

UNITED STATES CELLULAR CORP  
Form NT 10-K  
March 16, 2006

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

SEC FILE NUMBER  
001-09712  
CUSIP NUMBER  
911684108

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):     Form 10-K                       Form 20-F                       Form 11-K                       Form 10-Q                       Form 10-D  
                          Form N-SAR                       Form N-CSR

For Period Ended:                      December 31, 2005

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

N/A

---

**PART I   REGISTRANT INFORMATION**

United States Cellular Corporation  
Full Name of Registrant

N/A  
Former Name if Applicable

**8410 West Bryn Mawr**  
Address of Principal Executive Office (*Street and Number*)

**Chicago, Illinois 60631**  
City, State and Zip Code

**PART II   RULES 12b-25(b) AND (c)**

Edgar Filing: UNITED STATES CELLULAR CORP - Form NT 10-K

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

An explanation of why the Form 10-K for the year ended December 31, 2005 could not be filed within the prescribed time period is set forth on Attachment A hereto.

SEC 1344 (03-05) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

---

(Attach extra Sheets if Needed)

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Kenneth R. Meyers**  
(Name)

**773**  
(Area Code)

**399-8900**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Form 10-Q for the period ended September 30, 2005

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

A summary of the tentative results of operations for the quarterly and year to date periods ended December 31, 2005 and a comparison of such results to a summary of the tentative results of operations for the same periods ended December 31, 2004, as such period would be restated, and an explanation of material anticipated changes between such periods, are attached hereto as Attachment B. However, until the restatements, the Form 10-Q for the period ended September 30, 2005 and the Form 10-K for the year ended December 31, 2005 are filed, there can be no assurance that the final results will not differ materially from such tentative results.

**United States Cellular Corporation**

---

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date **March 16, 2006**

By **/s/ Kenneth R. Meyers**  
**Kenneth R. Meyers**  
**Executive Vice President**  
**Finance, Chief Financial Officer**  
**and Treasurer**

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**



**PART III NARRATIVE**

United States Cellular Corporation ( U.S. Cellular ) is unable to file a timely annual report on Form 10-K for the year ended December 31, 2005 because of the ongoing review of its accounting treatment for (1) income taxes, (2) Federal universal service fund contributions, (3) customer contract termination fees, (4) leases and contracts, (5) promotion rebates, (6) operations of consolidated partnerships managed by a third party, (7) investment income from entities accounted for by the equity method, (8) distributions from unconsolidated entities and (9) other items. Until such review is complete, U.S. Cellular is unable to finalize its financial statements for the year ended December 31, 2005.

U.S. Cellular and its audit committee concluded on November 9, 2005, that U.S. Cellular would amend its Annual Report on Form 10-K for the year ended December 31, 2004 to restate its financial statements and financial information for each of the three years in the period ended December 31, 2004, including quarterly information for 2004 and 2003, and certain selected financial data for the years 2001 and 2000. U.S. Cellular and its audit committee also concluded that U.S. Cellular would amend its Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2005 and June 30, 2005 to restate the financial statements and financial information included therewith. U.S. Cellular also delayed the filing of its Form 10-Q for the quarter ended September 30, 2005.

The restatement adjustments principally correct items that were recorded in the financial statements previously but not in the proper periods and certain income tax errors. Correction of the errors, with the exception of income taxes discussed below, individually did not have a material impact on income before income taxes and minority interest, net income or earnings per share; however, when aggregated, the items were considered to be material. The restatement adjustments to correct income tax accounting had a material impact individually on net income and earnings per share in prior periods. The restated financial statements are in the process of being adjusted to record certain obligations in the periods such obligations were incurred and, correct the timing of the reversal of certain tax liabilities and record revenues in the periods such revenues were earned. The adjustments are described below.

