.

Also in September 2006, the FASB released Statement of Financial Accounting Standards No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R) (SFAS 158). Under the new standard, companies must recognize a net liability or asset to report the funded status of their defined benefit pension and other postretirement benefit plans on their balance sheets. The recognition and disclosure provisions of SFAS 158 will be required to be adopted for TDS as of December 31, 2006. TDS is currently reviewing the requirements of SFAS 158 and has not yet determined the impact on its financial position or results of operations.

FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48), was issued in July 2006. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in accordance with FASB Statement No. 109, Accounting for Income Taxes. The interpretation prescribes a recognition threshold and measurement attribute for the recognition and measurement of a tax position taken or expected to be taken in an income tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. TDS is currently reviewing the requirements of FIN 48 to determine the impact on its financial position or results of operations.

3. Stock-Based Compensation

As a result of adopting SFAS 123(R) on January 1, 2006, TDS s income before income taxes for the three and six months ended June 30, 2006, was $4.0 million and $7.5 million lower, respectively, than if it had continued to account for share-based compensation under APB 25. Similarly, as a result of adopting SFAS 123(R) on January 1, 2006, TDS s net income for the three and six months ended June 30, 2006, was $2.0 million and $3.7 million lower, basic earnings per share for the three and six months ended June 30, 2006 was $0.02 and $0.03 lower, and diluted earnings per share for the three and six months ended June 30, 2006 was $0.02 and $0.03 lower, respectively, than if TDS had continued to account for stock-based compensation expense under APB 25.

Stock-Based Compensation Expense

For comparison, the following table illustrates the pro forma effect on net income and earnings per share had TDS applied the fair value recognition provisions of SFAS 123(R) to its stock-based employee compensation plans for the three and six months ended June 30, 2005:

(Dollars in thousands, except per share amounts)	**Three months ended June 30, 2005**	**Six months ended June 30, 2005**
Net income, as reported	$ 97,056	$ 120,105
Add: Stock-based compensation expense included in reported net income, net of related tax effects and minority interest	1,592	2,216
Deduct: Stock-based compensation expense determined under fair value based method for all awards, net of related tax effects and minority interest	(7,876)	(10,735)
Pro forma net income	$ 90,772	$ 111,586
Earnings per share:		
Basic as reported	$ 0.84	$ 1.04
Basic pro forma	0.79	0.97
Diluted as reported	0.83	1.03
Diluted pro forma	$ 0.78	$ 0.96

Prior to the adoption of SFAS 123(R), TDS presented all tax benefits resulting from tax deductions associated with the exercise of stock options by employees as cash flows from operating activities in the Consolidated Statements of Cash Flows. SFAS 123(R) requires that excess tax benefits be classified as cash flows from financing activities in the Consolidated Statement of Cash Flows. For this purpose, the excess tax benefits are tax benefits related to the difference between the total tax deduction associated with the exercise of stock options by employees and the amount of compensation cost recognized for those options. For the six months ended June 30, 2006, excess tax benefits of $0.4 million were included within Other Financing Activities of the Cash Flows from Financing Activities pursuant to this requirement of SFAS 123(R).

The following table summarizes stock-based compensation expense recognized during the three and six months ended June 30, 2006:

(Amounts in thousands)	Three months ended June 30, 2006	Six months ended June 30, 2006
Stock option awards	$ 4,023	$ 7,535
Restricted stock unit awards	3,336	6,087
Deferred compensation matching stock unit awards	(1,361)	(602)
Employee stock purchase plans		
Awards under non-employee director s compensation plan		2
Total stock-based compensation, before income taxes	5,998	13,022
Income tax benefit	(2,483)	(5,404)
Total stock-based compensation expense, net of income taxes	$ 3,515	$ 7,618

At June 30, 2006, unrecognized compensation cost for all stock-based compensation awards was $40.5 million. The unrecognized compensation cost for stock-based compensation awards at June 30, 2006 is expected to be recognized over a weighted average period of 0.8 years.

All stock-based compensation expense recognized during the three and six months ended June 30, 2006 was recorded in Selling, general and administrative expense.

TDS

The information in this section relates to stock-based compensation plans utilizing the equity instruments of TDS. Participants in these plans are generally employees of TDS Corporate and TDS Telecom, although U.S. Cellular employees are eligible to participate in the TDS Employee Stock Purchase Plan. Information related to plans utilizing the equity instruments of U.S. Cellular are shown in the U.S. Cellular section following the TDS section.

Under the TDS 2004 Long-Term Incentive Plan (and a predecessor plan), TDS may grant fixed and performance-based incentive and non-qualified stock options, restricted stock, restricted stock units, and deferred compensation stock unit awards to key employees. TDS had reserved 4,006,000 Common Shares and 11,893,000 Special Common Shares at June 30, 2006, for equity awards granted and to be granted under this plan. At June 30, 2006, the only types of awards outstanding are fixed non-qualified stock option awards, restricted stock unit awards, and deferred compensation stock unit awards. At June 30, 2006, TDS also had reserved 174,000 Common Shares and 323,000 Special Common Shares for issuance under the Automatic Dividend Reinvestment and Stock Purchase Plan and 49,000 Series A Common Shares for issuance under the Series A Common Share Automatic Dividend Reinvestment Plan, and 185,000 Common Shares and 320,000 Special Common Shares under an employee stock purchase plan. The maximum number of TDS Common Shares, TDS Special Common Shares and TDS Series A Common Shares that may be issued to employees under all stock-based compensation plans in effect at June 30, 2006 was 4,365,000, 12,536,000 and 49,000 shares, respectively. TDS currently utilizes treasury stock to satisfy stock option exercises, issuances under its employee stock purchase plan, restricted stock unit awards and deferred compensation stock unit awards. TDS has also created a Non-Employee Directors Plan under which it has reserved 33,000 Common Shares and 75,000 Special Common Shares of TDS stock for issuance as compensation to members of the board of directors who are not employees of TDS.

Stock Options Stock options granted to key employees are exercisable over a specified period not in excess of ten years. Stock options generally vest over periods up to four years from the date of grant. Stock options outstanding at June 30, 2006 expire between 2006 and 2016. However, vested stock options typically expire 30 days after the effective date of an employee s termination of employment for reasons other than retirement. Employees who leave at the age of retirement have 90 days (or one year if they satisfy certain requirements) within which to exercise their vested stock options. The exercise price of the option generally equals the market value of TDS common stock on the date of grant.

TDS granted 1,105,000 and 630,000 stock options during the three months ended June 30, 2006 and June 30, 2005, respectively. TDS granted 1,105,000 and 630,000 stock options during the six months ended June 30, 2006 and June 30, 2005, respectively. TDS estimates the fair value of stock options granted using the Black-Scholes valuation model. The fair value is then recognized as compensation cost on a straight-line basis over the requisite service period, which is generally the vesting period, for each separately vesting portion of the awards as if the awards were, in-substance, multiple awards, which is the same attribution method that was used by TDS for purposes of its pro forma disclosures under SFAS 123. TDS used the assumptions shown in the table below in valuing the options granted in 2006:

Expected Life	4.9 years	
Expected Annual Volatility Rate	25.9	%
Dividend Yield	0.97	%
Risk-free Interest Rate	4.8	%
Estimated Annual Forfeiture Rate	0.6	%

All TDS options outstanding at March 31, 2006 were granted prior to the distribution of the TDS Special Common Share Dividend in 2005, more fully described in TDS s 2005 Annual Report on Form 10-K. As a result of the Special Common Share Dividend, an employee will receive one Common Share and one Special Common Share per tandem option exercised. Each tandem option is exercisable at its original exercise price. TDS options granted after the distribution of the TDS Special Common Share Dividend will receive one Special Common Share per option exercised.

A summary of TDS stock options (vested and nonvested) at June 30, 2006 and changes during the six months then ended is presented in the table and narrative below:

Tandem Options

	Number of Tandem Options(1)	**Weighted Average Exercise Prices**	**Weighted Average Remaining Contractual Term**	**Aggregate Intrinsic Value**
Outstanding at December 31, 2005 (2,461,000 exercisable)	2,701,000	$ 73.85	6.5 years	$ 36,166,000
Granted				
Exercised	23,000	$ 52.28		466,000
Forfeited	14,000	$ 57.17		351,000
Expired				
Outstanding at June 30, 2006 (2,599,000 exercisable)	2,664,000	$ 74.13	6.0 years	$ 35,185,000

(1) Upon exercise, each tandem option is converted into one TDS Common Share and one TDS Special Common Share.

Special Common Share Options

	Number of Options(2)	**Weighted Average Exercise Prices**	**Weighted Average Remaining Contractual Term**	**Aggregate Intrinsic Value**
Outstanding at December 31, 2005 (0 exercisable)				
Granted	1,105,000	$ 38.01	10.0 years	$ 988,000
Exercised				
Forfeited	6,000	38.00		5,000
Expired				
Outstanding at June 30, 2006 (0 exercisable)	1,099,000	$ 38.01	10.0 years	$ 983,000

(2) Upon exercise, each Special Common share option is converted into one TDS Special Common Share.

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between TDS s closing stock price on the last trading day of the period and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on June 30, 2006. This amount will change in future periods based on the market price of TDS s stock. TDS received $0 and $1.2 million in cash from the exercise of stock options during the three and six months ended June 30, 2006.

A summary of TDS s nonvested stock options at June 30, 2006 and changes during the six months then ended is presented in the tables that follow:

Tandem Options

	Number of Stock Options(1)	Weighted Average Fair Values of Stock Options
Nonvested at December 31, 2005	240,000	$ 21.67
Granted		
Vested	161,000	20.07
Forfeited	14,000	21.93
Nonvested at June 30, 2006	65,000	$ 25.55

(1) Upon exercise, each tandem stock option is converted into one TDS Common Share and one TDS Special Common Share.

Special Common Share Options

	Number of Stock Options(2)	Weighted Average Fair Values of Stock Options
Nonvested at December 31, 2005		
Granted	1,105,000	$ 11.00
Vested		
Forfeited	6,000	11.00
Nonvested at June 30, 2006	1,099,000	$ 11.00

(2) Upon exercise, each Special Common share option is converted into one TDS Special Common Share.

Restricted Stock Units Beginning in April 2005, TDS granted restricted stock unit awards to key employees. These awards generally vest after three years. All TDS restricted stock units outstanding at March 31, 2006 were granted prior to the distribution of the TDS Special Common Share Dividend in 2005. As a result of the Special Common Share Dividend, an employee will receive one Common Share and one Special Common Share upon the vesting of such restricted stock units. The restricted stock unit awards outstanding at March 31, 2006 will vest in December 2007. When vested, employees will receive an equal number of TDS Common Shares and TDS Special Common Shares with respect to such restricted stock units. Restricted stock unit awards granted after the distribution of the TDS Special Common Share Dividend in 2005 are convertible into one Special Common Share upon the vesting of such restricted stock units. The restricted stock unit awards granted in 2006 will vest in December 2008. When vested, employees will receive one TDS Special Common Share for each restricted stock unit.

TDS estimates the fair value of restricted stock units based on the closing market price of TDS shares on the date of grant. The fair value is then recognized as compensation cost on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

A summary of TDS nonvested restricted stock units at June 30, 2006 and changes during the six months then ended is presented in the table that follows:

Tandem Restricted Stock Units

	Number of Restricted Stock Units(1)	Weighted Average Fair Values of Restricted Stock Units
Nonvested at December 31, 2005	90,286	$ 77.55
Granted		

Vested		
Forfeited	386	78.10
Nonvested at June 30, 2006	89,900	$ 77.55

(1) Upon exercise, each tandem restricted stock unit is converted into one TDS Common Share and one TDS Special Common Share.

