

**TELEPHONE AND DATA SYSTEMS, INC.**  
**Reconciliation of Additional Disclosures**  
**August 7, 2007**

**CONTENTS**

<i>Item</i>	<i>Page</i>
<b>Reconciliation of Additional Disclosures:</b>	
<i>TDS and U.S. Cellular operating cash flow</i>	2
<i>Net income (loss) available to common and diluted earnings (loss) per share</i>	3
<b>U.S. Cellular and TDS Telecom Full-Year 2007 Guidance</b>	
<b>Safe Harbor Cautionary Statements:</b>	
<i>Telephone and Data Systems, Inc.</i>	5
<i>U.S. Cellular Corporation</i>	8

**TELEPHONE AND DATA SYSTEMS, INC.**  
**Reconciliation of Additional Disclosures**

**For the Three Months Ended 6/30/07 and 6/30/06**

Quarter Ended at June 30, 2007	U.S. Cellular	TDS Telecom			Total
		ILEC	CLEC	All Other <sup>(1)</sup>	
Operating cash flow:					
<b>Operating income as reported</b>	123,472	32,102	950	(2,569)	153,955
Add:					
Depreciation, amortization and accretion	148,856	32,224	6,220	3,228	190,528
<b>Operating cash flow</b>	<u>272,328</u>	<u>64,326</u>	<u>7,170</u>	<u>659</u>	<u>344,483</u>

Quarter Ended at June 30, 2006	U.S. Cellular	TDS Telecom			Total
		ILEC	CLEC	All Other <sup>(1)</sup>	
Operating cash flow:					
<b>Operating income as reported</b>	78,911	34,091	(3,450)	(2,243)	107,309
Add:					
Depreciation and Amortization	140,486	33,252	6,005	710	180,453
<b>Operating cash flow</b>	<u>219,397</u>	<u>67,343</u>	<u>2,555</u>	<u>(1,533)</u>	<u>287,762</u>

The Operating Cash Flow amounts in the tables presented above are not determined in accordance with generally accepted accounting principles (GAAP) in the United States of America. Management uses Operating Cash Flow to evaluate the operating performance of its business, and it is a measure of performance used by some investors, security analysts and others to make informed investment decisions. Operating Cash Flow is used as an analytical indicator of income generated to service debt and fund capital expenditures. In addition, multiples of current or projected Operating Cash Flow are used to estimate current or prospective enterprise value. Operating Cash Flow does not give effect to cash used for debt service requirements, and thus does not reflect funds available for investment or other discretionary uses. Operating Cash Flow as presented herein may not be comparable to similarly titled measures reported by other companies.

(1) Financial data from TDS's 80 percent-owned subsidiary Suttle-Strauss, TDS Corporate operations and intercompany eliminations

**Telephone and Data Systems, Inc.**  
**For the three months ended June 30,**  
(dollars in thousands, except per share amounts)

Table I

<b>Net Income Available to Common</b>				
		<u>6/30/2007</u>	<u>6/30/2006</u>	<u>% Change</u>
Tax effected continuing operations excluding gains/losses (1)		\$ 142,514	\$ 115,821	23%
Fair Value Adjustment of Derivative Securities, as reported	(358,119)	(11,768)		
Less: Tax effect	131,115	4,627		
Less: Minority share	<u>2,198</u>	<u>110</u>		
Effected fair value adjustment of derivative securities		(224,806)	(7,031)	N/M
Gain on investments, as reported (2)	137,920	91,418		
Gain on sale of accounts receivable, as reported (3)	5,000	-		
Loss on impairment of intangibles, as reported (4)	(2,136)	-		
Less: Tax effect	(50,424)	(33,499)		
Less: Minority share	<u>(16,708)</u>	<u>-</u>		
Effected gains/losses		<u>73,652</u>	<u>57,919</u>	N/M
<b>Net income (loss) available to common, as reported</b>		<b>\$ (8,640)</b>	<b>\$ 166,709</b>	<b>N/M</b>

(1) Non-GAAP  
(2) Includes the settlement of prepaid forward contracts and sale of remaining Vodafone ADRs and VeriSign shares. In 2006, included remittance of RTB stock.  
(3) Gain on sale of accounts receivable previously written off is included in selling, general and administrative expenses on the statement of operations.  
(4) Loss on impairment of intangibles is included in depreciation, amortization and accretion expense on the statement of operations.

