UNITED STATES CELLULAR CORP
Form 10-Q
November 01, 2013

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, 2013

OR

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

For the transition period from to

Commission file number 1-9712

UNITED STATES CELLULAR CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware	**62-1147325**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

8410 West Bryn Mawr, Chicago, Illinois 60631

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(773) 399-8900**

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	o

• 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	o

• 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	o	Non-accelerated filer	o	Smaller reporting company	o

• whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).	o	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, 2013
Common Shares, $1 par value	51,092,437 Shares
Series A Common Shares, $1 par value	33,005,877 Shares

United States Cellular Corporation

Quarterly Report on Form 10-Q
For the Quarterly Period Ended September 30, 2013

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Part I. Financial Information

Item 1. Financial Statements

United States Cellular Corporation

Consolidated Statement of Operations

(Unaudited)

(Dollars and shares in thousands, except per share amounts)	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
Operating revenues				
Service	$ 862,330	$ 1,036,370	$ 2,769,645	$ 3,089,932
Equipment sales	76,906	103,987	246,467	246,946
Total operating revenues	939,236	1,140,357	3,016,112	3,336,878
Operating expenses				
System operations (excluding Depreciation, amortization and accretion reported below)	177,431	249,245	585,997	725,636
Cost of equipment sold	193,392	248,029	652,153	626,765
Selling, general and administrative (including charges from affiliates of $22.7 million and $25.6 million, respectively, for the three months, and $71.2 million and $77.6 million, respectively for the nine months)	410,468	438,526	1,234,675	1,315,823
Depreciation, amortization and accretion	200,985	145,151	593,410	439,391
Loss on asset disposals, net	1,701	11,262	16,153	15,967
(Gain) loss on sale of business and other exit costs, net	(1,534)	65	(243,627)	(4,148)
Total operating expenses	982,443	1,092,278	2,838,761	3,119,434

Operating income (loss)		(43,207)		48,079		177,351		217,444
Investment and other income (expense)								
Equity in earnings of unconsolidated entities		37,360		24,816		99,797		71,584
Interest and dividend income		1,095		935		2,967		2,823
Gain (loss) on investments		-		-		18,527		(3,728)
Interest expense		(11,329)		(9,501)		(32,393)		(35,272)
Other, net		47		200		153		173
Total investment and other income (expense)		27,173		16,450		89,051		35,580
Income (loss) before income taxes		(16,034)		64,529		266,402		253,024
Income tax expense (benefit)		(6,433)		22,389		121,618		82,624
Net income (loss)		(9,601)		42,140		144,784		170,400
Less: Net income attributable to noncontrolling interests, net of tax		258		6,689		6,338		19,772
Net income (loss) attributable to U.S. Cellular shareholders	$	(9,859)	$	35,451	$	138,446	$	150,628
Basic weighted average shares outstanding		84,005		84,737		83,897		84,671
Basic earnings (loss) per share attributable to U.S. Cellular shareholders	$	(0.12)	$	0.42	$	1.65	$	1.78
Diluted weighted average shares outstanding		84,005		85,348		84,676		85,261
Diluted earnings (loss) per share attributable to U.S. Cellular shareholders	$	(0.12)	$	0.42	$	1.64	$	1.77
Special dividend per share to U.S. Cellular shareholders	$	-	$	-	$	5.75	$	-

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

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United States Cellular Corporation