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Special Common Restricted Stock Units

	Number of Restricted Stock Units(2)	Weighted Average Fair Values of Restricted Stock Units
Nonvested at December 31, 2005		
Granted	105,000	$ 38.05
Vested		
Forfeited	1,000	38.00
Nonvested at June 30, 2006	104,000	$ 38.05

(2) Upon exercise, each Special Common restricted stock unit is converted into one TDS Special Common Share.

Deferred Compensation Stock Units Certain TDS employees may elect to defer receipt of all or a portion of their annual bonuses and to receive stock unit matches on the amount deferred up to $400,000. Deferred compensation, which is immediately vested, is deemed to be invested in TDS Common Share units or, at the election of the committee that administers the plan after the TDS Special Common Share Dividend in 2005, TDS Special Common Share units. TDS match amounts depend on the amount of annual bonus that is deferred into stock units. Participants receive a 25% stock unit match for amounts deferred up to 50% of their total annual bonus and a 33% match for amounts that exceed 50% of their total annual bonus. The matched stock units vest ratably at a rate of one-third per year over three years. When fully vested and upon distribution, employees will receive the vested TDS Common Shares and/or TDS Special Common Shares, as applicable.

TDS estimates the fair value of deferred compensation matching stock units based on the closing market price of TDS shares on the date of grant. The fair value of the matched stock units is then recognized as compensation cost on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

A summary of TDS nonvested deferred compensation stock unit plans at June 30, 2006 and changes during the six months then ended is presented in the table that follows:

Tandem Deferred Compensation Stock Units

	Number of Tandem Stock Units(1)	Weighted Average Fair Values of Stock Units
Nonvested at December 31, 2005	1,025	$ 75.05
Granted		
Vested		
Forfeited		
Nonvested at June 30, 2006	1,025	$ 75.05

(1) Upon exercise, each tandem deferred compensation stock unit outstanding at June 30, 2006 is converted into one TDS Common Share and one TDS Special Common Share.

Special Common Deferred Compensation Stock Units

	Number of Special Common Stock Units(2)	Weighted Average Fair Values of Stock Units
Nonvested at December 31, 2005		
Granted	1,500	$ 38.30
Vested		

Forfeited			
Nonvested at June 30, 2006	1,500	$	38.30

(2) Upon exercise, each Special Common deferred compensation stock unit is converted into one TDS Special Common Share.

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Employee Stock Purchase Plan Under the 2003 Employee Stock Purchase Plan, eligible employees of TDS and its subsidiaries may purchase a limited number of shares of TDS common stock on a quarterly basis. Prior to 2006, such common stock consisted of TDS Common Shares. Beginning in 2006, such common stock consisted of TDS Special Common Shares. TDS had reserved 185,000 Common Shares and 320,000 Special Common Shares at June 30, 2006 for issuance under this plan. The plan became effective on April 1, 2003 and will terminate on December 31, 2008. The per share cost to each participant is 85% of the market value of the Common Shares or Special Common Shares as of the issuance date. Under SFAS 123(R), the employee stock purchase plan is considered a compensatory plan; therefore recognition of compensation costs for stock issued under this plan is required. Compensation cost is measured as the difference between the cost of the shares to the plan participants and the fair market value of the shares on the date of issuance. However, due to restrictions on activity under these plans in place during the three and six months ended June 30, 2006, no compensation expense was recognized during this period.

Compensation of Non-Employee Directors TDS issued 0 and 2,600 shares under its Non-Employee Directors plan in the three and six months ended June 30, 2006.

Dividend Reinvestment Plans TDS had reserved 174,000 Common Shares and 323,000 Special Common Shares at June 30, 2006, for issuance under Automatic Dividend Reinvestment and Stock Purchase Plans and 49,000 Series A Common Shares for issuance under the Series A Common Share Automatic Dividend Reinvestment Plan. These plans enable holders of TDS s Common Shares, Special Common Shares and Preferred Shares to reinvest cash dividends in Common Shares and Special Common Shares and holders of Series A Common Shares to reinvest cash dividends in Series A Common Shares. The purchase price of the shares is 95% of the market value, based on the average of the daily high and low sales prices for TDS s Common Shares and Special Common Shares on the American Stock Exchange for the ten trading days preceding the date on which the purchase is made. Under SFAS 123(R) and SFAS 123, these plans are considered non-compensatory plans, therefore no compensation expense is recognized for stock issued under these plans.

U.S. Cellular

The information in this section relates to stock-based compensation plans utilizing the equity instruments of U.S. Cellular. Participants in these plans are employees of U.S. Cellular. U.S. Cellular employees are also eligible to participate in the TDS Employee Stock Purchase Plan. Information related to plans utilizing the equity instruments of TDS are shown in the previous section.

Under the U.S. Cellular 2005 Long-Term Incentive Plan, U.S. Cellular may grant fixed and performance-based incentive and non-qualified stock options, restricted stock, restricted stock units, and deferred compensation stock unit awards to key employees. At June 30, 2006, the only types of awards outstanding are fixed non-qualified stock option awards, restricted stock unit awards, and deferred compensation stock unit awards.

At June 30, 2006, U.S. Cellular had reserved 5,403,000 Common Shares for equity awards granted and to be granted under this plan and also had reserved 110,000 Common Shares for issuance to employees under an employee stock purchase plan. The maximum number of U.S. Cellular Common Shares that may be issued to employees under all stock-based compensation plans in effect at June 30, 2006 was 5,513,000 shares. U.S. Cellular currently utilizes treasury stock to satisfy stock option exercises, issuances under its employee stock purchase plan, restricted stock unit awards and deferred compensation stock unit awards. U.S. Cellular employees are also eligible to participate in the TDS Employee Stock Purchase Plan, which was described previously.

U.S. Cellular has also created a Non-Employee Director Compensation Plan under which it has reserved 4,900 Common Shares of U.S. Cellular at June 30, 2006 for issuance as compensation to members of the board of directors who are not employees of U.S. Cellular.

On March 7, 2006, the U.S. Cellular Compensation Committee, approved amendments to stock option award agreements. The amendments modify current and future options to extend the exercise period until 30 days following (i) the lifting of a suspension if options otherwise would expire or be forfeited during the suspension period and (ii) the lifting of a blackout if options otherwise would expire or be forfeited during a blackout period. U.S. Cellular temporarily suspended issuances of shares under the 2005 Long Term Incentive Plan on March 17, 2006, as required by SEC regulations, because U.S. Cellular did not file its Form 10-K for the year ended December 31, 2005 in a timely manner. Under SEC regulations, U.S. Cellular may not issue shares under its existing registration statement on Form S-8 related to the 2005 Long Term Incentive Plan until the date that U.S. Cellular is current in this and its other SEC filings. As required under the provisions of SFAS 123 (R), U.S. Cellular evaluated the impact of this plan modification to determine if an adjustment to stock based compensation was required. U.S. Cellular determined that the impact of a change would not be material.

Stock Options Stock options granted to key employees are exercisable over a specified period not in excess of ten years. Stock options generally vest over periods up to four years from the date of grant. Stock options outstanding at June 30, 2006 expire between 2006 and 2016. However, vested stock options typically expire 30 days after the effective date of an employee s termination of employment for reasons other than retirement. Employees who leave at the age of retirement have 90 days (or one year if they satisfy certain requirements) within which to exercise their vested stock options. The exercise price of the option generally equals the market value of U.S. Cellular Common Shares on the date of grant.

U.S. Cellular granted 551,000 and 16,000 stock options during the three months ended June 30, 2006 and June 30, 2005, respectively. U.S. Cellular granted 551,000 and 757,000 stock options during the six months ended June 30, 2006 and June 30, 2005, respectively. U.S. Cellular estimates the fair value of stock options granted using the Black-Scholes valuation model. The fair value is then recognized as compensation cost on a straight-line basis over the requisite service period, which is generally the vesting period, for each separately vesting portion of the awards as if the awards were, in-substance, multiple awards, which is the same attribution method that was used by U.S. Cellular for purposes of its pro forma disclosures under SFAS 123. U.S. Cellular used the assumptions shown in the table below in valuing the options granted in 2006:

Expected Life	3.0 years	
Expected Annual Volatility Rate	25.2	%
Dividend Yield		
Risk-free Interest Rate	4.7	%
Estimated Annual Forfeiture Rate	4.4	%

A summary of U.S. Cellular stock options outstanding (vested and nonvested) at June 30, 2006 and changes during the six months then ended is presented in the table below:

	Number of Options	**Weighted Average Exercise Prices**	**Weighted Average Remaining Contractual Term**	**Aggregate Intrinsic Value**
Outstanding at December 31, 2005 (877,000 exercisable)	2,701,000	$ 38.80	7.5 years	$ 58,871,000
Granted	551,000	59.46		629,000
Exercised	107,000	34.51		2,259,000
Forfeited	29,000	39.60		615,000
Expired	1,000	32.23		34,000
Outstanding at June 30, 2006 (1,528,000 exercisable)	3,115,000	$ 42.61	7.6 years	$ 56,044,000

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between U.S. Cellular s closing stock price on the last trading day of the period and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on June 30, 2006. This amount will change in future periods based on the market price of U.S. Cellular s stock. U.S. Cellular received $0 and $3.7 million in cash from the exercise of stock options during the three and six months ended June 30, 2006.

A summary of U.S. Cellular nonvested stock options at June 30, 2006 and changes during the six months then ended is presented in the table that follows:

	Number of Stock Options	Weighted Average Fair Values of Stock Options
Nonvested at December 31, 2005	1,824,000	$ 14.19
Granted	551,000	14.06
Vested	761,000	14.47
Forfeited	26,000	14.22
Nonvested at June 30, 2006	1,588,000	$ 14.01

Restricted Stock Units U.S. Cellular grants restricted stock unit awards to key employees, which generally vest after three years.

U.S. Cellular estimates the fair value of restricted stock units based on the closing market price of U.S. Cellular shares on the date of grant, which is not adjusted for any dividends foregone during the vesting period because U.S. Cellular has never paid a dividend and has expressed its intention to retain all future earnings in the business. The fair value is then recognized as compensation cost on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. Awards granted under this plan prior to 2005 were classified as liability awards due to a plan provision which allowed participants to elect tax withholding in excess of minimum statutory tax rates. In 2005, this provision was removed from the plan and awards after 2005 have been classified as equity awards.

A summary of U.S. Cellular nonvested restricted stock units at June 30, 2006 and changes during the six months then ended is presented in the tables that follow:

Liability Classified Awards

	Number of Restricted Stock Units	Weighted Average Grant-Date Fair Values of Restricted Stock Units
Nonvested at December 31, 2005	193,000	$ 30.71
Granted	3,000	59.43
Vested	108,000	23.73
Forfeited	1,000	33.96
Nonvested at June 30, 2006	87,000	$ 40.36

Equity Classified Awards

	Number of Restricted Stock Units	Weighted Average Grant-Date Fair Values of Restricted Stock Units
Nonvested at December 31, 2005	189,000	$ 45.63
Granted	125,000	59.43
Vested		
Forfeited	5,000	45.63

Nonvested at June 30, 2006	309,000	$ 51.21

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Long-Term Incentive Plan Deferred Compensation Stock Units Certain U.S. Cellular employees may elect to defer receipt of all or a portion of their annual bonuses and to receive a company matching contribution on the amount deferred. All bonus compensation that is deferred by employees electing to participate is immediately vested and is deemed to be invested in U.S. Cellular Common Share stock units. Upon vesting and distribution of such stock units, participants will receive U.S. Cellular Common Shares. The amount of U.S. Cellular s matching contribution depends on the portion of the annual bonus that is deferred. Participants receive a 25% match for amounts deferred up to 50% of their total annual bonus and a 33% match for amounts that exceed 50% of their total annual bonus; such matching contributions also are deemed to be invested in U.S. Cellular Common Share stock units. The matching contribution stock units vest ratably at a rate of one-third per year over three years. Upon vesting and distribution of such matching contribution stock units, participants will receive U.S. Cellular Common Shares.

