TELEPHONE & DATA SYSTEMS INC /DE/
Form 10-Q
October 31, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2014

OR

	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)	(IRS Employer Identification No.)

30 North LaSalle Street, Suite 4000, Chicago, Illinois 60602

(Address of principal executive offices) (Zip code)

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

Indicate by check mark	**Yes**	**No**
• 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.	x	

• whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).	x	

• whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer		Non-accelerated filer		Smaller reporting company	

• whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).		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 September 30, 2014
Common Shares, $0.01 par value	100,708,894 Shares
Series A Common Shares, $0.01 par value	7,194,724 Shares

Telephone and Data Systems, Inc.

Quarterly Report on Form 10-Q
For the Quarterly Period Ended September 30, 2014

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Part I. Financial Information

Item 1. Financial Statements

Telephone and Data Systems, Inc.

Consolidated Statement of Operations

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars and shares in thousands, except per share amounts)	**2014**	**2013**	**2014**	**2013**
Operating revenues				
Service	$ 1,081,472	$ 1,079,157	$ 3,233,893	$ 3,393,720
Equipment and product sales	198,551	101,823	478,484	323,999
Total operating revenues	1,280,023	1,180,980	3,712,377	3,717,719
Operating expenses				
Cost of services (excluding Depreciation, amortization and accretion reported below)	297,183	267,337	859,629	842,301
Cost of equipment and products	349,209	213,948	968,867	714,607
Selling, general and administrative	465,014	476,864	1,399,585	1,434,487
Depreciation, amortization and accretion	205,529	255,295	635,015	751,575
Loss on impairment of assets	84,000	-	84,000	-
(Gain) loss on asset disposals, net	9,293	2,155	19,626	16,090
(Gain) loss on sale of business and other exit costs, net	(4,790)	(1,534)	(9,079)	(297,637)
(Gain) loss on license sales and exchanges	-	-	(91,446)	-
Total operating expenses	1,405,438	1,214,065	3,866,197	3,461,423
Operating income (loss)	(125,415)	(33,085)	(153,820)	256,296
Investment and other income (expense)				
Equity in earnings of	36,081	37,609	108,198	100,303

unconsolidated entities							
Interest and dividend income		4,526		2,507		9,763		6,685
Gain (loss) on investments		-		-		-		14,518
Interest expense		(27,170)		(24,961)		(83,775)		(73,208)
Other, net		69		145		279		(206)
Total investment and other income		13,506		15,300		34,465		48,092
Income (loss) before income taxes		(111,909)		(17,785)		(119,355)		304,388
Income tax expense (benefit)		9,290		(6,731)		7,276		130,056
Net income (loss)		(121,199)		(11,054)		(126,631)		174,332
Less: Net income (loss) attributable to noncontrolling interests, net of tax		(5,169)		(1,542)		(6,817)		26,348
Net income (loss) attributable to TDS shareholders		(116,030)		(9,512)		(119,814)		147,984
TDS Preferred dividend requirement		(12)		(12)		(37)		(37)
Net income (loss) available to common shareholders	$	(116,042)	$	(9,524)	$	(119,851)	$	147,947
Basic weighted average shares outstanding		108,252		108,571		108,650		108,405
Basic earnings (loss) per share attributable to TDS shareholders	$	(1.07)	$	(0.09)	$	(1.10)	$	1.36
Diluted weighted average shares outstanding		108,252		108,571		108,650		108,993
Diluted earnings (loss) per share attributable to TDS shareholders	$	(1.07)	$	(0.09)	$	(1.10)	$	1.35
Dividends per share to TDS shareholders	$	0.1340	$	0.1275	$	0.4020	$	0.3825

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

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Telephone and Data Systems, Inc.

Consolidated Statement of Comprehensive Income

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in thousands)	**2014**	**2013**	**2014**	**2013**
Net income (loss)	$ (121,199)	$ (11,054)	$ (126,631)	$ 174,332
Net change in accumulated other comprehensive income (loss)				
Change in net unrealized gain (loss) on equity investments	-	-	341	51
Change in foreign currency translation adjustment	38	(34)	17	(19)
Change related to retirement plan				
Amounts included in net periodic benefit cost for the period				
Amortization of prior service cost	(911)	(900)	(2,733)	(2,703)
Amortization of unrecognized net loss	322	602	966	1,806
	(589)	(298)	(1,767)	(897)
Change in deferred income taxes	224	114	671	341
Change related to retirement plan, net of tax	(365)	(184)	(1,096)	(556)
Net change in accumulated other comprehensive income (loss)	(327)	(218)	(738)	(524)
Comprehensive income (loss)	(121,526)	(11,272)	(127,369)	173,808
Less: Comprehensive income (loss) attributable to noncontrolling interest	(5,169)	(1,542)	(6,817)	26,348
Comprehensive income (loss)	$ (116,357)	$ (9,730)	$ (120,552)	$ 147,460

attributable to TDS shareholders															

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

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Telephone and Data Systems, Inc.

Consolidated Statement of Cash Flows

(Unaudited)

	Nine Months Ended September 30,	
(Dollars in thousands)	**2014**	**2013**
Cash flows from operating activities		
Net income (loss)	$ (126,631)	$ 174,332
Add (deduct) adjustments to reconcile net income (loss) to cash flows from operating activities		
Depreciation, amortization and accretion	635,015	751,575
Bad debts expense	79,218	56,693
Stock-based compensation expense	25,715	21,867
Deferred income taxes, net	(33,242)	(30,748)
Equity in earnings of unconsolidated entities	(108,198)	(100,303)
Distributions from unconsolidated entities	74,864	51,879
Loss on impairment of assets	84,000	-
(Gain) loss on asset disposals, net	19,626	16,090
(Gain) loss on sale of business and other exit costs, net	(9,079)	(297,637)
(Gain) loss on investments	-	(14,518)
(Gain) loss on license sales and exchanges	(91,446)	-
Noncash interest expense	1,584	1,498
Other operating activities	13	575
Changes in assets and liabilities from operations		
Accounts receivable	(7,879)	(216,700)
Inventory	52,078	11,114
Accounts payable	11,034	33,312
Customer deposits and deferred revenues	37,834	21,883
Accrued taxes	14,307	41,838
Accrued interest	9,105	9,451
Other assets and liabilities	(171,707)	(94,301)
	496,211	437,900
Cash flows from investing activities		
Cash used for additions to property, plant and equipment	(553,718)	(631,370)
Cash paid for acquisitions and licenses	(284,089)	(280,383)
Cash received from divestitures	151,369	484,300

Cash received for investments		10,000		80,000
Other investing activities		5,598		13,860
		(670,840)		(333,593)
Cash flows from financing activities				
Repayment of long-term debt		(819)		(1,196)
TDS Common Shares reissued for benefit plans, net of tax payments		486		7,537
U.S. Cellular Common Shares reissued for benefit plans, net of tax payments		1,150		2,840
Repurchase of TDS Common Shares		(31,293)		(5,813)
Repurchase of U.S. Cellular Common Shares		(14,698)		(18,544)
Dividends paid to TDS shareholders		(43,575)		(41,430)
U.S. Cellular dividends paid to noncontrolling public shareholders		-		(75,235)
Distributions to noncontrolling interests		(439)		(3,447)
Other financing activities		6,870		1,589
		(82,318)		(133,699)
Net decrease in cash and cash equivalents		(256,947)		(29,392)
Cash and cash equivalents				
Beginning of period		830,014		740,481
End of period	$	573,067	$	711,089
The accompanying notes are an integral part of these consolidated financial statements.				

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Telephone and Data Systems, Inc.

Consolidated Balance Sheet — Assets

(Unaudited)

(Dollars in thousands)	September 30, 2014	December 31, 2013
Current assets		
Cash and cash equivalents	$ 573,067	$ 830,014
Short-term investments	40,014	50,104
Accounts receivable		
Due from customers and agents, less allowances of $41,129 and $63,690, respectively	500,168	551,611
Other, less allowances of $2,278 and $1,914, respectively	152,319	179,503
Inventory, net	193,694	244,560
Net deferred income tax asset	100,951	106,077
Prepaid expenses	89,243	87,920
Income taxes receivable	10,522	2,397
Other current assets	31,884	35,151
	1,691,862	2,087,337
Assets held for sale	68,288	16,027
Investments		
Licenses	1,400,808	1,423,779
Goodwill	783,280	836,843
Franchise rights	238,950	123,668
Other intangible assets, net of accumulated amortization of $127,804 and $112,752, respectively	70,075	71,454
Investments in unconsolidated entities	335,448	301,772
Other investments	543	641
	2,829,104	2,758,157
Property, plant and equipment		
In service and under construction	11,333,716	11,239,804
Less: Accumulated depreciation	7,497,248	7,361,660
	3,836,468	3,878,144
Other assets and deferred charges	214,826	164,482

Total assets	$	8,640,548	$	8,904,147
The accompanying notes are an integral part of these consolidated financial statements.				

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Telephone and Data Systems, Inc.

Consolidated Balance Sheet — Liabilities and Equity

(Unaudited)

(Dollars and shares in thousands)		September 30, 2014		December 31, 2013
Current liabilities				
Current portion of long-term debt	$	862	$	1,646
Accounts payable		469,193		496,069
Customer deposits and deferred revenues		330,789		289,445
Accrued interest		15,750		6,673
Accrued taxes		87,474		70,518
Accrued compensation		100,297		115,031
Other current liabilities		153,142		212,374
		1,157,507		1,191,756
Deferred liabilities and credits				
Net deferred income tax liability		823,172		862,975
Other deferred liabilities and credits		455,360		458,709
Long-term debt		1,718,701		1,720,074
Commitments and contingencies		-		-
Noncontrolling interests with redemption features		1,007		536
Equity				
TDS shareholders' equity				
Series A Common and Common Shares				
Authorized 290,000 shares (25,000 Series A Common and 265,000 Common Shares)				
Issued 132,740 shares (7,195 Series A Common and 125,545 Common Shares) and 132,711 shares (7,166 Series A Common and 125,545 Common Shares), respectively				
Outstanding 107,904 shares (7,195 Series A Common and 100,709 Common Shares) and 108,757 shares (7,166 Series A Common and 101,591 Common Shares), respectively				
Par Value ($.01 per share) ($72 Series A Common and $1,255 Common Shares)		1,327		1,327

Capital in excess of par value		2,329,674		2,308,807
Treasury shares at cost:				
24,836 and 23,954 Common Shares, respectively		(746,660)		(721,354)
Accumulated other comprehensive loss		(1,307)		(569)
Retained earnings		2,366,237		2,529,626
Total TDS shareholders' equity		3,949,271		4,117,837
Preferred shares		824		824
Noncontrolling interests		534,706		551,436
Total equity		4,484,801		4,670,097
Total liabilities and equity	$	8,640,548	$	8,904,147

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

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Telephone and Data Systems, Inc.

Consolidated Statement of Changes in Equity

(Unaudited)

	TDS Shareholders								
(Dollars in thousands)	Series A Common and Common Shares	Capital in Excess of Par Value	Treasury Common Shares	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total TDS Shareholders' Equity	Preferred Shares	Non controlling Interests	Total Equity
December 31, 2013	**$ 1,327**	**$ 2,308,807**	**$ (721,354)**	**$ (569)**	**$ 2,529,626**	**$ 4,117,837**	**$ 824**	**$ 551,436**	**$ 4,670,09**
Add (Deduct)									
Net income (loss) attributable to TDS shareholders	-	-	-	-	(119,814)	(119,814)	-	-	(119,81
Net income (loss) attributable to noncontrolling interests classified as equity	-	-	-	-	-	-	-	(7,209)	(7,20
Net unrealized gain	-	-	-	341	-	341	-	-	34

(loss) on equity investments									
Change in foreign currency translation adjustment	-	-	-	17	-	17	-	-	1
Change related to retirement plan	-	-	-	(1,096)	-	(1,096)	-	-	(1,096
TDS Common and Series A Common Share dividends	-	-	-	-	(43,538)	(43,538)	-	-	(43,538
TDS Preferred dividend requirement	-	-	-	-	(37)	(37)	-	-	(37
Repurchase of Common Shares	-	-	(31,794)	-	-	(31,794)	-	-	(31,794
Dividend reinvestment plan	-	2,119	5,268	-	-	7,387	-	-	7,38
Incentive and compensation plans	-	(303)	1,220	-	-	917	-	-	91
Adjust investment in	-	9,831	-	-	-	9,831	-	(9,004)	82

subsidiaries for repurchases, issuances and other compensation plans									
Stock-based compensation awards	-	9,821	-	-	-	9,821	-	-	9,82
Tax windfall (shortfall) from stock awards	-	(601)	-	-	-	(601)	-	-	(60
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(517)	(51
September 30, 2014	**$ 1,327**	**$ 2,329,674**	**$ (746,660)**	**$ (1,307)**	**$ 2,366,237**	**$ 3,949,271**	**$ 824**	**$ 534,706**	**$ 4,484,80**

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

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Telephone and Data Systems, Inc.

Consolidated Statement of Changes in Equity

(Unaudited)

	TDS Shareholders								
(Dollars in thousands)	**Series A Common and Common Shares**	**Capital in Excess of Par Value**	**Treasury Common Shares**	**Accumulated Other Comprehensive Income (Loss)**	**Retained Earnings**	**Total TDS Shareholders' Equity**	**Preferred Shares**	**Non controlling Interests**	**Total Equity**
December 31, 2012	**$ 1,327**	**$ 2,304,122**	**$ (750,099)**	**$ (8,132)**	**$ 2,464,318**	**$ 4,011,536**	**$ 825**	**$ 643,966**	**$ 4,656,32**
Add (Deduct)									
Net income (loss) attributable to TDS shareholders	-	-	-	-	147,984	147,984	-	-	147,98
Net income (loss) attributable to noncontrolling interests classified as equity	-	-	-	-	-	-	-	26,301	26,30
Net unrealized gain	-	-	-	51	-	51	-	-	5

(loss) on equity investments									
Change in foreign currency translation adjustment	-	-	-	(19)	-	(19)	-	-	(1
Change related to retirement plan	-	-	-	(556)	-	(556)	-	-	(55
TDS Common and Series A Common Share dividends	-	-	-	-	(41,393)	(41,393)	-	-	(41,39
TDS Preferred dividend requirement	-	-	-	-	(37)	(37)	-	-	(3
U.S. Cellular dividends paid to noncontrolling public shareholders	-	-	-	-	-	-	-	(75,235)	(75,23
Repurchase of Common Shares	-	-	(5,813)	-	-	(5,813)		-	(5,81
Dividend reinvestment plan	-	671	11,751	-	(5,964)	6,458	-	-	6,45

Incentive and compensation plans	-	532	16,584	-	(9,143)	7,973	-	-	7,97
Adjust investment in subsidiaries for repurchases, issuances and other compensation plans	-	(2,399)	-	-	-	(2,399)	-	(4,462)	(6,86
Stock-based compensation awards	-	10,381	-	-	-	10,381	-	-	10,38
Tax windfall (shortfall) from stock awards	-	(1,002)	-	-	-	(1,002)	-	-	(1,00
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(3,447)	(3,44
Adjust investment in subsidiaries for noncontrolling interest	-	(10,322)	-	-	-	(10,322)	-	5,294	(5,02

purchases																	
Deconsolidation of partnerships		-		-		-		-		-		-		-		(43,770)	(43,77
September 30, 2013	**$**	**1,327**	**$**	**2,301,983**	**$**	**(727,577)**	**$**	**(8,656)**	**$**	**2,555,765**	**$**	**4,122,842**	**$**	**825**	**$**	**548,647**	**$ 4,672,31**

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

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Telephone and Data Systems, Inc.

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 ("GAAP") as set forth in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). The consolidated financial statements include the accounts of TDS and subsidiaries in which it has a controlling financial interest, including TDS' 84%-owned wireless telephone subsidiary, United States Cellular Corporation ("U.S. Cellular") and TDS' wholly-owned subsidiary, TDS Telecommunications Corporation ("TDS Telecom"). In addition, the consolidated financial statements include certain entities in which TDS has a variable interest that require consolidation under GAAP. 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 GAAP have been condensed or omitted pursuant to such rules and regulations. However, TDS believes that the disclosures included herein are adequate to make the information presented not misleading. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in TDS' Annual Report on Form 10-K ("Form 10-K") for the year ended December 31, 2013.

TDS' business segments reflected in this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 are U.S. Cellular, TDS Telecom's Wireline, Cable and Hosted and Managed Services ("HMS") operations, and the Non-Reportable Segment which includes TDS' majority-owned printing and distribution company, Suttle-Straus, Inc. ("Suttle-Straus") and TDS' wholly-owned subsidiary, Airadigm Communications, Inc. ("Airadigm"). All of TDS' segments operate only in the United States, except for HMS, which includes an insignificant foreign operation. See Note 11 — Business Segment Information for summary financial information on each business segment.

The accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring items, unless otherwise disclosed) necessary for a fair statement of the financial position as of September 30, 2014 and December 31, 2013, and the results of operations and changes in comprehensive income for the three and nine months ended September 30, 2014 and 2013 and cash flows and changes in equity for the nine months ended September 30, 2014 and 2013. These results are not necessarily indicative of the results to be expected for the full year.

Recently Issued Accounting Pronouncements

On April 10, 2014, the FASB issued Accounting Standards Update 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* ("ASU 2014-08"). ASU 2014-08 changes the requirements and disclosures for reporting discontinued operations. TDS is required to adopt the provisions of ASU 2014-08 effective January 1, 2015, but early adoption is permitted. TDS adopted the provisions of ASU 2014-08 upon its issuance. The adoption of ASU 2014-08 did not have a significant impact on TDS' financial position or results of operations.

On May 28, 2014, the FASB issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"). ASU 2014-09 outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers. TDS is required to adopt the provisions of ASU 2014-09 effective January 1, 2017. Early adoption is prohibited. TDS is evaluating what effects the adoption of ASU 2014-09 will have on TDS' financial position and results of operations.

On August 27, 2014, the FASB issued Accounting Standards Update 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* ("ASU 2014-15"). ASU 2014-15 requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date financial statements are issued and provides guidance on determining when and how to disclose going concern uncertainties in financial statements. TDS is required to adopt the provisions of ASU 2014-15 effective January 1, 2017, but early adoption is permitted. The adoption of ASU 2014-15 is not expected to impact TDS' financial position or results of operations.

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Equipment Installment Plans

U.S. Cellular offers customers the option to purchase certain devices under installment contracts over a period of up to 24 months. Equipment revenue under these contracts is recognized at the time the device is delivered to the end-user customer for the selling price of the device, net of any deferred imputed interest or guarantee liability, if applicable. For certain installment plans, after a specified period of time, the customer may have the right to upgrade to a new device and have the remaining unpaid installment contract balance waived, subject to certain conditions, including trading in the original device in good working condition and signing a new equipment installment contract. U.S. Cellular values this trade-in right as a guarantee liability. The guarantee liability is initially measured at fair value and is determined based on assumptions including the probability and timing of the customer upgrading to a new device, the customer's estimated remaining installment contract balance at the time of trade-in and the fair value of the device being traded-in at the time of trade-in. As of September 30, 2014, the short-term guarantee liability and imputed interest liability related to equipment installment plans of $42.2 million is recorded in Customer deposits and deferred revenues in the Consolidated Balance Sheet and the long-term imputed interest liability related to equipment installment plans of $2.4 million is recorded in Other deferred liabilities and credits in the Consolidated Balance Sheet. As of September 30, 2014, unbilled short-term equipment installment plan receivables of $68.6 million are included in Accounts receivable – customers and agents in the Consolidated Balance Sheet and unbilled long-term equipment installment plan receivables of $60.0 million are included in Other assets and deferred charges in the Consolidated Balance Sheet.

U.S. Cellular equipment installment plans do not provide for explicit interest charges. For equipment installment plans with a duration of twelve months or less, U.S. Cellular does not impute interest. For equipment installment plans with a duration of greater than twelve months, U.S. Cellular imputes interest and recognizes such interest income over the duration of the plan as a component of Interest and dividend income.

Reclassifications

Certain prior year amounts have been reclassified to conform to the 2014 financial statement presentation. These reclassifications did not affect consolidated net income attributable to TDS shareholders, cash flows, assets, liabilities or equity for the years presented.

In 2014, TDS began presenting separately Equipment and product sales and Cost of equipment and products. As a result of recent HMS acquisitions, these amounts are now more significant to TDS and, accordingly, are shown as separate captions under Operating revenues and Operating expenses, respectively, on the Consolidated Statement of Operations. Amounts in 2013 have been reclassified to conform to the 2014 presentation. The separate presentation of Equipment and product sales and Cost of equipment and products had no other impact on the TDS financial statements.

Amounts Collected from Customers and Remitted to Governmental Authorities

If a tax is assessed upon the customer and TDS merely acts as an agent in collecting the tax on behalf of the imposing governmental authority, then amounts collected from customers and remitted to governmental authorities are recorded on a net basis within a tax liability account in the Consolidated Balance Sheet. If the tax is assessed upon TDS, then amounts collected from customers as recovery of the tax are recorded in Service revenues and amounts remitted to governmental authorities are recorded in Selling, general and administrative expenses in the Consolidated Statement of Operations. The amounts recorded gross in revenues that are billed to customers and remitted to governmental authorities totaled $27.4 million and $86.5 million for the three and nine months ended September 30, 2014, respectively, and $31.6 million and $99.0 million for the three and nine months ended September 30, 2013, respectively.