Table 2

<b>Diluted Earnings (Loss) per Share (1)</b>				
		<u>6/30/2007</u>	<u>6/30/2006</u>	<u>% Change</u>
Tax effected continuing operations excluding gains/losses (2)		\$1.21	\$0.99	22%
Tax effected loss on Fair Value Adjustment of Derivative Securities (2)		(\$1.92)	(\$0.06)	N/M
Tax effected gains/(losses) (2) (3)		<u>\$0.63</u>	<u>\$0.50</u>	N/M
<b>Diluted earnings (loss) per share, as reported</b>		<b>(\$0.08)</b>	<b>\$1.43</b>	<b>N/M</b>

(1) Diluted Earnings (loss) per share calculated using data from Table I (above) and weighted average common shares adjusted to include the effect of potentially dilutive securities.  
(2) Non-GAAP  
(3) Includes the settlement of prepaid forward contracts and sale of remaining Vodafone ADRs and VeriSign shares. Also includes gain on sale of accounts receivables previously written off and included in selling, general and administrative expenses on the statement of operations and a loss on impairment of intangibles included in depreciation, amortization and accretion. In 2006, included remittance of RTB stock.

Tax effected results from continuing operations excluding gains/losses and tax effected diluted earnings (loss) per share from continuing operations excluding gains/losses and related components of such measures are not determined in accordance with generally accepted accounting principles (GAAP) in the United States of America. Management uses these measures to evaluate the net operating performance of its business on a comparable basis, considering the impact of certain items. The company does not intend to imply that any of the amounts that are included or excluded are non-recurring, infrequent or unusual or that they are not reasonably likely to recur. The reasons for providing such measures is to show the impact that certain items have on net income available to common and related diluted earnings per share, which may be useful to some investors, security analysts and others by facilitating a comparison between periods. The above measures should not be construed or relied upon as alternative measures of performance determined under GAAP.

## Financial Guidance for the Year Ending December 31, 2007

*U.S. Cellular and TDS Telecom (ILEC and CLEC) guidance as of August 7, 2007 is as follows:*

<b>U.S. Cellular</b>	<b>Guidance as of 8/7/2007</b>
<b>Net Retail Customer Additions</b>	<b>375,000 - 425,000</b>
<b>Service Revenues</b>	<b>Approx. \$3.6 billion</b>
<b>Operating Cash Flow<sup>(1)</sup>:</b>	<b>\$1,010 - \$1,060 million</b>
<b>Operating Income</b>	<b>\$395 - \$445 million</b>
Depreciation, Amortization & Accretion	<b>Approx. \$615 million</b>
Operating Cash Flow	<b>\$1,010 - \$1,060 million</b>
<b>Capital Expenditures</b>	<b>\$600 - \$615 million</b>

<b>TDS Telecom: ILEC and CLEC</b>	<b>Guidance as of 8/7/2007</b>
<b>Operating Revenues</b>	<b>\$850 - \$880 million</b>
<b>Operating Cash Flow<sup>(1)</sup>:</b>	<b>\$285 - \$305 million</b>
<b>Operating Income</b>	<b>\$130 - \$150 million</b>
Depreciation and amortization	<b>\$155 million</b>
Operating Cash Flow	<b>\$285 - \$305 million</b>
<b>Capital Expenditures</b>	<b>\$120 - \$140 million</b>

(1) Operating Cash Flow as used above represents operating income before depreciation, amortization and accretion, and excludes loss on impairment of intangible assets, and (gain) loss on assets held for sale. Operating Cash Flow is not presented as an alternative measure of operating results or cash flows from operating activities as determined in accordance with accounting principles generally accepted in the United States of America. Management uses Operating Cash Flow to evaluate the operating performance of its business, and it is a measure of performance used by some investors, security analysts and others to make informed investment decisions. Operating Cash Flow is used as an analytical indicator of income generated to service debt and fund capital expenditures. In addition, multiples of current or projected Operating Cash Flow are used to estimate current or prospective enterprise value. Operating Cash Flow does not give effect to cash used for debt service requirements, and thus does not reflect funds available for investment or other discretionary uses. Operating Cash Flow as presented herein may not be comparable to similarly titled measures reported by other companies.

Any guidance that is not consistent with the above should not be relied upon. The foregoing guidance represents the views of management as of the dates indicated and should not be assumed to be accurate as of any date other than such date. TDS undertakes no legal duty to update such information whether as a result of new information, future events or otherwise.