U.S. Cellular estimates the fair value of deferred compensation matching contribution stock units based on the closing market price of U.S. Cellular Common Shares on the date of match. The fair value of such matching contribution stock units is then recognized as compensation cost on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

A summary of U.S. Cellular nonvested deferred compensation stock units at June 30, 2006 and changes during the six months ended is presented in the table below:

	Number of Stock Units	**Weighted Average Fair Values of Stock Units**
Nonvested at December 31, 2005	7,700	$ 41.08
Granted	1,700	56.71
Vested	3,700	37.31
Forfeited		
Nonvested at June 30, 2006	5,700	$ 45.48

Employee Stock Purchase Plan Under the 2003 Employee Stock Purchase Plan, eligible employees of U.S. Cellular and its subsidiaries may purchase a limited number of U.S. Cellular Common Shares on a quarterly basis. U.S. Cellular had reserved 110,000 Common Shares at June 30, 2006 for issuance under this plan. The plan became effective on April 1, 2003 and will terminate on December 31, 2008. U.S. Cellular employees are also eligible to participate in the TDS Employee Stock Purchase Plan, which was described previously. The per share cost to each participant in these plans is 85% of the market value of the Common Shares or Special Common Shares as of the issuance date. Under SFAS 123(R), the employee stock purchase plans are considered compensatory plans; therefore, recognition of compensation costs for stock issued under these plans is required. Compensation cost is measured as the difference between the cost of the shares to plan participants and the fair market value of the shares on the date of issuance. However, due to restrictions on activity under these plans in place during the three and six months ended June 30, 2006, no compensation expense was recognized during this period for either plan.

Compensation of Non-Employee Directors U.S. Cellular issued 0 and 40 shares under its Non-Employee Director Compensation Plan in the three and six months ended June 30, 2006.

Prior to the adoption of SFAS 123(R), U.S. Cellular presented all tax benefits resulting from tax deductions associated with the exercise of stock options by employees as cash flows from operating activities in the Consolidated Statements of Cash Flows. SFAS 123(R) requires that excess tax benefits be classified as cash flows from financing activities in the Consolidated Statement of Cash Flows. For this purpose, the excess tax benefits are tax benefits related to the difference between the total tax deduction associated with the exercise of stock options by employees and the amount of compensation cost recognized for those options. For the six months ended June 30, 2006, excess tax benefits of $0.3 million were included in cash flows from financing activities in the Consolidated Statements of Cash Flows pursuant to this requirement of SFAS 123(R).

4. Income Taxes

The following table summarizes the effective income tax expense (benefit) rates in each of the periods.

	Three Months Ended June 30, 2006		Three Months Ended June 30, 2005		Six Months Ended June 30 2006		Six Months Ended June 30 2005	
Effective Income Tax (Benefit) Rate From:								
Operations excluding gain on investments	41.2	%	42.0	%	41.4	%	41.2	%
Gain on investments (1)	36.6	%			36.6	%	35.7	%
Income before income taxes and minority interest	39.8	%	42.0	%	40.3	%	41.1	%

(1) In the second quarter of 2006, TDS Telecom recorded gains of $91.4 million. See Note 5 Gains on Investments.

In June of 2006, the Internal Revenue Service commenced its audit of the 2002 2004 consolidated federal tax returns of TDS and subsidiaries. The audit is in its preliminary stages.

5. Gain on Investment

TDS Telecom has in the past obtained financing from the Rural Telephone Bank (RTB). In connection with such financings, TDS Telecom purchased stock in the RTB. TDS Telecom has repaid all of its debt to the RTB, but continued to own the RTB stock. In August 2005, the board of directors of the RTB approved resolutions to liquidate and dissolve the RTB. In order to effect the dissolution and liquidation, shareholders were asked to remit their shares to receive cash compensation for those shares. TDS Telecom remitted its shares and received $101.7 million from the RTB and recorded a gain of $90.3 million in the second quarter of 2006.

6. Earnings per Share

Basic earnings per share is computed by dividing net income available to common by the weighted average common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by weighted average number of common shares adjusted to include the effect of potentially dilutive securities. Potentially dilutive securities include incremental shares issuable upon exercise of outstanding stock options.

TDS distributed one Special Common Share in the form of a stock dividend with respect to each outstanding Common Share and Series A Common Share of TDS on May 13, 2005 to shareholders of record on April 29, 2005. As a result of the Special Common Share Dividend, each option outstanding on May 13, 2005 was converted into a tandem option for one Common Share and one Special Common Share at the same exercise price per tandem option exercised.

The net income amounts used in computing earnings per share and the effects on the weighted average number of common and Series A Common Shares and earnings per share of potentially dilutive stock options are as follows:

	Three Months Ended June 30, 2006	2005	Six Months Ended June 30, 2006	2005
	(Dollars and shares in thousands, except earnings per share)			
Basic Earnings per Share:				
Net income	$ 172,467	$ 97,056	$ 212,342	$ 120,105
Preferred dividend requirement	(50)	(52)	(101)	(102)
Net income available to common used in basic earnings per share	$ 172,417	$ 97,004	$ 212,241	$ 120,003
Diluted Earnings per Share:				
Net income available to common used in basic earnings per share	$ 172,417	$ 97,004	$ 212,241	$ 120,003
Minority income adjustment (1)	(378)	(229)	(610)	(365)
Preferred dividend adjustment (2)	50	50	100	100
Net income available to common used in diluted earnings per share	$ 172,089	$ 96,825	$ 211,731	$ 119,738
Weighted average number of shares of common stock used in basic earnings per share:				
Common Shares	51,485	51,182	51,478	51,128
Special Common Shares	57,836	57,612	57,829	57,556
Series A Common Shares	6,447	6,430	6,447	6,428
Weighted average number of shares of common stock used in basic earnings per share	115,768	115,224	115,754	115,112
Effects of Dilutive Securities:				
Effects of stock options (3)	710	582	659	661
Conversion of preferred shares	162	153	163	153
Weighted average number of shares of common stock used in diluted earnings per share	116,640	115,959	116,576	115,926
Basic Earnings per Share	$ 1.49	$ 0.84	$ 1.83	$ 1.04
Diluted Earnings per Share	$ 1.48	$ 0.83	$ 1.82	$ 1.03

(1) The minority income adjustment reflects the additional minority share of U.S. Cellular s income computed as if all of U.S. Cellular s dilutive securities were outstanding.

(2) The preferred dividend adjustment reflects the dividend reduction in the event any preferred series were dilutive, and therefore converted for shares.

(3) Stock options convertible into 896,409 Common Shares and 2,001,128 Special Common Shares were not included in computing Diluted Earnings per Share in the three months ended June 30, 2006, because their effects were not dilutive to earnings per share. Stock options convertible into 1,293,284 Common Shares and 2,398,003 Special Common Shares were not included in computing Diluted Earnings per Share in the six months ended June 30, 2006, because their effects were not dilutive to earnings per share. Stock options convertible into 1,091,147 Common Shares and 861,112 Special Common Shares were not included in computing Diluted Earnings per Share in the three and six months ended June 30, 2005 because their effects were not dilutive to earnings per share.

7. Marketable Equity Securities and Forward Contracts

TDS and its subsidiaries hold a substantial amount of marketable equity securities that are publicly traded and can have volatile movements in share prices. TDS and its subsidiaries do not make direct investments in publicly traded companies and all of these interests were acquired as a result of sales, trades or reorganizations of other assets.

Information regarding TDS s marketable equity securities is summarized as follows:

	June 30, 2006	December 31, 2005
	(Dollars in thousands)	
Marketable Equity Securities Current Assets		
Vodafone Group Plc 10,245,370 and 0 American Depositary Receipts, respectively(1)	$ 218,226	$
VeriSign, Inc. 2,361,333 and 0 Common Shares, respectively	54,712	
Aggregate fair value included in Current Assets	272,938	
Marketable Equity Securities - Investments		
Deutsche Telekom AG - 131,461,861 Ordinary Shares	2,111,277	2,191,469
Vodafone Group Plc 2,700,545 and 12,945,915 American Depositary Receipts, respectively(1)	57,522	277,949
VeriSign, Inc. - 0 and 2,361,333 Common Shares		51,760
Rural Cellular Corporation - 719,396 equivalent Common Shares	7,906	10,511
Other	1	1
Aggregate fair value included in investments	2,176,706	2,531,690
Total aggregate fair value	2,449,644	2,531,690
Accounting cost basis	1,543,677	1,543,677
Gross unrealized holding gains	905,967	988,013
Equity method unrealized gains	352	543
Income tax (expense)	(355,277)	(387,599)
Minority share of unrealized holding gains	(7,410)	(7,738)
Unrealized holding gains, net of tax and minority share	543,632	593,219
Derivative instruments, net of tax and minority share	(293,938)	(284,210)
Accumulated other comprehensive income	$ 249,694	$ 309,009

(1) See Note 21 Subsequent Events for a discussion of the Share Consolidation and Special Distribution related to the Vodafone ADRs that was effected on July 28, 2006. As a result of the Share Consolidation, the aggregate number of ADRs was reduced from 12,945,915 to 11,327,674.

The investment in Deutsche Telekom AG (Deutsche Telekom) resulted from TDS s disposition of its over 80%-owned personal communication services operating subsidiary, Aerial Communications, Inc., to VoiceStream Wireless Corporation (VoiceStream) in exchange for stock of VoiceStream, which was then acquired by Deutsche Telekom in exchange for Deutsche Telekom stock. The investment in Vodafone Group Plc (Vodafone) resulted from certain dispositions of non-strategic cellular investments to or settlements with AirTouch Communications Inc. (AirTouch), in exchange for stock of AirTouch, which was then acquired by Vodafone whereby TDS and its subsidiaries received American Depositary Receipts representing Vodafone stock. The investment in VeriSign, Inc. (VeriSign) is the result of the acquisition by VeriSign of Illuminet, Inc., a telecommunication entity in which several TDS subsidiaries held interests. The investment in Rural Cellular Corporation (Rural Cellular) is the result of a consolidation of several cellular partnerships in which TDS subsidiaries held interests in Rural Cellular, and the distribution of Rural Cellular stock in exchange for these interests.

TDS has entered into a number of forward contracts related to the marketable equity securities it holds. The risk management objective of the forward contracts is to hedge the value of the marketable equity securities from losses due to decreases in the market prices of the securities while retaining a share of gains from increases in the market prices of such securities. The downside risk is hedged at or above the accounting cost basis thereby eliminating the risk of an other-than-temporary loss being recorded on these contracted securities.

See Note 14 Long-Term Debt and Forward Contracts for additional information related to forward contracts.

The forward contracts related to U.S. Cellular s 10,245,370 Vodafone ADRs and TDS s 2,361,333 VeriSign common shares mature in May 2007. Accordingly, the Vodafone ADRs and VeriSign common shares are classified as Current Assets and the related forward contracts and derivative liability are classified as Current Liabilities in the Consolidated Balance Sheets at June 30, 2006.

8. Licenses and Goodwill

TDS has substantial amounts of licenses and goodwill as a result of the acquisition of wireless markets, and the acquisition of operating telephone companies. Changes in licenses and goodwill result primarily from acquisitions, divestitures and impairments.

A summary of activity in goodwill for the six months ended June 30, 2006 and 2005 is provided below. TDS Telecom s incumbent local exchange carriers are designated as ILEC and its competitive local exchange carrier is designated as CLEC .