2. Fair Value Measurements

With the exception of HMS Goodwill as of September 30, 2014 (as discussed in footnote (1) to the below table), TDS did not have any financial or nonfinancial assets or liabilities that were required to be recorded at fair value in its Consolidated Balance Sheet in accordance with GAAP as of September 30, 2014 and December 31, 2013. TDS has applied the provisions of fair value accounting for purposes of computing the fair value of financial instruments for disclosure purposes as displayed below.

		September 30, 2014			December 31, 2013	
	Level within the Fair Value Hierarchy	Book Value	Fair Value	Total Gains (Losses)	Book Value	Fair Value
(Dollars in thousands)						
Cash and cash equivalents	1	$ 573,067	$ 573,067		$ 830,014	$ 830,014
Short-term investments						
U.S. Treasury Notes	1	40,014	40,014		50,104	50,104
Long-term debt						
Retail	1	1,178,250	1,160,925		1,178,250	1,048,010
Institutional and other	2	537,568	539,805		537,454	512,635
HMS Goodwill (1)	3	34,830	34,830	(84,000)	-	-

(1)	Goodwill with a carrying amount of $118.8 million was written down to its implied fair value of $34.8 million, resulting in an impairment charge of $84.0 million, which was recorded in Loss on impairment of assets in the Consolidated Statement of Operations in the third quarter of 2014. See Note 6 — Intangible Assets for additional information.

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Short-term investments are designated as held-to-maturity investments and recorded at amortized cost in the Consolidated Balance Sheet. Long-term debt excludes capital lease obligations and the current portion of Long-term debt.

The fair values of Cash and cash equivalents and Short-term investments approximate their book values due to the short-term nature of these financial instruments. The fair value of “Retail” Long-term debt was estimated using market prices for TDS’ 7.0% Senior Notes, 6.875% Senior Notes, 6.625% Senior Notes and 5.875% Senior Notes, and U.S. Cellular's 6.95% Senior Notes. TDS’ institutional debt includes U.S. Cellular’s 6.7% Senior Notes which are traded over the counter. TDS estimated the fair value of its institutional and other debt through a discounted cash flow analysis using the interest rates or estimated yield to maturity for each borrowing, which ranged from 0.00% to 6.85% at September 30, 2014.

3.   Income Taxes

TDS’ overall effective tax rates on Income (loss) before income taxes for the three and nine months ended September 30, 2014 were not meaningful, and for the three and nine months ended September 30, 2013 were 37.8% and 42.7%, respectively.

The effective tax rates for the three and nine months ended September 30, 2014 were negative and not meaningful due to the impact of several items on tax expense, including:

- A $40.8 million tax expense related to a valuation allowance recorded against certain state deferred tax assets. In each interim period, TDS evaluates the available positive and negative evidence to assess whether deferred tax assets are realizable, on a more likely than not basis. In the three months ended September 30, 2014, based on revised forecasts of future state income, TDS concluded that the negative evidence related to the realization of certain state deferred tax assets outweighed the positive evidence. Accordingly, TDS determined that such deferred tax assets related to certain states were not realizable, on a more likely than not basis.

- A $10.8 million tax benefit due to a valuation allowance reduction for federal net operating losses previously limited under loss utilization rules. Due to the shutdown of Airadigm’s consumer wireless business and resulting intercompany sale of certain assets by Airadigm to U.S. Cellular during the period (as described in Note 5 — Acquisitions, Divestitures and Exchanges), Airadigm is expected to recognize sufficient taxable income for TDS to utilize the previously limited net operating losses.

- A $19.9 million expense related to a portion of the goodwill impairment of the HMS reporting unit recorded in the third quarter of 2014, which is nondeductible for income tax purposes. See Note 6 — Intangible Assets for additional information related to the goodwill impairment.

The effective tax rate for the nine months ended September 30, 2013 reflected incremental deferred tax expense related to the NY1 & NY2 Deconsolidation (as described in Note 7 — Investments in Unconsolidated Entities) and the Divestiture Transaction (as described in Note 5 — Acquisitions, Divestitures and Exchanges) in 2013.

4. Earnings Per Share

Basic earnings (loss) per share attributable to TDS shareholders is computed by dividing Net income (loss) available to common shareholders of TDS by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share attributable to TDS shareholders is computed by dividing Net income (loss) available to common shareholders of TDS by the weighted average number of common shares outstanding during the period adjusted to include the effects of potentially dilutive securities. Potentially dilutive securities primarily include incremental shares issuable upon exercise of outstanding stock options and the vesting of restricted stock units.

The amounts used in computing earnings (loss) per common share and the effects of potentially dilutive securities on the weighted average number of common shares were as follows:

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
(Dollars and shares in thousands, except per share amounts)				
Basic earnings (loss) per share attributable to TDS shareholders:				
Net income (loss) available to common shareholders of TDS used in basic earnings (loss) per share	$ (116,042)	$ (9,524)	$ (119,851)	$ 147,947
Adjustments to compute diluted earnings:				
Noncontrolling interest adjustment	-	-	-	(1,065)
Preferred dividend adjustment	-	-	-	37
Net income (loss) attributable to common shareholders of TDS used in diluted earnings (loss) per share	$ (116,042)	$ (9,524)	$ (119,851)	$ 146,919
Weighted average number of shares used in basic earnings (loss) per share:				
Common Shares	101,067	101,422	101,474	101,256
Series A Common Shares	7,185	7,149	7,176	7,149
Total	108,252	108,571	108,650	108,405
Effects of dilutive securities:				
Stock options	-	-	-	170
Restricted stock units	-	-	-	363
Preferred shares	-	-	-	55
Weighted average number of shares used in diluted earnings (loss) per share	108,252	108,571	108,650	108,993
Basic earnings (loss) per share attributable to TDS shareholders	$ (1.07)	$ (0.09)	$ (1.10)	$ 1.36
Diluted earnings (loss) per share attributable to TDS shareholders	$ (1.07)	$ (0.09)	$ (1.10)	$ 1.35

Certain Common Shares issuable upon the exercise of stock options, vesting of restricted stock units or conversion of preferred shares were not included in average diluted shares outstanding for the calculation of Diluted earnings (loss) per share attributable to TDS shareholders because their effects were antidilutive. The number of such Common Shares excluded, if any, is shown in the table below.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
(Shares in thousands)				
Stock options	9,207	9,199	8,922	7,225
Restricted stock units	992	883	823	187
Preferred shares	52	55	52	-

5. Acquisitions, Divestitures and Exchanges

Acquisitions did not have a material impact on TDS' consolidated financial statements for the periods presented and pro forma results, assuming acquisitions had occurred at the beginning of each period presented, would not be materially different from the results reported.

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Divestiture Transaction

On November 6, 2012, U.S. Cellular entered into a Purchase and Sale Agreement with subsidiaries of Sprint Corp., fka Sprint Nextel Corporation (“Sprint”). Pursuant to the Purchase and Sale Agreement, on May 16, 2013, U.S. Cellular transferred customers and certain PCS license spectrum to Sprint in U.S. Cellular’s Chicago, central Illinois, St. Louis and certain Indiana/Michigan/Ohio markets (“Divestiture Markets”) in consideration for $480 million in cash. The Purchase and Sale Agreement also contemplated certain other agreements, together with the Purchase and Sale Agreement collectively referred to as the “Divestiture Transaction.”

Pursuant to the Purchase and Sale Agreement, U.S. Cellular and Sprint also entered into certain other agreements, including customer and network transition services agreements, which require U.S. Cellular to provide customer, billing and network services to Sprint for a period of up to 24 months after the May 16, 2013 closing date. Sprint will reimburse U.S. Cellular for providing such services at an amount equal to U.S. Cellular’s estimated costs, including applicable overhead allocations. These services were substantially complete as of March 31, 2014. In addition, these agreements require Sprint to reimburse U.S. Cellular up to $200 million (the “Sprint Cost Reimbursement”) for certain network decommissioning costs, network site lease rent and termination costs, network access termination costs, and employee termination benefits for specified engineering employees. It is estimated that up to $175 million of the Sprint Cost Reimbursement will be recorded in (Gain) loss on sale of business and other exit costs, net and up to $25 million of the Sprint Cost Reimbursement will be recorded in Cost of services in the Consolidated Statement of Operations. For the nine months ended September 30, 2014, $52.0 million of the Sprint Cost Reimbursement had been received and recorded in Cash received from divestitures in the Consolidated Statement of Cash Flows.

Financial impacts of the Divestiture Transaction are classified in the Consolidated Statement of Operations within Operating income. The table below describes the amounts TDS has recognized and expects to recognize in the Consolidated Statement of Operations between the date the Purchase and Sale Agreement was signed and the end of the transition services period.

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(Dollars in thousands)	Expected Period of Recognition	Projected Range		Cumulative Amount Recognized as of September 30, 2014	Actual Amount Recognized Nine Months Ended September 30, 2014	Actual Amount Recognized Nine Months Ended September 30, 2013	Actual Amount Recognized Three Months Ended September 30, 2014	
(Gain) loss on sale of business and other exit costs, net								
Proceeds from Sprint								
Purchase price	2013	$ (480,000)	$ (480,000)	$ (480,000)	$ -	$ (480,000)	$ -	$
Sprint Cost Reimbursement	2013-2015	(120,000)	(175,000)	(98,289)	(50,648)	(4,221)	(1,454)	
Net assets transferred	2013	160,073	160,073	160,073	-	160,073	-	
Non-cash charges for the write-off and write-down of property under construction and related assets	2012-2015	10,000	15,000	10,965	290	54	(48)	
Employee related costs including severance, retention and outplacement	2012-2014	13,000	16,000	14,139	(123)	2,462	10	
Contract termination costs	2012-2015	70,000	100,000	81,377	21,793	18,781	(9,040)	
Transaction costs	2012-2014	5,000	7,000	6,183	618	4,081	156	
		$ (341,927)	$ (356,927)	$ (305,552)	$ (28,070)	$ (298,770)	$ (10,376)	$

Total (Gain) loss on sale of business and other exit costs, net								
Depreciation, amortization and accretion expense								
Incremental depreciation, amortization and accretion, net of salvage values	2012-2014	215,000	216,000	215,238	16,667	134,000	3,582	
(Increase) decrease in Operating income		$ (126,927)	$ (140,927)	$ (90,314)	$ (11,403)	$ (164,770)	$ (6,794)	$

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Incremental depreciation, amortization and accretion, net of salvage values represents amounts recorded in the specified time periods as a result of a change in estimate for the remaining useful life and salvage value of certain assets and a change in estimate which accelerated the settlement dates of certain asset retirement obligations in conjunction with the Divestiture Transaction. Specifically, for the periods indicated, this is estimated depreciation, amortization and accretion recorded on assets and liabilities of the Divestiture Markets after the execution of the Purchase and Sale Agreement on November 6, 2012 less depreciation, amortization and accretion that would have been recorded on such assets and liabilities in the normal course, absent the Divestiture Transaction.

During the third quarter of 2014, TDS recorded $3.6 million of Depreciation, amortization and accretion expense for the Divestiture Markets due to higher asset retirement obligation remediation estimates.

As a result of the transaction, TDS recognized the following amounts in the Consolidated Balance Sheet:

		Nine Months Ended September 30, 2014			
(Dollars in thousands)	Balance December 31, 2013	Costs Incurred	Cash Settlements (1)	Adjustments (2)	Balance September 30, 2014
Accrued compensation					
Employee related costs including severance, retention, outplacement	$ 2,053	$ 99	$ (1,121)	$ (221)	$ 810
Accounts payable					
Contract termination costs	$ -	$ 4,018	$ -	$ (1,070)	$ 2,948
Other current liabilities					
Contract termination costs	$ 13,992	$ 12,703	$ (19,390)	$ 1,367	$ 8,672
Other deferred liabilities and credits					
Contract termination costs	$ 30,849	$ 24,171	$ (3,380)	$ (29,707)	$ 21,933

(1) Cash settlement amounts are included in either the Net income, changes in Accounts payable or changes in Other assets and liabilities line items as part of Cash flows from operating activities on the Consolidated Statement of Cash Flows.

(2) Adjustment to liability represents changes to previously accrued amounts.

Airadigm Transaction

On May 23, 2014 (the "Signing Date"), U.S. Cellular entered into a License Purchase and Customer Recommendation Agreement with Airadigm. Pursuant to the License Purchase and Customer Recommendation Agreement, on September 10, 2014, Airadigm transferred to U.S. Cellular Federal Communications Commission ("FCC") spectrum licenses and certain tower assets in certain markets in Wisconsin, Iowa, Minnesota and Michigan, in consideration for $91.5 million in cash. Since both parties to this transaction are controlled by TDS, upon closing, U.S. Cellular recorded the transferred assets at Airadigm's net book value. The transaction also impacts the expected realization of Airadigm's federal net operating loss carryforwards and therefore TDS reduced its valuation allowance by $10.8 million upon the transaction closing and recognized an income tax benefit for this same amount. See Note 3 — Income Taxes.

Airadigm has shut down operation of its consumer wireless business and most of the associated network. Except for certain non-consumer related operations that will be continued, Airadigm's assets not acquired by U.S. Cellular will be sold or otherwise disposed of, its tower leases, interconnection and other agreements will be terminated and most of its employees will be terminated. The shut-down of Airadigm's consumer wireless business was substantially complete in the third quarter of 2014 while network decommissioning is ongoing. As a result of the Agreement and the related impacts from the shut-down of Airadigm's consumer wireless business discussed herein, TDS recognized expenses related to exit and disposal activities within Operating income in its Statement of Operations between the Signing Date and September 30, 2014:

(Dollars in thousands)	Projected Range		Actual Amount Recognized Nine Months Ended September 30, 2014	Actual Amount Recognized Three Months Ended September 30, 2014
(Gain) loss on sale of business and other exit costs, net				
Charges for the impairment and decommissioning of various operating assets	$ 8,000	$ 12,000	$ 8,719	$ (3,495)
Employee related costs including severance, retention and outplacement	500	1,500	647	147
Contract termination costs	10,000	15,000	11,450	11,042
	$ 18,500	$ 28,500	$ 20,816	$ 7,694

		Total (Gain) loss on sale of business and other exit costs, net											

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As a result of the transaction, TDS recognized the following amounts in the Consolidated Balance Sheet:

	Nine Months Ended September 30, 2014				
(Dollars in thousands)	Balance May 23, 2014	Costs Incurred	Cash Settlements (1)	Adjustments (2)	Balance September 30, 2014
Accrued compensation					
Employee related costs including severance, retention and outplacement	$ -	$ 647	$ (247)	$ -	$ 400
Other current liabilities					
Contract termination costs	$ -	$ 7,475	$ (1,770)	$ -	$ 5,705
Other deferred liabilities and credits					
Contract termination costs	$ -	$ 3,975	$ -	$ -	$ 3,975

(1) Cash settlement amounts are included in either the Net income or changes in Other assets and liabilities line items as part of Cash flows from operating activities on the Consolidated Statement of Cash Flows.

(2) Adjustment to liability represents changes to previously accrued amounts.

Other Acquisitions, Divestitures and Exchanges

In September 2014, U.S. Cellular entered into definitive agreements with third parties to transfer certain of its non-operating market licenses (“unbuilt licenses”) representing approximately 148 million MHz/pops. In exchange, the third parties will transfer to U.S. Cellular licenses representing approximately 46 million MHz/pops located in U.S. Cellular’s operating markets plus $145 million of cash. These transactions are subject to regulatory approvals and are expected to close in 2015. In accordance with GAAP, the book value of the licenses have been accounted for and disclosed as “Assets held for sale” in the Consolidated Balance Sheet at September 30, 2014. TDS expects to record a gain upon consummation of these transactions.

On September 1, 2014, TDS acquired substantially all of the assets of a group of companies operating as BendBroadband (“Bend”), headquartered in Bend, Oregon for $261.0 million in cash, less $1.0 million relating to a preliminary working capital adjustment and other adjustments. Bend is a full-service communications company, offering an extensive range of broadband, fiber connectivity, cable television and telephone services for commercial and residential customers in Central Oregon. As part of the agreement, TDS also acquired a Tier III data center providing colocation and managed services and a cable advertising and broadcast business. Bend service offerings complement the current portfolio of products offered through TDS Telecom businesses. Goodwill was recorded due primarily to the expectation of future growth and synergies in Cable segment operations. The operations of the data center are included in the HMS segment. The operations of the cable and the advertising and broadcast businesses are included in the Cable segment.

On March 5, 2014, U.S. Cellular sold the majority of its St. Louis area non-operating market spectrum license for $92.3 million. A gain of $75.8 million was recorded in (Gain) loss on license sales and exchanges in the Consolidated Statement of Operations in the first quarter of 2014.

On February 14, 2014, U.S. Cellular completed an exchange whereby U.S. Cellular received one E block PCS spectrum license covering Milwaukee, WI in exchange for one D block PCS spectrum license covering Milwaukee, WI. The exchange of licenses provided U.S. Cellular with spectrum to meet anticipated future capacity and coverage requirements. No cash, customers, network assets, other assets or liabilities were included in the exchange. As a result of this transaction, TDS recognized a gain of $15.7 million, representing the difference between the $15.9 million fair value of the license surrendered, calculated using a market approach valuation method, and the $0.2 million carrying value of the license surrendered. This gain was recorded in (Gain) loss on license sales and exchanges in the Consolidated Statement of Operations in the first quarter of 2014.

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TDS' acquisitions during the nine months ended September 30, 2014 and 2013 and the allocation of the purchase price for these acquisitions were as follows:

		Allocation of Purchase Price				
	Purchase Price (1)	Goodwill (2)	Licenses	Franchise Rights	Intangible Assets Subject to Amortization (3)	Net Tangible Assets/(Liabilities)
(Dollars in thousands)						
2014						
U.S. Cellular licenses	$ 41,707	$ -	$ 41,707	$ -	$ -	$ -
TDS Telecom cable business (4)	261,786	33,002	2,703	115,629	13,613	96,839
Total	$ 303,493	$ 33,002	$ 44,410	$ 115,629	$ 13,613	$ 96,839
2013						
U.S. Cellular licenses	$ 16,540	$ -	$ 16,540	$ -	$ -	$ -
TDS Telecom cable business	264,089	61,270	-	123,668	11,542	67,609
Total	$ 280,629	$ 61,270	$ 16,540	$ 123,668	$ 11,542	$ 67,609

(1) Cash amounts paid for acquisitions may differ from the purchase price due to cash acquired in the transactions and the timing of cash payments related to the respective transactions.

(2) The entire amount of Goodwill acquired in 2014 and 2013 was amortizable for income tax purposes.

(3) At the date of acquisition, the weighted average amortization period for Intangible Assets Subject to Amortization acquired was 4.5 years in 2014 and 2.9 years in 2013.

(4) The allocation of purchase price for Bend is preliminary subject to the final valuation of the tangible assets.

6. Intangible Assets

Changes in Licenses, Franchise rights and Goodwill for the nine months ended September 30, 2014 are presented below.

Licenses

		U.S. Cellular		Wireline		Cable		Non-Reportable Segment		Total
(Dollars in thousands)										
Balance December 31, 2013	$	1,405,759	$	2,800	$	-	$	15,220	$	1,423,779
Acquisitions		41,707		-		2,703		-		44,410
Transferred to Assets held for sale		(68,288)		-		-		-		(68,288)
Exchanges, net		15,719		-		-		-		15,719
Divestitures		-		-		-		(15,220)		(15,220)
Other		408		-		-		-		408
Balance September 30, 2014	$	1,395,305	$	2,800	$	2,703	$	-	$	1,400,808

Franchise Rights

		Cable
(Dollars in thousands)		
Balance December 31, 2013	$	123,668
Acquisitions		115,629
Divestitures		(347)
Balance September 30, 2014	$	238,950

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Goodwill

		TDS Telecom				
(Dollars in thousands)	U.S. Cellular	Wireline (1)	Cable	HMS	Non-Reportable Segment	Total
Assigned value at time of acquisition	$ 622,681	$ 449,898	$ 61,712	$ 118,830	$ 4,317	$ 1,257,438
Accumulated impairment losses in prior periods	(333,900)	(29,440)	-	-	(515)	(363,855)
Other	(56,740)	-	-	-	-	(56,740)
Balance December 31, 2013	232,041	420,458	61,712	118,830	3,802	836,843
Acquisitions	-		33,002	-	-	33,002
Loss on impairment	-	-	-	(84,000)	-	(84,000)
Divestitures	-	(2,565)	-	-	-	(2,565)
Balance September 30, 2014	$ 232,041	$ 417,893	$ 94,714	$ 34,830	$ 3,802	$ 783,280

(1) On July 31, 2014, TDS Telecom sold certain Wireline markets.

Goodwill Impairment Assessment

During the third quarter of 2014, due to a decline in projected revenue and earnings of TDS Telecom's HMS reporting unit compared with previously projected results, TDS determined that an interim impairment test of HMS Goodwill was required. TDS performed the Step 1 Goodwill impairment tests, as defined by GAAP, as of August 1, 2014.