**TELEPHONE AND DATA SYSTEMS, INC.**  
**PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**  
**SAFE HARBOR CAUTIONARY STATEMENT**

This Form 10-Q ("Form 10-Q"), including exhibits, contains statements that are not based on historical fact 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 or anticipates will or may occur in the future are forward-looking statements. The words "believes," "anticipates," "estimates," "expects," "plans," "intends" and similar expressions are 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 discussed under "Risk Factors" in TDS's Form 10-K for the year ended December 31, 2006. 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's Form 10-K for the year ended December 31, 2006, 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's business.

- *Intense competition in the markets in which TDS operates could adversely affect TDS's revenues or increase its costs to compete.*
- *A failure by TDS's service offerings to meet customer expectations could limit TDS's ability to attract and retain customers and could have an adverse effect on TDS's operations.*
- *An inability to obtain or maintain roaming arrangements with other carriers on terms that are acceptable to TDS could have an adverse effect on TDS's business, financial condition or results of operations.*
- *Changes in access to content for data or video services or access to new handsets being developed by vendors, or an inability to manage its supply chain or inventory successfully, could have an adverse effect on TDS's business, financial condition or results of operations.*
- *A failure by TDS's wireless business to acquire adequate radio spectrum could have an adverse effect on TDS's business and operations.*
- *An inability to attract and/or retain management, technical, sales and other personnel could have an adverse effect on TDS's business, financial condition or results of operations.*
- *TDS's assets are concentrated in the U.S. telecommunications industry. As a result, its results of operations may fluctuate based on factors related entirely to conditions in this industry.*
- *Consolidation in the telecommunications industry could adversely affect TDS's revenues and increase its costs of doing business.*
- *Changes in general economic and business conditions, both nationally and in the markets in which TDS operates, could have an adverse effect on TDS's business, financial condition or results of operations.*
- *Changes in various business factors could have an adverse effect on TDS's business, financial condition or results of operations. These business factors may include but are not limited to demand, usage, pricing, growth, penetration, churn, expenses, customer acquisition and retention, roaming rates, minutes of use, mix of products and services and costs.*

- *Advances or changes in telecommunications technology, such as Voice over Internet Protocol or WiMAX, could render certain technologies used by TDS obsolete, could reduce TDS's revenues or could increase its costs of doing business.*
- *Changes in TDS's enterprise value, changes in the supply or demand of the market for wireless licenses or telephone company franchises, adverse developments in the business or the industry in which TDS is involved and/or other factors could require TDS to recognize impairments in the carrying value of TDS's license costs, goodwill and/or physical assets.*
- *Costs, integration problems or other factors associated with acquisitions/divestitures of properties or licenses and/or expansion of TDS's business could have an adverse effect on TDS's business, financial condition or results of operations.*
- *A significant portion of TDS's revenues is derived from customers who buy services through independent agents and dealers which market TDS's services on a commission basis. If TDS's relationships with these agents and dealers are seriously harmed, its wireless revenues could be adversely affected.*
- *TDS's investments in technologies which are unproven or for which success has not yet been demonstrated may not produce the benefits that TDS expects.*
- *A failure by TDS to complete significant network build-out and system implementation as part of its plans to improve the quality, coverage, capabilities and capacity of its network could have an adverse effect on its operations.*
- *Changes in technologies and services expected by customers may not be capable of being supported by TDS's systems infrastructure resulting in lost customers and revenue.*
- *Financial difficulties of TDS's key suppliers or vendors, or termination or impairment of TDS's relationships with such suppliers or vendors or interruption of or interference in the delivery of equipment from such suppliers or vendors, due to intellectual property disputes or other matters, could result in a delay or termination of TDS's receipt of equipment, content or services which could adversely affect TDS's business and 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's results of operations or financial condition.*
- *War, conflicts, hostilities and/or terrorist attacks or equipment failure, power outages, natural disasters or breaches of network or information technology security could have an adverse effect on TDS's business, financial condition or results of operations.*
- *The market prices of TDS's Common Shares and Special Common Shares are subject to fluctuations due to a variety of factors.*
- *Changes in guidance or interpretations of accounting requirements, changes in industry practice, identification of errors or changes in management assumptions could require amendments to or restatements of financial information or disclosures included in this or prior filings with the SEC.*
- *The pending SEC investigation regarding the restatement of TDS's financial statements could result in substantial expenses, and could result in monetary or other penalties.*
- *Changes in facts or circumstances, including new or additional information that affects the calculation of potential liabilities for contingent obligations under guarantees, indemnities or otherwise, could require TDS to record charges in excess of amounts accrued in the financial statements, if any, which could have an adverse effect on TDS's financial condition or results of operations.*
- *A failure to successfully remediate existing material weaknesses in internal control over financial reporting in a timely manner or the identification of additional material weaknesses in the effectiveness of internal control over financial reporting could result in inaccurate financial statements or other disclosures or fail to prevent fraud, which could have an adverse effect on TDS's business, financial condition or results of operations.*
- *Early redemptions of debt or repurchases of debt, issuances of debt, changes in prepaid forward contracts, changes in operating leases, changes in purchase obligations or other factors or developments could cause the amounts reported under Contractual Obligations in TDS's Management's Discussion and Analysis of Financial Condition and Results of Operations to be different from the amounts actually incurred.*