**Income taxes** U.S. Cellular is included in a consolidated federal income tax return with other members of the TDS consolidated group. In the restatement, U.S. Cellular will correct income tax expense, federal and state taxes payable, liabilities accrued for tax contingencies, deferred income tax assets and liabilities and related disclosures for the first and second quarters of 2005 and the years ended December 31, 2004, 2003 and 2002 for items identified based on a reconciliation of income tax accounts. The reconciliation compared amounts used for financial reporting purposes to the amounts used in the preparation of the income tax returns, results of federal and state income tax audits and the accounting and tax basis differences which generate deferred income tax assets and liabilities. In addition, a review of the state deferred income tax rates used to establish deferred income tax assets and liabilities identified errors in the state income tax rate which resulted in adjustments to correct the amount of deferred income tax assets and liabilities recorded for temporary differences between the timing of when certain transactions are recognized for financial and income tax reporting.

**Federal universal service fund ( USF ) contributions** In 2004 and 2003, Universal Service Administrative Company ( USAC ) billings to U.S. Cellular for USF contributions were based on estimated revenues reported to USAC by U.S. Cellular in accordance with USAC 's established procedures. However, U.S. Cellular 's actual liability for USF is based upon its actual revenues and USAC 's established procedures provide a method to adjust U.S. Cellular 's estimated liability to its actual liability. In the first six months of 2005 and the full years of 2004 and 2003,

U.S. Cellular's actual revenues exceeded estimated revenues reported to USAC on an interim basis. As a result, additional amounts were due to USAC in 2005 and 2004 based on U.S. Cellular's annual report filings. Such additional amounts were incorrectly expensed when the invoices were received from USAC rather than at the time the obligation was incurred. In the third quarter of 2005, U.S. Cellular corrected its accounting for USF contributions to record

expense reflecting the estimated obligation incurred based on actual revenues reported during the period. Accordingly, in the restatement, U.S. Cellular will adjust previously reported USF contributions expense to reflect the estimated liability incurred during the period.

**Customer contract termination fees** In the fourth quarter of 2003, U.S. Cellular revised its business practices related to the billing of contract termination fees charged when a customer disconnected service prior to the end of the customer's contract. This change resulted in an increase in amounts billed to customers and revenues even though a high percentage of the amounts billed were deemed uncollectible. At the time of the change in business practice, U.S. Cellular incorrectly recorded revenues related to such fees at the time of billing, as generally accepted accounting principles ( GAAP ) would preclude revenue recognition if the receivable is not reasonably assured of collection. In the first quarter of 2005, U.S. Cellular corrected its accounting to record revenues related to such fees only upon collection, in recognition of the fact that the collectibility of the revenues was not reasonably assured at the time of billing. In the restatement, U.S. Cellular will make adjustments to properly reflect revenues for such fees upon collection beginning on October 1, 2003.

**Leases and contracts** U.S. Cellular entered into certain operating leases (as both lessee and lessor) and service contracts that provide for specific scheduled increases in payments over the lease or contract term. In the third quarter of 2004 and first quarter of 2005, U.S. Cellular made adjustments for the cumulative effect which were not considered to be material to either of those quarters or to prior periods to correct its accounting and to recognize revenues and expenses under such agreements on a straight-line basis over the term of the lease or contract in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 13, Accounting for Leases, as amended, and related pronouncements. The restatement adjustments reverse the cumulative amounts previously recorded in the third quarter of 2004 and the first quarter of 2005, and properly record such revenues and expenses on a straight-line basis in the appropriate periods.

**Promotion rebates** From time to time, U.S. Cellular's sales promotions include rebates on sales of handsets to customers. In such cases, U.S. Cellular reduces revenues and records a liability at the time of sale reflecting an estimate of rebates to be paid under the promotion. Previously, the accrued liability was not adjusted on a timely basis upon expiration of the promotion to reflect the actual amount of rebates paid based upon information available at the date the financial statements were issued. In the restatement, U.S. Cellular will correct revenues and accrued liabilities to reflect the impacts associated with promotion rebates in the appropriate periods.