The discounted cash flow approach and publicly-traded guideline company method were used to value the HMS reporting unit. The discounted cash flow approach uses value drivers and risks specific to the industry and current economic factors. The cash flow estimates incorporated assumptions that market participants would use in their estimates of fair value and may not be indicative of TDS Telecom specific assumptions. The most significant assumptions made in this process were the revenue growth rate (shown as a compound annual growth rate in the table below), the terminal revenue growth rate, the discount rate and capital expenditures as a percentage of revenue (shown as a simple average in the table below).

The publicly-traded guideline company method develops an indication of fair value by calculating average market pricing multiples for selected publicly-traded companies. The developed multiples were applied to applicable financial measures of the HMS reporting unit to determine fair value. The discounted cash flow approach and publicly-traded guideline company method were weighted to arrive at the total fair value used for impairment testing.

The following table represents key assumptions used in estimating the fair value of the HMS reporting unit as of August 1, 2014 using the discounted cash flow approach. The HMS averages below are based on a ten year projection period. As more fully described in TDS' Application of Critical Accounting Policies and Estimates in Form 10-K for the year ended December 31, 2013, there are uncertainties associated with these key assumptions, and potential events and/or circumstances that could have a negative effect on the key assumptions.

Key assumptions		**HMS**	
Revenue growth rate		6.1	%
Terminal revenue growth rate		2.5	%
Discount rate		11.5	%
Capital expenditures as a percentage of revenue		8.6	%

Results

As of August 1, 2014, the carrying value of the HMS reporting unit exceeded its fair value; therefore, a Step 2 Goodwill impairment test was performed. The second step compared the implied fair value of reporting unit Goodwill with the carrying amount of that Goodwill. To calculate the implied fair value of Goodwill in this second step, TDS allocated the fair value of the reporting unit to all of the assets and liabilities of that reporting unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value was the price paid to acquire the reporting unit. The excess of the fair value of the reporting unit over the amount assigned to the assets and liabilities of the reporting unit was the implied fair value of Goodwill. Since the carrying amount of Goodwill exceeded the implied fair value of Goodwill, an impairment loss was recognized for that difference. As a result of the Step 2 Goodwill impairment test, TDS recognized a loss on impairment of $84.0 million during the three months ended September 30, 2014.

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7. Investments in Unconsolidated Entities

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

The following table, which is based on information provided in part by third parties, summarizes the combined results of operations of TDS' equity method investments.

	Three Months Ended September 30,					Nine Months Ended September 30,			
	2014			2013		2014			2013
(Dollars in thousands)									
Revenues	$	1,649,160	$	1,583,640	$	4,876,269		$	4,609,461
Operating expenses		1,230,366		1,130,717		3,554,598			3,270,185
Operating income		418,794		452,923		1,321,671			1,339,276
Other income, net		4,752		656		7,178			1,877
Net income	$	423,546	$	453,579	$	1,328,849		$	1,341,153

NY1 & NY2 Deconsolidation

U.S. Cellular holds a 60.00% interest in St. Lawrence Seaway RSA Cellular Partnership ("NY1") and a 57.14% interest in New York RSA 2 Cellular Partnership ("NY2") (together with NY1, the "Partnerships"). The remaining interests in the Partnerships are held by Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless"). Prior to April 3, 2013, because U.S. Cellular owned a greater than 50% interest in each of these Partnerships and based on U.S. Cellular's rights under the Partnership Agreements, TDS consolidated the financial results of these Partnerships in accordance with GAAP.

On April 3, 2013, U.S. Cellular entered into an agreement with Verizon Wireless relating to the Partnerships. The agreement amends the Partnership Agreements in several ways which provide Verizon Wireless with substantive participating rights that allow Verizon Wireless to make decisions that are in the ordinary course of business of the Partnerships and which are significant to directing and executing the activities of the business. Accordingly, as required by GAAP, TDS deconsolidated the Partnerships effective as of April 3, 2013 and thereafter reported them as equity method investments in its consolidated financial statements ("NY1 & NY2 Deconsolidation"). After the NY1 & NY2 Deconsolidation, TDS retained the same ownership percentages in the Partnerships and continues to report the same percentages of income from the Partnerships. Effective April 3, 2013, TDS' income from the Partnerships is reported in Equity in earnings of unconsolidated entities in the Consolidated Statement of Operations.

8. Variable Interest Entities (VIEs)

TDS consolidates variable interest entities in which it has a controlling financial interest and is the primary beneficiary. A controlling financial interest will have both of the following characteristics: (a) the power to direct the VIE activities that most significantly impact economic performance and (b) the obligation to absorb VIE losses and the right to receive benefits that are significant to the VIE. TDS reviews these criteria initially at the time it enters into agreements and subsequently when reconsideration events occur.

Consolidated VIEs

As of September 30, 2014, TDS holds a variable interest in and consolidates the following VIEs under GAAP:

- Advantage Spectrum L.P. (“Advantage Spectrum”);
- Aquinas Wireless L.P. (“Aquinas Wireless”); and
- King Street Wireless L.P. (“King Street Wireless”) and King Street Wireless, Inc., the general partner of King Street Wireless.

The power to direct the activities that most significantly impact the economic performance of Advantage Spectrum, Aquinas Wireless and King Street Wireless (collectively, the “limited partnerships”) is shared. Specifically, the general partner of these VIEs has the exclusive right to manage, operate and control the limited partnerships and make all decisions to carry on the business of the partnerships; however, the general partner of each partnership needs consent of the limited partner, a TDS subsidiary, to sell or lease certain licenses, to make certain large expenditures, admit other partners or liquidate the limited partnerships. Although the power to direct the activities of the VIEs is shared, TDS has a disproportionate level of exposure to the variability associated with the economic performance of the VIEs, indicating that TDS is the primary beneficiary of the VIEs in accordance with GAAP. Accordingly, these VIEs are consolidated.

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The following table presents the classification of the consolidated VIEs' assets and liabilities in TDS' Consolidated Balance Sheet.

			September 30, 2014		December 31, 2013
(Dollars in thousands)					
Assets					
	Cash and cash equivalents		$ 2,791		$ 2,076
	Other current assets		145		1,184
	Licenses		311,852		310,475
	Property, plant and equipment, net		13,652		18,600
	Other assets and deferred charges		(8)		511
		Total assets	$ 328,432		$ 332,846
Liabilities					
	Current liabilities		$ 61		$ 46
	Deferred liabilities and credits		1,722		3,139
		Total liabilities	$ 1,783		$ 3,185

Other Related Matters

The FCC has scheduled an auction of AWS-3 spectrum licenses, referred to as Auction 97, to begin on November 13, 2014. TDS is participating in Auction 97 indirectly through its interest in Advantage Spectrum. A subsidiary of U.S. Cellular is a limited partner in Advantage Spectrum. Advantage Spectrum intends to qualify as a "designated entity," and thereby be eligible for bid credits with respect to spectrum purchased in Auction 97.

Advantage Spectrum, Aquinas Wireless and King Street Wireless were formed to participate in FCC auctions of wireless spectrum and to fund, establish, and provide wireless service with respect to any FCC licenses won in the auctions. As such, these entities have risks similar to those described in the "Risk Factors" in TDS' Form 10-K for the year ended December 31, 2013.

U.S. Cellular currently provides 4G LTE service in conjunction with King Street Wireless.

TDS' capital contributions, loans or advances to its VIEs totaled $0.9 million in the nine months ended September 30, 2014. In October 2014, TDS made additional capital contributions, loans or advances of $58.8 million to its VIEs. There were no capital contributions, loans or advances made to VIEs in the nine months ended September 30, 2013.

TDS may agree to make additional capital contributions and/or advances to the VIEs discussed above and/or to their general partners to provide additional funding for the purchase and/or development of licenses granted in various auctions. The possible amount of such additional capital contributions is not known at this time but could be substantial. TDS may finance such amounts with a combination of cash on hand, borrowings under its revolving credit agreement and/or long-term debt. There is no assurance that TDS will be able to obtain additional financing on commercially reasonable terms or at all to provide such financial support.

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9. Noncontrolling Interests

The following schedule discloses the effects of Net income (loss) attributable to TDS shareholders and changes in TDS' ownership interest in U.S. Cellular on TDS' equity:

	Nine Months Ended September 30,			
	2014		2013	
(Dollars in thousands)				
Net income (loss) attributable to TDS shareholders	$	(119,814)	$	147,984
Transfer (to) from the noncontrolling interests				
Change in TDS' Capital in excess of par value from U.S. Cellular's issuance of U.S. Cellular shares		(11,042)		(13,235)
Change in TDS' Capital in excess of par value from U.S. Cellular's repurchase of U.S. Cellular shares		858		3,370
Purchase of ownership in subsidiaries from noncontrolling interests		7,484		(27)
Net transfers (to) from noncontrolling interests		(2,700)		(9,892)
Change from net income (loss) attributable to TDS and transfers (to) from noncontrolling interests	$	(122,514)	$	138,092

10. Common Share Repurchases

On August 2, 2013, the Board of Directors of TDS authorized a $250 million stock repurchase program for the purchase of TDS Common Shares from time to time pursuant to open market purchases, block transactions, private purchases or otherwise, depending on market conditions. This authorization does not have an expiration date.

On November 17, 2009, the Board of Directors of U.S. Cellular authorized the repurchase of up to 1,300,000 Common Shares on an annual basis beginning in 2009 and continuing each year thereafter, on a cumulative basis. These purchases will be made pursuant to open market purchases, block purchases, private purchases or otherwise, depending on market conditions. This authorization does not have an expiration date.

Share repurchases made under these authorizations were as follows:

Nine Months Ended September 30,		Number of Shares	Average Cost Per Share	Amount
(Dollar amounts and shares in thousands)				
2014				
	TDS Common Shares	1,230	$ 25.85	$ 31,794
	U.S. Cellular Common Shares	384	$ 39.37	$ 15,124
2013				
	TDS Common Shares	205	$ 28.42	$ 5,813
	U.S. Cellular Common Shares	499	$ 37.19	$ 18,544

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11. Business Segment Information

U.S. Cellular and TDS Telecom are billed for all services they receive from TDS, consisting primarily of information processing, accounting and finance, and general management services. Such billings are based on expenses specifically identified to U.S. Cellular and TDS Telecom and on allocations of common expenses. Management believes the method used to allocate common expenses is reasonable and that all expenses and costs applicable to U.S. Cellular and TDS Telecom are reflected in the accompanying business segment information on a basis that is representative of what they would have been if U.S. Cellular and TDS Telecom operated on a stand-alone basis.

Financial data for TDS' reportable segments for the three and nine month periods ended, or as of September 30, 2014 and 2013, is as follows. See Note 1 — Basis of Presentation for additional information.

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Three Months Ended or as of September 30, 2014	U.S. Cellular	TDS Telecom: Wireline	TDS Telecom: Cable	TDS Telecom: HMS	TDS Telecom: TDS Telecom Eliminations	TDS Telecom: TDS Telecom Total	Non-Reportable Segment	Corporate, Eliminations and Other Reconciling Items
(Dollars in thousands)								
Operating revenues								
Service	$ 851,063	$ 177,650	$ 28,519	$ 27,806	$ (980)	$ 232,995	$ 3,356	$ (5,942)
Equipment and product sales	149,356	425	-	39,737	-	40,162	9,033	-
Total operating revenues	1,000,419	178,075	28,519	67,543	(980)	273,157	12,389	(5,942)
Cost of services (excluding Depreciation, amortization and accretion reported below)	199,750	64,072	12,651	19,442	(926)	95,239	3,332	(1,138)
Cost of equipment and products	307,862	829	-	33,819	-	34,648	6,703	(4)
Selling, general and administrative	397,545	46,627	9,948	12,724	(54)	69,245	3,022	(4,798)
Depreciation, amortization and accretion	148,952	41,358	6,171	6,726	-	54,255	725	1,597
Loss on impairment of assets	-	-	-	84,000	-	84,000	-	-
(Gain) loss on asset disposals, net	7,947	743	626	(2)	-	1,367	-	(21)
(Gain) loss on sale of business and	(10,283)	(2,201)	-	-	-	(2,201)	7,694	-

other exit costs, net								
Operating income (loss)	(51,354)	26,647	(877)	(89,166)	-	(63,396)	(9,087)	(1,578)
Equity in earnings of unconsolidated entities	35,971	2	-	-	-	2	-	108
Interest and dividend income	3,572	569	(1)	(23)	-	545	1	408
Interest expense	(13,514)	598	32	(343)	-	287	(964)	(12,979)
Other, net	95	71	-	(86)	-	(15)	(5)	(6)
Income (loss) before income taxes	(25,230)	27,887	(846)	(89,618)	-	(62,577)	(10,055)	(14,047)
Add back:								
Depreciation, amortization and accretion	148,952	41,358	6,171	6,726	-	54,255	725	1,597
Loss on impairment of assets	-	-	-	84,000	-	84,000	-	-
(Gain) loss on sale of business and other exit costs, net	(10,283)	(2,201)	-	-	-	(2,201)	7,694	-
Interest expense	13,514	(598)	(32)	343	-	(287)	964	12,979
Adjusted income (loss) before income taxes	$ 126,953	$ 66,446	$ 5,293	$ 1,451	$ -	$ 73,190	$ (672)	$ 529
Investments in unconsolidated entities	$ 296,900	$ 3,804	$ -	$ -	$ -	$ 3,804	$ -	$ 34,744
Total assets	$ 6,257,075	$ 1,385,524	$ 543,731	$ 255,519	$ -	$ 2,184,774	$ 54,302	$ 144,397
Capital expenditures	$ 142,452	$ 34,243	$ 7,598	$ 9,800	$ -	$ 51,641	$ 161	$ 971

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		TDS Telecom							
Three Months Ended or as of September 30, 2013	**U.S. Cellular**	**Wireline**	**Cable**	**HMS**	**TDS Telecom Eliminations**	**TDS Telecom Total**	**Non-Reportable Segment**	**Corporate, Eliminations and Other Reconciling Items**	
(Dollars in thousands)									
Operating revenues									
Service	$ 862,330	$ 181,087	$ 14,362	$ 23,200	$ (346)	$ 218,303	$ 5,475	$ (6,951)	
Equipment and product sales	76,906	713	-	15,527	-	16,240	8,677	-	
Total operating revenues	939,236	181,800	14,362	38,727	(346)	234,543	14,152	(6,951)	
Cost of services (excluding Depreciation, amortization and accretion reported below)	177,431	67,308	6,727	14,369	(322)	88,082	4,051	(2,227)	
Cost of equipment and products	193,392	941	-	13,149	-	14,090	6,466	-	
Selling, general and administrative	410,468	53,254	5,184	10,064	(24)	68,478	3,295	(5,377)	
Depreciation, amortization and accretion	200,985	42,136	2,914	6,255	-	51,305	1,485	1,520	
(Gain) loss on asset disposals, net	1,701	426	-	10	-	436	32	(14)	
(Gain) loss on sale of business and other exit costs, net	(1,534)	-	-	-	-	-	-	-	

Operating income (loss)	(43,207)	17,735	(463)	(5,120)	-	12,152	(1,177)	(853)
Equity in earnings of unconsolidated entities	37,360	2	-	-	-	2	-	247
Interest and dividend income	1,095	331	-	15	-	346	1	1,065
Gain (loss) on investments	-	830	-	-	-	830	-	(830)
Interest expense	(11,329)	794	(32)	(397)	-	365	(1,024)	(12,973)
Other, net	47	(35)	-	111	-	76	4	18
Income (loss) before income taxes	(16,034)	19,657	(495)	(5,391)	-	13,771	(2,196)	(13,326)
Add back:								
Depreciation, amortization and accretion	200,985	42,136	2,914	6,255	-	51,305	1,485	1,520
(Gain) loss on sale of business and other exit costs, net	(1,534)	-	-	-	-	-	-	-
Gain (loss) on investments	-	(830)	-	-	-	(830)	-	830
Interest expense	11,329	(794)	32	397	-	(365)	1,024	12,973
Adjusted income (loss) before income taxes	$ 194,746	$ 60,169	$ 2,451	$ 1,261	$ -	$ 63,881	$ 313	$ 1,997
Investments in unconsolidated entities	$ 309,481	$ 3,809	$ -	$ -	$ -	$ 3,809	$ -	$ 32,121
Total assets	$ 6,259,854	$ 1,464,208	$ 276,943	$ 264,675	$ -	$ 2,005,826	$ 58,697	$ 375,323
Capital expenditures	$ 242,459	$ 32,792	$ 1,400	$ 2,371	$ -	$ 36,563	$ 203	$ 2,023

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		TDS Telecom							
Nine Months Ended or as of September 30, 2014	**U.S. Cellular**	**Wireline**	**Cable**	**HMS**	**TDS Telecom Eliminations**	**TDS Telecom Total**	**Non-Reportable Segment**	**Corpora Eliminati and Oth Reconcil Items**
(Dollars in thousands)								
Operating revenues								
Service	$ 2,548,149	$ 534,880	$ 73,506	$ 82,757	$ (1,959)	$ 689,184	$ 12,374	$ (15,81
Equipment and product sales	335,854	1,409	-	115,830	-	117,239	25,391	
Total operating revenues	2,884,003	536,289	73,506	198,587	(1,959)	806,423	37,765	(15,81
Cost of services (excluding Depreciation, amortization and accretion expense reported below)	567,488	192,777	35,000	57,689	(1,820)	283,646	11,834	(3,33
Cost of equipment and products	850,314	1,793	-	98,161	-	99,954	18,603	(
Selling, general and administrative	1,197,361	140,855	22,611	39,935	(139)	203,262	10,285	(11,32
Depreciation, amortization and accretion	465,042	125,921	15,089	20,195	-	161,205	4,019	4,7
Loss on impairment of assets	-	-	-	84,000	-	84,000	-	
(Gain) loss on asset disposals, net	16,774	1,502	1,116	76	-	2,694	170	(1
(Gain) loss on sale of business and	(27,694)	(2,201)	-	-	-	(2,201)	20,816	

other exit costs, net								
(Gain) loss on license sales and exchanges	(91,446)	-	-	-	-	-	-	
Operating income (loss)	(93,836)	75,642	(310)	(101,469)	-	(26,137)	(27,962)	(5,88
Equity in earnings of unconsolidated entities	106,166	6	-	-	-	6	-	2,0
Interest and dividend income	6,029	1,744	1	19	-	1,764	1	1,9
Interest expense	(42,712)	1,939	67	(1,203)	-	803	(3,182)	(38,68
Other, net	281	(78)	-	93	-	15	(11)	(
Income (loss) before income taxes	(24,072)	79,253	(242)	(102,560)	-	(23,549)	(31,154)	(40,58
Add back:								
Depreciation, amortization and accretion	465,042	125,921	15,089	20,195	-	161,205	4,019	4,7
Loss on impairment of assets	-	-	-	84,000	-	84,000	-	
(Gain) loss on sale of business and other exit costs, net	(27,694)	(2,201)	-	-	-	(2,201)	20,816	
(Gain) loss on license sales and exchanges	(91,446)	-	-	-	-	-	-	
Interest expense	42,712	(1,939)	(67)	1,203	-	(803)	3,182	38,6
Adjusted income (loss) before income taxes	$ 364,542	$ 201,034	$ 14,780	$ 2,838	$ -	$ 218,652	$ (3,137)	$ 2,8
Investments in unconsolidated entities	$ 296,900	$ 3,804	$ -	$ -	$ -	$ 3,804	$ -	$ 34,7

Total assets	$ 6,257,075	$ 1,385,524	$ 543,731	$ 255,519	$ -	$ 2,184,774	$ 54,302	$ 144,3
Capital expenditures	$ 375,960	$ 84,511	$ 20,998	$ 23,179	$ -	$ 128,688	$ 629	$ 3,2

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		TDS Telecom							
Nine Months Ended or as of September 30, 2013	**U.S. Cellular**	**Wireline**	**Cable**	**HMS**	**TDS Telecom Eliminations**	**TDS Telecom Total**	**Non-Reportable Segment**	**Corporate, Eliminations and Other Reconciling Items**
(Dollars in thousands)								
Operating revenues								
Services	$ 2,769,645	$ 543,193	14,362	$ 68,405	$ (531)	$ 625,429	$ 15,064	$ (16,418)
Equipment and product sales	246,467	2,375	-	47,260	-	49,635	27,897	-
Total operating revenues	3,016,112	545,568	14,362	115,665	(531)	675,064	42,961	(16,418)
Cost of services (excluding Depreciation, amortization and accretion expense reported below)	585,997	199,476	6,727	43,042	(507)	248,738	10,497	(2,931)
Cost of equipment and products	652,153	3,045	-	39,475	-	42,520	19,934	-
Selling, general and administrative	1,234,675	167,326	5,184	29,346	(24)	201,832	10,767	(12,787)
Depreciation, amortization and accretion	593,410	129,352	2,914	17,286	-	149,552	4,494	4,119
(Gain) loss on asset disposals, net	16,153	(176)	-	123	-	(53)	32	(42)
(Gain) loss on sale of business and other exit costs, net	(243,627)	-	-	-	-	-	-	(54,010)
	177,351	46,545	(463)	(13,607)	-	32,475	(2,763)	49,233

Operating income (loss)								
Equity in earnings of unconsolidated entities	99,797	16	-	-	-	16	-	490
Interest and dividend income	2,967	1,263	-	47	-	1,310	3	2,405
Gain (loss) on investments	18,527	830	-	-	-	830	-	(4,839)
Interest expense	(32,393)	2,420	(32)	(1,205)	-	1,183	(3,007)	(38,991)
Other, net	153	(213)	-	(11)	-	(224)	(153)	18
Income (loss) before income taxes	266,402	50,861	(495)	(14,776)	-	35,590	(5,920)	8,316
Add back:								
Depreciation, amortization and accretion	593,410	129,352	2,914	17,286	-	149,552	4,494	4,119
(Gain) loss on sale of business and other exit costs, net	(243,627)	-	-	-	-	-	-	(54,010)
Gain (loss) on investments	(18,527)	(830)	-	-	-	(830)	-	4,839
Interest expense	32,393	(2,420)	32	1,205	-	(1,183)	3,007	38,991
Adjusted income before income taxes	$ 630,051	$ 176,963	$ 2,451	$ 3,715	$ -	$ 183,129	$ 1,581	$ 2,255
Investments in unconsolidated entities	$ 309,481	$ 3,809	$ -	$ -	$ -	$ 3,809	$ -	$ 32,121
Total assets	$ 6,259,854	$ 1,464,208	$ 276,943	$ 264,675	$ -	$ 2,005,826	$ 58,697	$ 375,323
Capital expenditures	$ 529,366	$ 93,998	$ 1,400	$ 7,220	$ -	$ 102,618	$ 720	$ 4,724

Adjusted income before income taxes is a segment measure reported to the chief operating decision maker for purposes of making decisions about allocating resources to the segments and assessing their performance. Adjusted income before income taxes is defined as Income (loss) before income taxes, adjusted for the items set forth in the reconciliation above. Adjusted income before income taxes excludes these items in order to show operating results on a more comparable basis from period to period. From time to time, TDS may also exclude other items from adjusted income before income taxes if such items help reflect operating results on a more comparable basis. TDS does not intend to imply that any of such items that are excluded are non-recurring, infrequent or unusual; such items may occur in the future. TDS believes Adjusted income before income taxes is a useful measure of TDS' operating results before significant recurring non-cash charges, discrete gains and losses and financing charges (Interest expense).

