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Tom Weber, VP of Financial Strategy
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1. INTRODUCTION SLIDE

2. JACK ROONEY TITLE SLIDE

Good morning. It's good to be here with you today to talk about U.S. Cellular. I'd like to thank Viktor Shvets at Deutsche Bank for giving us the opportunity to participate in the conference and speak with you today.

With me today is Tom Weber, Vice President - Financial Strategy. Also with us is Nicole Schoenberg, who is part of the team at TDS that does Investor Relations for TDS and U.S. Cellular. We will be happy to answer any questions you may have after our comments, and in the breakout session immediately following our presentation.

3. SAFE HARBOR

We will be discussing forward-looking information, so please review these Safe Harbor provisions, which are also available on our web site, along with the slides and web cast portion of today's presentation. And please note that we will also discuss certain financial metrics that are not standard to generally accepted accounting practices, or GAAP, as the practices are often referenced. Reconciliations of non-GAAP financial measures to their GAAP counterparts are provided on the slides that follow today's remarks.

4. U.S. CELLULAR

U.S. Cellular is the seventh largest wireless provider in the U.S., serving 5.1 million customers in 25 states. We deliver our voice and data services over a high quality CDMA 1X network.

5. MAP

We characterize U.S. Cellular as a super regional carrier with four main operating regions in the U.S. Our largest and most contiguous region is the Midwest, followed by New England, the Mid-Atlantic area and the Northwest. As a regional carrier we are able to address the needs of most market segments including the consumer segment and small and regional business segments.

6. CHURN RATE

Our strategy at U.S. Cellular revolves around customer satisfaction. We want our customers to stay with us because it costs more to add new customers than to retain the ones we already have. Additionally, satisfied customers are the best source for referrals and sales of second and third lines. This strategy is proving to be successful as our customer satisfaction surveys and churn rate testifies. Churn has been low and steady for seven years and it remains low – despite

strong competition in the markets we serve as well as the introduction of wireless number portability.

7. CONSUMERS UNION

A recent analysis, conducted by the Consumers Union, on FCC customer complaints about wireless carriers is another indication that our strategy is succeeding. In an industry plagued by unhappy customers, we are very proud of the fact that U.S. Cellular had the fewest complaints and the lowest complaint rate of the top eight wireless carriers – a notable achievement.

8. U.S. CELLULAR STRATEGY

U.S. Cellular's strategy consists of four basic components. First, we've positioned U.S. Cellular as a regional carrier, with particular emphasis on our Midwest markets, which account for more than 60% of our customers.

Second, we differentiate from the competition by providing an exceptional experience for our customers, whether in the form of the high caliber of service our associates deliver, our high-quality, reliable network, or the competitively priced calling plans and products we offer through our broad distribution system. Our aim is a totally satisfied customer every time.

Third, we offer customers service on our upgraded CDMA 1X network technology, now in place in all of our markets.

And fourth, we are focused on strengthening our footprint, building on our existing markets and exiting those that do not complement our regional focus.

9. STRENGTHENING THE FOOTPRINT

Our financial results reflect significant achievements made in implementing our strategy, which we've had in place for the last several years. Starting with the footprint component of our strategy, we can report excellent progress. U.S. Cellular purchased the Chicago market in 2002. It's a perfect fit for us with our strong presence in the Midwest, and it is doing nicely.

10. AWE PROPERTY EXCHANGE

In 2003 we traded several markets with AT&T Wireless, now Cingular – exchanging our northern Florida and southern Georgia markets for unbuilt wireless licenses in seven states that are either contiguous or overlap our existing markets.

We completed the build-out and launch of three of those markets last year -- Oklahoma City, Lincoln, Nebraska, and Portland, Maine – and each is doing well. We are seeing solid

customer growth, higher than expected levels of revenue and great network results.

In addition to these markets, we also launched service in eight smaller markets in 2003 – all in the Midwest – further strengthening our footprint there. Furthermore, we purchased a small market next to our Joplin, Missouri market from Cingular as part of the divestiture related to their merger with AT&T Wireless. This transaction closed on April 1st.