Consolidated Statement of Cash Flows

(Unaudited)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
(Dollars in thousands)	**2013**	**2012**
Cash flows from operating activities		
Net income	$ 144,784	$ 170,400
Add (deduct) adjustments to reconcile net income to net cash flows from operating activities		
Depreciation, amortization and accretion	593,410	439,391
Bad debts expense	52,184	51,293
Stock-based compensation expense	11,143	15,924
Deferred income taxes, net	(38,515)	52,865
Equity in earnings of unconsolidated entities	(99,797)	(71,584)
Distributions from unconsolidated entities	49,612	45,211
Loss on asset disposals, net	16,153	15,967
(Gain) loss on sale of business and other exit costs, net	(243,627)	(4,148)
(Gain) loss on investments	(18,527)	3,728
Noncash interest expense	792	1,331
Other operating activities	590	863
Changes in assets and liabilities from operations		
Accounts receivable	(214,114)	(67,302)
Inventory	13,236	(69,423)
Accounts payable - trade	32,202	(28,902)
Accounts payable - affiliate	345	(4,785)
Customer deposits and deferred revenues	22,538	26,687
Accrued taxes	45,780	99,556
Accrued interest	9,385	9,508
Other assets and liabilities	(81,341)	(77,821)
	296,233	608,759
Cash flows from investing activities		
Cash used for additions to property, plant and equipment	(522,180)	(611,431)
Cash paid for licenses	(16,540)	(57,957)
Cash received from divestitures	484,300	49,932
Cash paid for investments	-	(45,000)
Cash received for investments	65,000	50,000

Other investing activities	583		(5,030)
	11,163		(619,486)
Cash flows from financing activities			
Repayment of long-term debt	(393)		(343)
Common shares reissued for benefit plans, net of tax payments	2,840		(2,299)
Common shares repurchased	(18,544)		-
Dividends paid	(482,270)		-
Distributions to noncontrolling interests	(3,447)		(1,491)
Other financing activities	(839)		284
	(502,653)		(3,849)
Net decrease in cash and cash equivalents	(195,257)		(14,576)
Cash and cash equivalents			
Beginning of period	378,358		424,155
End of period	$ 183,101	$	409,579
The accompanying notes are an integral part of these consolidated financial statements.			

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United States Cellular Corporation

Consolidated Balance Sheet — Assets

(Unaudited)

(Dollars in thousands)		September 30, 2013		December 31, 2012
Current assets				
Cash and cash equivalents	$	183,101	$	378,358
Short-term investments		45,162		100,676
Accounts receivable				
Customers and agents, less allowances of $31,477 and $24,290, respectively		445,165		349,424
Roaming		35,784		31,782
Affiliated		397		375
Other, less allowances of $1,546 and $2,612, respectively		79,569		63,639
Inventory		142,560		155,886
Income taxes receivable		-		1,612
Prepaid expenses		71,047		62,560
Net deferred income tax asset		54,475		35,419
Other current assets		19,051		16,745
		1,076,311		1,196,476
Assets held for sale		78,413		216,763
Investments				
Licenses		1,397,888		1,456,794
Goodwill		387,360		421,743
Customer lists, net of accumulated amortization of $50,258 and $96,809, respectively		-		102
Investments in unconsolidated entities		309,481		144,531
Long-term investments		40,099		50,305
		2,134,828		2,073,475
Property, plant and equipment				
In service and under construction		7,571,429		7,478,428
Less: Accumulated depreciation		4,696,836		4,455,840
		2,874,593		3,022,588
Other assets and deferred charges		95,709		78,148

Total assets			$	6,259,854		$	6,587,450
The accompanying notes are an integral part of these consolidated financial statements.							

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United States Cellular Corporation			
Consolidated Balance Sheet — Liabilities and Equity			
(Unaudited)			
(Dollars and shares in thousands)	**September 30, 2013**		**December 31, 2012**
Current liabilities			
Current portion of long-term debt	$ 102		$ 92
Accounts payable			
Affiliated	11,069		10,725
Trade	334,047		310,936
Customer deposits and deferred revenues	212,733		192,113
Accrued taxes	102,510		35,834
Accrued compensation	58,282		90,418
Other current liabilities	133,637		114,881
	852,380		754,999
Liabilities held for sale	471		19,594
Deferred liabilities and credits			
Net deferred income tax liability	829,247		849,818
Other deferred liabilities and credits	294,675		288,441
Long-term debt	878,939		878,858
Commitments and contingencies	-		-
Noncontrolling interests with redemption features	540		493
Equity			
U.S. Cellular shareholders' equity			
Series A Common and Common Shares			
Authorized 190,000 shares (50,000 Series A Common and 140,000 Common Shares)			
Issued 88,074 shares (33,006 Series A Common and 55,068 Common Shares)			
Outstanding 84,098 shares (33,006 Series A Common and 51,092 Common Shares) and 84,168 shares (33,006 Series A Common and 51,162 Common Shares), respectively			