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12. Supplemental Cash Flow Disclosures

Under the American Recovery and Reinvestment Act of 2009 ("the Recovery Act"), TDS Telecom was awarded $105.1 million in federal grants and will provide $30.9 million of its own funds to complete 44 projects to provide broadband access in unserved areas. TDS Telecom received $14.7 million and $34.8 million in grants during the nine months ended September 30, 2014 and 2013, respectively. TDS Telecom has received cumulative grants of $78.2 million as of September 30, 2014. These funds reduced the carrying amount of the assets to which they relate. TDS Telecom had recorded $13.8 million and $23.6 million in grants receivable at September 30, 2014 and December 31, 2013, respectively. These amounts were included as a component of Accounts receivable, Other, in the Consolidated Balance Sheet.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Telephone and Data Systems, Inc. ("TDS") is a diversified telecommunications company providing high-quality telecommunications services to approximately 4.7 million wireless customers and 1.2 million wireline and cable connections at September 30, 2014. TDS conducts substantially all of its wireless operations through its 84% owned subsidiary, United States Cellular Corporation ("U.S. Cellular"). TDS provides wireline services, cable services and Hosted and Managed Services ("HMS"), through its wholly-owned subsidiary, TDS Telecommunications Corporation ("TDS Telecom").

The following discussion and analysis should be read in conjunction with TDS' interim consolidated financial statements and notes included in Item 1 above, and with the description of TDS' business, its audited consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in TDS' Annual Report on Form 10-K ("Form 10-K") for the year ended December 31, 2013.

OVERVIEW

The following is a summary of certain selected information contained in the comprehensive Management's Discussion and Analysis of Financial Condition and Results of Operations that follows. The overview does not contain all of the information that may be important. You should carefully read the entire Management's Discussion and Analysis of Financial Condition and Results of Operations and not rely solely on the overview.

The following provides historical and forward-looking information and analysis about TDS' existing business segments. In addition, TDS' consolidated operations include corporate operations, corporate investments and the Non-Reportable Segment, which includes TDS' majority-owned printing and distribution company, Suttle-Straus, Inc. ("Suttle-Straus") and TDS' wholly-owned subsidiary, Airadigm Communications, Inc. ("Airadigm"), and may in the future include other possible activities or businesses that are not included within the operating results of U.S. Cellular or TDS Telecom. Accordingly, the combined operating results do not currently represent, and in the future will not represent, the only components of the consolidated operating results of TDS, which will continue to reflect such other operations, investments, segments, activities or businesses.

U.S. Cellular

In its consolidated operating markets, U.S. Cellular serves approximately 4.7 million customers in 23 states. As of September 30, 2014, U.S. Cellular's average penetration rate in its consolidated operating markets was 14.7%.

U.S. Cellular operates on a customer satisfaction strategy, striving to meet or exceed customer needs by providing a comprehensive range of wireless products and services, excellent customer support, and a high-quality network.

Highlights in the three months ended September 30, 2014 included the following:

- Total customers were 4,674,000 at September 30, 2014, including 4,550,000 retail customers (97% of total).

- Retail customer net additions were 50,000 in 2014 compared to net losses of 71,000 in 2013. In the postpaid category, there were net additions of 52,000 in 2014, compared to net losses of 60,000 in 2013. Postpaid results improved significantly due to effective pricing, promotions and retention programs as well as enhanced device offerings. In the prepaid category, net losses were 2,000 in 2014 compared to net losses of 11,000 in 2013.

- Postpaid customers comprised approximately 92% of U.S. Cellular's retail customers as of September 30, 2014. The postpaid churn rate was 1.6% in 2014 compared to 1.7% in 2013. The prepaid churn rate was 6.3% in 2014 compared to 6.8% in 2013.

- Billed average revenue per user ("ARPU") increased to $53.24 in 2014 from $50.92 in 2013 reflecting an increase in postpaid ARPU due to an increase in smartphone penetration and corresponding revenues from data products and services. Service revenue ARPU increased to $60.92 in 2014 from $58.36 in 2013 due primarily to an increase in postpaid and prepaid ARPU.

- Beginning in the second quarter of 2014, U.S. Cellular expanded its offerings for equipment installment plans. For the three months ended September 30, 2014, 38% of total device sales to postpaid customers were made under equipment installment plans.

The following operating information is presented for Core Markets. As used here, Core Markets is defined as all consolidated markets in which U.S. Cellular currently conducts business and, therefore, excludes the Divestiture Markets and the NY1 & NY2 Partnerships. Core Markets as defined also includes any other income or expenses due to U.S. Cellular's direct or indirect ownership interests in other spectrum in the Divestiture Markets which was not included in the Divestiture Transaction and other retained assets from the Divestiture Markets. See Note 5 — Acquisitions, Divestitures and Exchanges and Note 7 — Investments in Unconsolidated Entities in the Notes to Consolidated Financial Statements for additional information.

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Highlights in the nine months ended September 30, 2014 included the following:

- Retail customer net losses were 60,000 in the first nine months of 2014 compared to net losses of 118,000 in 2013. In the postpaid category, there were net losses of 67,000 in 2014, compared to net losses of 146,000 in 2013. Postpaid results improved significantly due to effective pricing, promotions and retention programs as well as enhanced device offerings. In the prepaid category, net additions were 7,000 in 2014 compared to net additions of 28,000 in 2013.

- Postpaid customers comprised approximately 92% of U.S. Cellular's retail customers as of September 30, 2014. The postpaid churn rate was 1.9% in 2014 compared to 1.6% in 2013. Postpaid churn in the first half of 2014 was adversely affected by the billing system conversion in 2013; however, it steadily improved over the course of the year and for the three months ended September 30, 2014 was 1.6%. The prepaid churn rate was 6.6% in 2014 compared to 6.2% in 2013.

- Billed ARPU increased to $53.47 in 2014 from $50.98 in 2013 reflecting an increase in postpaid ARPU due to an increase in smartphone penetration and corresponding revenues from data products and services. Service revenue ARPU increased to $60.43 in 2014 from $57.83 in 2013 due primarily to an increase in postpaid and prepaid ARPU.

- Postpaid customers on smartphone service plans increased to 58% as of September 30, 2014 compared to 47% as of September 30, 2013. In addition, smartphones represented 73% of all devices sold in 2014 compared to 64% in 2013.

- For the nine months ended September 30, 2014, 19% of total device sales to postpaid customers were made under equipment installment plans.

The following financial information is presented for U.S. Cellular consolidated results for the nine months ended September 30, 2014:

- Retail service revenues of $2,254.7 million decreased $184.0 million, or 8%, in 2014 due to a decrease of 634,000 in the average number of customers (including approximately 350,000 due to the reductions caused by the Divestiture Transaction and NY1 & NY2 Deconsolidation) partially offset by an increase in billed ARPU.

- In March 2014, U.S. Cellular sold the majority of its St. Louis area non-operating market license for $92.3 million. As a result of this sale, a gain of $75.8 million was recorded in (Gain) loss on license sales and exchanges in the Consolidated Statement of Operations.

- In February 2014, U.S. Cellular completed a license exchange in Milwaukee. As a result of this transaction, a gain of $15.7 million was recorded in (Gain) loss on license sales and exchanges in the Consolidated Statement of Operations.

- Total additions to Property, plant and equipment were $376.0 million, including expenditures to deploy fourth generation Long-term Evolution ("4G LTE") equipment, construct cell sites, increase capacity in existing cell sites and switches, outfit new and remodel existing retail stores, and enhance billing and other customer management related systems and platforms. Total cell sites in service decreased 19% year-over-year to 6,209 primarily as a result of the NY1 & NY2 Deconsolidation and the deactivation of certain cell sites in the Divestiture Markets.

- Operating income (loss) decreased $271.2 million, to a loss of $93.8 million in 2014. The gain on license sales and exchanges and the gain on sale of business and other exit costs contributed $119.1 million and $243.6 million to operating income in 2014 and 2013, respectively. Without these items, operating income decreased $146.7 million due to lower service revenues and higher equipment subsidies, which were partially offset by lower system operations, selling, general and administrative, and depreciation, amortization and accretion expense.

U.S. Cellular anticipates that its future results may be affected by the following factors:

- Effects of industry competition on service and equipment pricing;

- U.S. Cellular completed the migration of its customers to a new Billing and Operational Support System ("B/OSS") in the third quarter of 2013. Intermittent system outages and delayed system response times negatively impacted customer service and sales operations at certain times. System enhancements and other measures were implemented to address these issues, and customer service and sales operations response times have improved to expected levels. However, B/OSS is a new, complex system and any future operational problems with the new system could have adverse effects on U.S. Cellular's results of operations or cash flows;

- Impacts of selling Apple iPhone products;

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- Impacts of selling devices under equipment installment plans;

- Relative ability to attract and retain customers in a competitive marketplace in a cost effective manner;

- Expanded distribution of products and services in third-party national retailers;

- The nature and rate of growth in the wireless industry, requiring U.S. Cellular to grow revenues primarily from selling additional products and services to its existing customers, increasing the number of multi-device users among its existing customers, increasing data products and services and attracting wireless customers switching from other wireless carriers;

- Continued growth in revenues and costs related to data products and services and declines in revenues from voice services;

- Rapid growth in the demand for new data devices and services which may result in increased cost of equipment sold and other operating expenses and the need for additional investment in spectrum, network capacity and enhancements;

- Further consolidation among carriers in the wireless industry, which could result in increased competition for customers and/or cause roaming revenues to decline;

- Uncertainty related to various rulemaking proceedings underway at the Federal Communications Commission (“FCC”);

- The ability to negotiate satisfactory 4G LTE data roaming agreements with other wireless operators;

- In September 2014, U.S. Cellular entered into definitive agreements to sell certain non-operating licenses (“unbuilt licenses”) in exchange for receiving licenses in its operating markets and cash. These transactions are subject to regulatory approval and are expected to close in 2015. See Note 5 – Acquisitions, Divestitures and Exchanges in the Notes to the Consolidated Financial Statements for additional information related to these transactions; and

- U.S. Cellular has identified 588 cell towers located outside of its Core Markets for potential sale. U.S. Cellular is engaging with third party vendors to manage the potential sale of the towers.

See “Results of Operations—U.S. Cellular.”

TDS Telecom

The Wireline and Cable segments seek to be the preferred telecommunications solutions providers in their chosen markets serving both residential and commercial customers by developing and delivering high-quality products through a superior network that meets or exceeds customers’ needs and to outperform the competition by maintaining superior customer service. TDS Telecom provides broadband, voice, and video services to residential customers through value-added bundling of products. The commercial focus is to provide advanced IP-based voice and data services to small to medium sized businesses. The HMS segment provides colocation, dedicated hosting, hosted application management, cloud computing services and planning, engineering, procurement, installation, sales and management of Information Technology (“IT”) infrastructure hardware solutions.

On October 4, 2013, TDS acquired 100% of the outstanding shares of MSN Communications, Inc. (“MSN”) for $43.6 million in cash. The operations of MSN are included in the HMS segment. On August 1, 2013, TDS Telecom acquired substantially all of the assets of Baja Broadband LLC (“Baja”) for $264.1 million in cash. The operations of Baja are included in the Cable segment.

On September 1, 2014, TDS acquired substantially all of the assets of a group of companies operating as BendBroadband (“Bend”), headquartered in Bend, Oregon for $261.0 million in cash, less $1.0 million relating to a preliminary working capital adjustment and other adjustments. Bend is a full-service communications company, offering an extensive range of broadband, fiber connectivity, cable television and telephone services for commercial and residential customers in Central Oregon. As part of the agreement, TDS also acquired a Tier III data center providing colocation and managed services and a cable advertising and broadcast business. The operations of the cable and advertising and broadcast businesses are included in the Cable segment. The data center services are included in the HMS segment.

These acquisitions impact the comparability of TDS Telecom’s operating results.

TDS Telecom's financial results for the nine months ended September 30, 2014 included the following:

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- Operating revenues increased $131.4 million or 19% to $806.4 million in 2014. The increase was due primarily to $143.1 million from acquisitions of Baja, Bend and MSN, partially offset by a $9.2 million decrease in Wireline Wholesale revenues.

- Operating expenses increased $190.0 million or 30% to $832.6 million in 2014 due primarily to $142.8 million from acquisitions and an $84.0 million non-cash goodwill impairment loss, partially offset by a $38.4 million decrease in Wireline expenses.

- An $84.0 million loss on impairment of goodwill was recognized in the HMS segment during the quarter ended September 30, 2014. See Note 6 — Intangible Assets in the Notes to Consolidated Financial Statements for more information related to this impairment.

- Operating income declined $58.6 million to a $26.1 million loss in 2014. Without the impairment loss of $84.0 million, operating income was higher by $25.4 million or 78%.

TDS anticipates that TDS Telecom's future results will be affected by the following factors:

- Continued increases in competition from wireless and other wireline providers, cable providers, satellite video providers, and technologies such as Voice over Internet Protocol ("VoIP"), DOCSIS 3.0 and higher, and fourth-generation ("4G") mobile technology;

- Continued increases in consumer data usage and demand for high-speed data services;

- Continued declines in Wireline voice connections;

- Continued focus on customer retention programs, including discounting for "triple-play" bundles including voice, broadband and video or satellite video;

- The expansion of Internet Protocol television ("IPTV") into additional market areas;

- Continued growth in hosted and managed services which may result in the need for additional investment in data centers;

- Continued focus on cost-reduction initiatives through product and service cost improvements and process efficiencies;

- The Federal government's disbursement of Broadband Stimulus Funds to bring broadband to rural customers;

- The National Broadband Plan and other rulemaking by the FCC, including uncertainty related to future funding from the Universal Service Fund ("USF"), broadband requirements, intercarrier compensation and changes in access reform;

- Impacts of the Baja, Bend and MSN transactions, including, but not limited to, the ability to successfully integrate and operate these businesses and the financial impacts of such transactions; and

- Potential acquisitions or divestitures by TDS and/or TDS Telecom of wireline, cable, HMS or other businesses.

See "Results of Operations—TDS Telecom."

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Pro Forma Financial Information

Refer to TDS' Form 8-K filed on November 1, 2013 for pro forma financial information related to the Divestiture Transaction and the NY1 & NY2 Deconsolidation for the three and nine months ended September 30, 2013, as if the transactions had occurred at the beginning of the period.

REGULATORY DEVELOPMENTS

FCC Interoperability Order

On October 25, 2013, the FCC adopted a Report and Order and Order of Proposed Modification confirming a voluntary industry agreement on interoperability in the Lower 700 MHz spectrum band. The FCC's Report and Order laid out a roadmap for the voluntary commitments of AT&T and DISH Network Corporation ("DISH") to become fully binding. The FCC implemented the AT&T commitments in an Order adopted in the first quarter of 2014 that modified AT&T's Lower 700 MHz licenses. Pursuant to these commitments, AT&T will begin incorporating changes in its network and devices that will foster interoperability across all paired spectrum blocks in the Lower 700 MHz Band and support LTE roaming on AT&T networks for carriers with compatible Band 12 devices, consistent with the FCC's rules on roaming. AT&T will be implementing the foregoing changes in phases starting with network software enhancement taking place possibly through the third quarter of 2015 with the AT&T Band 12 device roll-out to follow. In addition, the FCC has adopted changes in its technical rules for certain unpaired spectrum licensed to AT&T and DISH in the Lower 700 MHz band to enhance prospects for Lower 700 MHz interoperability. AT&T's network and devices currently interoperate across only two of the three paired blocks in the Lower 700 MHz band. U.S. Cellular's LTE deployment, carried out in conjunction with its partner, King Street Wireless, utilizes spectrum in all three of these blocks and, consequently, was not interoperable with the AT&T configuration. TDS believes that the FCC action will broaden the ecosystem of devices available to TDS' customers over time.

FCC Net Neutrality Proposal

In May 2014, the FCC issued a notice of proposed rulemaking ("NPRM") seeking comments on revised net neutrality rules. The revised proposed rules are substantially similar to rules adopted in 2010 that were vacated by a U.S. Court of Appeals in January 2014 (as described in our Form 10-K for the year ended December 31, 2013), except that they include certain changes intended to allow the revised proposed rules to be sustained considering the Court's decision. In particular, whereas the vacated rules prohibited fixed (i.e., cable and telephone) Internet Service Providers from engaging in "unreasonable discrimination" in transmitting internet traffic, the revised proposed rules would prohibit those carriers from engaging in "commercially unreasonable practices." The FCC is also considering applying that standard to wireless Internet Service Providers, which were not subject to the former "unreasonable discrimination" standard. The FCC is also now considering applying "Title II" or common carrier regulation to both fixed and wireless Internet Service Providers to prevent "paid prioritization" of Internet traffic to end users and to restrict wireless carriers from limiting the capacity of certain high volume data users to use the data network. If applied to wireless carriers, this could mean increased supervision by the FCC of the operation of wireless networks, though the requirement may also be subject to an exception for "reasonable network management." Wireless carriers have strongly opposed the imposition of such requirement in part because of the unique, capacity constrained aspects of wireless networks. How such rules would work in practice cannot now be predicted. Also, under the NPRM, all types of Internet Service Providers previously were and would again be prohibited from "blocking" access to lawful Internet services and now remain subject to "transparency" requirements which were not vacated by the Court of Appeals. The FCC also proposed in the NPRM to "enhance" those transparency requirements to provide for greater disclosure of network management practices. Comments and reply comments have now been filed. We cannot predict the outcome of the proceeding.

FCC Spectrum Auction 97

The FCC has scheduled an auction of AWS-3 spectrum licenses, referred to as Auction 97, to begin on November 13, 2014. TDS is participating in Auction 97 through its interest in Advantage Spectrum. See Note 8 – Variable Interest Entities (VIEs) in the Notes to Consolidated Financial Statements for additional information. Applicable FCC anti-collusion rules place certain restrictions on public disclosures and business communications with other companies relating to TDS' participation, commencing on the application deadline of September 12, 2014 until the down payment deadline for Auction 97, which will be the later of January 7, 2015 or ten business days after release of the auction closing public notice. These anti-collusion rules, which could last four months or more, may restrict the normal conduct of TDS' disclosures and/or business communications by TDS relating to the auction. The restrictions could have an adverse effect on TDS' business, financial condition or results of operations.