**Operations of consolidated partnerships managed by a third party** Historically, U.S. Cellular recorded the results of operations of certain consolidated partnerships managed by a third party on an estimated basis, and adjusted such estimated results to the actual results upon receipt of financial statements in the following quarter. However, GAAP requires that the actual amounts be used. In the restatement, U.S. Cellular will correct its financial statements to recognize results of operations in the appropriate period based on the partnerships' actual results of operations reported for such periods.

Investment income from entities accounted for by the equity method Historically, U.S. Cellular recorded an estimate each quarter of its proportionate share of net income (loss) from certain entities accounted for by the equity method, and adjusted such estimate to the actual share of net income (loss) upon receipt of financial statements in the following quarter. However, GAAP requires that the actual amounts be used. In the restatement, U.S. Cellular will correct its financial statements to recognize investment income in the appropriate period based on the entities' actual net income (loss) reported for such periods or, for entities in which financial information is not readily available, on a one quarter lag.

Distributions from unconsolidated entities In the restatement, the classification of cash distributions received from unconsolidated entities in the Consolidated Statements of Cash Flows will be corrected to properly reflect cash received, which represents a return on investment in the

unconsolidated entities, as cash flows from operating activities. Previously, the cash received on such investments was classified as cash flows from investing activities.

**Other items** In addition to the adjustments described above, U.S. Cellular will record a number of other adjustments to correct and record revenues and expenses in the periods in which such revenues and expenses were earned or incurred. These adjustments are not significant, either individually or in aggregate.

The guidance set forth in Auditing Standard No. 2 ( AS2 ) of the Public Company Accounting Oversight Board states that the restatement of previously-issued financial statements to reflect the correction of a misstatement should be regarded as at least a significant deficiency, and is a strong indicator of material weaknesses in, internal control over financial reporting. In connection with the expected filing of the Form 10-K/A for the year ended December 31, 2004, U.S. Cellular has concluded that a material weakness existed as of December 31, 2004, which precludes U.S. Cellular from concluding that its internal control over financial reporting was effective as of December 31, 2004. A material weakness is a control deficiency, or combination of control deficiencies, that results in a more than remote likelihood that a material misstatement of the interim or annual financial statements will not be detected. Therefore, U.S. Cellular's Management Report on Internal Control Over Financial Reporting, which was contained in Item 9A of the Form 10-K as of and for the year ended December 31, 2004 and which stated that U.S. Cellular's internal control over financial reporting was effective as of December 31, 2004, can no longer be relied upon and will be restated in connection with the filing of the Form 10-K/A. In such Form 10-K/A, (i) U.S. Cellular management will conclude that as of December 31, 2004, U.S. Cellular did not maintain effective controls over the financial reporting process as described below and (ii) U.S. Cellular expects that PricewaterhouseCoopers LLP, U.S. Cellular's independent registered public accounting firm, will reissue its report to state that U.S. Cellular did not maintain effective internal control over financial reporting as of December 31, 2004.

Management has not completed its evaluation of internal control over financial reporting as of December 31, 2005 or completed U.S. Cellular's 2005 annual consolidated financial statements. However, management expects to conclude that the material weaknesses that existed as of December 31, 2004 which are described below will continue to exist as of December 31, 2005. Further, as management completes its evaluation of internal control over financial reporting and its 2005 annual consolidated financial statements, additional control deficiencies may be identified and those control deficiencies may represent one or more additional material weaknesses.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management identified the following material weaknesses in internal control over financial reporting as of December 31, 2004:

1. U.S. Cellular did not have a sufficient complement of personnel with an appropriate level of accounting knowledge, experience and training in the application of generally accepted accounting principles commensurate with its financial reporting requirements and the complexity of its operations and transactions. This control deficiency contributed to the material weakness discussed in item 2 below and the restatement of U.S. Cellular's annual consolidated financial statements for 2004, 2003 and 2002, the interim financial statements for all quarters in 2004 and 2003, the first and second quarter financial statements for 2005, as well as adjustments, including audit adjustments, to the third quarter of 2005 and the 2005 annual consolidated financial statements which have not yet been issued. Additionally, this control deficiency could result in a misstatement of substantially all accounts and disclosures that would result in a material misstatement to U.S. Cellular's interim or annual consolidated financial statements that would not be prevented or detected.