Par Value ($1 per share) ($33,006 Series A Common and $55,068 Common Shares)		88,074	88,074
Additional paid-in capital		1,421,261	1,412,453
Treasury shares, at cost, 3,976 and 3,906 Common Shares, respectively		(168,454)	(165,724)
Retained earnings		2,042,254	2,399,052
Total U.S. Cellular shareholders' equity		3,383,135	3,733,855
Noncontrolling interests		20,467	61,392
Total equity		3,403,602	3,795,247
Total liabilities and equity	$	6,259,854	$ 6,587,450

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

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United States Cellular Corporation

Consolidated Statement of Changes in Equity

(Unaudited)

	U.S. Cellular Shareholders						
(Dollars in thousands)	Series A Common and Common Shares	Additional Paid-In Capital	Treasury Shares	Retained Earnings	Total U.S. Cellular Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance, December 31, 2012	$ 88,074	$ 1,412,453	$ (165,724)	$ 2,399,052	$ 3,733,855	$ 61,392	$ 3,795,247
Add (Deduct)							
Net income attributable to U.S. Cellular shareholders	-	-	-	138,446	138,446	-	138,446
Net income attributable to noncontrolling interests classified as equity	-	-	-	-	-	6,292	6,292
Common and Series A Common Shares dividends	-	-	-	(482,270)	(482,270)	-	(482,270)
Repurchase of Common Shares	-	-	(18,544)	-	(18,544)	-	(18,544)
	-	222	15,814	(12,974)	3,062	-	3,062

Incentive and compensation plans							
Stock-based compensation awards	-	11,143	-	-	11,143	-	11,143
Tax windfall (shortfall) from stock awards	-	(2,526)	-	-	(2,526)	-	(2,526)
Distributions to noncontrolling interests	-	-	-	-	-	(3,447)	(3,447)
Adjust investment in subsidiaries for noncontrolling interest purchases	-	(31)	-	-	(31)	-	(31)
Deconsolidation of partnerships	-	-	-	-	-	(43,770)	(43,770)
Balance, September 30, 2013	$ 88,074	$ 1,421,261	$ (168,454)	$ 2,042,254	$ 3,383,135	$ 20,467	$ 3,403,602

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

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United States Cellular Corporation

Consolidated Statement of Changes in Equity

(Unaudited)

	U.S. Cellular Shareholders						
(Dollars in thousands)	Series A Common and Common Shares	Additional Paid-In Capital	Treasury Shares	Retained Earnings	Total U.S. Cellular Shareholders' Equity	Noncontrolling Interests	Total Equity
Balance, December 31, 2011	$ 88,074	$ 1,387,341	$ (152,817)	$ 2,297,363	$ 3,619,961	$ 55,956	$ 3,675,917
Add (Deduct)							
Net income attributable to U.S. Cellular shareholders	-	-	-	150,628	150,628	-	150,628
Net income attributable to noncontrolling interests classified as equity	-	-	-	-	-	19,766	19,766
Incentive and compensation plans	-	137	6,958	(9,231)	(2,136)	-	(2,136)
Stock-based compensation awards	-	15,761	-	-	15,761	-	15,761
Tax windfall (shortfall) from	-	471	-	-	471	-	471

stock awards													
Distributions to noncontrolling interests		-		-		-		-		-		(1,491)		(1,491)
Adjust investment in subsidiaries for noncontrolling interest purchases		-		2,907		-		-		2,907		-		2,907
Other		-		-		-		-		-		(28)		(28)
Balance, September 30, 2012	$	88,074	$	1,406,617	$	(145,859)	$	2,438,760	$	3,787,592	$	74,203	$	3,861,795

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

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United States Cellular Corporation

Notes to Consolidated Financial Statements

1. Basis of Presentation

United States Cellular Corporation ("U.S. Cellular"), a Delaware Corporation, is an 84%-owned subsidiary of Telephone and Data Systems, Inc. ("TDS").