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Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

RESULTS OF OPERATIONS — CONSOLIDATED

Nine Months Ended September 30,	2014	2013	Change	Percentage Change
(Dollars in thousands, except per share amounts)				
Operating revenues				
U.S. Cellular	$ 2,884,003	$ 3,016,112	$ (132,109)	(4) %
TDS Telecom	806,423	675,064	131,359	19 %
All other (1)	21,951	26,543	(4,592)	(17) %
Total operating revenues	3,712,377	3,717,719	(5,342)	-
Operating expenses				
U.S. Cellular	2,977,839	2,838,761	139,078	5 %
TDS Telecom	832,560	642,589	189,971	30 %
All other (1)(2)	55,798	(19,927)	75,725	>100 %
Total operating expenses	3,866,197	3,461,423	404,774	12 %
Operating income (loss)				
U.S. Cellular	(93,836)	177,351	(271,187)	>(100) %
TDS Telecom	(26,137)	32,475	(58,612)	>(100) %
All other (1)(2)	(33,847)	46,470	(80,317)	>(100) %
Total operating income (loss)	(153,820)	256,296	(410,116)	>(100) %
Other income and (expenses)				
Equity in earnings of unconsolidated entities	108,198	100,303	7,895	8 %
Interest and dividend income	9,763	6,685	3,078	46 %
Gain (loss) on investments	-	14,518	(14,518)	N/M
Interest expense	(83,775)	(73,208)	(10,567)	(14) %
Other, net	279	(206)	485	>100 %
Total other income (expenses)	34,465	48,092	(13,627)	(28) %
Income before income taxes	(119,355)	304,388	(423,743)	>(100) %
Income tax expense	7,276	130,056	(122,780)	(94) %
Net income (loss)	(126,631)	174,332	(300,963)	>(100) %
Less: Net income (loss) attributable to noncontrolling	(6,817)	26,348	(33,165)	>(100) %

interests, net of tax				
Net income attributable to TDS shareholders	(119,814)	147,984	(267,798)	>(100)%
Preferred dividend requirement	(37)	(37)	-	-
Net income available to common shareholders	$ (119,851)	$ 147,947	$ (267,798)	>(100)%
Basic earnings per share attributable to TDS shareholders	$ (1.10)	$ 1.36	$ (2.46)	>(100)%
Diluted earnings per share attributable to TDS shareholders	$ (1.10)	$ 1.35	$ (2.45)	>(100)%

N/M - Percent change not meaningful

(1) Consists of Non-Reportable Segment, corporate operations and intercompany eliminations between U.S. Cellular, TDS Telecom, the Non-Reportable Segment and corporate operations.

(2) Due to the Airadigm Transaction, TDS recognized expenses of $20.8 million related to exit and disposal activities in 2014. See Note 5 – Acquisitions, Divestitures and Exchanges in the Notes to the Consolidated Financial Statements for additional information.

Operating revenues and expenses

See “Results of Operations — U.S. Cellular” and “Results of Operations — TDS Telecom” below for factors that affected consolidated Operating revenues and expenses.

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Equity in earnings of unconsolidated entities

TDS' investment in the Los Angeles SMSA Limited Partnership ("LA Partnership") contributed \$57.8 million and \$61.2 million to Equity in earnings of unconsolidated entities in 2014 and 2013, respectively.

On April 3, 2013, TDS deconsolidated the NY1 & NY2 Partnerships and began reporting them as equity method investments in its consolidated financial statements as of that date. Equity in earnings of the NY1 & NY2 Partnerships was \$23.3 million and \$18.2 million in 2014 and 2013, respectively. See Note 7 — Investments in Unconsolidated Entities in Notes to Consolidated Financial Statements for additional information.

Gain (loss) on investments

In 2013, in connection with the deconsolidation of the NY1 & NY2 Partnerships, TDS recognized a non-cash pre-tax gain of \$14.5 million.

Interest expense

The increase in interest expense was due primarily to a decrease in capitalized interest related to network and systems projects. Interest cost capitalized was \$6.6 million and \$17.0 million for 2014 and 2013, respectively.

Income tax expense

See Note 3 — Income Taxes in the Notes to Consolidated Financial Statements for a discussion of Income tax expense.

Net income (loss) attributable to noncontrolling interests, net of tax

Net income (loss) attributable to noncontrolling interests, net of tax includes the noncontrolling public shareholders' share of U.S. Cellular's net income (loss) and the noncontrolling shareholders' or partners' share of certain TDS or

U.S. Cellular subsidiaries' net income (loss).

		Nine Months Ended September 30,			
		2014		2013	
(Dollars in thousands)					
Net income (loss) attributable to noncontrolling interests, net of tax					
U.S. Cellular noncontrolling public shareholders'		$	(3,454)	$	21,569
Noncontrolling shareholders' or partners' (1)			(3,363)		4,779
		$	(6,817)	$	26,348

(1) The decrease from 2013 to 2014 is due primarily to the elimination of the noncontrolling interest as a result of the NY1 & NY2 Deconsolidation on April 3, 2013 and lower income from certain partnerships.

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RESULTS OF OPERATIONS — U.S. CELLULAR

TDS provides wireless telephone service through U.S. Cellular, an 84%-owned subsidiary. U.S. Cellular owns, manages and invests in wireless markets throughout the United States.

Summary Operating Data for U.S. Cellular Consolidated Markets

Following is a table of summarized operating data for U.S. Cellular's Consolidated Markets. Consolidated Markets herein refers to markets which U.S. Cellular currently consolidates, or previously consolidated in the periods presented, and is not adjusted in prior periods for subsequent divestitures or deconsolidations. Unless otherwise noted, figures reported in Results of Operations are representative of consolidated results.

As of or for Nine Months Ended September 30,				2014			2013	
Retail Customers								
	Postpaid							
		Total at end of period		4,200,000			4,343,000	
		Gross additions		638,000			521,000	
		Net additions (losses)		(67,000)			(254,000)	
		ARPU(1)	$	56.87		$	54.61	
		Churn rate(2)		1.9	%		1.8	%
		Smartphone penetration(3)		57.9	%		47.1	%
	Prepaid							
		Total at end of period		350,000			370,000	
		Gross additions		214,000			246,000	
		Net additions (losses)		7,000			5,000	
		ARPU(1)	$	33.59		$	31.46	
		Churn rate(2)		6.6	%		6.6	%
Total customers at end of period				4,674,000			4,875,000	
Billed ARPU(1)			$	53.47		$	50.94	
Service revenue ARPU(1)			$	60.43		$	57.86	
Smartphones sold as a percent of total devices sold				73.0	%		64.2	%
Total Population								
	Consolidated markets(4)			54,817,000			84,025,000	
	Consolidated operating markets(4)			31,729,000			31,822,000	
Market penetration at end of period								
	Consolidated markets(5)			8.5	%		5.8	%
	Consolidated operating markets(5)			14.7	%		15.3	%

Capital expenditures (000s)	$	375,960		$	529,366	
Total cell sites in service		6,209			7,687	
Owned towers		4,487			4,422	

Summary Operating Data for U.S. Cellular Core Markets

Following is a table of summarized operating data for U.S. Cellular's Core Markets. For comparability, Core Markets as presented here excludes the results of the Divestiture Markets and NY1 and NY2 Partnerships as of or for the nine months ended September 30, 2013.

As of or for Nine Months Ended September 30,				2014			2013	
Retail Customers								
	Postpaid							
		Total at end of period		4,200,000			4,343,000	
		Gross additions		638,000			506,000	
		Net additions (losses)		(67,000)			(146,000)	
		ARPU(1)	$	56.87		$	54.46	
		Churn rate(2)		1.9	%		1.6	%
		Smartphone penetration(3)		57.9	%		47.1	%
	Prepaid							
		Total at end of period		350,000			370,000	
		Gross additions		214,000			232,000	
		Net additions (losses)		7,000			28,000	
		ARPU(1)	$	33.59		$	31.21	
		Churn rate(2)		6.6	%		6.2	%
Total customers at end of period				4,674,000			4,875,000	
Billed ARPU(1)			$	53.47		$	50.98	
Service revenue ARPU(1)			$	60.43		$	57.83	
Smartphones sold as a percent of total devices sold				73.0	%		64.4	%
Total Population								
	Consolidated markets(4)			54,817,000			84,025,000	
	Consolidated operating markets(4)			31,729,000			31,822,000	
Market penetration at end of period								
	Consolidated markets(5)			8.5	%		5.8	%
	Consolidated operating markets(5)			14.7	%		15.3	%
Capital expenditures (000s)			$	375,960		$	518,405	
Total cell sites in service				6,209			6,127	
Owned towers				3,922			3,857	

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(1) ARPU metrics are calculated by dividing a revenue base by an average number of customers by the number of months in the period. These revenue bases and customer populations are shown below:

a. Postpaid ARPU consists of total postpaid service revenues and postpaid customers.

b. Prepaid ARPU consists of total prepaid service revenues and prepaid customers.

c. Billed ARPU consists of total retail service or “billed” revenues (total postpaid, prepaid and reseller service revenues) and postpaid, prepaid and reseller customers.

d. Service revenue ARPU consists of total retail service revenues, inbound roaming and other service revenues and postpaid, prepaid and reseller customers.

(2) Churn metrics represent the percentage of the postpaid or prepaid customers that disconnect service each month. These metrics represent the average monthly postpaid or prepaid churn rate for each respective period.

(3) Smartphones represent wireless devices which run on an Android, Apple, BlackBerry or Windows Mobile operating system, excluding tablets. Smartphone penetration is calculated by dividing postpaid smartphone customers by total postpaid customers.

(4) The decrease in the population of Consolidated markets is due primarily to the divestiture of the Mississippi Valley non-operating license in October 2013 and the majority of the St. Louis area non-operating market license in March 2014. Total Population is used only to calculate market penetration of consolidated markets and consolidated operating markets, respectively. See footnote (5) below.

(5) Market penetration is calculated by dividing the number of wireless customers at the end of the period by the total population of consolidated markets and consolidated operating markets, respectively, as estimated by Claritas. The increase in consolidated markets penetration is due primarily to a lower denominator as a result of the license divestitures described in footnote (4) above.

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Components of Operating Income							
Nine Months Ended September 30,		**2014**		**2013**		**Change**	**Percentage Change**
(Dollars in thousands)							
Retail service	$	2,254,716	$	2,438,715	$	(183,999)	(8) %
Inbound roaming		174,283		202,904		(28,621)	(14) %
Other		119,150		128,026		(8,876)	(7) %
Service revenues		2,548,149		2,769,645		(221,496)	(8) %
Equipment sales		335,854		246,467		89,387	36 %
Total operating revenues		2,884,003		3,016,112		(132,109)	(4) %
System operations (excluding Depreciation, amortization and accretion reported below)		567,488		585,997		(18,509)	(3) %
Cost of equipment sold		850,314		652,153		198,161	30 %
Selling, general and administrative		1,197,361		1,234,675		(37,314)	(3) %
Depreciation, amortization and accretion		465,042		593,410		(128,368)	(22) %
(Gain) loss on asset disposals, net		16,774		16,153		621	4 %
(Gain) loss on sale of business and other exit costs, net		(27,694)		(243,627)		215,933	89 %
(Gain) loss on license sales and exchanges		(91,446)		-		(91,446)	N/M
Total operating expenses		2,977,839		2,838,761		139,078	5 %
Operating income (loss)	$	(93,836)	$	177,351	$	(271,187)	>(100) %
N/M - Not meaningful							

Operating Revenues

Service revenues

Service revenues consist primarily of: (i) charges for access, airtime, roaming, recovery of regulatory costs and value added services, including data products and services, provided to U.S. Cellular's retail customers and to end users through third party resellers ("retail service"); (ii) charges to other wireless carriers whose customers use U.S. Cellular's wireless systems when roaming; and (iii) amounts received from the Federal Universal Service Fund ("USF").

Retail service revenues

Retail service revenues decreased by $184.0 million, or 8%, in 2014 to $2,254.7 million due to a decrease in U.S. Cellular's average customer base (including the reductions caused by the Divestiture Transaction and NY1 & NY2 Deconsolidation) partially offset by an increase in billed ARPU.

Billed ARPU increased to $53.47 in 2014 from $50.94 in 2013. This overall increase is due primarily to an increase in postpaid ARPU to $56.87 in 2014 from $54.61 in 2013, reflecting an increase in smartphone penetration and corresponding revenues from data products and services.

U.S. Cellular expects continued pressure on retail service revenues in the foreseeable future due to industry competition for customers and related effects on pricing of service plan offerings offset to some degree by continued adoption of smartphones and data usage. In addition, beginning in the second quarter of 2014, U.S. Cellular expanded its offerings of equipment installment plans. To the extent that customers adopt these plans, U.S. Cellular expects an increase in equipment sales revenues. However, certain of the equipment installment plans provide the customer with a reduction in the monthly access charge for the device; thus, to the extent that existing customers adopt such plans, U.S. Cellular expects a reduction in retail service revenues and ARPU.

Inbound roaming revenues

Inbound roaming revenues decreased by $28.6 million, or 14%, in 2014 to $174.3 million. The decrease was due primarily to a $17.6 million impact related to the Divestiture Transaction and NY1 & NY2 Deconsolidation. The remaining decrease in the Core Markets was due to a decrease in rates and a decline in voice volume, partially offset by higher data usage.

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Other revenues

Other revenues decreased by $8.9 million, or 7%, in 2014 compared to 2013 due to a $14.8 million decrease in eligible telecommunications carriers (“ETC”) support, partially offset by an increase in tower rental revenue.

Pursuant to the FCC's Reform Order (“Reform Order”), U.S. Cellular’s current ETC support is being phased down at the rate of 20% per year beginning July 1, 2012. The Phase II Mobility Fund was not operational as of September 2014. Therefore, as provided by the Reform Order, the phase down is currently suspended and U.S. Cellular will continue to receive 60% of its baseline support until the Phase II Mobility Fund is operational. At this time, U.S. Cellular cannot predict the net effect of the FCC’s changes to the USF high cost support program in the Reform Order. Accordingly, U.S. Cellular cannot predict whether such changes will have a material adverse effect on U.S. Cellular’s business, financial condition or results of operations.

Equipment sales revenues

Equipment sales revenues include revenues from sales of wireless devices and related accessories to both new and existing customers, as well as revenues from sales of devices and accessories to agents. All Equipment sales revenues are recorded net of rebates.

U.S. Cellular offers a competitive line of quality wireless devices to both new and existing customers. U.S. Cellular's customer acquisition and retention efforts include offering new wireless devices to customers at discounted prices; in addition, customers on currently offered rate plans receive loyalty reward points that may be used to purchase a new wireless device or accelerate the timing of a customer's eligibility for a wireless device upgrade at promotional pricing. U.S. Cellular also continues to sell wireless devices to agents including national retailers; this practice enables U.S. Cellular to provide better control over the quality of wireless devices sold to its customers, establish roaming preferences and earn quantity discounts from wireless device manufacturers which are passed along to agents and other retailers.

Beginning in the second quarter of 2014, U.S. Cellular expanded its offerings of equipment installment plans. To the extent that customers adopt these plans, U.S. Cellular expects an increase in equipment sales revenues. However, certain of the equipment installment plans provide the customer with a reduction in the monthly access charge for the device; thus, to the extent that existing customers adopt such plans, U.S. Cellular expects a reduction in retail service revenues and ARPU.

Equipment sales revenues increased $89.4 million, or 36%, to $335.9 million in 2014, including $111.8 million related to equipment installment plan sales. In the Core Markets, equipment sales revenues increased by $97.1 million, due primarily to an increase in average revenue per device sold (including the impact of sales under equipment installment plans) and an increase in sales of smartphones and connected devices, partially offset by a decrease in the sales of other device categories, primarily in the feature phone category. The increase in equipment sales revenues in the Core Markets was partially offset by the effects of the Divestiture Transaction and the NY1 & NY2 Deconsolidation.

Operating Expenses

System operations expenses (excluding Depreciation, amortization and accretion)

System operations expenses (excluding Depreciation, amortization, and accretion) include charges from telecommunications service providers for U.S. Cellular's customers' use of their facilities, costs related to local interconnection to the wireline network, charges for cell site rent and maintenance of U.S. Cellular's network, long-distance charges, outbound roaming expenses and payments to third party data product and platform developers.

System operations expenses decreased $18.5 million, or 3%, to $567.5 million. Key components of the net change in System operations expenses were as follows:

- Customer usage expenses decreased by $24.7 million, or 13%, driven by impacts of the Divestiture Transaction and NY1 & NY2 Deconsolidation, lower volume and rates for long distance usage and lower fees for platform and content providers.

- Maintenance, utility and cell site expenses increased $5.5 million, or 2%, driven primarily by costs related to 4G LTE support and cell site maintenance, partially offset by the impacts of the Divestiture Transaction and NY1 & NY2 Deconsolidation.

U.S. Cellular expects system operations expenses to increase in the future to support the continued growth in cell sites and other network facilities as it continues to add capacity, enhance quality and deploy new technologies as well as to support increases in total customer usage, particularly data usage. However, these increases are expected to be offset to some extent by cost savings generated by shifting data traffic to the more efficient 4G LTE network from the 3G network.

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Cost of equipment sold

Cost of equipment sold increased by $198.2 million, or 30%, to $850.3 million in 2014, including $160.9 million related to equipment installment plan sales. The increase was driven by a 36% increase in the average cost per device sold, which more than offset the impact of selling fewer devices. Average cost per device sold increased due to general customer preference for higher-priced 4G LTE smartphones and tablets. Smartphones sold as a percentage of total devices sold were 73% and 64% in 2014 and 2013, respectively. The total number of devices sold decreased by 4%, partially due to the Divestiture Transaction.

U.S. Cellular's loss on equipment, defined as equipment sales revenues less cost of equipment sold, was $514.5 million and $405.7 million for 2014 and 2013, respectively. U.S. Cellular expects loss on equipment to continue to be a significant cost in the foreseeable future as wireless carriers continue to use device availability and pricing as a means of competitive differentiation. In addition, U.S. Cellular expects increasing sales of data centric wireless devices to result in higher equipment subsidies over time; these devices generally have higher purchase costs which cannot be recovered through proportionately higher selling prices to customers under the standard contract/subsidy model the industry has operated with for many years. However, U.S. Cellular expects sales of devices under equipment installment plans to offset the increases in loss on equipment to some degree.

Selling, general and administrative expenses

Selling, general and administrative expenses include salaries, commissions and expenses of field sales and retail personnel and facilities; telesales department salaries and expenses; agent commissions and related expenses; corporate marketing and merchandise management; and advertising expenses. Selling, general and administrative expenses also include bad debts expense, costs of operating customer care centers and corporate expenses.

Key components of the $37.3 million, or 3%, decrease to $1,197.4 million were as follows:

- Selling and marketing expense increased by $4.7 million, or 1%, due primarily to increases in advertising and commissions expenses, offset by the effects of the Divestiture Transaction and NY1 & NY2 Deconsolidation.

- General and administrative expense decreased by $42.0 million, or 6%, due primarily to the Divestiture Transaction and NY1 & NY2 Deconsolidation and lower consulting expenses related to the billing system conversion in the prior year, offset by an increase in bad debts expense.

Depreciation, amortization and accretion expenses

Depreciation, amortization and accretion decreased $128.4 million, or 22%, in 2014 to $465.0 million due primarily to the higher amount of accelerated depreciation, amortization and accretion in the Divestiture Markets that occurred in 2013. The impact of the acceleration was $13.1 million in 2014 compared to $134.0 million in 2013. The accelerated depreciation, amortization and accretion in the Divestiture Markets was completed in the first quarter of 2014.

(Gain) loss on asset disposals, net

(Gain) loss on asset disposals, net was a loss in both 2014 and 2013 due primarily to the write-off and disposals of certain network assets.

(Gain) loss on sale of business and other exit costs, net

The net gain in both 2014 and 2013 resulted from the Divestiture Transaction. See Note 5 — Acquisitions, Divestitures and Exchanges in the Notes to Consolidated Financial Statements for additional information.

(Gain) loss on license sales and exchanges

The net gain in 2014 resulted from the sale of the St. Louis area non-operating market license and the license exchange in Milwaukee. See Note 5 — Acquisitions, Divestitures and Exchanges in the Notes to Consolidated Financial Statements for additional information.

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RESULTS OF OPERATIONS — TDS TELECOM

TDS Telecom provides broadband, video and voice telecommunications services and hosted and managed services in three reportable segments: Wireline, Cable and HMS. TDS Telecom's Wireline and Cable operations served 1,212,200 customer connections at September 30, 2014. TDS Telecom also provides hosted and managed services ("HMS") under the OneNeck IT Solutions ("OneNeck") brand, which provides colocation, dedicated hosting, hosted application management, cloud computing services and planning, engineering, procurement, installation, sales and management of Information Technology ("IT") infrastructure hardware solutions.

On October 4, 2013, TDS acquired 100% of the outstanding shares of MSN. The operations of MSN are included in the HMS segment since the date of acquisition. On August 1, 2013, TDS Telecom acquired substantially all of the assets of Baja. The operations of Baja are included in the Cable segment since the date of acquisition.

On September 1, 2014, TDS acquired substantially all of the assets of Bend. As part of the agreement, TDS also acquired a Tier III data center providing colocation and managed services and a cable advertising and broadcast business. The operations of the data center are included in the HMS segment. The operations of the cable and the advertising and broadcast business are included in the Cable segment.

These acquisitions impact the comparability of TDS Telecom's operating results.

During the third quarter of 2014, due to a decline in projected revenue and earnings of the HMS reporting unit compared with previously projected results, TDS determined that an interim goodwill impairment test was required. Based on current forecasts, the estimated fair value of the HMS segment has declined below its carrying value. As a result, goodwill attributable to the HMS segment was written down by $84.0 million. See Note 6 — Intangible Assets in the Notes to Consolidated Financial Statements.