2. U.S. Cellular did not maintain effective controls over the completeness, accuracy, presentation and disclosure of its accounting for income taxes, including the determination of income tax expense, income taxes payable, liabilities accrued for tax contingencies and

deferred income tax assets and liabilities. Specifically, U.S. Cellular did not have effective controls designed and in place to accurately calculate income tax expense and income tax payable, monitor the difference between the income tax basis and the financial reporting basis of assets and liabilities and reconcile the resulting basis difference to its deferred income tax asset and liability balances. This control deficiency resulted in the restatement of U.S. Cellular's annual consolidated financial statements for 2004 and 2003, the interim financial statements for all quarters in 2004 and 2003, the first and second quarter financial statements for 2005, as well as adjustments, including audit adjustments, to the third quarter of 2005 and the 2005 annual consolidated financial statements which have not yet been issued. Additionally, this control deficiency could result in a misstatement of the aforementioned accounts that would result in a material misstatement to U.S. Cellular's interim or annual consolidated financial statements that would not be prevented or detected.

Prior to the identification of the material weaknesses described above, U.S. Cellular had begun the following processes to enhance its internal control over financial reporting:

#### Controller Review Committee

The Controller Review Committee was formed in the fourth quarter of 2004 and consists of TDS's Corporate Controller and Assistant Corporate Controller, U.S. Cellular's Controller and TDS Telecom's Chief Financial Officer. The Committee meets regularly to discuss accounting treatment for current, unusual or nonrecurring matters. In addition, the Committee engaged external consultants to provide technical accounting training related to current accounting developments on a quarterly basis. TDS provides shared services to U.S. Cellular including assistance on technical accounting issues and external financial reporting.

#### Enhancements and additions to technical accounting personnel

TDS's a Vice President and Assistant Corporate Controller was hired in the second quarter of 2005; a Manager, Accounting and Reporting was added in the second quarter of 2005 and a Manager, External Reporting was added in the third quarter of 2005. TDS provides shared services to U.S. Cellular including assistance on technical accounting issues and external financial reporting.

U.S. Cellular's a Vice President and Controller was hired in the second quarter of 2005 and was designated as U.S. Cellular's principal accounting officer in the third quarter of 2005; a Director, Operations Accounting was hired in the second quarter of 2005 and a Manager, Accounting Policy was added in the first quarter of 2005.

U.S. Cellular believes the above changes have improved its internal control over financial reporting.

Management is currently addressing each of the material weaknesses in internal control over financial reporting and is committed to remediating them as expeditiously as possible. Management will devote significant time and resources to the remediation effort. Management's remediation

plans include the following:

**Review of Existing Internal Control Over Financial Reporting** U.S. Cellular has engaged external consultants to assist in reviewing its existing internal control over financial reporting with the intent of improving the design and operating effectiveness of controls and processes. In addition, management has currently enhanced controls related to restatement items.

**Training** Management has engaged external consultants to assist U.S. Cellular in developing and implementing a training program specific to the needs of accounting personnel.

**Recruiting** U.S. Cellular has made several key additions to its technical accounting personnel in 2005, as discussed above. Management is currently assessing the need for

additional personnel with skill sets to enhance the overall level of technical expertise and enable improvements in controls and processes.

**Finance Leadership Team** In late 2005, the Finance Leadership Team, consisting of key finance leaders from each of TDS's business units and Corporate headquarters, formed a Financial Infrastructure Committee. The Committee is planning for longer-term improvements in key business processes and support systems with an emphasis on preventive controls versus detective controls, and system-based controls versus manual controls.