The accounting policies of U.S. Cellular 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 U.S. Cellular, its majority-owned subsidiaries, general partnerships in which U.S. Cellular has a majority partnership interest and certain entities in which U.S. Cellular 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 U.S. Cellular, 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, U.S. Cellular 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 U.S. Cellular's Annual Report on Form 10-K ("Form 10-K") for the year ended December 31, 2012.

In April 2013, U.S. Cellular deconsolidated its investments in the St. Lawrence Seaway RSA Cellular Partnership ("NY1") and New York RSA 2 Cellular Partnership ("NY2") and thereafter reported them as equity method investments in its consolidated financial statements ("NY1 & NY2 Deconsolidation"). See Note 7 — Investments in Unconsolidated Entities for additional information.

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, 2013 and December 31, 2012, and the results of operations for the three and nine months ended September 30, 2013 and 2012 and cash flows and changes in equity for the nine months ended September 30, 2013 and 2012. The Consolidated Statement of Comprehensive Income was not included because comprehensive income for the three and nine months ended September 30, 2013 and 2012 equaled net income. These results are not necessarily indicative of the results to be expected for the full year.

Recently Issued Accounting Pronouncements

On July 18, 2013, the FASB issued Accounting Standards Update 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryfoward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (“ASU 2013-11”). ASU 2013-11 addresses the presentation of an unrecognized tax benefit when a net operating loss carryforward or tax credit carryforward exists. In such event, an unrecognized tax benefit, or portion of an unrecognized tax benefit, would be presented in the Consolidated Balance Sheet as a reduction to deferred tax assets unless the net operating loss carryforward or tax credit carryforward at the reporting date is not available under the tax law of the applicable jurisdiction. U.S. Cellular is required to adopt the provisions of ASU 2013-11 effective January 1, 2014. The adoption of ASU 2013-11 is not expected to have a significant impact on U.S. Cellular’s financial position or results of operations.

Impairment of Long-lived Assets

U.S. Cellular reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the assets might be impaired. The impairment test for tangible long-lived assets is a two-step process. The first step compares the carrying value of the asset (or asset group) with the estimated undiscounted cash flows over the remaining asset (or asset group) life. If the carrying value of the asset (or asset group) is greater than the undiscounted cash flows, the second step of the test is performed to measure the amount of impairment loss. The second step compares the carrying value of the asset (or asset group) to its estimated fair value. If the carrying value exceeds the estimated fair value (less cost to sell), an impairment loss is recognized for the difference.

U.S. Cellular has one asset group for purposes of assessing property, plant and equipment for impairment based on the fact that the individual operating markets are reliant on centrally operated data centers, mobile telephone switching offices, network operations center and wide-area network. As a result, U.S. Cellular operates a single integrated national wireless network, and the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities represent cash flows generated by this single interdependent network.

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Quoted market prices in active markets are the best evidence of fair value of a tangible long-lived asset and are used when available. If quoted market prices are not available, the estimate of fair value is based on the best information available, including prices for similar assets and the use of other valuation techniques. A present value analysis of cash flow scenarios is often the best available valuation technique. The use of this technique involves assumptions by management about factors that are uncertain including future cash flows, the appropriate discount rate and other inputs. Different assumptions for these inputs could create materially different results.

Amounts Collected from Customers and Remitted to Governmental Authorities

If a tax is assessed upon the customer and U.S. Cellular 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 U.S. Cellular, 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 $87.6 million for the three and nine months ended September 30, 2013, respectively, and $32.3 million and $102.2 for the three and nine months ended September 30, 2012, respectively.

2. Fair Value Measurements

As of September 30, 2013 and December 31, 2012, U.S. Cellular did not have any financial assets or liabilities that were required to be recorded at fair value in its Consolidated Balance Sheet in accordance with GAAP. However, U.S. Cellular has applied the provisions of fair value accounting for purposes of computing the fair value of financial instruments for disclosure purposes as displayed below.