11. ST. LOUIS UPDATE

We're now building out the St. Louis market, where we plan to launch commercial service in the third quarter. We already have more than 240 new cell sites up and running, or about 90% of the St. Louis network, enabling us to serve customers traveling in the area and reducing our outbound roaming expenses.

Along with our exclusive dealers, we are currently building our retail distribution network in St. Louis and we are starting to hire and train associates. As we go through this launch process we have the benefit of all collective experience from our previous market launches.

We have built an enduring process that is designed to maximize our opportunities. We not only train associates, we actually put them in stores in nearby areas to ensure they are prepared to deliver great service on day one. We also transfer associates from other markets to support the launch efforts and put seasoned U.S. Cellular sales and service leaders into the market.

12. DIVESTITURES

We've also divested markets that were no longer strategic to us, deploying the proceeds to areas with better long-term returns. These include the markets exchanged with AT&T Wireless, as well as South Texas, our other Florida markets and a small market in Ohio.

13. TRANSACTION SUMMARY MAP

This map illustrates these various transactions, showing how we've strengthened our strategic footprint.

14. AUCTION 58

On a more recent note, one of our limited partners, Carroll Wireless, participated in the FCC's Auction 58 in February, and was the successful bidder for 17 licenses.

15. AUCTION 58 MAP

The 17 licensed areas cover portions of 11 states and represent markets which are either adjacent to or overlap current U.S. Cellular markets, which is another example of strengthening our competitive footprint. The licenses represent about 14.4 million pops, one half of which is incremental new pops.

And now I will turn the presentation over to Tom Weber... Tom,

16. TOM WEBER TITLE SLIDE

Thank-you, Jack. Good morning [smile]

17. CDMA 1X INITIATIVE

Complementing our enhanced footprint is the CDMA 1X technology, which we now have in all of our markets, having completed a three-year upgrade project last year. CDMA 1X benefits both customers and the company in the form of improved call quality, network coverage, data capabilities and voice capacity. With CDMA 1X we are also well positioned to upgrade our networks to future technologies such as EVDO once we are convinced of the return potential.

18. DATA - easyedgeSM

The upgraded network enables us to support our **easyedge** suite of data services in all of our markets. **easyedge** consists of two main services – phone download applications and picture messaging. We also offer our business customers a

wireless modem service under the **easyedge** brand of data services.

Our data services are doing very well, with customer uptake above our expectations. Data represented over 2.5% of total service revenue for 2004, or \$67M. And in the first quarter of 2005, data revenues were \$29 million representing over 4 percent of service revenue. This is a 163% increase over the \$11 million in data revenue generated in the first quarter of 2004. We continue to see strong growth in both the short messaging service product and our **easyedge** services.

We expect this growth to continue as more and more customers become familiar with the concept and increase their usage, and as we continue to enhance our **easyedge** services. Last year we added **nweb**, a feature that allows Internet browsing, to our download applications service. In March, we added AOL® Instant Messenger™, a feature we expect to be

very popular with **easy**edge customers. We are also implementing intercarrier delivery of picture messaging services with our largest roaming partners increasing the value of this service industry-wide.

19. SERVICE ENHANCEMENTS IN 2005

Further we plan to continue enhancing our service offerings this year – we expect to enable “data roaming” before year end so customers can access data services when outside of U.S. Cellular’s service areas. And, we plan to launch our walkie-talkie style service, more commonly known as “push to talk,” in the third quarter of this year. This service will be marketed to retail and business customers in service packages that offer both traditional voice service and “push to talk” calling.

20. EVDO TRIALS

Looking to the future, we are currently conducting technical trials for EVDO, the advanced wireless technology that

provides data connections at broadband speeds.