**Income Tax Accounting** TDS provides shared services to U.S. Cellular including assistance with accounting for income taxes. TDS has engaged external tax advisors to assist in enhancing controls with respect to monitoring the difference between the income tax basis and financial reporting basis of assets and liabilities and reconciling the difference to the deferred income tax asset and liability balances. The scope of this project encompasses controls over income taxes on a TDS enterprise-wide basis, including U.S. Cellular. In addition, TDS is in the process of implementing a tax provisioning software which it believes will enhance its internal controls related to income taxes on a TDS enterprise-wide basis, including U.S. Cellular.

Management has not completed its assessment of the adjustments to the financial statements described above. Based on current findings, U.S. Cellular is revising its previously disclosed ranges of expected adjustments for the restatement that were included in the Form 12b-25 filed for the period ended September 30, 2005. At the present time, the expected adjustments would result in increased (decreased) net income and diluted earnings per share as follows. There can be no assurance that final results will not differ materially from these current expected ranges. The significant change in the anticipated ranges in 2002 related primarily to adjustments made to deferred income tax balances. A review of the state deferred income tax rates used to establish deferred income tax assets and liabilities resulted in adjustments to correct the amount of deferred income tax assets and liabilities recorded for temporary differences between the timing of when certain transactions are recognized for financial and income tax reporting. Additionally, since management has not completed its assessment there can be no assurance that additional items requiring restatement will not be identified and corrected prior to the filing of the restatement.

	<b>Net Income As Previously Reported</b>	<b>As Previously Reported Range of Expected Adjustments Increase/(Decrease) (\$ in millions)</b>	<b>Updates to Previously Reported Range of Expected Adjustments Increase/(Decrease)</b>
Second quarter ended June 30, 2005	\$ 38	\$(2) to 1	\$(2) to 1
First quarter ended March 31, 2005	17	0 to 3	0 to 3
Third quarter ended September 30, 2004	21	2 to 6	5 to 9
Years ended:			
December 31, 2004	109	(3) to 2	(3) to 2
December 31, 2003	43	(9) to (4)	(9) to (4)
December 31, 2002	(27)	(2) to 2	(10) to (6)
December 31, 2001	174	(2) to 2	(2) to 2
December 31, 2000	\$ 193	\$(3) to 1	\$(3) to 1



Edgar Filing: UNITED STATES CELLULAR CORP - Form NT 10-K

	<b>Diluted Earnings Per Share As Previously Reported</b>	<b>As Previously Reported Range of Expected Adjustments Increase/(Decrease)</b>	<b>Updates to Previously Reported Range of Expected Adjustments Increase/(Decrease)</b>
Second quarter ended June 30, 2005	\$ 0.43	\$(0.02) to 0.01	\$(0.02) to 0.01
First quarter ended March 31, 2005	0.19	0.00 to 0.03	0.00 to 0.03
Third quarter ended September 30, 2004	0.25	0.02 to 0.07	0.05 to 0.10
Years ended:			
December 31, 2004	1.26	(0.03) to 0.02	(0.03) to 0.02
December 31, 2003	0.49	(0.10) to (0.05)	(0.10) to (0.05)
December 31, 2002	(0.31)	(0.02) to 0.02	(0.12) to (0.07)
December 31, 2001	1.99	(0.02) to 0.02	(0.02) to 0.02
December 31, 2000	\$ 2.22	\$(0.03) to 0.01	\$(0.03) to 0.01

A summary of the tentative unaudited results of certain key components of the statement of operations for the three and nine months ended September 30, 2005, reflecting anticipated restatements, was included in the Form 12b-25 filed for the period ended September 30, 2005. Based on current findings, U.S. Cellular is not revising its previously disclosed ranges. There can be no assurance that final results will not differ materially from these preliminary results.