		Level within the Fair Value Hierarchy	September 30, 2013		December 31, 2012	
			Book Value	**Fair Value**	**Book Value**	**Fair Value**
(Dollars in thousands)						
Cash and cash equivalents		1	$ 183,101	$ 183,101	$ 378,358	$ 378,358
Short-term investments						
	U.S. Treasury Notes	1	45,162	45,162	100,676	100,676
Long-term investments						
		1	40,099	40,154	50,305	50,339

	U.S. Treasury Notes					
Long-term debt						
	6.95% Senior Notes	1	342,000	330,509	342,000	376,610
	6.7% Senior Notes	2	532,383	512,221	532,194	582,744

Short-term investments and Long-term investments are both designated as held-to-maturity investments and recorded at amortized cost in the Consolidated Balance Sheet. Long-term investment maturities range between 14 and 15 months at September 30, 2013. 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 values of Long-term investments were estimated using quoted market prices for the individual issuances. The fair value of Long-term debt was estimated using market prices for the 6.95% Senior Notes, and discounted cash flow analysis using an estimated yield to maturity of 7.25% for the 6.7% Senior Notes at September 30, 2013.

As of September 30, 2013 and December 31, 2012, U.S. Cellular did not have nonfinancial assets or liabilities that required the application of fair value accounting for purposes of reporting such amounts in the Consolidated Balance Sheet.

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3. Income Taxes

U.S. Cellular is included in a consolidated federal income tax return and in certain state income tax returns with other members of the TDS consolidated group. For financial statement purposes, U.S. Cellular and its subsidiaries compute their income tax expense as if they comprised a separate affiliated group and were not included in the TDS consolidated group.

U.S. Cellular's overall effective tax rate on Income (loss) before income taxes for the three and nine months ended September 30, 2013 was 40.1% and 45.7%, respectively, and for the three and nine months ended September 30, 2012 was 34.7% and 32.7%, respectively.

The effective tax rate for the three months ended September 30, 2013 was higher than the rate for the three months ended September 30, 2012 primarily as a result of a tax benefit related to the correction of state deferred taxes in 2012.

The effective tax rate for the nine months ended September 30, 2013 was higher than the rate for the nine months ended September 30, 2012 primarily as a result of the deferred tax expense related to the NY1 & NY2 Deconsolidation and the Divestiture Transaction (as described in Note 5 — Acquisitions, Divestitures and Exchanges) in 2013, and tax benefits related to the expiration of the statute of limitations for certain tax years and the correction of state deferred taxes in 2012.

4. Earnings Per Share

Basic earnings (loss) per share attributable to U.S. Cellular shareholders is computed by dividing Net income (loss) attributable to U.S. Cellular shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share attributable to U.S. Cellular shareholders is computed by dividing Net income (loss) attributable to U.S. Cellular shareholders 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:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	**2012**	**2013**	**2012**
(Dollars and shares in thousands, except per share amounts)				
Net income (loss) attributable to U.S. Cellular shareholders	$ (9,859)	$ 35,451	$ 138,446	$ 150,628
Weighted average number of shares used in basic earnings (loss) per share	84,005	84,737	83,897	84,671
Effects of dilutive securities:				
Stock options	-	171	209	197
Restricted stock units	-	440	570	393
Weighted average number of shares used in diluted earnings (loss) per share	84,005	85,348	84,676	85,261
Basic earnings (loss) per share attributable to U.S. Cellular shareholders	$ (0.12)	$ 0.42	$ 1.65	$ 1.78
Diluted earnings (loss) per share attributable to U.S. Cellular shareholders	$ (0.12)	$ 0.42	$ 1.64	$ 1.77

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Certain Common Shares issuable upon the exercise of stock options or vesting of restricted stock units were not included in average diluted shares outstanding for the calculation of Diluted earnings per share attributable to U.S. Cellular 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,	
	2013	**2012**	**2013**	**2012**
(Shares in thousands)				
Stock options	3,416	2,434	2,126	2,088
Restricted stock units	1,243	-	305	329

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. Outstanding U.S. Cellular stock options and restricted stock unit awards were equitably adjusted for the special cash dividend. The impact of such adjustments on the earnings per share calculation was reflected in the three and nine months ended September 30, 2012.