- *An increase of TDS's debt in the future could subject TDS to various restrictions and higher interest costs and decrease its cash flows and earnings.*
- *Uncertainty of access to capital for telecommunications companies, deterioration in the capital markets, other changes in market conditions, changes in TDS's 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 and acquisition programs.*
- *Changes in the regulatory environment or a failure by TDS to timely or fully comply with any regulatory requirements could adversely affect TDS's financial condition, results of operations or ability to do business.*
- *Changes in income tax rates, laws, regulations or rulings, or federal or state tax assessments could have an adverse effect on TDS's financial condition or results of operations.*
- *Settlements, judgments, restraints on its current or future manner of doing business and/or legal costs resulting from pending and future litigation could have an adverse effect on TDS's financial condition, results of operations or ability to do business.*
- *The possible development of adverse precedent in litigation or conclusions in professional studies to the effect that radio frequency emissions from handsets, wireless data devices and/or cell sites cause harmful health consequences, including cancer or tumors, or may interfere with various electronic medical devices such as pacemakers, could have an adverse effect on TDS's wireless 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, customer additions, operating income, capital expenditures and/or any other financial or statistical information to vary from TDS's forward looking estimates by a material amount.*

**U.S. CELLULAR  
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 fact 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 U.S. Cellular intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. The words "believes," "anticipates," "estimates," "expects," "plans," "intends" and similar expressions are 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 discussed under "Risk Factors" in U.S. Cellular's Form 10-K for the year ended December 31, 2006. 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. U.S. Cellular 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 U.S. Cellular's Form 10-K for the year ended December 31, 2006, the following factors and other information contained in, or incorporated by reference into, this Form 10-Q to understand the material risks relating to U.S. Cellular's business.

- *Intense competition in the markets in which U.S. Cellular operates could adversely affect U.S. Cellular's revenues or increase its costs to compete.*
- *A failure by U.S. Cellular's service offerings to meet customer expectations could limit U.S. Cellular's ability to attract and retain customers and could have an adverse effect on U.S. Cellular's operations.*
- *An inability to obtain or maintain roaming arrangements with other carriers on terms that are acceptable to U.S. Cellular could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*
- *Changes in access to content for data, music or video services and access to new handsets being developed by vendors, or an inability to manage its supply chain or inventory successfully, could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*
- *A failure by U.S. Cellular's business to acquire adequate radio spectrum could have an adverse effect on U.S. Cellular's business and operations.*
- *An inability to attract and/or retain management, technical, sales and other personnel could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*
- *U.S. Cellular's assets are concentrated in the U.S. wireless telecommunications industry. As a result, its results of operations may fluctuate based on factors related entirely to conditions in this industry.*
- *Consolidation in the telecommunications industry could adversely affect U.S. Cellular's revenues and increase its costs of doing business.*
- *Changes in general economic and business conditions, both nationally and in the markets in which U.S. Cellular operates, could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*
- *Changes in various business factors could have an adverse effect on U.S. Cellular's business, financial condition or results of operations. These business factors may include but are not*



*limited to demand, usage, pricing, growth, penetration, churn, expenses, customer acquisition and retention, roaming rates, minutes of use, mix of products and service and/or costs.*