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The following table summarizes customer connections for TDS Telecom's Wireline and Cable operations:

As of or for the nine months ended September 30,		2014		2013		Change
Wireline						
Residential connections						
Voice (1)		340,300		358,100		(17,800)
Broadband (2)		231,600		229,500		2,100
IPTV (3)		20,700		12,200		8,500
Wireline residential connections		592,600		599,800		(7,200)
Total residential revenue per connection (4)	$	41.10	$	40.40	$	0.70
Commercial connections						
Voice (1)		199,300		223,800		(24,500)
Broadband (2)		25,300		27,600		(2,300)
managedIP (5)		137,700		121,000		16,700
Wireline commercial connections		362,300		372,400		(10,100)
Total Wireline connections		954,900		972,200		(17,300)
Cable						
Cable connections						
Video (6)		109,100		70,200		38,900
Broadband (7)		106,400		59,800		46,600
Voice (7)		41,800		16,800		25,000
Cable connections		257,300		146,800		110,500
Total residential revenue per connection (4)	$	56.72	$	55.67	$	1.05

(1) The individual circuit connecting customers to TDS Telecom's central office facilities.

(2) The number of customers provided high-capacity data circuits via various technologies, including DSL and dedicated internet circuit technologies.

(3) The number of customers provided video services using IP networking technology.

(4) Total residential revenue divided by the average number of total residential connections.

(5)	The number of telephone handsets, data lines and IP trunks providing communications using IP networking technology.
(6)	Generally, a home or business receiving video programming counts as one video connection. In counting bulk residential or commercial connections, such as an apartment building or a hotel, connections are counted based on the number of units/rooms within the building receiving service.
(7)	Broadband and voice connections reflect billable number of lines into a building for high speed data and voice services, respectively.

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TDS Telecom

Components of Operating Income

Nine Months Ended September 30,	**2014**	**2013**	**Change**	**Percentage Change**
(Dollars in thousands)				
Operating revenues				
Wireline	$ 536,289	$ 545,568	$ (9,279)	(2) %
Cable	73,506	14,362	59,144	>100 %
HMS	198,587	115,665	82,922	72 %
Intra-company elimination	(1,959)	(531)	(1,428)	>(100) %
TDS Telecom operating revenues	806,423	675,064	131,359	19 %
Operating expenses				
Wireline	460,647	499,023	(38,376)	(8) %
Cable	73,816	14,825	58,991	>100 %
HMS	300,056	129,272	170,784	>100 %
Intra-company elimination	(1,959)	(531)	(1,428)	>(100) %
TDS Telecom operating expenses	832,560	642,589	189,971	30 %
TDS Telecom operating income	$ (26,137)	$ 32,475	$ (58,612)	>(100) %

Wireline Operations

Components of Operating Income

Nine Months Ended September 30,	**2014**	**2013**	**Change**	**Percentage Change**
(Dollars in thousands)				
Service revenues				
Residential	$ 219,766	$ 220,172	$ (406)	-
Commercial	172,631	171,328	1,303	1 %
Wholesale	142,483	151,693	(9,210)	(6) %
Total service revenues	534,880	543,193	(8,313)	(2) %
Equipment and product sales	1,409	2,375	(966)	(41) %
Total operating revenues	536,289	545,568	(9,279)	(2) %
Cost of services (excluding Depreciation, amortization and	192,777	199,476	(6,699)	(3) %

accretion reported below)								
Cost of equipment and products		1,793		3,045		(1,252)	(41)	%
Selling, general and administrative		140,855		167,326		(26,471)	(16)	%
Depreciation, amortization and accretion		125,921		129,352		(3,431)	(3)	%
(Gain) loss on asset disposals, net		1,502		(176)		1,678	>100	%
(Gain) loss on sale of business and other exit costs, net		(2,201)		-		(2,201)	N/M	
Total operating expenses		460,647		499,023		(38,376)	(8)	%
Total operating income	$	75,642	$	46,545	$	29,097	63	%
N/M - Not meaningful								

Operating Revenues

Residential revenues consist of voice, data and video services to TDS Telecom’s Wireline residential customer base.

Residential revenues were relatively unchanged from the prior year at $219.8 million in 2014. Legacy voice connections declined by 5% decreasing revenues by $6.0 million, while IPTV connections grew 74% increasing revenues $4.5 million. A 2% increase in average revenue per residential connection driven by price increases for broadband services, growth in customers opting for faster broadband speeds and growth in customers selecting higher tier IPTV packages increased revenues $1.9 million.

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Commercial revenues consist of data and voice services and sales and installation of IP-based telecommunication systems to TDS Telecom's Wireline commercial customer base.

Commercial revenues increased $1.3 million or 1% to $172.6 million in 2014. A 22% growth in average managedIP connections and a 1% increase in average revenue per connection increased commercial revenue, offsetting decreases in revenue from declining legacy voice and data connections.

Wholesale revenues represent compensation from other carriers for utilizing TDS Telecom's network infrastructure and regulatory recoveries.

Wholesale revenues decreased $9.2 million or 6% to $142.5 million. Revenues received through inter-state and intra-state regulatory recovery mechanisms decreased $6.1 million. Wholesale revenues declined $2.0 million due to an 11% reduction in minutes-of-use.

Operating Expenses

Cost of services (excluding Depreciation, amortization and accretion)

Cost of services decreased $6.7 million or 3% to $192.8 million in 2014. Costs of providing long-distance services, provisioning circuits and purchasing unbundled network elements decreased by $5.8 million and employee expenses decreased by $3.9 million. Charges related to the growth in IPTV increased cost of services $3.1 million.

Selling, general and administrative expenses

Selling, general and administrative expenses decreased $26.5 million or 16% to $140.9 million in 2014 due to cost control efforts. Employee expenses decreased $14.9 million and consulting and IT maintenance charges decreased $2.5 million and $2.1 million, respectively. Federal USF charges decreased $2.5 million.

Depreciation, amortization and accretion expenses

Depreciation, amortization and accretion expense decreased $3.4 million or 3% to $125.9 million in 2014 due primarily to depreciation being fully recognized on some assets.

Cable Operations								
Components of Operating Income								
Nine Months Ended September 30,		**2014**		**2013**		**Change**	**Percentage Change**	
(Dollars in thousands)								
Service revenues								
Residential	$	59,396	$	11,642	$	47,754	>100	%
Commercial		14,110		2,720		11,390	>100	%
Total operating revenues		73,506		14,362		59,144	>100	%
Cost of services (excluding Depreciation, amortization and accretion reported below)		35,000		6,727		28,273	>100	%
Selling, general and administrative		22,611		5,184		17,427	>100	%
Depreciation, amortization and accretion		15,089		2,914		12,175	>100	%
(Gain) loss on asset disposals, net		1,116		-		1,116	N/M	
Total operating expenses		73,816		14,825		58,991	>100	%
Total operating income (loss)	$	(310)	$	(463)	$	153	33	%
N/M - Not meaningful								

Operating Revenues

Residential revenues consist of video, broadband and voice services to TDS Telecom's Cable residential customer base.

Residential revenues increased $47.8 million to $59.4 million in 2014 due primarily to acquisitions, of which $4.8 million related to the Bend acquisition.

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Commercial revenues consist of video, broadband and voice services to TDS Telecom's Cable commercial customer base.

Commercial revenues increased $11.4 million to $14.1 million in 2014 due primarily to acquisitions, of which $1.3 million related to the Bend acquisition.

Operating Expenses

Cost of services (excluding Depreciation, amortization and accretion)

Cost of services (excluding Depreciation, amortization and accretion) increased $28.3 million to $35.0 million due primarily to acquisitions, of which $1.6 million related to the Bend acquisition.

Selling, general and administrative expenses

Selling, general and administrative expenses increased $17.4 million to $22.6 million due primarily to acquisitions, of which $3.4 million related to the Bend acquisition.

Depreciation, amortization and accretion expenses

Depreciation, amortization and accretion expense expenses increased $12.2 million to $15.1 million in 2014. Acquisitions provided $11.8 million of the increase, including $3.6 million of amortization of customer lists and trade names.

HMS Operations																
Components of Operating Income (Loss)																

Nine Months Ended September 30,	2014	2013	Change	Percentage Change
(Dollars in thousands)				
Service revenues	$ 82,757	$ 68,405	$ 14,352	21 %
Equipment and product sales	115,830	47,260	68,570	>100 %
Total operating revenues	198,587	115,665	82,922	72 %
Cost of services (excluding Depreciation, amortization and accretion reported below)	57,689	43,042	14,647	34 %
Cost of equipment and products	98,161	39,475	58,686	>100 %
Selling, general and administrative	39,935	29,346	10,589	36 %
Depreciation, amortization and accretion	20,195	17,286	2,909	17 %
Loss on impairment of assets	84,000	-	84,000	N/M
(Gain) loss on asset disposals, net	76	123	(47)	(38) %
Total operating expenses	300,056	129,272	170,784	>100 %
Total operating income (loss)	$ (101,469)	$ (13,607)	$ (87,862)	>(100) %
N/M - Not meaningful				

Operating Revenues

Service revenues consist primarily of colocation, cloud computing and hosted managed services, application management, and installation and management of IT infrastructure hardware solutions.

Service revenues increased $14.4 million or 21% to $82.8 million in 2014. The acquisition of MSN in October of 2013 contributed $10.9 million of this increase with the remaining increase due primarily to growth in colocation, dedicated hosting, hosted application management and cloud computing services of $3.8 million.

Equipment and product sales revenues include revenues from sales of IT infrastructure hardware solutions.

Equipment and product sales revenues increased $68.6 million to $115.8 million in 2014 due to the acquisition of MSN.

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Operating Expenses

Cost of services (excluding Depreciation, amortization and accretion)

Cost of services increased $14.6 million to $57.7 million in 2014 due primarily to $8.1 million from the acquisition of MSN and increases in employee related expenses, data center maintenance and software costs to support growth in services provided to customers.

Cost of equipment and products

Cost of equipment and products increased $58.7 million to $98.2 million in 2014 due to the acquisition of MSN.

Selling, general and administrative expenses

Selling, general and administrative expense increased $10.6 million to $39.9 million in 2014 due primarily to $11.5 million from the acquisition of MSN.

Depreciation, amortization and accretion expenses

Depreciation, amortization and accretion expense increased $2.9 million to $20.2 million due to customer list amortization from the MSN acquisition and depreciation on capital additions.

Loss on Impairment of Assets

As a result of interim testing performed during the third quarter of 2014, TDS determined the carrying value of the HMS goodwill exceeded the implied fair value of goodwill. As a result, an $84.0 million impairment loss was recognized.

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Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

RESULTS OF OPERATIONS — CONSOLIDATED

Three Months Ended September 30,	**2014**	**2013**	**Change**	**Percentage Change**
(Dollars in thousands, except per share amounts)				
Operating revenues				
U.S. Cellular	$ 1,000,419	$ 939,236	$ 61,183	7 %
TDS Telecom	273,157	234,543	38,614	16 %
All other (1)	6,447	7,201	(754)	(10) %
Total operating revenues	1,280,023	1,180,980	99,043	8 %
Operating expenses				
U.S. Cellular	1,051,773	982,443	69,330	7 %
TDS Telecom	336,553	222,391	114,162	51 %
All other (1)(2)	17,112	9,231	7,881	85 %
Total operating expenses	1,405,438	1,214,065	191,373	16 %
Operating income (loss)				
U.S. Cellular	(51,354)	(43,207)	(8,147)	(19) %
TDS Telecom	(63,396)	12,152	(75,548)	>(100) %
All other (1)(2)	(10,665)	(2,030)	(8,635)	>(100) %
Total operating income (loss)	(125,415)	(33,085)	(92,330)	>(100) %
Other income and (expenses)				
Equity in earnings of unconsolidated entities	36,081	37,609	(1,528)	(4) %
Interest and dividend income	4,526	2,507	2,019	81 %
Interest expense	(27,170)	(24,961)	(2,209)	(9) %
Other, net	69	145	(76)	(52) %
Total investment and other income (expense)	13,506	15,300	(1,794)	(12) %
Income (loss) before income taxes	(111,909)	(17,785)	(94,124)	>(100) %
Income tax expense (benefit)	9,290	(6,731)	16,021	>100 %
Net income (loss)	(121,199)	(11,054)	(110,145)	>(100) %
Less: Net income (loss) attributable to	(5,169)	(1,542)	(3,627)	>(100) %

noncontrolling interests, net of tax								
Net income (loss) attributable to TDS shareholders		(116,030)		(9,512)		(106,518)		>(100)%
Preferred dividend requirement		(12)		(12)		-		-
Net income (loss) available to common shareholders	$	(116,042)	$	(9,524)	$	(106,518)		>(100)%
Basic earnings (loss) per share attributable to TDS shareholders	$	(1.07)	$	(0.09)	$	(0.98)		>(100)%
Diluted earnings (loss) per share attributable to TDS shareholders	$	(1.07)	$	(0.09)	$	(0.98)		>(100)%

N/M - Percentage change not meaningful

(1) Consists of Non-Reportable Segment, corporate operations and intercompany eliminations between U.S. Cellular, TDS Telecom, the Non-Reportable Segment and corporate operations.

(2) Due to the Airadigm Transaction, TDS recognized expenses of $7.7 million related to exit and disposal activities in 2014. See Note 5 – Acquisitions, Divestitures and Exchanges in the Notes to the Consolidated Financial Statements for additional information.

Operating Revenues and Expenses

See "Results of Operations — U.S. Cellular" and "Results of Operations — TDS Telecom" below for factors that affected consolidated Operating Revenues and Expenses.

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Equity in earnings of unconsolidated entities

TDS' investment in the LA Partnership contributed $18.2 million and $20.8 million to Equity in earnings of unconsolidated entities in 2014 and 2013, respectively.

Interest expense

The increase in interest expense was due primarily to a decrease in capitalized interest related to network and systems projects. Interest cost capitalized was $2.7 million and $5.0 million for 2014 and 2013, respectively.

Income tax expense (benefit)

See Note 3 — Income Taxes in the Notes to Consolidated Financial Statements for a discussion of Income tax expense.

Net income (loss) attributable to noncontrolling interests, net of tax

Net income (loss) attributable to noncontrolling interests, net of tax includes the noncontrolling public shareholders' share of U.S. Cellular's net income (loss) and the noncontrolling shareholders' or partners' share of certain TDS or U.S. Cellular subsidiaries' net income or loss.

	Three Months Ended September 30,			
	2014		2013	
(Dollars in thousands)				
Net income (loss) attributable to noncontrolling interests, net of tax				
U.S. Cellular noncontrolling public shareholders'	$	(3,524)	$	(1,541)
Noncontrolling shareholders' or partners'		(1,645)		(1)
	$	(5,169)	$	(1,542)

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RESULTS OF OPERATIONS — U.S. CELLULAR

Summary Operating Data for U.S. Cellular Consolidated Markets

Following is a table of summarized operating data for U.S. Cellular's Consolidated Markets.

As of or for the Three Months Ended September 30,				2014			2013	
Retail Customers								
	Postpaid							
		Total at end of period		4,200,000			4,343,000	
		Gross additions		251,000			165,000	
		Net additions (losses)		52,000			(60,000)	
		ARPU (1)	$	56.37		$	54.64	
		Churn rate (2)		1.6	%		1.7	%
		Smartphone penetration (3)		57.9	%		47.1	%
	Prepaid							
		Total at end of period		350,000			370,000	
		Gross additions		64,000			65,000	
		Net additions (losses)		(2,000)			(11,000)	
		ARPU (1)	$	34.40		$	28.72	
		Churn rate (2)		6.3	%		6.8	%
Total customers at end of period				4,674,000			4,875,000	
Billed ARPU (1)			$	53.24		$	50.92	
Service revenue ARPU (1)			$	60.92		$	58.36	
Smartphones sold as a percent of total devices sold				73.3	%		65.2	%
Capital expenditures (000s)			$	142,452		$	242,459	

(1) ARPU metrics are calculated by dividing a revenue base by an average number of customers by the number of months in the period. These revenue bases and customer populations are shown below:

a. Postpaid ARPU consists of total postpaid service revenues and postpaid customers.

b. Prepaid ARPU consists of total prepaid service revenues and prepaid customers.

c. Billed ARPU consists of total retail service or "billed" revenues (total postpaid, prepaid and reseller service revenues) and postpaid, prepaid and reseller customers.

d. Service revenue ARPU consists of total retail service revenues, inbound roaming and other service revenues and postpaid, prepaid and reseller customers.

(2) Churn metrics represent the percentage of the postpaid or prepaid customers that disconnect service each month. These metrics represent the average monthly postpaid or prepaid churn rate for each respective period.

(3) Smartphones represent wireless devices which run on an Android, Apple, BlackBerry or Windows Mobile operating system, excluding tablets. Smartphone penetration is calculated by dividing postpaid smartphone customers by total postpaid customers.

No separate table is shown for the Core Markets for the three months ended September 30, 2014 and 2013 because the Divestiture Transaction and the NY1 & NY2 Deconsolidation were consummated in the second quarter of 2013. Therefore, the above amounts for the Consolidated Markets are identical to the amounts for the Core Markets for the corresponding three month period, except for Capital expenditures in 2013.

Components of Operating Income (Loss)								
Three Months Ended September 30,		**2014**		**2013**		**Change**	**Percentage Change**	
(Dollars in thousands)								
Retail service	$	743,798	$	752,316	$	(8,518)	(1	)%
Inbound roaming		66,577		71,997		(5,420)	(8	)%
Other		40,688		38,017		2,671	7	%
Service revenues		851,063		862,330		(11,267)	(1	)%
Equipment sales		149,356		76,906		72,450	94	%
Total operating revenues		1,000,419		939,236		61,183	7	%
System operations (excluding Depreciation, amortization and accretion reported below)		199,750		177,431		22,319	13	%
Cost of equipment sold		307,862		193,392		114,470	59	%
Selling, general and administrative		397,545		410,468		(12,923)	(3	)%
Depreciation, amortization and accretion		148,952		200,985		(52,033)	(26	)%
(Gain) loss on asset disposals, net		7,947		1,701		6,246	>100	%
(Gain) loss on sale of business and other exit costs, net		(10,283)		(1,534)		(8,749)	>(100	)%
Total operating expenses		1,051,773		982,443		69,330	7	%
Operating income (loss)	$	(51,354)	$	(43,207)	$	(8,147)	(19	)%

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Operating Revenues

Retail service revenues

Retail service revenues decreased $8.5 million, or 1%, to $743.8 million in 2014 due primarily to a decrease in U.S. Cellular's average customer base partially offset by an increase in billed ARPU.

Billed ARPU increased to $53.24 in 2014 compared to $50.92 in 2013. The overall increase is due primarily to an increase in postpaid ARPU to $56.37 in 2014 from $54.64 in 2013, reflecting an increase in smartphone penetration and corresponding revenues from data products and services.

Inbound roaming revenues

Inbound roaming revenues decreased by $5.4 million, or 8%, to $66.6 million in 2014 compared to 2013. The decrease was due primarily to a decrease in rates and a decline in voice volume, partially offset by higher data usage.

Other revenues

Other revenues increased by $2.7 million, or 7%, to $40.7 million, due primarily to an increase in tower rental revenue.

Equipment sales revenues

Equipment sales revenues increased by $72.5 million, or 94%, to $149.4 million in 2014, including $78.2 million related to equipment installment plan sales. The increase was due primarily to an increase in the average revenue per device sold (including the impact of sales under equipment installment plans) and an increase in sales of smartphones and connected devices, partially offset by a decrease in the sales of other device categories, primarily in the feature phone category.

Operating Expenses

System operations expenses (excluding Depreciation, amortization and accretion)

Key components of the $22.3 million, or 13%, increase to $199.8 million were as follows:

- Maintenance, utility and cell site expenses increased $18.7 million, or 25%, due primarily to costs related to 4G LTE support, increased rent expense, and higher cell site maintenance costs.

- Expenses incurred when U.S. Cellular's customers used other carriers' networks while roaming increased $3.8 million, or 8%, due primarily to an increase in data usage, partially offset by a decrease in voice usage.

Cost of equipment sold

Cost of equipment sold increased by $114.5 million, or 59%, to $307.9 million in 2014, including $113.5 million related to equipment installment plan sales. The increase is due primarily to an increase in device sales and an increase of 36% in the average cost per device sold due to general customer preference for higher-priced 4G LTE smartphones and tablets.

Selling, general and administrative expenses

Key components of the $12.9 million, or 3%, decrease to $397.5 million were as follows:

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- Selling and marketing expense increased by $9.6 million, or 5%, due primarily to an increase in advertising, commission and contract labor expenses.

- General and administrative expense decreased by $22.5 million, or 10%, due primarily to lower consulting expenses, primarily related to the billing system conversion in the prior year, offset by an increase in bad debts expense.

Depreciation, amortization and accretion expenses

Depreciation, amortization and accretion decreased $52.0 million, or 26%, in 2014 to $149.0 million due primarily to the higher amount of accelerated depreciation, amortization and accretion in the Divestiture Markets that occurred in 2013. The impact of the acceleration was $45.7 million in 2013.

(Gain) loss on asset disposals, net

(Gain) loss on asset disposals, net was a loss in both 2014 and 2013 due primarily to the write-off and disposals of certain network assets.

(Gain) loss on sale of business and other exit costs, net

The net gain in both 2014 and 2013 resulted from the Divestiture Transaction. See Note 5 — Acquisitions, Divestitures and Exchanges in the Notes to Consolidated Financial Statements for additional information.