	U.S.	TDS Telecom			
(Dollars in thousands)	**Cellular**	**ILEC**	**CLEC**	**Other (1)**	**Total**
Balance December 31, 2005	$ 471,617	$ 395,894	$	$ 2,281	$ 869,792
Acquisitions	3,990				3,990
Other Adjustments	318				318
Balance June 30, 2006	$ 475,925	$ 395,894	$	$ 2,281	$ 874,100
Balance December 31, 2004	$ 445,212	$ 395,894	$	$ 2,281	$ 843,387
Acquisitions	150				150
Other	(10)				(10)
Balance June 30, 2005	$ 445,352	$ 395,894	$	$ 2,281	$ 843,527

(1) Other consists of goodwill related to Suttle Straus.

See Note 17 Acquisitions, Divestitures and Exchanges below for additional information related to transactions which affected licenses and goodwill.

Licenses and goodwill must be reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. TDS and U.S. Cellular perform the annual impairment review on licenses and goodwill during the second quarter of their fiscal year. Accordingly, the annual impairment tests for licenses and goodwill for 2006 and 2005 were performed in the second quarter of 2006 and 2005. Such impairment tests indicated that there was not impairment of licenses or goodwill in 2006 or 2005.

9. Unconsolidated Entities

Investments in unconsolidated entities consist of amounts invested in wireless and wireline entities in which TDS holds a minority interest. These investments are accounted for using either the equity or cost method.

TDS s significant investments in unconsolidated entities include the following:

	June 30, 2006	**June 30, 2005**
Los Angeles SMSA Limited Partnership	5.5 %	5.5 %
Midwest Wireless Communications, L.L.C. (1)	14.2 %	14.2 %
North Carolina RSA 1 Partnership	50.0 %	50.0 %
Oklahoma City SMSA Limited Partnership	14.6 %	14.6 %

(1) In addition, as of June 30, 2006, U.S. Cellular owned a 49% interest in an entity which owns an interest of approximately 2.9% in Midwest Wireless Holdings, L.L.C., the parent company of Midwest Wireless Communications, L.L.C. See Note 21 Subsequent Events, for information about the disposition of thisinterest.

Based primarily on data furnished to TDS by third parties, the following summarizes the combined results of operations of all wireless and wireline entities in which TDS s investments are accounted for by the equity method:

	Three Months Ended June 30, 2006	2005	Six Months Ended June 30, 2006	2005
	(Dollars in thousands)			
Results of operations				
Revenues	$ 1,025,000	$ 831,000	$ 2,018,000	$ 1,615,000
Operating expenses	703,000	579,000	1,391,000	1,123,000
Operating income	322,000	252,000	627,000	492,000
Other income (expense), net (1)	14,000	7,000	22,000	14,000
Net Income	$ 336,000	$ 259,000	$ 649,000	$ 506,000

(1) Includes income tax related to small corporations.

See Note 21 Subsequent Events for additional information related to TDS s investment in Midwest Wireless Communications, L.L.C.

10. Customer Lists

Customer lists acquired in connection with purchases and exchanges of wireless markets are being amortized based on average customer retention periods using the declining balance method. The acquisition of certain minority interests in the six months ended June 30, 2006 and 2005 added $2.0 million and $0.6 million, respectively, to the gross balance of customer lists. Customer list amortization expense was $3.2 million and $6.2 million for the three and six months ended June 30, 2006, respectively, and $2.3 and $4.6 million for the three and six months ended June 30, 2005, respectively. Amortization expense for the remainder of 2006 and for the years 2007-2011 is expected to be $5.8 million, $9.0 million, $6.7 million, $5.1 million, $3.5 million and $2.8 million, respectively.

11. Property, Plant and Equipment

In accordance with FASB SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets , TDS reviews long-lived assets, including property, plant and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. TDS did not record any impairment losses on property, plant and equipment in 2006 or 2005.

12. Revolving Credit Facilities

TDS has a $600 million revolving credit facility available for general corporate purposes. At June 30, 2006, letters of credit outstanding were $3.4 million, leaving $596.6 million available for use. Borrowings under the revolving credit facility bear interest at the London InterBank Offered Rate (LIBOR) plus a contractual spread based on TDS s credit rating. TDS may select borrowing periods of either seven days or one, two, three or six months. At June 30, 2006, one-month LIBOR was 5.33% and the contractual spread was 60 basis points. If TDS provides less than two days notice of intent to borrow, interest on borrowings is at the prime rate less 50 basis points (the prime rate was 8.25% at June 30, 2006). This credit facility expires in December 2009.

TDS also has $50 million of direct bank lines of credit at June 30, 2006, all of which were unused. The terms of the direct lines of credit bear negotiated interest rates up to the prime rate (the prime rate was 8.25% at June 30, 2006). Direct bank lines of credit totaling $25 million expired on June 23, 2006 and were renewed subsequent to June 30, 2006.

U.S. Cellular has a $700 million revolving credit facility available for general corporate purposes. At June 30, 2006, outstanding notes payable and letters of credit were $105.0 million and $0.5 million, respectively, leaving $594.5 million available for use. Borrowings under the revolving credit facility bear interest at the London InterBank Offered Rate (LIBOR) plus a contractual spread based on U.S. Cellular s credit rating. U.S. Cellular may select borrowing periods of either seven days or one, two, three or six months. At June 30, 2006, the one-month LIBOR was 5.33% and the contractual spread was 60 basis points. If U.S. Cellular provides less than two days notice of intent to borrow, interest on borrowings is the prime rate less 50 basis points (the prime rate was 8.25% at June 30, 2006). This credit facility expires in December 2009.

TDS s and U.S. Cellular s interest cost on their revolving credit facilities would increase if their current credit ratings from either Standard & Poor s or Moody s were lowered. However, the credit facilities would not cease to be available or accelerate solely as a result of a decline in TDS s or U.S. Cellular s credit rating. A downgrade in TDS s or U.S. Cellular s credit rating could adversely affect their ability to renew existing, or obtain access to new, credit facilities in the future. At June 30, 2006, TDS s and U.S. Cellular s credit ratings are as follows:

Moody s Investor Service	Baa3	under review for possible further downgrade
Standard & Poor s	A-	on credit watch with negative implications
Fitch	BBB+	on rating watch negative

The maturity dates of certain of TDS s and U.S. Cellular s revolving credit facilities would accelerate in the event of a change in control. The continued availability of the revolving credit facilities requires TDS and U.S. Cellular to comply with certain negative and affirmative covenants, maintain certain financial ratios and represent certain matters at the time of each borrowing. On November 10, 2005, TDS and U.S. Cellular announced that they would restate certain financial statements which caused TDS and U.S. Cellular to be late in certain SEC filings. The restatements and late filings resulted in defaults under the revolving credit facilities and one line of credit facility. However, TDS and U.S. Cellular were not in violation of any covenants that require TDS and U.S. Cellular to maintain certain financial ratios and did not fail to make any scheduled payments. TDS and U.S. Cellular received waivers from the lenders associated with the revolving credit facilities, under which the lenders agreed to waive any defaults that may have occurred as a result of the restatements and late filings. The waivers require the Form 10-K for the year ended December 31, 2005 to be filed by August 31, 2006, the Form 10-Q for the quarter ended March 31, 2006 to be filed within 30 days after the filing of the Form 10-K for the year ended December 31, 2005 and the Form 10-Q for the quarter ended June 30, 2006 to be filed within 45 days after the filing of the Form 10-Q for the quarter ended March 31, 2006. The Form 10-K for the year ended December 31, 2005 was filed on July 28, 2006 and the Form 10-Q for the quarter ended March 31, 2006 was filed on August 25, 2006. On October 6, 2006, TDS and U.S. Cellular received amended waivers from the lenders associated with the revolving credit facilities which extended the date by which the financial statements of TDS and U.S. Cellular for the second quarter ended June 30, 2006 are required to be delivered to November 8, 2006.

13. Asset Retirement Obligations

TDS accounts for its asset retirement obligations in accordance with SFAS No. 143, Accounting for Asset Retirement Obligations, (SFAS 143) and FASB Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations (FIN 47), which require entities to record the fair value of a liability for legal obligations associated with an asset retirement in the period in which the obligations are incurred. At the time the liability is incurred, TDS records a liability equal to the net present value of the estimated cost of the asset retirement obligation and increases the carrying amount of the related long-lived asset by an equal amount. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the obligations, any difference between the cost to retire an asset and the recorded liability (including accretion of discount) is recognized in the Consolidated Statements of Operations as a gain or loss.

U.S. Cellular is subject to asset retirement obligations associated primarily with its cell sites, retail sites and office locations. Asset retirement obligations generally include obligations to remediate leased land on which U.S. Cellular s cell sites and switching offices are located. U.S. Cellular is also generally required to return leased retail store premises and office space to their pre-existing conditions.

TDS Telecom s incumbent local exchange carriers have recorded an asset retirement obligation in accordance with the requirements of SFAS No. 143 and FIN 47, and a regulatory liability for the costs of removal that state public utility commissions have required to be recorded for regulatory accounting purposes. The amounts recorded for regulatory accounting purposes exceed, in most cases, the amounts required to be recorded in accordance with SFAS No 143 and FIN 47. These amounts combined make up the asset retirement obligation for the incumbent local exchange carriers. The asset retirement obligation calculated in accordance with the provisions of SFAS No. 143 and FIN 47 at June 30, 2006 was $37.5 million. The regulatory liability in excess of the amounts required to be recorded in accordance with SFAS No. 143 and FIN 47 at June 30, 2006 was $35.2 million.

In accordance with the requirements of SFAS No. 143 and FIN 47, TDS Telecom s competitive local exchange carrier has calculated an asset retirement obligation of $2.7 million at June 30, 2006.

The table below summarizes the changes in asset retirement obligations during the first six months of 2006. TDS Telecom s incumbent local exchange carriers are designated as ILEC in the table and its competitive local exchange carrier is designated as CLEC .

	U.S. Cellular (Dollars in thousands)	TDS Telecom ILEC	CLEC	TDS Consolidated
Beginning Balance December 31, 2005	$ 90,224	$ 70,220	$ 2,649	$ 163,093
Additional liabilities accrued	3,414	2,940		6,354
Acquisition of assets	1,237			1,237
Disposition of assets	(37)	(458)		(495)
Accretion expense	3,481	17	92	3,590
Ending Balance June 30, 2006	$ 98,319	$ 72,719	$ 2,741	$ 173,779

14. Long-Term Debt and Forward Contracts

The late filing of TDS s and U.S. Cellular s Forms 10-K for the year ended December 31, 2005 and Forms 10-Q for the quarters ended March 31, 2006 and June 30, 2006 and the failure to deliver such Forms 10-K and 10-Q to the trustees of the TDS and U.S. Cellular debt indentures on a timely basis, resulted in non-compliance under such debt indentures. However, this non-compliance did not result in an event of default or a default. TDS and U.S. Cellular believe that non-compliance was cured upon the filing of their Forms 10-K for the year ended December 31, 2005 and Forms 10-Q for the quarters ended March 31, 2006 and June 30, 2006. TDS and U.S. Cellular have not failed to make nor do they expect to fail to make any scheduled payment of principal or interest under such indentures.

Except as noted above, TDS believes that it and its subsidiaries were in compliance as of June 30, 2006 with all covenants and other requirements set forth in long-term debt indentures. Such indentures do not contain any provisions resulting in acceleration of the maturities of outstanding debt in the event of a change in TDS s credit rating. However, a downgrade in TDS s credit rating could adversely affect its ability to obtain long-term debt financing in the future.

In January and February of 2006, TDS redeemed $35.0 million of medium-term notes which carried interest rates of 10%.

TDS repaid $200.0 million plus accrued interest on its 7% unsecured senior notes on August 1, 2006, using cash on-hand.