(\$ in millions, except per share amounts)	<b>Range of Amounts Anticipated to be Reported</b>	
	<b>Three Months Ended September 30, 2005</b>	<b>Nine Months Ended September 30, 2005</b>
Operating Revenues	\$788-798	\$2,241-2,251
Operating Income	60-70	166-176
Net Income	33-37	89-93
Diluted EPS	\$0.37-0.42	\$1.02-1.07

It is necessary for U.S. Cellular to complete and file the aforementioned restatements and its Form 10-Q for the quarter ended September 30, 2005 before it can complete and file its Form 10-K for the year ended December 31, 2005. Such Form 10-K is due on March 16, 2006, but such deadline can be effectively extended to March 31, 2006 by filing Form 12b-25 with the SEC on or prior to March 17, 2006. Although a Form 12b-25 is being filed by U.S. Cellular on or prior to March 17, 2006, U.S. Cellular does not expect that the Form 10-K for the year ended December 31, 2005 will be completed by the extended due date of March 31, 2006. Accordingly, U.S. Cellular expects that its Form 10-K for the year ended December 31, 2005 will not be filed on a timely basis. U.S. Cellular expects to file the Form 10-K as soon as possible following the extended due date of March 31, 2006.

U.S. Cellular's management and audit committee have discussed the matters in this Form 12b-25 with U.S. Cellular's independent registered public accounting firm, PricewaterhouseCoopers LLP.

## PART IV OTHER INFORMATION

**Item (3): Summary of the tentative unaudited results of operations for the quarterly and year to date periods ended December 31, 2005 and December 31, 2004, as restated, and explanation of any material anticipated changes between such periods:**

(\$ in millions)	Range of Amounts Preliminary Three months ended December 31		Range of Amounts Preliminary Twelve months ended December 31	
	2004 (as Restated)	2005	2004 (as Restated)	2005
Operating Revenues	\$675 to 725	\$750 to 800	\$2,750 to 2,850	\$2,980 to 3,080
Operating Income	\$20 to 60	\$55 to 85	\$160 to 200	\$220 to 260

The increases in operating revenues are related primarily to increases in the number of wireless customers served in the respective periods. The increases in operating income are primarily due to higher operating revenues, higher operating margin (in the full year 2005) as a result of lower operating expenses as a percent of revenues and higher gains on sales and exchanges of assets including a gain of approximately \$40-45 million on the exchange of properties with Alltel Corporation in the fourth quarter of 2005. Until the accounting review described in Attachment A above is complete, U.S. Cellular is unable to finalize its financial statements for the year ended December 31, 2005. There can be no assurance that final results will not differ materially from these preliminary results.

On February 27, 2006, U.S. Cellular provided the following guidance for the year ended December 31, 2005. There can be no assurance that final results will not differ materially from this guidance.

Net Retail Customer Additions	411,000 (1)
Service Revenues	Approx. \$2.8 billion
Operating Income	\$220 - \$260 million (2)
Depreciation, Amortization & Accretion	Approx. \$515 million
Capital Expenditures	\$580 - \$590 million

(1) Actual

(2) Includes a gain of \$40 - \$45 million on the exchange of properties with Alltel Corporation that was completed on Dec. 19, 2005

**PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

**SAFE HARBOR CAUTIONARY STATEMENT**

This Form 12b-25 contains statements that are not based on historical fact, including the words believes, anticipates, intends, expects, and similar words. These statements constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events or developments to be significantly different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the following risks:

*Increases in the level of competition in the markets in which U.S. Cellular operates could adversely affect its revenues or increase its costs to compete.*

*Consolidation in the wireless industry may create stronger competitors both operationally and financially which could adversely affect U.S. Cellular's revenues and increase its costs to compete.*

*Consolidation of long distance carriers could result in U.S. Cellular having to pay more for long distance service which could increase U.S. Cellular's cost of doing business.*

*Advances or changes in telecommunications technology could render certain technologies used by U.S. Cellular obsolete, could reduce its revenues or could increase its cost of doing business.*

*Changes in the telecommunications regulatory environment, or a failure to timely or fully comply with any regulatory requirements, such as wireless number portability and E-911 services, could adversely affect U.S. Cellular's financial condition, results of operations or ability to do business.*

*Changes in the telecommunications regulatory environment, including the effects of potential changes in the rules governing universal service and eligible telecommunications carrier funding and potential changes in the amounts or methods of intercarrier compensation, could have an adverse effect on U.S. Cellular's financial condition, results of operations or cash flows.*