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RESULTS OF OPERATIONS — TDS TELECOM

TDS Telecom

Components of Operating Income

Three months ended September 30,	**2014**	**2013**	**Change**	**Percentage Change**
(Dollars in thousands)				
Operating revenues				
Wireline	$ 178,075	$ 181,800	$ (3,725)	(2)%
Cable	28,519	14,362	14,157	99 %
HMS	67,543	38,727	28,816	74 %
Intra-company elimination	(980)	(346)	(634)	>(100)%
TDS Telecom operating revenues	273,157	234,543	38,614	16 %
Operating expenses				
Wireline	151,428	164,065	(12,637)	(8)%
Cable	29,396	14,825	14,571	98 %
HMS	156,709	43,847	112,862	>100%
Intra-company elimination	(980)	(346)	(634)	>(100)%
TDS Telecom operating expenses	336,553	222,391	114,162	51 %
TDS Telecom operating income	$ (63,396)	$ 12,152	$ (75,548)	>(100)%
N/M - Not meaningful				

Wireline Operations

Components of Operating Income

Three months ended September 30,	**2014**	**2013**	**Change**	**Percentage Change**
(Dollars in thousands)				
Service revenues				
Residential	$ 73,901	$ 74,257	$ (356)	-

Commercial		57,179		57,075		104	-
Wholesale		46,570		49,755		(3,185)	(6)%
Total service revenues		177,650		181,087		(3,437)	(2)%
Equipment and product sales		425		713		(288)	(40)%
Total operating revenues		178,075		181,800		(3,725)	(2)%
Cost of services (excluding Depreciation, amortization and accretion reported below)		64,072		67,308		(3,236)	(5)%
Cost of equipment and products		829		941		(112)	(12)%
Selling, general and administrative		46,627		53,254		(6,627)	(12)%
Depreciation, amortization and accretion		41,358		42,136		(778)	(2)%
(Gain) loss on asset disposals, net		743		426		317	74 %
(Gain) loss on sale of business and other exit costs, net		(2,201)		-		(2,201)	N/M
Total operating expenses		151,428		164,065		(12,637)	(8)%
Total operating income	$	26,647	$	17,735	$	8,912	50 %
N/M - Not meaningful							

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Operating Revenues

Residential revenues

Residential revenues were relatively flat at $73.9 million in 2014 as a decrease in revenue resulting from declines in voice service was partially offset by an increase in revenue from data and video service.

Commercial revenues

Commercial revenues were relatively unchanged at $57.2 million in 2014 due primarily to growth in managedIP revenues resulting from both a 15% increase in average managedIP connections and a 2% increase in average revenue per connection offsetting a decrease in revenue from a 10% decline in average voice connections.

Wholesale revenues

Wholesale revenues decreased $3.2 million or 6% to $46.6 million. Revenues received through inter-state and intra-state regulatory mechanisms decreased $3.3 million.

Operating Expenses

Cost of services (excluding Depreciation, amortization and accretion)

Cost of services decreased $3.2 million or 5% to $64.1 million in 2014. Decreases in employee expenses, cost of providing long distance services and purchasing unbundled network elements were partially offset by increased costs associated with the provisioning of IPTV.

Selling, general and administrative expenses

Selling, general and administrative expenses decreased $6.6 million or 12% to $46.6 million in 2014 due to cost control efforts which decreased employee related expenses $3.8 million and a $1.6 million decrease in Federal USF charges.

Cable Operations								
Components of Operating Income								
Three months ended September 30,		**2014**		**2013**		**Change**	**Percentage Change**	
(Dollars in thousands)								
Service revenues								
Residential	$	22,921	$	11,642	$	11,279	97	%
Commercial		5,598		2,720		2,878	>100	%
Total operating revenues		28,519		14,362		14,157	99	%
Cost of services (excluding Depreciation, amortization and accretion reported below)		12,651		6,727		5,924	88	%
Selling, general and administrative		9,948		5,184		4,764	92	%
Depreciation, amortization and accretion		6,171		2,914		3,257	>100	%
(Gain) loss on asset disposals, net		626		-		626	N/M	
Total operating expenses		29,396		14,825		14,571	98	%
Total operating income (loss)	$	(877)	$	(463)	$	(414)	(89)	%
N/M - Not meaningful								

Operating Revenues

Residential revenues

Residential revenues increased $11.3 million to $22.9 million in 2014. Acquisitions provided $11.0 million of the increase, of which $4.8 million related to the Bend acquisition.

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Commercial revenues

Commercial revenues increased $2.9 million to $5.6 million in 2014. Acquisitions provided $2.7 million of the increase, of which $1.3 million related to the Bend acquisition.

Operating Expenses

Cost of services (excluding Depreciation, amortization and accretion)

Cost of services (excluding Depreciation, amortization and accretion) increased $5.9 million to $12.7 million in 2014. Acquisitions provided $5.1 million of the increase, of which $1.6 million related to the Bend acquisition.

Selling, general and administrative expenses

Selling, general and administrative expenses increased $4.8 million to $9.9 million in 2014. Acquisitions provided $6.1 million of the increase, of which $3.4 million related to the Bend acquisition including legal and acquisition costs of $0.9 million.

Depreciation, amortization and accretion expenses

Depreciation, amortization and accretion expenses increased $3.3 million to $6.2 million in 2014. Acquisitions provided $2.9 million of the increase, including $0.9 million of amortization of acquisition related intangible assets.

HMS Operations															

Components of Operating Income								
							Percentage	
Three months ended September 30,		**2014**		**2013**		**Change**	**Change**	
(Dollars in thousands)								
Service revenues	$	27,806	$	23,200	$	4,606	20	%
Equipment and product sales		39,737		15,527		24,210	>100	%
Total operating revenues		67,543		38,727		28,816	74	%
Cost of services (excluding Depreciation, amortization and accretion reported below)		19,442		14,369		5,073	35	%
Cost of equipment and products		33,819		13,149		20,670	>100	%
Selling, general and administrative		12,724		10,064		2,660	26	%
Depreciation, amortization and accretion		6,726		6,255		471	8	%
Loss on impairment of assets		84,000		-		84,000	N/M	
(Gain) loss on asset disposals, net		(2)		10		(12)	>(100)	%
Total operating expenses		156,709		43,847		112,862	>100	%
Total operating income (loss)	$	(89,166)	$	(5,120)	$	(84,046)	>(100)	%
N/M - Not meaningful								

Operating Revenues

Service revenues

Service revenues increased $4.6 million or 20% to $27.8 million in 2014. The acquisition of MSN contributed $4.0 million of this increase with the remaining increase due primarily to growth in colocation, dedicated hosting, hosted application management and cloud computing services.

Equipment and product sales revenues

Equipment and product sales revenues increased $24.2 million to $39.7 million in 2014 due to the acquisition of MSN.

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Operating Expenses

Cost of services (excluding Depreciation, amortization and accretion)

Cost of services increased $5.1 million to $19.4 million in 2014 due to $2.6 million from the acquisition of MSN and increases in employee related expenses, data center maintenance and software costs to support growth in services provided to customers.

Cost of equipment and products

Cost of equipment and products increased $20.7 million to $33.8 million in 2014 due to the acquisition of MSN.

Selling, general and administrative expenses

Selling, general and administrative expense increased $2.7 million to $12.7 million in 2014 due to the acquisition of MSN.

Depreciation, amortization and accretion expense

Depreciation, amortization and accretion expense increased $0.5 million to $6.7 million due to customer list amortization from the MSN acquisition and depreciation on capital additions.

Loss on Impairment of Assets

As a result of interim testing performed during the third quarter of 2014, TDS determined the carrying value of the HMS goodwill exceeded the implied fair value of goodwill. As a result, an $84.0 million impairment loss was recognized.

RECENT ACCOUNTING PRONOUNCEMENTS

See Note 1 — Basis of Presentation in the Notes to Consolidated Financial Statements for information on recent accounting pronouncements.

FINANCIAL RESOURCES

TDS operates a capital- and marketing-intensive business. TDS utilizes cash on hand, cash from operating activities, cash proceeds from divestitures and dispositions of investments, short-term credit facilities and long-term debt financing to fund its acquisitions (including licenses), construction costs, operating expenses and share repurchases. Cash flows may fluctuate from quarter to quarter and year to year due to seasonality, the timing of acquisitions, capital expenditures and other factors. The table below and the following discussion in this Financial Resources section summarize TDS' cash flow activities for the nine months ended September 30, 2014 and 2013.

		2014		2013	
(Dollars in thousands)					
Cash flows from (used in):					
	Operating activities	$	496,211	$	437,900
	Investing activities		(670,840)		(333,593)
	Financing activities		(82,318)		(133,699)
	Net decrease in cash and cash equivalents	$	(256,947)	$	(29,392)

Cash Flows from Operating Activities

Cash flows from operating activities were $496.2 million in 2014 and $437.9 million in 2013. The net increase reflected lower earnings excluding the loss on impairment of assets, gains recognized on sale of business and license sales and exchanges, which had the impact of decreasing cash flows from operating activities, more than offset by changes in working capital, which had the effect of increasing cash flows from operating activities. Working capital factors which significantly increased cash flows from operating activities included a smaller year-over-year increase in accounts receivable and lower income tax payments (net of refunds). In the 2013 period, accounts receivable grew substantially due to issues resulting from the conversion to a new billing system at U.S. Cellular. In the 2014 period, the higher accounts receivable balances resulting from the billing system conversion decreased to more normal levels; however, this decrease was offset by long- and short-term receivables related to equipment installment plan sales. The long-term portion of the equipment installment plan receivables is reported in changes in Other assets and liabilities in the Consolidated Statement of Cash Flows.

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Cash Flows from Investing Activities

TDS makes substantial investments to acquire wireless licenses and properties and to construct and upgrade telecommunications networks and facilities as a basis for creating long-term value for shareholders. In recent years, rapid changes in technology and new opportunities have required substantial investments in potentially revenue enhancing and cost-reducing upgrades to TDS' networks.

Cash used for additions to property, plant and equipment totaled $553.7 million in 2014 and $631.4 million in 2013, and is reported in the Consolidated Statement of Cash Flows. Capital expenditures (i.e., additions to property, plant and equipment and system development expenditures), which include the effects of accruals, totaled $508.5 million in 2014 and $637.4 million in 2013. See "Capital Expenditures" in Liquidity and Capital Resources below for additional information on capital expenditures.

Cash payments for acquisitions for the nine months ended September 30, 2014 and 2013 were as follows:

Cash Payment for Acquisitions	2014			2013	
(Dollars in thousands)					
U.S. Cellular licenses	$	22,745		$	16,540
TDS Telecom HMS business		(442)			-
TDS Telecom cable businesses		261,786			263,843
Total	$	284,089		$	280,383

Cash amounts paid for the acquisitions may differ from the purchase price due to cash acquired in the transactions and the timing of cash payments related to the respective transactions.

Cash received from divestitures in 2014 and 2013 was as follows.

Cash Received from Divestitures	2014			2013	
(Dollars in thousands)					
U.S. Cellular licenses	$	91,789		$	-
U.S. Cellular businesses		52,012			484,300
TDS Telecom wireline businesses		7,568			-
Total	$	151,369		$	484,300

See Note 5 — Acquisitions, Divestitures and Exchanges in the Notes to Consolidated Financial Statements for additional information related to these divestitures.

TDS realized proceeds of $10.0 million and $80.0 million in 2014 and 2013, respectively, related to the maturities of certain of its investments in U.S. Treasury Notes.

Cash Flows from Financing Activities

Cash flows from financing activities include proceeds from and repayments of short-term and long-term debt, dividends to shareholders, distributions to noncontrolling interests, cash used to repurchase Common Shares and cash proceeds from reissuance of Common Shares pursuant to stock-based compensation plans.

U.S. Cellular did not pay any dividends in 2014. On June 25, 2013, U.S. Cellular paid a special cash dividend of $5.75 per share, for an aggregate amount of $482.3 million, to all holders of U.S. Cellular Common Shares and Series A Common Shares. Of the $482.3 million paid, TDS received $407.1 million while external shareholders received $75.2 million. The cash paid to external shareholders is presented as U.S. Cellular dividends paid to noncontrolling public shareholders on the Consolidated Statement of Cash Flows.

Adjusted Free Cash Flow

The following table presents Adjusted free cash flow. Adjusted free cash flow is defined as Cash flows from operating activities (which includes cash outflows related to the Sprint decommissioning), as adjusted for cash proceeds from the Sprint Cost Reimbursement (which are included in Cash flows from investing activities in the Consolidated Statement of Cash Flows), less Cash used for additions to property, plant and equipment. Adjusted free cash flow is a non-GAAP financial measure which TDS believes may be useful to investors and other users of its financial information in evaluating the amount of cash generated by business operations (including cash proceeds from the Sprint Cost Reimbursement), after Cash used for additions to property, plant and equipment.

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Nine Months Ended September 30,			2014		2013
(Dollars in thousands)					
Cash flows from operating activities	$	496,211	$	437,900
Add: Sprint Cost Reimbursement (1)		52,012		1,131
Less: Cash used for additions to property, plant and equipment		553,718		631,370
Adjusted free cash flow	$	(5,495)	$	(192,339)

(1) See Note 5 — Acquisitions, Divestitures and Exchanges in the Notes to Consolidated Financial Statements for additional information related to the Sprint Cost Reimbursement.

See Cash Flows from Operating Activities and Cash Flows from Investing Activities for additional information related to the components of Adjusted free cash flow.

LIQUIDITY AND CAPITAL RESOURCES

TDS believes that existing cash and investment balances, funds available under its revolving credit facilities and expected cash flows from operating and investing activities provide substantial liquidity and financial flexibility for TDS to meet its normal day-to-day operating needs. However, these resources may not be adequate to fund all future expenditures that the companies could potentially elect to make such as acquisitions of spectrum licenses in FCC auctions and other acquisition, construction and development programs. It may be necessary from time to time to increase the size of the existing revolving credit facilities, to put in place new facilities, or to obtain other forms of financing in order to fund these potential expenditures. To the extent that sufficient funds are not available to TDS or its subsidiaries on terms or at prices acceptable to TDS, it could require TDS to reduce its acquisition, construction and development programs.

TDS cannot provide assurances that circumstances that could have a material adverse effect on its liquidity or capital resources will not occur. Economic conditions, changes in financial markets, TDS financial performance and/or prospects or other factors could restrict TDS' liquidity and availability of financing on terms and prices acceptable to TDS, which could require TDS to reduce its capital expenditure, acquisition or share repurchase programs. Such reductions could have a material adverse effect on TDS' business, financial condition or results of operations.

The following table summarizes TDS' and U.S. Cellular's cash and investments as of September 30, 2014.

(Dollars in thousands)	TDS		U.S. Cellular (1)	
Cash and cash equivalents	$	573,067	$	273,798
Short-term investments	$	40,014	$	40,014

(1) Also included as a component of the TDS column.

Cash and Cash Equivalents

Cash and cash equivalents include cash and short-term, highly liquid investments with original maturities of three months or less. The primary objective of TDS' Cash and cash equivalents investment activities is to preserve principal. At September 30, 2014, the majority of TDS' Cash and cash equivalents was held in bank deposit accounts and in money market funds that invest exclusively in U.S. Treasury Notes or in repurchase agreements fully collateralized by such obligations. TDS monitors the financial viability of the money market funds and direct investments in which it invests and believes that the credit risk associated with these investments is low.

Short-term Investments

Short-term investments consist of U.S. Treasury Notes which are designated as held-to-maturity investments and are recorded at amortized cost in the Consolidated Balance Sheet. For these investments, TDS' objective is to earn a higher rate of return on funds that are not anticipated to be required to meet liquidity needs in the near term, while maintaining a low level of investment risk. See Note 2 — Fair Value Measurements in the Notes to Consolidated Financial Statements for additional information on Short-term investments.

Revolving Credit Facilities

TDS and U.S. Cellular have revolving credit facilities available for general corporate purposes.

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In connection with U.S. Cellular's revolving credit facility, TDS and U.S. Cellular entered into a subordination agreement dated December 17, 2010 together with the administrative agent for the lenders under U.S. Cellular's revolving credit facility. At September 30, 2014, no U.S. Cellular debt was subordinated pursuant to this subordination agreement.

In April 2014, two of the nationally recognized credit rating agencies downgraded the TDS and U.S. Cellular corporate and senior debt credit ratings. In July 2014, one of the nationally recognized credit rating agencies downgraded the TDS and U.S. Cellular corporate and senior debt credit ratings. After these downgrades, two of the nationally recognized credit rating agencies rated TDS and U.S. Cellular at sub-investment grade. One of the nationally recognized credit rating agencies rated TDS and U.S. Cellular at investment grade.

In certain circumstances, TDS' and U.S. Cellular's interest cost on their revolving credit facilities may be subject to increase if their current credit ratings from nationally recognized credit rating agencies are lowered, and may be subject to decrease if the ratings are raised. The April and July 2014 downgrades increased the commitment fee on the revolving credit facilities by 0.075% per annum. The downgrades also increased the interest rate on any borrowings by 0.25% per annum. The credit facilities do not cease to be available nor do the maturity dates accelerate solely as a result of a downgrade in TDS' or U.S. Cellular's credit rating. However, downgrades in TDS' or U.S. Cellular's credit rating could adversely affect their ability to renew the credit facilities or obtain access to other credit facilities in the future.

The following table summarizes the terms of such revolving credit facilities as of September 30, 2014:

(Dollars in millions)		**TDS**		**U.S. Cellular**
Maximum borrowing capacity	$	400.0	$	300.0
Letters of credit outstanding	$	0.6	$	17.5
Amount borrowed	$	-	$	-
Amount available for use	$	399.4	$	282.5
Agreement date		December 2010		December 2010
Maturity date		December 2017		December 2017

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 make representations regarding certain matters at the time of each borrowing. TDS and U.S. Cellular believe that they were in compliance as of September 30, 2014 with all of the financial covenants and requirements set forth in their revolving credit facilities.

As more fully described on TDS' Form 8-K dated July 24, 2014, to provide for additional financial flexibility, TDS and U.S. Cellular entered into amendments to the revolving credit facilities agreements which increased the Consolidated Leverage Ratio (the ratio of Consolidated Funded Indebtedness to Consolidated Earnings before interest, taxes, depreciation and amortization) that the companies are required to maintain. Beginning July 1, 2014, TDS and U.S. Cellular are required to maintain the Consolidated Leverage Ratio at a level not to exceed 3.75 to 1.00 for the period of the four fiscal quarters most recently ended (this was 3.00 to 1.00 prior to July 1, 2014). The terms of the amendment decrease the maximum permitted Consolidated Leverage Ratio beginning January 1, 2016, with further decreases effective July 1, 2016 and January 1, 2017 (and will return to 3.00 to 1.00 at that time). For the twelve months ended September 30, 2014, the actual Consolidated Leverage Ratio was 2.53 to 1.00. Future changes in TDS' and U.S. Cellular's financial condition could negatively impact their ability to meet the financial covenants and requirements in their revolving credit facilities agreements. TDS also has certain other non-material credit facilities from time to time.

Long-Term Financing

There were no material changes to Long-Term Financing as disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in TDS' Form 10-K for the year ended December 31, 2013.

TDS and its subsidiaries' long-term debt indentures do not contain any provisions resulting in acceleration of the maturities of outstanding debt in the event of a change in TDS' credit rating. However, a downgrade in TDS' credit rating could adversely affect its ability to obtain long-term debt financing in the future. TDS believes that it and its subsidiaries were in compliance as of September 30, 2014 with all financial covenants and other requirements set forth in its long-term debt indentures. 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.

The long-term debt principal payments due for the remainder of 2014 and the next four years represent less than 1% of the total long-term debt obligation at September 30, 2014. Refer to Market Risk — Long-Term Debt in TDS' Form 10-K for the year ended December 31, 2013 for additional information regarding required principal payments and the weighted average interest rates related to TDS' Long-term debt.

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Capital Expenditures

U.S. Cellular's capital expenditures for 2014 are expected to be approximately $600 million. These expenditures are expected to be for the following general purposes:

- Expand and enhance network coverage, including providing additional capacity to accommodate increased network usage, principally data usage, by current customers;
- Continue to deploy 4G LTE technology in certain markets;
- Expand and enhance the retail store network; and
- Develop and enhance office systems.

TDS Telecom's capital expenditures for 2014 are expected to be approximately $210 million. These expenditures are expected to be for the following general purposes:

- Maintain and enhance existing infrastructure at Wireline, HMS and Cable;
- Fiber expansion in Wireline markets to support IPTV and super high speed data;
- Success-based spending to sustain managedIP, IPTV, HMS and Cable growth; and
- Expansion of HMS data center facilities.

TDS plans to finance its capital expenditures program for 2014 using primarily Cash flows from operating activities and, as necessary, existing cash balances and short-term investments.

Acquisitions, Divestitures and Exchanges

TDS assesses its business 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 wireless operating markets and wireless spectrum; and telecommunications, cable, HMS or other possible businesses. In addition, TDS may seek to divest outright or include in exchanges for other interests those interests that are not strategic to its long-term success. As a result, TDS may be engaged from time to time in negotiations relating to the acquisition, divestiture or exchange of companies, properties, wireless spectrum and other possible businesses. In general, TDS may not disclose such transactions until there is a definitive agreement. See Note 5 — Acquisitions, Divestitures and Exchanges in the Notes to Consolidated Financial Statements for additional information related to significant transactions.