<u>Forward Contracts</u>

TDS maintains a portfolio of available-for-sale marketable equity securities, the majority of which are the result of sales or trades of non-strategic assets. Subsidiaries of TDS have forward contracts with counterparties in connection with its Deutsche Telekom, Vodafone and VeriSign marketable equity securities. The principal amount of the forward contracts was accounted for as a loan. The collar portions of the forward contracts are accounted for as derivative instruments.

The Deutsche Telekom forward contracts mature from July 2007 to September 2008. A majority of the contracts require quarterly interest payments at the LIBOR rate plus 50 basis points (the three-month LIBOR rate was 5.48% at June 30, 2006). The remaining contracts are structured as zero coupon obligations with a weighted average effective interest rate of 4.4% per year. No interest payments are required for the zero coupon obligations during the contract period.

The Vodafone forward contracts mature in May and October 2007. The Vodafone forward contracts require quarterly interest payments at the LIBOR rate plus 50 basis points (the three-month LIBOR rate was 5.48% at June 30, 2006). See Note 21 - Subsequent Events for additional information related to the investment in Vodafone ADRs.

The VeriSign forward contract matures in May 2007 and is structured as a zero coupon obligation with an effective interest rate of 5.00% per year. TDS is not required to make interest payments during the contract period.

The U.S. Cellular Vodafone forward contracts and the TDS VeriSign forward contract mature in May 2007. Because the forward contracts mature in May 2007, the associated debt and derivative liability balances are classified as Current Liabilities at June 30, 2006.

The risk management objective of the forward contracts is to hedge the value of the marketable equity securities from losses due to decreases in the market prices of the securities (downside limit) while retaining a share of gains from increases in the market prices of such securities (upside potential). The downside limit is hedged at or above the accounting cost basis thereby eliminating the risk of an other-than-temporary loss being recorded on these contracted securities.

Under the terms of the forward contracts, subsidiaries of TDS and U.S. Cellular will continue to own the contracted shares and will receive dividends paid on such contracted shares, if any. The forward contracts, at TDS s and U.S. Cellular s option, may be settled in shares of the respective security or in cash, pursuant to formulas that collar the price of the shares. The collars effectively reduce downside risk and upside potential on the contracted shares. The collars are typically adjusted for any changes in dividends on the contracted shares. If the dividend increases, the collar s upside potential is typically reduced. If the dividend decreases, the collar s upside potential is typically increased. If TDS and U.S. Cellular elect to settle in shares, they will be required to deliver the number of shares of the contracted security determined pursuant to the formula. If shares are delivered in the settlement of a forward contract, TDS and U.S. Cellular would incur a current tax liability at the time of delivery based on the difference between the tax basis of the marketable equity securities delivered and the net amount realized through maturity. If TDS and U.S. Cellular elect to settle in cash, they will be required to pay an amount in cash equal to the fair market value of the number of shares determined pursuant to the formula. TDS and U.S. Cellular have provided guarantees to the counterparties which provide assurance that all principal and interest amounts are paid by its subsidiaries upon settlement of the contracts.

TDS and U.S. Cellular are required to comply with certain covenants under the forward contracts. On November 10, 2005, TDS and U.S. Cellular announced that they would restate certain financial statements which caused TDS and U.S. Cellular to be late in certain SEC filings. The restatements and late filings resulted in defaults under the forward contracts. However, TDS and U.S. Cellular were not in violation of any covenants that require TDS and U.S. Cellular to maintain certain financial ratios. TDS and U.S. Cellular did not fail to make any scheduled payments under such forward contracts. TDS and U.S. Cellular received waivers from the counterparties associated with the forward contracts, under which the counterparties agreed to waive any defaults that may have occurred as a result of the restatements and late filings. The waivers require the Form 10-K for the year ended December 31, 2005 to be filed by August 31, 2006, the Form 10-Q for the quarter ended March 31, 2006 to be filed within 30 days after the filing of the Form 10-K for the year ended December 31, 2005 and the Form 10-Q for the quarter ended June 30, 2006 to be filed within 45 days after the filing of the Form 10-Q for the quarter ended March 31, 2006. The Form 10-K for the year ended December 31, 2005 was filed on July 28, 2006 and the Form 10-Q for the quarterly period ended March 31, 2006 was filed August 25, 2006. On October 6, 2006, TDS and U.S. Cellular received amended waivers from the counterparties to the forward contracts which extended the date by which the financial statements of TDS and U.S. Cellular for the second quarter ended June 30, 2006 are required to be delivered to November 8, 2006.

15. Minority Interest in Subsidiaries

Under SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity, certain minority interests in consolidated entities with finite lives may meet the standard s definition of a mandatorily redeemable financial instrument and thus require reclassification as liabilities and remeasurement at the estimated amount of cash that would be due and payable to settle such minority interests under the applicable entity s organization agreement assuming an orderly liquidation of the finite-lived entity, net of estimated liquidation costs (the settlement value). TDS s consolidated financial statements include such minority interests that meet the standard s definition of mandatorily redeemable financial instruments. These mandatorily redeemable minority interests represent interests held by third parties in consolidated partnerships and limited liability companies (L.L.C.s), where the terms of the underlying partnership or L.L.C. agreement provide for a defined termination date at which time the assets of the subsidiary are to be sold, the liabilities are to be extinguished and the remaining net proceeds are to be distributed to the minority interest holders and TDS in accordance with the respective partnership and L.L.C. agreements. The termination dates of TDS s mandatorily redeemable minority interests range from 2042 to 2103.

The settlement value of TDS s mandatorily redeemable minority interests is estimated to be $142.5 million at June 30, 2006. This represents the estimated amount of cash that would be due and payable to settle minority interests assuming an orderly liquidation of the finite-lived consolidated partnerships and L.L.C.s on June 30, 2006, net of estimated liquidation costs. This amount is being disclosed pursuant to the requirements of FSP No. FAS 150-3; TDS has no current plans or intentions to liquidate any of the finite-lived partnerships or L.L.C.s prior to their scheduled termination dates. The corresponding carrying value of the minority interests in finite-lived consolidated partnerships and L.L.C.s at June 30, 2006 is $31.8 million, and is included in the Balance Sheet caption Minority interest in subsidiaries. The excess of the aggregate settlement value over the aggregate carrying value of the mandatorily redeemable minority interests of $110.7 million is primarily due to the unrecognized appreciation of the minority interest holders share of the underlying net assets in the consolidated partnerships and L.L.C.s. Neither the minority interest holders share, nor TDS s share, of the appreciation of the underlying net assets of these subsidiaries is reflected in the consolidated financial statements. The estimate of settlement value was based on certain factors and assumptions. Changes in those factors and assumptions could result in a materially larger or smaller settlement amount.

16. Common Share Repurchase Programs

In 2003, the Board of Directors of TDS authorized the repurchase of up to 3.0 million TDS Common Shares, but this authorization expired in February 2006 and a new authorization has not yet been put in place. No TDS Common Shares were repurchased in the first six months of 2006 or 2005.

The Board of Directors of U.S. Cellular has authorized the repurchase of a limited amount of U.S. Cellular Common Shares on a quarterly basis, primarily for use in employee benefit plans. No U.S. Cellular Common Shares were repurchased in the first six months of 2006 or 2005.

17. Acquisitions, Divestitures and Exchanges

TDS assesses its existing wireless interests on an ongoing basis with a goal of improving the competitiveness of its operations and maximizing its long-term return on investment. As part of this strategy, TDS reviews attractive opportunities to acquire additional operating markets, telecommunications companies and wireless spectrum. In addition, TDS may seek to divest outright or include in exchanges for other wireless interests those markets and wireless interests that are not strategic to its long-term success.

On April 21, 2006, U.S. Cellular purchased the remaining ownership interest in a Tennessee wireless market in which it had previously owned a 16.7% interest for approximately $18.8 million in cash, subject to a working capital adjustment. This acquisition increased investments in licenses, goodwill and customer lists by $5.5 million, $4.0 million and $2.0 million, respectively.

On April 3, 2006, TDS Telecom exchanged customers and assets in certain markets with another telecommunications provider and received $0.7 million in cash.

U.S. Cellular is a limited partner in Carroll Wireless, L.P. (Carroll Wireless), an entity which participated in the auction of wireless spectrum designated by the Federal Communications Commission (FCC) as Auction 58. Carroll Wireless was qualified to bid on spectrum which was available only to companies that fall under the FCC definition of designated entities, which are small businesses that have a limited amount of assets. Carroll Wireless was a successful bidder for 17 licensed areas in Auction 58, which ended on February 15, 2005. The aggregate amount paid to the FCC for the 17 licenses was $129.9 million, net of all bidding credits to which Carroll Wireless was entitled as a designated entity. These 17 licensed areas cover portions of 12 states and are in markets which are either adjacent to or overlap current U.S. Cellular licensed areas.

On January 6, 2006, the FCC granted Carroll Wireless applications with respect to 16 of the 17 licenses for which it had been the successful bidder and dismissed one application, relating to Walla Walla, Washington. Following the completion of Auction 58, the FCC determined that a portion of the Walla Walla license was already licensed to another party and should not have been included in Auction 58. Accordingly, in 2006, Carroll Wireless received a full refund of the $228,000 previously paid to the FCC with respect to the Walla Walla license.

Carroll Wireless is in the process of developing its long-term business and financing plans. As of June 30, 2006, U.S. Cellular made capital contributions and advances to Carroll Wireless and/or its general partner of approximately $129.9 million; $129.7 million of this amount is included in Licenses in the Consolidated Balance Sheets. For financial reporting purposes, U.S. Cellular consolidates Carroll Wireless and Carroll PCS, Inc., the general partner of Carroll Wireless, pursuant to the guidelines of FASB Interpretation No. 46R (FIN 46R), as U.S. Cellular anticipates benefiting from or absorbing a majority of Carroll Wireless expected respective gains or losses. Pending finalization of Carroll Wireless permanent financing plan, and upon request by Carroll Wireless, U.S. Cellular may make additional capital contributions and advances to Carroll Wireless and/or its general partner. In November 2005, U.S. Cellular approved additional funding of $1.4 million of which $0.1 million was provided to Carroll Wireless through June 30, 2006.

In the first quarter of 2005, TDS adjusted the gain on investments related to its sale to ALLTEL of certain wireless properties on November 30, 2004. The adjustment of the gain, which resulted from a working capital adjustment that was finalized in the first quarter of 2005, increased the total gain on the sale by $0.5 million to $51.4 million.

In addition, in 2005, U.S. Cellular purchased one new wireless market and certain minority interests in other wireless markets in which it already owned a controlling interest for $6.9 million in cash.

18. Accumulated Other Comprehensive Income

The cumulative balances of unrealized gains and losses on marketable equity securities and derivative instruments and related income tax effects included in Accumulated other comprehensive income are as follows.

	Six Months Ended June 30, 2006	2005
	(Dollars in thousands)	
Marketable Equity Securities		
Balance, beginning of period	$593,219	$1,109,222
Add (deduct):		
Unrealized gains (losses) on marketable equity securities	(82,045)	(577,596)
Income tax expense benefit	32,321	228,226
	(49,724)	(349,370)
Unrealized gain (loss) of equity method companies	(190)	282
Minority share of unrealized losses	327	3,357
Net change in unrealized gains (losses) on marketable equity securities in comprehensive income	(49,587)	(345,731)
Balance, end of period	$543,632	$763,491
Derivative Instruments		
Balance, beginning of period	$(284,210)	$(738,365)
Add (deduct):		
Unrealized gains (losses) on derivative instruments	(15,516)	511,105
Income tax (expense) benefit	6,236	(202,091)
	(9,280)	309,014
Minority share of unrealized gains	(448)	(2,624)
Net change in unrealized gains (losses) on derivative instruments included in comprehensive income	(9,728)	306,390
Balance, end of period	$(293,938)	$(431,975)
Accumulated Other Comprehensive Income		
Balance, beginning of period	$309,009	$370,857
Net change in marketable equity securities	(49,587)	(345,731)
Net change in derivative instruments	(9,728)	306,390
Net change in unrealized gains (losses) included in comprehensive income	(59,315)	(39,341)
Balance, end of period	$249,694	$331,516

19. Business Segment Information

Financial data for TDS s business segments for the three month period ended or at June 30, 2006 and 2005 are as follows. TDS Telecom s incumbent local exchange carriers are designated as ILEC in the table and its competitive local exchange carrier is designated as CLEC .