Our strategy for any new technology is to assess it on several levels. First, we want to make sure it is a platform that provides services and applications that our customers want and value – and that the applications meet our quality standards. Then, once we're satisfied on that level, we make sure that we can fully support the new technology and applications on all levels.

At this point, we're evaluating EVDO from a business standpoint. The technical trials we have run over the last year have been successful. The current questions revolve around EVDO services for our customers and potential returns on any large-scale investments. Our current plans are to test EVDO during 2005 and launch service trials utilizing Release 0 next year. Any widespread deployment will depend on the results of these tests and the availability of EVDO Release A which should be available in late 2006 or early 2007. Release A

offers higher speeds particularly on the uplink side.

21. Q1 2005 FINANCIAL HIGHLIGHTS

I'd like to briefly highlight U.S. Cellular's results for the first quarter of this year. U.S. Cellular had another strong quarter, as you can see, with service revenues up 8% and operating income up 28%. We added 182,000 customers in the quarter, 123,000 of which were retail customers. The term "retail" is meant to distinguish the adds that originate with our stores, dealers and other channels from those that are wholesale or reseller [net] additions. As you may know, our guidance is for retail net additions and does not include wholesale since we do not have the same level of control over the wholesale channel as we do with our own stores and dealers. I would like to mention that while wholesale customers have good incremental margins, they do not have the same economics of our "company-served" postpay and prepaid customers. These additions brought our total of

U.S. Cellular customers past the five million mark to 5.1 million, which was a significant milestone.

Earnings before interest, tax, depreciation, amortization and accretion were \$163.5 million, up 15 percent year over year.

U.S. Cellular clearly started the year with a great deal of momentum, which we plan to continue throughout 2005.

22. USM FINANCING TRANSACTIONS

We have continued our re-financing activities, which are designed to further strengthen the balance sheet and provide the company with financial flexibility and ample liquidity.

Taking advantage of the lower interest-rate environment in 2004, we issued \$430 million in long-term debt which was used to redeem \$413 million of U.S. Cellular debt, including \$163 million of convertible debt, eliminating potential

dilution. In addition to locking in favorable interest rates, these transactions lengthened debt maturities and provided flexibility with call provisions.

We also amended our revolving credit facility, extending it two years to the end of 2009, and improving terms and costs of the borrowing facilities.

23. 2005 OUTLOOK – U.S. CELLULAR

We announced updated full-year guidance on March 18. It is important to note that the updated guidance now includes the effect of launching the St. Louis market, an urban market with a population of 2.9 million.

St. Louis is the only market that U.S. Cellular plans to launch this year. It is a large and competitive market, and we are only focusing on it to ensure that we launch it in a timely, efficient and successful manner. We did quite well with the three

market launches last year; our objective this year is to replicate that performance.

24. DIVIDEND AND INVESTMENT INCOME

Before we wrap up, I would like to mention two below the line items. We expect to receive Vodafone dividends totaling approximately \$3.6 million in the second and fourth quarters of this year. This amount is our estimate and based on the dividends we received in the fourth quarter of 2004. In addition, we continue to receive investment income from our minority pops. This slide shows the investment income and cash from the L.A. market which is our largest minority position.

25. RECONCILIATION OF ADDITIONAL DISCLOSURES

26. USM: EXCELLENT PROSPECTS

We are excited about U.S. Cellular's prospects. Our plans for 2005 are to continue to operate our model which focuses on the customer and drives excellence of execution.

Key goals for this year are to launch U.S. Cellular service in St. Louis while continuing to enhance our data services and to profitably grow in our current markets.

This means growing our customer base in the markets launched last year, continuing to strengthen our market position in Chicago and driving deeper market penetration in our more mature markets such as Milwaukee, Madison and Cedar Rapids.

We have a proven strategy in place, a strategy based on satisfying the customer in order to drive long-term profitable growth. Furthermore, we're delivering on that strategy, as our strong results of the past few quarters attest. We're sound financially and we have very capable, committed associates. We see that as a winning combination.

And now we would be willing to answer any questions you may have.