Variable Interest Entities

TDS consolidates certain entities because they are "variable interest entities" under accounting principles generally accepted in the United States of America ("GAAP"). See Note 8 — Variable Interest Entities (VIEs) in the Notes to Consolidated Financial Statements for additional information related to these variable interest entities. TDS may elect to make additional capital contributions and/or advances to these variable interest entities in future periods in order to fund their operations.

FCC Spectrum Auction 97

The FCC has scheduled an auction of AWS-3 spectrum licenses, referred to as Auction 97, to begin on November 13, 2014. TDS is participating in Auction 97 through its interest in Advantage Spectrum. TDS will consolidate Advantage Spectrum and its general partner for financial reporting purposes as a VIE. Advantage Spectrum intends to qualify as a "designated entity" and be eligible for discounts with respect to any spectrum purchased in Auction 97. There is no assurance that any bids by Advantage Spectrum will be successful. To the extent it is successful, this will not be disclosed until this is permitted by FCC rules following completion of the auction. See Overview — FCC Spectrum Auction 97. Although it has no current commitment to do so, TDS may make capital contributions, loans and/or advances to Advantage Spectrum and/or its general partner depending on whether Advantage Spectrum is successful in the auction and pending finalization of its financing plan. The possible amount of additional funding is not known at this time but could be substantial. TDS may finance such amounts with a combination of cash on hand, borrowings under its revolving credit agreement and/or long-term debt. There is no assurance that TDS will be able to obtain additional financing on commercially reasonable terms or at all to provide such financial support. See Note 8 — Variable Interest Entities (VIEs) in the Notes to Consolidated Financial Statements for additional information.

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Common Share Repurchase Programs

In the past year, TDS and U.S. Cellular have repurchased and expect to continue to repurchase their Common Shares, in each case subject to any available repurchase program. For additional information related to the current TDS and U.S. Cellular repurchase authorizations and repurchases made during 2014 and 2013, see Note 10 — Common Share Repurchases in the Notes to Consolidated Financial Statements and Part II, Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Contractual and Other Obligations

There were no material changes outside the ordinary course of business between December 31, 2013 and September 30, 2014 to the Contractual and Other Obligations disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in TDS' Form 10-K for the year ended December 31, 2013.

Off-Balance Sheet Arrangements

TDS had no transactions, agreements or other contractual arrangements with unconsolidated entities involving "off-balance sheet arrangements," as defined by SEC rules, that had or are reasonably likely to have a material current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

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APPLICATION OF CRITICAL ACCOUNTING POLICIES AND ESTIMATES

TDS prepares its consolidated financial statements in accordance with GAAP. TDS' significant accounting policies are discussed in detail in Note 1 — Summary of Significant Accounting Policies and Recent Accounting Pronouncements in the Notes to Consolidated Financial Statements and TDS' Application of Critical Accounting Policies and Estimates is discussed in detail in Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are included in TDS' Form 10-K for the year ended December 31, 2013. There were no material changes to TDS' application of critical accounting policies and estimates during the nine months ended September 30, 2014.

Goodwill Impairment Assessment

During the third quarter of 2014, due to a decline in projected revenue and earnings of TDS Telecom's HMS reporting unit compared with previously projected results, TDS determined that an interim impairment test of HMS Goodwill was required. TDS performed the Goodwill impairment tests, as defined by GAAP, as of August 1, 2014. See Note 6 — Intangible Assets for more information about the testing methodology and results.

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PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

SAFE HARBOR CAUTIONARY STATEMENT

This Form 10-Q, including exhibits, contains statements that are not based on historical facts and represent forward-looking statements, as this term is defined in the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, that address activities, events or developments that TDS intends, expects, projects, believes, estimates, plans or anticipates will or may occur in the future are forward-looking statements. The words “believes,” “anticipates,” “estimates,” “expects,” “plans,” “intends,” “projects” and similar expressions intended to identify these forward-looking statements, but are not the exclusive means of identifying them. 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 risks, uncertainties and other factors include those set forth below, as more fully described under “Risk Factors” in TDS’ Form 10-K for the year ended December 31, 2013. However, such factors are not necessarily all of the important factors that could cause actual results, performance or achievements to differ materially from those expressed in, or implied by, the forward-looking statements contained in this document. Other unknown or unpredictable factors also could have material adverse effects on future results, performance or achievements. TDS undertakes no obligation to update publicly any forward-looking statements whether as a result of new information, future events or otherwise. You should carefully consider the Risk Factors in TDS’ Form 10-K for the year ended December 31, 2013, the following factors and other information contained in, or incorporated by reference into, this Form 10-Q to understand the material risks relating to TDS’ business.

- *Intense competition in the markets in which TDS operates could adversely affect TDS’ revenues or increase its costs to compete.*

- *A failure by TDS to successfully execute its business strategy (including planned acquisitions, divestitures and exchanges) or allocate resources or capital could have an adverse effect on TDS’ business, financial condition or results of operations.*

- *A failure by TDS’ service offerings to meet customer expectations, including any issues relating to the new Billing and Operational Support System ("B/OSS") implemented in the third quarter of 2013, could limit TDS’ ability to attract and retain customers and could have an adverse effect on TDS’ business, financial condition or results of operations.*

- *TDS offers customers the option to purchase certain devices under installment contracts, which could result in higher churn and higher bad debts expense.*

- *TDS' system infrastructure may not be capable of supporting changes in technologies and services expected by customers, which could result in a loss of existing customers and revenues and impair TDS' ability to add new customers and revenues.*

- *Changes in roaming practices or other factors could cause TDS' roaming revenues to decline from current levels and/or impact TDS' ability to service its customers in geographic areas where TDS does not have its own network, which would have an adverse effect on TDS' business, financial condition or results of operations.*

- *A failure by TDS to obtain access to adequate radio spectrum to meet current or anticipated future needs and/or to accurately predict future needs for radio spectrum could have an adverse effect on TDS' business, financial condition or results of operations.*

- *To the extent conducted by the Federal Communications Commission ("FCC"), TDS is likely to participate in FCC auctions of additional spectrum in the future as an applicant or as a noncontrolling partner in another auction applicant and, during certain periods, will be subject to the FCC's anti-collusion rules, which could have an adverse effect on TDS.*

- *Changes in the regulatory environment or a failure by TDS to timely or fully comply with any applicable regulatory requirements could adversely affect TDS' business, financial condition or results of operations.*

- *Changes in Universal Service Fund ("USF") funding and/or intercarrier compensation could have an adverse impact on TDS' business, financial condition or results of operations.*

- *An inability to attract and/or retain highly competent management, technical, sales and other personnel could have an adverse effect on TDS' business, financial condition or results of operations.*

- *TDS' assets are concentrated primarily in the U.S. telecommunications industry. As a result, its results of operations may fluctuate based on factors related primarily to conditions in this industry.*

- *TDS' lower scale relative to larger competitors could adversely affect its business, financial condition or results of operations.*

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- *Changes in various business factors could have an adverse effect on TDS' business, financial condition or results of operations.*

- *Advances or changes in technology could render certain technologies used by TDS obsolete, could put TDS at a competitive disadvantage, could reduce TDS' revenues or could increase its costs of doing business.*

- *Complexities associated with deploying new technologies present substantial risk.*

- *TDS is subject to numerous surcharges and fees from federal, state and local governments, and the applicability and the amount of these fees are subject to great uncertainty.*

- *Performance under device purchase agreements could have a material adverse impact on TDS' business, financial condition or results of operations.*

- *Changes in TDS' enterprise value, changes in the market supply or demand for wireless licenses, wireline or cable markets or IT service providers, adverse developments in the businesses or the industries in which TDS is involved and/or other factors could require TDS to recognize impairments in the carrying value of its licenses, goodwill, franchise rights and/or physical assets.*

- *Costs, integration problems or other factors associated with acquisitions, divestitures or exchanges of properties or licenses and/or expansion of TDS' businesses could have an adverse effect on TDS' business, financial condition or results of operations.*

- *A significant portion of TDS' wireless revenues is derived from customers who buy services through independent agents and third-party national retailers who market TDS' services on a commission basis. If TDS' relationships with these agents or third-party national retailers are seriously harmed, its business, financial condition or results of operations could be adversely affected.*

- *TDS' investments in unproven technologies may not produce the benefits that TDS expects.*

- *A failure by TDS to complete significant network construction and systems implementation activities as part of its plans to improve the quality, coverage, capabilities and capacity of its networks and support systems could have an adverse effect on its operations.*

- *Financial difficulties (including bankruptcy proceedings) or other operational difficulties of TDS' key suppliers, termination or impairment of TDS' relationships with such suppliers, or a failure by TDS to manage its supply chain effectively could result in delays or termination of TDS' receipt of required equipment or services, or could result in excess quantities of required equipment or services, any of which could adversely affect TDS' business, financial condition or results of operations.*

- *TDS has significant investments in entities that it does not control. Losses in the value of such investments could have an adverse effect on TDS' financial condition or results of operations.*

- *A failure by TDS to maintain flexible and capable telecommunication networks or information technology, or a material disruption thereof, including breaches of network or information technology security, could have an adverse effect on TDS' business, financial condition or results of operations.*

- *Wars, conflicts, hostilities and/or terrorist attacks or equipment failures, power outages, natural disasters or other events could have an adverse effect on TDS' business, financial condition or results of operations.*

- *The market price of TDS' Common Shares is subject to fluctuations due to a variety of factors.*

- *Identification of errors in financial information or disclosures could require amendments to or restatements of financial information or disclosures included in this or prior filings with the Securities and Exchange Commission ("SEC"). Such amendments or restatements and related matters, including resulting delays in filing periodic reports with the SEC, could have an adverse effect on TDS' business, financial condition or results of operations.*

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- *The existence of material weaknesses in the effectiveness of internal control over financial reporting could result in inaccurate financial statements or other disclosures or failure to prevent fraud, which could have an adverse effect on TDS' business, financial condition or results of operations.*

- *Changes in facts or circumstances, including new or additional information that affects the calculation of potential liabilities for contingent obligations under guarantees, indemnities, claims, litigation or otherwise, could require TDS to record charges in excess of amounts accrued in the financial statements, which could have an adverse effect on TDS' business, financial condition or results of operations.*

- *Disruption in credit or other financial markets, a deterioration of U.S. or global economic conditions or other events could, among other things, impede TDS' access to or increase the cost of financing its operating and investment activities and/or result in reduced revenues and lower operating income and cash flows, which would have an adverse effect on TDS' business, financial condition or results of operations.*

- *Uncertainty of TDS' ability to access capital, deterioration in the capital markets, other changes in market conditions, changes in TDS' credit ratings or other factors could limit or restrict the availability of financing on terms and prices acceptable to TDS, which could require TDS to reduce its construction, development or acquisition programs.*

- *Settlements, judgments, restraints on its current or future manner of doing business and/or legal costs resulting from pending and future litigation could have an adverse effect on TDS' business, financial condition or results of operations.*

- *The possible development of adverse precedent in litigation or conclusions in professional studies to the effect that radio frequency emissions from wireless 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 an adverse effect on TDS' wireless business, financial condition or results of operations.*

- *Claims of infringement of intellectual property and proprietary rights of others, primarily involving patent infringement claims, could prevent TDS from using necessary technology to provide products or services or subject TDS to expensive intellectual property litigation or monetary penalties, which could have an adverse effect on TDS' business, financial condition or results of operations.*

- *Certain matters, such as control by the TDS Voting Trust and provisions in the TDS Restated Certificate of Incorporation, may serve to discourage or make more difficult a change in control of TDS.*

- *Any of the foregoing events or other events could cause revenues, earnings, capital expenditures and/or any other financial or statistical information to vary from TDS' forward-looking estimates by a material amount.*

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

MARKET RISK

Refer to the disclosure under Market Risk in TDS' Form 10-K for the year ended December 31, 2013 for additional information, including information regarding required principal payments and the weighted average interest rates related to TDS' Long-term debt. There have been no material changes to such information since December 31, 2013.

See Note 2 — Fair Value Measurements in the Notes to Consolidated Financial Statements for additional information related to the fair value of TDS' Long-term debt as of September 30, 2014.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

TDS maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) that are designed to ensure that information required to be disclosed in its reports filed or submitted under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the Securities and Exchange Commission’s (“SEC”) rules and forms, and that such information is accumulated and communicated to TDS’ management, including its principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As required by SEC Rule 13a-15(b), TDS carried out an evaluation, under the supervision and with the participation of management, including its principal executive officer and principal financial officer, of the effectiveness of the design and operation of TDS’ disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based on this evaluation, TDS’ principal executive officer and principal financial officer concluded that TDS' disclosure controls and procedures were effective as of September 30, 2014, at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

Internal controls over financial reporting are updated as necessary to accommodate modifications to our business processes and accounting procedures. There have been no changes in TDS’ internal control over financial reporting during the quarter ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect TDS’ internal control over financial reporting.

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Part II. Other Information

Item 1. Legal Proceedings.

Refer to the disclosure under Legal Proceedings in TDS' Form 10-K for the year ended December 31, 2013. There have been no material changes to such information since December 31, 2013.

Item 1A. Risk Factors.

In addition to the information set forth in this Form 10-Q, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in TDS' Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect TDS' business, financial condition or future results. The risks described in this Form 10-Q and the Form 10-K for the year ended December 31, 2013, may not be the only risks that could affect TDS. Additional unidentified or unrecognized risks and uncertainties could materially adversely affect TDS' business, financial condition and/or operating results. Subject to the foregoing, TDS has not identified for disclosure any material changes to the risk factors as previously disclosed in TDS' Annual Report on Form 10-K for the year ended December 31, 2013, except as follows:

TDS offers customers the option to purchase certain devices under installment contracts, which could result in higher churn and higher bad debts expense.

Beginning in the second quarter of 2014, U.S. Cellular expanded its offerings of equipment installment plans. Such plans offer customers the option to purchase certain devices under installment contracts over a period of up to 24 months. U.S. Cellular expects that sales of devices under these plans, when compared to sales of devices made under the traditional subsidy model, will reduce retail service revenue and ARPU but increase equipment revenue. Compared to equipment sales made under the traditional subsidy model, these equipment installment plans involve different considerations regarding marketing, sales, customer retention and renewal, device replacement, customer churn, cash flows, accounting and other business considerations, including business risks. U.S. Cellular does not have significant experience in these new plans or a sufficient history to determine how these plans will affect U.S. Cellular's business, financial position or results of operations. In particular, customers on such plans can discontinue their service at any time without penalty, other than the obligation of any residual commitment they may have for unpaid service or for amounts due under the installment contract for the device. U.S. Cellular could experience reduced revenues and increased marketing costs to acquire new customers if it experiences an increase in churn, which could reduce its margins and operational and financial performance. In addition, customers who purchase their devices through equipment installment plans have the option to pay for their devices in installments over a period of up to 24 months. As a result, these plans subject U.S. Cellular to increased risks relating to consumer credit, which could result in an increase in bad debts expense. These plans may be particularly sensitive to changes in general economic conditions and declines in the credit quality of customers. There is no assurance that such plans will not have an adverse effect on TDS' business, financial position or results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On August 2, 2013, the Board of Directors of TDS authorized a $250 million stock repurchase program for TDS Common Shares. Depending on market conditions, such shares may be repurchased in compliance with Rule 10b-18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), pursuant to Rule 10b5-1 under the Exchange Act, or pursuant to accelerated share repurchase arrangements, prepaid share repurchases, private transactions or as otherwise authorized. This authorization does not have an expiration date.

The following table provides certain information with respect to all purchases made by or on behalf of TDS, and any open market purchases made by any "affiliated purchaser" (as defined by the SEC) of TDS, of TDS Common Shares during the quarter covered by this Form 10-Q.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July 1 – 31, 2014	145,144	$ 25.33	145,144	$ 215,535,625
August 1 – 31, 2014	138,907	25.28	138,907	212,024,591
September 1 – 30, 2014	137,271	25.58	137,271	208,513,525
Total for or as of the end of the quarter ended September 30, 2014	421,322	$ 25.39	421,322	$ 208,513,525

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The following is additional information with respect to the Common Share authorization:

i. The date the program was announced was August 2, 2013 by Form 8-K.

ii. The amount approved was up to $250 million in aggregate purchase price of TDS Common Shares.

iii. The program does not have an expiration date.

iv. The authorization did not expire during the third quarter of 2014.

v. TDS did not determine to terminate the foregoing Common Share repurchase program, or cease making further purchases thereunder, during the third quarter of 2014.

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Item 5. Other Information.

The following information is being provided to update prior disclosures made pursuant to the requirements of Form 8-K, Item 2.03 — Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

Neither TDS nor U.S. Cellular borrowed or repaid any amounts under their revolving credit facilities in the third quarter of 2014 and had no borrowings outstanding under their revolving credit facilities as of September 30, 2014.

A description of TDS' revolving credit facility is included under Item 1.01 in TDS' Current Report on Form 8-K dated December 17, 2010, as such description is amended by Item 1.01 in TDS' Current Report on Form 8-K dated July 24, 2014, and is incorporated by reference herein.

A description of U.S. Cellular's revolving credit facility is included under Item 1.01 in U.S. Cellular's Current Report on Form 8-K dated December 17, 2010, as such description is amended by Item 1.01 in U.S. Cellular's Current Report on Form 8-K dated July 24, 2014, and is incorporated by reference herein.

The following information is being provided pursuant to Item 5.03(e) of Form 8-K:

As of August 19, 2014, the Chairman of U.S. Cellular established Guidelines for the Determination of Annual Bonus for the President and Chief Executive Officer of U.S. Cellular effective for performance years commencing on or after January 1, 2014. The President and Chief Executive Officer of U.S. Cellular is deemed to be an executive officer of TDS under SEC rules. Information on these Guidelines and a copy of the Guidelines are hereby incorporated by reference from U.S. Cellular's Current Report on Form 8-K dated August 19, 2014.

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Item 6. Exhibits.

Exhibit 3.1 — Amendment to Section 2.23 of Restated Bylaws of TDS is hereby incorporated by reference to Exhibit 3.1 to TDS' Current Report on Form 8-K dated August 20, 2014.

Exhibit 4.1 — Third Amendment dated July 24, 2014 to TDS Revolving Credit Agreement dated December 17, 2010, is hereby incorporated by reference to TDS' Current Report on Form 8-K dated July 24, 2014.

Exhibit 4.2 — Third Amendment dated July 24, 2014 to U.S. Cellular Revolving Credit Agreement dated December 17, 2010, is hereby incorporated by reference to U.S. Cellular's Current Report on Form 8-K dated July 24, 2014.

Exhibit 10.1 — Form of U.S. Cellular Long-Term Incentive Plan Restricted Stock Unit Award Agreement for Kenneth R. Meyers, is hereby incorporated by reference to Exhibit 10.1 to U.S. Cellular's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014.

Exhibit 10.2 — Form of U.S. Cellular's Long-Term Incentive Plan Stock Option Award Agreement for Kenneth R. Meyers, is hereby incorporated by reference to Exhibit 10.2 to U.S. Cellular's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014.

Exhibit 10.3 — Amendment Number One to TDS' 2011 Long-Term Incentive Plan is hereby incorporated by reference to Exhibit A to the TDS Notice of Annual Meeting of Shareholders and Proxy Statement dated April 18, 2014.

Exhibit 10.4 — Guidelines for the Determination of Annual Bonus for President and Chief Executive Officer of U.S. Cellular, are hereby incorporated by reference to Exhibit 10.2 to U.S. Cellular's Current Report on Form 8-K dated August 19, 2014.

Exhibit 11 — Statement regarding computation of per share earnings is included herein as Note 4 — Earnings Per Share in the Notes to Consolidated Financial Statements.

Exhibit 12 — Statement regarding computation of ratio of earnings to fixed charges.

Exhibit 31.1 — Principal executive officer certification pursuant to Rule 13a-14 of the Securities Exchange Act of 1934.

Exhibit 31.2 — Principal financial officer certification pursuant to Rule 13a-14 of the Securities Exchange Act of 1934.

Exhibit 32.1 — Principal executive officer certification pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.

Exhibit 32.2 — Principal financial officer certification pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.

Exhibit 101.INS — XBRL Instance Document

Exhibit 101.SCH — XBRL Taxonomy Extension Schema Document

Exhibit 101.PRE — XBRL Taxonomy Presentation Linkbase Document

Exhibit 101.CAL — XBRL Taxonomy Calculation Linkbase Document

Exhibit 101.LAB — XBRL Taxonomy Label Linkbase Document

Exhibit 101.DEF — XBRL Taxonomy Extension Definition Linkbase Document

The foregoing exhibits include only the exhibits that relate specifically to this Form 10-Q or that supplement the exhibits identified in TDS' Form 10-K for the year ended December 31, 2013. Reference is made to TDS' Form 10-K for the year ended December 31, 2013 for a complete list of exhibits, which are incorporated herein except to the extent supplemented or superseded above.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		TELEPHONE AND DATA SYSTEMS, INC.		
		(Registrant)		
Date:	October 31, 2014		/s/ LeRoy T. Carlson, Jr.	
			LeRoy T. Carlson, Jr., President and Chief Executive Officer (principal executive officer)	
Date:	October 31, 2014		/s/ Douglas D. Shuma	
			Douglas D. Shuma, Senior Vice President and Controller (principal financial officer and principal accounting officer)	