Three Months Ended or at June 30, 2006 (Dollars in thousands)	U.S. Cellular	TDS Telecom ILEC	CLEC	Non-Reportable Segment(3)	Other Reconciling Items(1)	Total
Operating revenues	$ 845,704	$ 161,960	$ 55,390	$ 8,355	$ (5,499)	$ 1,065,910
Cost of services and products	283,971	47,479	32,745	5,982	(618)	369,559
Selling, general and administrative expense	342,162	47,123	22,158	1,342	(2,317)	410,468
Operating income before depreciation, amortization and accretion (2)	219,571	67,358	487	1,031	(2,564)	285,883
Depreciation, amortization and accretion expense	140,018	33,252	6,005	710		179,985
Operating income (loss)	79,553	34,106	(5,518)	321	(2,564)	105,898
Other items:						
Equity in earnings of unconsolidated entities	21,957				534	22,491
Gain on investments		91,418				91,418

Marketable equity securities	222,302				2,227,342	2,449,644
Investment in unconsolidated entities	174,896				45,534	220,430
Total assets	5,253,717	1,747,960	144,639	26,131	3,298,377	10,470,824
Capital expenditures	$ 153,361	$ 29,713	$ 4,351	$ 244	$ 812	$ 188,481

Three Months Ended or at June 30, 2006 (Dollars in thousands)	U.S. Cellular	TDS Telecom ILEC(4)	CLEC(4)	Non-Reportable Segment(3)	Other Reconciling Items(1)	Total
Operating revenues	$ 741,965	$ 164,379	$ 60,772	$ 7,455	$ (4,712)	$ 969,859
Cost of services and products	264,049	41,210	32,306	4,938	(673)	341,830
Selling, general and administrative expense	284,209	46,448	24,079	1,430	(4,039)	352,127
Operating income before depreciation, amortization and accretion (2)	193,707	76,721	4,387	1,087		275,902
Depreciation, amortization and accretion expense	126,784	33,582	7,522	687		168,575
Operating income (loss)	66,923	43,139	(3,135)	400		107,327
Other items:						
Equity in earnings of unconsolidated entities	17,825	175			188	18,188
Marketable equity securities	251,115				2,570,093	2,821,208
Investment in unconsolidated entities	161,239	20,071			24,630	205,940
Total assets	5,206,919	1,691,557	148,290	26,442	3,399,701	10,472,909
Capital Expenditures	$ 143,782	$ 18,718	$ 7,322	$ 1,063	$ 1,733	$ 172,618

Six Months Ended or at June 30, 2006 (Dollars in thousands)	U.S. Cellular	TDS Telecom ILEC	CLEC	Non-Reportable Segment(3)	Other Reconciling Items(1)	Total
Operating revenues	$ 1,682,940	$ 322,986	$ 115,260	$ 15,938	$ (10,902)	$ 2,126,222
Cost of services and products	582,142	93,558	61,819	11,254	(1,371)	747,402
Selling, general and administrative expense	667,780	91,076	45,150	3,249	(6,070)	801,185
Operating income before depreciation, amortization and accretion and gain on investments(2)	433,018	138,352	8,291	1,435	(3,461)	577,635
Depreciation, amortization and accretion expense	281,744	66,828	12,659	1,421		362,652
Operating income (loss)	151,274	71,524	(4,368)	14	(3,461)	214,983
Other items:						
Equity in earnings of unconsolidated entities	41,440				856	42,296
Gain on investments		91,418				91,418
Marketable equity securities	222,302				2,227,342	2,449,644
Investment in unconsolidated entities	174,896				45,534	220,430
Total assets	5,253,717	1,747,960	144,639	26,131	3,298,377	10,470,824
Capital Expenditures	$ 273,156	$ 46,822	$ 7,024	$ 2,117	$ 5,724	$ 334,843

Six Months Ended or at June 30, 2005 (Dollars in thousands)	U.S. Cellular	TDS Telecom ILEC(4)	CLEC(4)	Non-Reportable Segment(3)	Other Reconciling Items(1)	Total
Operating revenues	$ 1,453,036	$ 326,222	$ 120,039	$ 15,263	$ (8,914)	$ 1,905,646
Cost of services and products	529,768	83,290	62,211	10,487	(1,180)	684,576
	562,539	91,365	47,560	2,846	(7,734)	696,576

Selling, general and administrative expense						
Operating income before depreciation, amortization and accretion (2)	360,729	151,567	10,268	1,930		524,494
Depreciation, amortization and accretion expense	254,277	67,846	14,825	1,375		338,323
Operating income (loss)	106,452	83,721	(4,557)	555		186,171
Other items:						
Equity in earnings of unconsolidated entities	32,265	350			327	32,942
Gain (loss) on investments	551	(51)				500
Marketable equity securities	251,115				2,570,093	2,821,208
Investment in unconsolidated entities	161,239	20,071			24,630	205,940
Total assets	5,206,919	1,691,557	148,290	26,442	3,399,701	10,472,909
Capital expenditures	$ 256,557	$ 34,860	$ 11,536	$ 1,978	$ 2,474	$ 307,405

(1) Consists of the TDS Corporate operations, intercompany and intracompany revenue and expense eliminations, TDS Corporate and TDS Telecom marketable equity securities and all other businesses not included in the U.S. Cellular or TDS Telecom segments.

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(2) The amount of operating income before depreciation, amortization and accretion is a non-GAAP financial measure. The amount may also be commonly referred to by management as operating cash flow. TDS has presented operating cash flow because this financial measure, in combination with other financial measures, is an integral part of our internal reporting system utilized by management to assess and evaluate the performance of its business. Operating cash flow is also considered a significant performance measure. It is used by management as a measurement of its success in obtaining, retaining and servicing customers by reflecting its ability to generate subscriber revenue while providing a high level of customer service in a cost effective manner. The components of operating cash flow include the key revenue and expense items for which operating managers are responsible and upon which TDS evaluates its performance.

Other companies in the wireless industry may define operating cash flow in a different manner or present other varying financial measures, and, accordingly, TDS s presentation may not be comparable to other similarly titled measures of other companies.

Operating cash flow should not be construed as an alternative to operating income (loss), as determined in accordance with GAAP, as an alternative to cash flows from operating activities, as determined in accordance with GAAP, or as a measure of liquidity. TDS believes operating cash flow is useful to investors as a means to evaluate TDS s operating performance prior to non-cash depreciation and amortization expense, and certain other non-cash charges. Although operating cash flow may be defined differently by other companies in the wireless industry, TDS believes that operating cash flow provides some commonality of measurement in analyzing operating performance of companies in the wireless industry.

(3) Represents Suttle Straus.

(4) Certain prior period amounts, primarily labor, maintenance, rent and utilities expenses at the competitive local exchange carriers (CLEC), reported in selling, general and administrative expense have been adjusted to properly reflect the classification of the expenses in cost of service and products in the current period. Certain expenses, primarily universal service costs, at both the incumbent local exchange carriers (ILEC) and the CLEC previously reported in cost of service and products have been adjusted to properly reflect, in accordance with Company policy, the classification of the expenses in selling, general and administrative expense. For the ILEC, cost of services and products decreased by $1.7 million and $3.3 million with a corresponding increase in selling, general and administrative expenses in the three and six months ended June 30, 2005, respectively. For the CLEC, cost of services and products increased by $5.9 million and $11.7 million with a corresponding decrease in selling, general and administrative expenses in the three and six months ended June 30, 2005, respectively. On a TDS consolidated basis, cost of services and products increased by $4.2 million and $8.4 million with a corresponding decrease in selling, general and administrative expenses in the three and six months ended June 30, 2005, respectively. The adjustments did not affect previously reported revenues, operating income or net income.

The following table reconciles Total operating income from reportable and other segments to Income before income taxes and minority interest.

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2006	**2005**	**2006**	**2005**
	(Dollars in thousands)			
Total operating income from reportable and other segments	$ 105,898	$ 107,327	$ 214,983	$ 186,171
Total Investment and other income	$ 200,626	$ 75,844	$ 177,634	$ 43,207
Income before income taxes and minority interest	$ 306,524	$ 183,171	$ 392,617	$ 229,378

20. Commitments and Contingencies

Contingent obligations, including indemnities, litigation and other possible commitments are accounted for in accordance with SFAS No. 5, Accounting for Contingencies, which requires that an estimated loss be recorded if it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. Accordingly, those contingencies that are deemed to be probable and where the amount of the loss is reasonably estimable are accrued in the financial statements. If only a range of loss can be determined, the best estimate within that range is accrued; if none of the estimates within that range is better than another, the low end of the range is accrued. Disclosure of a contingency is required if there is at least a reasonable possibility that a loss has been or will be incurred, even if the amount is not estimable. The assessment of contingencies is a highly subjective process that requires judgments about future events. Contingencies are reviewed at least quarterly to determine the adequacy of the accruals and related financial statement disclosure. The ultimate outcome of contingencies could materially impact the Consolidated Statements of Operations, Consolidated Balance Sheets and Consolidated Statements of Cash Flows.

Indemnifications

TDS enters into agreements in the normal course of business that provide for indemnification of counterparties. These agreements include certain asset sales and financings with other parties. The terms of the indemnifications vary by agreement. The events or circumstances that would require TDS to perform under these indemnities are transaction specific; however, these agreements may require TDS to indemnify the counterparty for costs and losses incurred from litigation or claims arising from the underlying transaction. TDS is unable to estimate the maximum potential liability for these types of indemnifications as the amounts are dependent on the outcome of future events, the nature and likelihood of which cannot be determined at this time. Historically, TDS has not made any significant indemnification payments under such agreements.

TDS is party to an indemnity agreement with T-Mobile USA Inc., (T-Mobile) regarding certain contingent liabilities at Aerial Communications, Inc. (Aerial) for the period prior to Aerial s merger into VoiceStream Wireless. As of June 30, 2006, TDS has recorded liabilities of $1.5 million relating to this indemnity, which represents its best estimate of its probable liability.

Legal Proceedings

TDS is involved in a number of legal proceedings before the FCC and various state and federal courts and is involved in various claims, including claims relating to charges among interexchange carriers. If TDS believes that a loss arising from such legal proceedings or claims is probable and can be reasonably estimated, an amount is accrued in the financial statements for the estimated loss. If only a range of loss can be determined, the best estimate within that range is accrued; if none of the estimates within that range is better than another, the low end of the range is accrued. The assessment of legal proceedings and claims is a highly subjective process that requires judgments about future events. The legal proceedings and claims are reviewed at least quarterly to determine the adequacy of the accruals and related financial statement disclosure. The ultimate outcome of legal proceedings and claims could differ materially from amounts accrued in the financial statements.

TDS Telecom records revenues from originating and terminating access for interexchange carriers based on contracts, tariffs or operational data. Such contracts, tariffs and operational data could be subject to dispute by interexchange carriers. In April 2006, an interexchange carrier for which TDS Telecom provides both originating and terminating access asserted a claim for refund, net of counterclaims, of up to $10 million for past billed amounts for certain types of traffic. TDS Telecom has contested this claim. Disputes with interexchange carriers may take a significant time to resolve and may require adjustments in future periods to amounts invoiced, accrued or paid in prior periods.

Regulatory Environment.