*Changes in U.S. Cellular's enterprise value, changes in the supply or demand of the market for wireless licenses, adverse developments in U.S. Cellular's business or the wireless industry and/or other factors could require U.S. Cellular to recognize impairments in the carrying value of U.S. Cellular's licenses, goodwill and/or physical assets.*

*Early redemptions of debt or repurchases of debt, issuance of debt, changes in forward contracts, changes in operating leases, changes in purchase obligations or other factors or developments could cause the amounts reported under Contractual Obligations in U.S. Cellular's Annual Report on Form 10-K for the year ended December 31, 2004, as updated by this Quarterly Report on Form 10-Q to be different from the amounts presented.*

*Changes in accounting standards or U.S. Cellular's accounting policies, estimates and/or the assumptions underlying the accounting estimates could have an adverse effect on its financial condition or results of operations.*

*Settlements, judgments, restraints on its current or future manner of doing business and/or legal costs resulting from pending or future litigation could have an adverse effect on U.S. Cellular's financial condition, results of operations or ability to do business.*

*Costs, integration problems or other factors associated with acquisitions/divestitures of properties and or licenses could have an adverse effect on U.S. Cellular's financial condition or results of operations.*

*Changes in prices, the number of wireless customers, average revenue per unit, penetration rates, churn rates, selling expenses, net customer retention costs, customers choosing local number portability, roaming rates and the mix of products and services offered in wireless markets could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*

*Changes in roaming partners' rates for voice and data services and the lack of standards and roaming agreements for wireless data products could place U.S. Cellular's service offerings at a disadvantage*

*to those offered by other wireless carriers with more nationwide service territories, and could have an adverse effect on U.S. Cellular's operations.*

*Changes in access to content for data or video services and in access to new handsets being developed by vendors could have an adverse effect on U.S. Cellular's financial condition or results of operations.*

*Changes in competitive factors with national and global wireless carriers could result in product and cost disadvantages and could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*

*Changes in guidance or interpretations of accounting requirements, changes in industry practice or changes in management assumptions could require amendments to or restatements of financial information or disclosures included in this or prior filings with the SEC.*

*Uncertainty of access to capital for telecommunications companies, deterioration in the capital markets, other changes in market conditions, changes in U.S. Cellular's credit ratings or other factors could limit or restrict the availability of financing on terms and prices acceptable to it, which could require it to reduce its construction, development and acquisition programs.*

*Changes in income tax rates, tax laws, regulations or rulings, or federal or state tax assessments could have an adverse effect on U.S. Cellular's financial condition or results of operations.*

*War, conflicts, hostilities, terrorist attacks and/or natural disasters could have an adverse effect on U.S. Cellular's business.*

*Changes in general economic and business conditions, both nationally and in the markets in which U.S. Cellular operates, including difficulties by telecommunications companies, could have an adverse effect on U.S. Cellular's business.*

*Changes in fact or circumstances, including new or additional information that affects the calculation of accrued liabilities for contingent obligations under guarantees, indemnities or otherwise could require U.S. Cellular to record charges in excess of amounts accrued on the financial statements, if any, which could have an adverse effect on U.S. Cellular's financial condition or results of operations.*

*A material weakness in the effectiveness of internal control over financial reporting could result in inaccurate financial statements or other disclosures or permit fraud, which could have an adverse effect on U.S. Cellular's business, results of operations and financial condition.*

*The possible development of adverse precedent in litigation or conclusions in professional studies to the effect that radio frequency emissions from handsets, wireless data devices and/or cell sites cause harmful health consequences, including cancer or tumors, or may interfere with various electronic medical devices such as pacemakers, could have a material adverse effect on U.S. Cellular's business operations, financial condition or results of operations.*

*Any of the foregoing events or other events could cause revenues, customer additions, operating income, capital expenditures and or any other financial or statistical information to vary from management's forward estimates included in this report by a material amount.*

U.S. Cellular undertakes no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise. Readers should evaluate any statements in light of these important factors.