- *Advances or changes in telecommunications technology, such as Voice over Internet Protocol or WiMAX, could render certain technologies used by U.S. Cellular obsolete, could reduce U.S. Cellular's revenues or could increase its costs of doing business.*
- *Changes in U.S. Cellular's enterprise value, changes in the supply or demand of the market for wireless licenses, adverse developments in the business or the industry in which U.S. Cellular is involved and/or other factors could require U.S. Cellular to recognize impairments in the carrying value of U.S. Cellular's license costs, goodwill and/or physical assets.*
- *Costs, integration problems or other factors associated with acquisitions/divestitures of properties or licenses and/or expansion of U.S. Cellular's business could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*
- *A significant portion of U.S. Cellular's revenues is derived from customers who buy services through independent agents and dealers which market U.S. Cellular's services on a commission basis. If U.S. Cellular's relationships with these agents and dealers are seriously harmed, its wireless revenues could be adversely affected.*
- *U.S. Cellular's investments in technologies which are unproven or for which success has not yet been demonstrated may not produce the benefits that U.S. Cellular expects.*
- *A failure by U.S. Cellular to complete significant network build-out and system implementation as part of its plans to improve the quality, coverage, capabilities and capacity of its network could have an adverse effect on its operations.*
- *Changes in technologies and services expected by customers may not be capable of being supported by U.S. Cellular's systems infrastructure resulting in lost customers and revenue.*
- *Financial difficulties of U.S. Cellular's key suppliers or vendors, or termination or impairment of U.S. Cellular's relationships with such suppliers or vendors, or interruption of or interference in the delivery of equipment from such suppliers or vendors, due to intellectual property disputes or other matters, could result in a delay or termination of U.S. Cellular's receipt of equipment, services or content, which could adversely affect U.S. Cellular's business and results of operations.*
- *U.S. Cellular has significant investments in entities that it does not control. Losses in the value of such investments could have an adverse effect on U.S. Cellular's results of operations or financial condition.*
- *War, conflicts, hostilities and/or terrorist attacks or equipment failure, power outages, natural disasters or breaches of network or information technology security could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*
- *The market price of U.S. Cellular's Common Shares is subject to fluctuations due to a variety of factors.*
- *Changes in guidance or interpretations of accounting requirements, changes in industry practice, identification of errors or changes in management assumptions could require amendments to or restatements of financial information or disclosures included in this or prior filings with the SEC.*
- *The pending SEC investigation regarding the restatement of U.S. Cellular's financial statements could result in substantial expenses, and could result in monetary or other penalties.*
- *Changes in facts or circumstances, including new or additional information that affects the calculation of potential liabilities for contingent obligations under guarantees, indemnities or otherwise, could require U.S. Cellular to record charges in excess of amounts accrued in the financial statements, if any, which could have an adverse effect on U.S. Cellular's financial condition or results of operations.*
- *A failure to successfully remediate existing material weaknesses in internal control over financial reporting in a timely manner or the identification of additional material weaknesses in the effectiveness of internal control over financial reporting could result in inaccurate financial statements or other disclosures or fail to prevent fraud, which could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*

- *Early redemptions of debt or repurchases of debt, issuances of debt, changes in operating leases, changes in purchase obligations or other factors or developments could cause the amounts reported under Contractual Obligations in U.S. Cellular's Management's Discussion and Analysis of Financial Condition and Results of Operations to be different from the amounts actually incurred.*
- *An increase of U.S. Cellular's debt in the future could subject U.S. Cellular to various restrictions and higher interest costs and decrease its cash flows and earnings.*
- *Uncertainty of access to capital for telecommunications companies, deterioration in the capital markets, other changes in market conditions, changes in U.S. Cellular's credit ratings or other factors could limit or restrict the availability of financing on terms and prices acceptable to U.S. Cellular, which could require U.S. Cellular to reduce its construction, development and acquisition programs.*
- *Changes in the regulatory environment or a failure by U.S. Cellular to timely or fully comply with any regulatory requirements could adversely affect U.S. Cellular's financial condition, results of operations or ability to do business.*
- *Changes in income tax rates, laws, regulations or rulings, or federal or state tax assessments could have an adverse effect on U.S. Cellular's financial condition or results of operations.*
- *Settlements, judgments, restraints on its current or future manner of doing business or legal costs resulting from pending and future litigation could have an adverse effect on U.S. Cellular's financial condition, results of operations or ability to do business.*
- *The possible development of adverse precedent in litigation or conclusions in professional studies to the effect that radio frequency emissions from handsets, wireless data devices and/or cell sites cause harmful health consequences, including cancer or tumors, or may interfere with various electronic medical devices such as pacemakers, could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*
- *There are potential conflicts of interests between TDS and U.S. Cellular.*
- *Certain matters, such as control by TDS and provisions in the U.S. Cellular restated certificate of incorporation, may serve to discourage or make more difficult a change in control of U.S. Cellular.*
- *Any of the foregoing events or other events could cause revenues, customer additions, operating income, capital expenditures and or any other financial or statistical information to vary from U.S. Cellular's forward estimates by a material amount.*