Changes in the telecommunications regulatory environment, including the effects of potential changes in the rules governing universal service funding and potential changes in the amounts or methods of intercarrier compensation, could have a material adverse effect on TDS Telecom s financial condition, results of operations and cash flows.

21. Subsequent Events

Midwest Wireless

As of June 30, 2006, U.S. Cellular owned approximately 14% of Midwest Wireless Communications, L.L.C., which interest was convertible into an interest of approximately 11% in Midwest Wireless Holdings, L.L.C., a privately-held wireless telecommunications company that controlled Midwest Wireless Communications. Midwest Wireless Holdings, through subsidiaries, held FCC licenses and operated certain wireless markets in southern Minnesota, northern and eastern Iowa and western Wisconsin. On November 18, 2005, ALLTEL Corporation (ALLTEL) announced that it had entered into a definitive agreement to acquire Midwest Wireless Holdings for $1.075 billion in cash, subject to certain conditions, including approval by the FCC, other governmental authorities and the holders of Midwest Wireless Holdings. These conditions were satisfied and the closing of this agreement occurred on October 3, 2006. As a result, U.S. Cellular became entitled to receive approximately $106.0 million in cash in consideration with respect to its interest in Midwest Wireless Communications. Of this amount, $95.1 million was received on October 6, 2006; the remaining balance is being held in reserve and in escrow to secure true-up, indemnification and other adjustments and, subject to such adjustments, will be distributed in installments over a period of four to fifteen months following the closing. In addition, as of June 30, 2006, U.S. Cellular owned 49% of an entity, accounted for under the equity method, which owned approximately 2.9% of Midwest Wireless Holdings. As a result of the closing of the transaction, this entity will receive cash in consideration for its interest in Midwest Wireless Holdings. Following that, this entity will be dissolved and U.S. Cellular will be entitled to receive approximately $11.8 million in cash, subject to the previously referenced discussion regarding adjustments and installments. The net aggregate carrying value of U.S. Cellular s investments in Midwest Wireless Communications and Midwest Wireless Holdings was approximately $24.4 million at June 30, 2006.

Barat Wireless

U.S. Cellular is a limited partner in Barat Wireless, L.P. (Barat Wireless), an entity which participated in the auction of wireless spectrum designated by the FCC as Auction 66. Barat Wireless was qualified to receive a 25% discount available to designated entities. At the conclusion of the auction on September 18, 2006, Barat Wireless was the high bidder with respect to 17 licenses and had bid $127.1 million, net of its designated entity discount. The balance of Barat Wireless payment due for those licenses with respect to which Barat Wireless was the high bidder is approximately $47.2 million and is expected to be due before October 19, 2006. Although it has no current commitment to do so, U.S. Cellular expects that it will agree to make additional capital contributions and advances to Barat Wireless and/or its general partner. While the bidding in Auction 66 has ended, the FCC has not yet awarded any of the licenses to winning bidders, nor is there any prescribed timeframe for the FCC to review the qualifications of the various winning bidders and award licenses.

Barat Wireless is in the process of developing its long-term business and financing plans. As of October 6, 2006, U.S. Cellular made capital contributions and advances to Barat Wireless and/or its general partner of $79.9 million to provide initial funding of Barat Wireless participation in Auction 66. For financial reporting purposes, U.S. Cellular will consolidate Barat Wireless and Barat Wireless, Inc., the general partner of Barat Wireless, pursuant to the guidelines of Financial Accounting Standards Board Interpretation No. 46 (R), Consolidation of Variable Interest Entities (revised December 2003) an interpretation of ARB No. 51 , as U.S. Cellular anticipates benefiting from or absorbing a majority of Barat Wireless expected gains or losses. Pending finalization of Barat Wireless permanent financing plan, and upon request by Barat Wireless, U.S. Cellular may agree to make additional capital contributions and advances to Barat Wireless and/or its general partner.

Vodafone Special Distribution

At an Extraordinary General Meeting held on July 25, 2006, shareholders of Vodafone approved a Return of Capital (Special Distribution) of £0.15 per share (£1.50 per American Depositary Receipt (ADR)) and a Share Consolidation under which every 8 ADRs were consolidated into 7 ADRs.

The Share Consolidation was effective July 28, 2006 and the Special Distribution was paid on August 18, 2006. As a result of the Share Consolidation, U.S. Cellular s previous 10,245,370 Vodafone ADRs were consolidated into 8,964,698 ADRs and TDS Telecom s previous 2,700,545 Vodafone ADRs were consolidated into 2,362,976 ADRs. Also, U.S. Cellular received approximately $28.6 million and TDS Telecom received approximately $7.6 million from the Special Distribution.

Pursuant to terms of the Vodafone forward contracts, the Vodafone contract collars were adjusted as a result of the Special Distribution and the Share Consolidation. After adjustment, the collars had downside limits (floor) ranging from $17.22 to $18.37 and upside potentials (ceiling) ranging from $17.22 to $19.11. In the case of two forward contracts, subsidiaries of TDS made a dividend substitution payment in the amount of $3.2 million to the counterparties in lieu of further adjustments to the collars for such forward contracts.

Long-Term Debt

TDS repaid $200.0 million plus accrued interest on its 7% unsecured senior notes on August 1, 2006, using cash on-hand.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Telephone and Data Systems, Inc. (TDS - AMEX symbol: TDS and TDS.S) is a diversified telecommunications company providing high-quality telecommunications services to approximately 6.9 million wireless telephone customers and wireline telephone equivalent access lines. TDS conducts substantially all of its wireless telephone operations through its 81.2%-owned subsidiary, United States Cellular Corporation (U.S. Cellular), its incumbent local exchange carrier and competitive local exchange carrier wireline telephone operations through its wholly owned subsidiary, TDS Telecommunications Corporation (TDS Telecom), and its printing and distribution operations through its 80%-owned subsidiary, Suttle Straus, Inc.

The following discussion and analysis should be read in conjunction with TDS s interim consolidated financial statements included in Item 1 above, and with its audited consolidated financial statements and Management s Discussion and Analysis of Financial Condition and Results of Operations included in its Annual Report on Form 10-K (Form 10-K) for the year ended December 31, 2005.

OVERVIEW

The following is a summary of certain selected information from the complete Management Discussion and Analysis of Financial Condition and Results of Operations (MD&A) that follows below. This Overview does not contain all of the information that may be important and, therefore you should carefully read the entire MD&A and not rely solely on this Overview.

Results of Operations

U.S. Cellular U.S. Cellular positions itself as a regional operator, focusing its efforts on providing wireless service to customers in the geographic areas where it has licenses to provide such service. U.S. Cellular differentiates itself from its competitors through a customer satisfaction strategy, reflecting broad product distribution, a customer service focus and a high-quality wireless network.

U.S. Cellular s business development strategy is to acquire, develop and operate controlling interests in wireless licenses in areas adjacent to or in proximity to its other wireless licenses, thereby building contiguous operating market areas. U.S. Cellular s operating strategy is to strengthen the geographic areas where it can continue to build long-term operating synergies and to exit those areas where it does not have opportunities to build such synergies.

U.S. Cellular delivered solid results for the six months ended June 30, 2006. Highlights included the following:

- Total customers increased 9% year-over-year to 5,704,000 and average monthly service revenue per customer increased 4% to $46.39;
- The postpay churn rate was 1.5%, which compares favorably to the industry average;
- Total plant and equipment expenditures totaled $273.2 million, including expenditures to construct cell sites, increase capacity in existing cell sites and switches, outfit new and remodel existing retail stores and continue the development of U.S. Cellular s office systems. Total cell sites in service increased 11% to 5,583; and
- On April 21, 2006, U.S. Cellular completed the purchase of the remaining majority interest in Tennessee RSA No. 3 Limited Partnership, a wireless market in which it had previously owned a 16.7% interest for approximately $18.8 million in cash.

Service Revenues increased $198.0 million, or 15%, to $1,561.4 million in the six months ended June 30, 2006 from $1,363.4 million in 2005. Revenues from data products and services increased 52.7% to $91.2 million in the first six months of 2006 from $59.7 million in the first six months of 2005 as U.S. Cellular continued to enhance its **easy**edgeSM products and introduce new offerings such as SpeedtalkSM, a push-to-talk service, and Blackberry® handsets and service.

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Operating income in the six months ended June 30, 2006 increased $44.8 million, or 42%, to $151.3 million from $106.5 million in 2005. The increase in Operating Income reflected both higher operating revenues and a higher operating income margin (as a percent of service revenues), which was 9.7% in 2006 compared to 7.8% in 2005. Investment and Other Income (Expense) totaled $5.7 million in 2006 and $(2.8) million in 2005.

See U.S. Cellular Operations.

TDS Telecom - TDS Telecom provides high-quality telecommunication services, including full-service local exchange service, long distance telephone service and Internet access, to rural, suburban and selected small urban area communities. TDS Telecom s business plan is designed for a full-service telecommunications company, including competitive local exchange carrier operations, by leveraging TDS Telecom s strength as an incumbent local exchange carrier. TDS Telecom is focused on achieving three central strategic objectives: growth, market leadership, and profitability. TDS Telecom s strategy includes gaining additional market share, deepening penetration of vertical services within established markets and becoming the premier broadband provider in our chosen markets.

TDS Telecom s operating income in the six months ended June 30, 2006 decreased $12.0 million, or 15% to $67.2 million from $79.2 million in 2005. The operating income margins were 15.4% in 2006 and 17.9% in 2005. Despite the challenges faced in the industry, TDS Telecom was able to increase equivalent access lines by 2% primarily due to the growth of Digital Subscriber Lines (DSL) by over 40% from June 2005 to June 2006.

See TDS Telecom Operations.

Cash Flows and Investments

At June 30, 2006, TDS and its subsidiaries had cash and cash equivalents totaling $1,244.1 million, available borrowing capacity of $1,191.1 million under its revolving credit facilities and an additional $50 million of bank lines of credit. Also, during the six months ended June 30, 2006, TDS generated cash flows from operating activities of $488.8 million. Management believes that cash on hand, expected future cash flows from operating activities and sources of external financing provide substantial financial flexibility and are sufficient to permit TDS and its subsidiaries to finance their contractual obligations and anticipated capital expenditures. TDS continues to seek to maintain a strong balance sheet and an investment grade credit rating.

U.S. Cellular is a limited partner in Barat Wireless, L.P. (Barat Wireless), an entity which participated in the auction of wireless spectrum designated by the Federal Communications Commission (FCC) as Auction 66. Barat Wireless was qualified to receive a 25% discount available to designated entities. At the conclusion of the auction on September 18, 2006, Barat Wireless was the high bidder with respect to 17 licenses and had bid $127.1 million, net of its designated entity discount. The balance of Barat Wireless payment due for those licenses with respect to which Barat Wireless was the high bidder is approximately $47.2 million and is expected to be due before October 19, 2006. Although it has no current commitment to do so, U.S. Cellular expects that it will agree to make additional capital contributions and advances to Barat Wireless and/or its general partner. While the bidding in Auction 66 has ended, the FCC has not yet awarded any of the licenses to winning bidders, nor is there any prescribed timeframe for the FCC to review the qualifications of the various winning bidders and award licenses.

Barat Wireless is in the process of developing its long-term business and financing plans. As of October 6, 2006, U.S. Cellular made capital contributions and advances of $79.9 million to Barat Wireless and/or its general partner to provide initial funding of Barat Wireless participation in Auction 66. For financial reporting purposes, U.S. Cellular will consolidate Barat Wireless and Barat Wireless, Inc., the general partner of Barat Wireless, pursuant to the guidelines of Financial Accounting Standards Board Interpretation No. 46 (R), Consolidation of Variable Interest Entities (revised December 2003) an interpretation of ARB No. 51 (FIN 46(R)), as U.S. Cellular anticipates benefiting from or absorbing a majority of Barat Wireless expected gains or losses. Pending finalization of Barat Wireless permanent financing plan, and upon request by Barat Wireless, U.S. Cellular may agree to make additional capital contributions and advances to Barat Wireless and/or its general partner.

See Financial Resources and Liquidity and Capital Resources. See Note 21 Subsequent Events of Notes to Financial Statements included in Item 1 above for information related to cash proceeds from the sale of Midwest Wireless (approximately $95.1 million) and the Vodafone Special Distribution (approximately $36.2 million).

RESULTS OF OPERATIONS

Six Months Ended June 30, 2006 Compared to Six Months Ended June 30, 2005

Operating Revenues increased $220.6 million, or 12%, to $2,126.2 million during the six months ended June 30, 2006 from $1,905.6 million during the six months ended June 30, 2005, primarily as a result of an 8% increase in customers and equivalent access lines served. U.S. Cellular s operating revenues increased $229.9 million, or 16%, to $1,682.9 million in 2006 from $1,453.0 million in 2005 as customers served increased by 477,000, or 9%, since June 30, 2005, to 5,704,000. TDS Telecom s operating revenues decreased $8.2 million or 2% to $435.3 million in 2006 from $443.5 million in 2005, even though equivalent access lines increased by 21,300 or 2%, since June 30, 2005, to 1,198,400. An equivalent access line is derived by converting a high-capacity data line to an estimated equivalent number, in terms of capacity, of switched access lines.

Operating Expenses increased $191.7 million, or 11%, to $1,911.2 million in 2006 from $1,719.5 million in 2005 primarily reflecting growth in operations. Operating expenses include a $8.9 million increase in stock-based compensation expense primarily due to the implementation of FASB Statement of Financial Accounting Standards (SFAS) No. 123 (revised) (SFAS 123(R)), Share-Based Payment , as of January 1, 2006. U.S. Cellular s operating expenses increased $185.1 million, or 14%, to $1,531.7 million in 2006 from $1,346.6 million in 2005 primarily reflecting costs associated with acquiring customers and serving and retaining its expanding customer base. TDS Telecom s expenses increased $3.8 million, or 1%, to $368.2 million in 2006 from $364.4 million in 2005 primarily reflecting increased cost of services and products related to digital subscriber lines and long distance services.

Operating Income increased $28.8 million, or 15%, to $215.0 million in 2006 from $186.2 million in 2005. The operating margin was 10.3% in 2006 and 9.8% in 2005 on a consolidated basis. U.S. Cellular s operating income increased $44.8 million, or 42%, to $151.3 million from $106.5 million in 2005 and its operating margin, as a percentage of service revenues, increased to 9.7% in 2006 from 7.8% in 2005. TDS Telecom s operating income decreased $12.0 million, or 15%, to $67.2 million in 2006 from $79.2 million in 2005 and its operating margin decreased to 15.4% in 2006 from 17.8% in 2005.

Investment and Other Income (Expense) primarily includes interest and dividend income, equity in earnings of unconsolidated entities, gains and losses on investments and interest expense. Investment and other income (expense) totaled $177.6 million in 2006 and $43.2 million in 2005.

Equity in earnings of unconsolidated entities increased $9.4 million, or 29%, to $42.3 million in 2006 from $32.9 million in 2005. Equity in earnings of unconsolidated entities represents TDS s share of net income from markets in which it has a minority interest and that are accounted for by the equity method. TDS s investment in the Los Angeles SMSA Limited Partnership meets certain significance tests, pursuant to Rule 3-09 of Securities and Exchange Commission (SEC) Regulation S-X. This investment contributed $30.4 million and $25.1 million to equity in earnings of unconsolidated entities for the six months ended June 30, 2006 and 2005, respectively.

Interest and dividend income increased $35.6 million or 28%, to $162.8 million in 2006 from $127.2 million in 2005 primarily due to increases in the dividends paid by Deutsche Telekom ($14.6 million) and Vodafone ($4.3 million) and higher average rates of interest earned on investments in 2006 than 2005.

Interest expense increased $11.4 million, or 11%, to $117.8 million in 2006 from $106.4 million in 2005. The increase in interest expense in the six months ended June 30, 2006 was primarily due to an increase in interest paid on forward contracts related to interest rate increases ($13.2 million), the new debt issuance of 6.625% senior notes in March 2005 of $116.25 million ($1.9 million) and the increase in interest rates on the revolving credit facilities ($2.4 million). The increase in interest expense was partially offset by the repayment of TDS Telecom subsidiary debt in March and June of 2005 ($5.2 million) and the repayment of Medium-term Notes ($1.4 million).

Gain on investments totaled a net gain of $91.4 million in 2006 and $0.5 million in 2005. The net gain in 2006 includes a $90.3 million gain at TDS Telecom from its remittance of Rural Telephone Bank (RTB) shares. See Note 5 Gain on Investment. The net gain in 2005 reflects the working capital adjustment recorded in 2005 on the investment interests sold by U.S. Cellular and TDS Telecom to ALLTEL Corporation (ALLTEL) in November 2004.

Other expense totaled $1.0 million in 2006 and $11.0 million in 2005. Borrowing costs on the prepaid forward contracts decreased $1.0 million in 2006 compared to 2005. In addition, in 2005 TDS Telecom recorded prepayment penalties and unamortized debt issuance costs writeoffs of $2.2 million on the repayment of long-term debt in March and June. In 2005, TDS incurred $2.9 million of expenses from the Special Common Share Proposal and stock dividend.

Income Tax Expense increased $63.7 million to $158.1 million in 2006 from $94.4 million in 2005 primarily due to the increase in pre-tax income. The overall effective tax rates on income before income taxes and minority interest for the six months ended June 30, 2006 and 2005 were 40.3% and 41.1%, respectively. For further analysis and discussion of TDS s effective tax rates in 2006 and 2005, see Note 4 Income Taxes of Notes to Consolidated Financial Statements included in Item 1 above.

Minority Share of (Income) includes the minority public shareholders share of U.S. Cellular s net income, the minority shareholders or partners share of U.S. Cellular s subsidiaries net income or loss and other minority interests.

	Six Months Ended June 30, 2006 (Dollars in thousands)	2005
Minority Share of Income		
U.S. Cellular		
Minority Public Shareholders	$ (16,674)	$ (10,562)
Minority Shareholders or Partners	(5,379)	(4,219)
	(22,053)	(14,781)
Other	(136)	(117)
	$ (22,189)	$ (14,898)

Net Income Available to Common totaled $212.2 million, or $1.82 per diluted share, in 2006 and $120.0 million, or $1.03 per diluted share, in 2005.

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U.S. CELLULAR OPERATIONS

TDS provides wireless telephone service through U.S. Cellular, an 81.2%-owned subsidiary. U.S. Cellular owns, operates and invests in wireless markets throughout the United States. Growth in the customer base is the primary reason for the change in U.S. Cellular s results of operations in 2006 and 2005. The number of customers increased 9% to 5,704,000 at June 30, 2006, from 5,227,000 at June 30, 2005, due to customer additions from its marketing channels and acquisition, divestitures and exchange activities.

SUMMARY OF HOLDINGS

U.S. Cellular owned, or had the right to acquire pursuant to certain agreements, interests in 241 wireless markets at June 30, 2006. A summary of the number of markets U.S. Cellular owns or has rights to acquire as of June 30, 2006 follows:

	Number of Markets
Consolidated markets (1)	201
Consolidated markets to be acquired pursuant to existing agreements (2)	17
Minority interests accounted for using equity method	18
Minority interests accounted for using cost method	5
Total markets to be owned after completion of pending transactions	241

(1) Includes majority interests in 190 markets and other interests in 11 licenses acquired through Carroll Wireless, L.P. (Carroll Wireless). U.S. Cellular consolidates Carroll Wireless and Carroll PCS, Inc., the general partner of Carroll Wireless, for financial reporting purposes, pursuant to the guidelines of FASB Interpretation No. 46R, as U.S. Cellular anticipates benefiting from or absorbing a majority of Carroll Wireless expected gains or losses.

Carroll Wireless was the winning bidder of 17 wireless licenses in the auction of wireless spectrum designated by the FCC as Auction 58. On January 6, 2006, the FCC granted Carroll Wireless applications with respect to 16 of the 17 licenses for which it was the winning bidder and dismissed one application relating to Walla Walla, Washington. Following the completion of Auction 58, the FCC determined that a portion of the Walla Walla license was already licensed to another party and should not have been included in Auction 58. In March 2006, Carroll Wireless received a full refund of the amount paid to the FCC with respect to the Walla Walla license. Of the 16 licenses which were granted to Carroll Wireless, 11 licenses represent markets which are incremental to U.S. Cellular s currently owned or acquirable markets and 5 represent markets in which U.S. Cellular currently owns spectrum. Only licenses which add incremental territory to U.S. Cellular s consolidated operating markets are included in the number of consolidated markets so as to avoid duplicate reporting of overlapping markets.

U.S. Cellular s consolidated markets also include interests acquired in 15 licenses and exclude interests transferred in two licenses pursuant to the exchange transaction with ALLTEL Corporation (ALLTEL) that was completed on December 19, 2005.

(2) U.S. Cellular owns rights to acquire majority interests in 17 wireless licenses resulting from an exchange transaction with AT&T Wireless Services, Inc. (AT&T Wireless), now Cingular Wireless LLC (Cingular), which closed in August 2003. Pursuant to the exchange transaction, U.S. Cellular also has rights to acquire 4 additional licenses. However, those 4 additional licenses are in markets where U.S. Cellular currently owns spectrum. Only licenses which add incremental territory to U.S. Cellular s consolidated operating markets are included in the number of consolidated markets so as to avoid duplicate reporting of overlapping markets.

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RESULTS OF OPERATIONS

Six Months Ended June 30, 2006 Compared to Six Months Ended June 30, 2005.

Following is a table of summarized operating data for U.S. Cellular s consolidated operations.

	2006		2005	
As of June 30, (1a)				
Total market population (2)	55,543,000		44,690,000	
Customers (3)	5,704,000		5,227,000	
Market penetration (4)	10.30	%	11.70	%
Total full-time equivalent employees	7,458		7,000	
Cell sites in service	5,583		5,034	
For the Six Months Ended June 30, (1b)				
Net customer additions (5)	199,000		276,000	
Net retail customer additions (5)	172,000		204,000	
Average monthly service revenue per customer (6)	$ 46.39		$ 44.52	
Postpay churn rate per month (7)	1.5	%	1.5	%
Sales and marketing cost per gross customer addition (8)	$ 453		$ 425	

(1a) Amounts in 2006 include information related to all markets included in U.S. Cellular s consolidated operations as of June 30, 2006. Such markets include (i) the market acquired during April 2006, (ii) the 15 markets acquired from ALLTEL in the exchange transaction completed in December 2005 and (iii) the 11 markets granted to Carroll Wireless by the FCC in January 2006 which are incremental to U.S. Cellular s currently owned or acquirable markets. Such markets exclude the two markets transferred to ALLTEL in the exchange transaction completed in December 2005. Amounts in 2005 include information related to all markets included in U.S. Cellular s consolidated operations as of June 30, 2005. For further information on acquisitions, divestitures and exchanges, see Summary of Holdings above.

(1b) Amounts in 2006 include results from all markets included in U.S. Cellular s consolidated operations for the period January 1, 2006 through June 30, 2006. Such markets include (i) the market acquired during April 2006, (ii) the 15 markets acquired from ALLTEL in the exchange transaction completed in December 2005 for the period January 1 through June 30, 2006 and (iii) the 11 markets granted to Carroll Wireless by the FCC in January 2006 for the period January 6 through June 30, 2006. Such amounts exclude results from the two markets transferred to ALLTEL in the exchange transaction complete