5. Acquisitions, Divestitures and Exchanges

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

Acquisitions did not have a material impact on U.S. Cellular's 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.

Divestiture Transaction

On November 6, 2012, U.S. Cellular entered into a Purchase and Sale Agreement with subsidiaries of 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.”

U.S. Cellular has retained other assets and liabilities related to the Divestiture Markets, including network assets, retail stores and related equipment, and other buildings and facilities. The transaction does not affect spectrum licenses held by U.S. Cellular or variable interest entities (“VIEs”) that are not currently used in the operations of the Divestiture Markets. 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 cost, including applicable overhead allocations. 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 $160 million of the Sprint Cost Reimbursement will be recorded in (Gain) loss on sale of business and other exit costs, net and up to $40 million of the Sprint Cost Reimbursement will be recorded in System operations in the Consolidated Statement of Operations. For the nine months ended September 30, 2013, $1.1 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 (loss). The table below describes the amounts U.S. Cellular 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.

(Dollars in thousands)	Expected Period of Recognition	Projected Range		Cumulative Amount Recognized as of September 30, 2013	Actual Amount Recognized Nine Months Ended September 30, 2013	Actual Amount Recognized Three Months Ended September 30, 2013
(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	2013-2014	(120,000)	(160,000)	(4,221)	(4,221)	(4,213)

Reimbursement						
Net assets transferred	2013	213,593	213,593	213,593	213,593	-
Non-cash charges for the write-off and write-down of property under construction and related assets	2012-2013	10,000	14,000	10,726	54	(27)
Employee related costs including severance, retention and outplacement	2012-2014	15,000	20,000	15,071	2,462	(641)
Contract termination costs	2012-2014	125,000	175,000	18,840	18,781	2,176
Transaction costs	2012-2013	4,000	6,000	5,218	4,081	362
Total (Gain) loss on sale of business and other exit costs, net		$ (232,407)	$ (211,407)	$ (220,773)	$ (245,250)	$ (2,343)
Depreciation, amortization and accretion expense						
Incremental depreciation, amortization and accretion, net of salvage values	2012-2014	175,000	210,000	154,058	134,000	45,676
(Increase) decrease in		$ (57,407)	$ (1,407)	$ (66,715)	$ (111,250)	$ 43,333

Operating income																	

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Incremental depreciation, amortization and accretion, net of salvage values represents anticipated amounts to be 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 years indicated, this is estimated depreciation, amortization and accretion recorded on assets and liabilities of the Divestiture Markets after the November 6, 2012 transaction date less depreciation, amortization and accretion that would have been recorded on such assets and liabilities in the normal course, absent the Divestiture Transaction. As a result of the accelerated settlement dates of certain asset retirement obligations, U.S. Cellular reclassified $34.0 million of its asset retirement obligations from long to short-term liabilities at September 30, 2013.

As a result of the transaction, U.S. Cellular recognized the following amounts in the Consolidated Balance Sheet:

			Nine Months Ended September 30, 2013							
(Dollars in thousands)		**Balance December 31, 2012**		**Costs Incurred**		**Cash Settlements (1)**		**Adjustments (2)**		**Balance September 30, 2013**
Accrued compensation										
Employee related costs including severance, retention, outplacement	$	12,305	$	6,750	$	(11,460)	$	(4,288)	$	3,307
Other current liabilities										
Contract termination costs	$	30	$	12,201	$	(6,561)	$	-	$	5,670
Other deferred liabilities and credits										
Contract termination costs	$	-	$	7,246	$	(1,488)	$	-	$	5,758

(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.

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Other Acquisitions, Divestitures and Exchanges

On October 4, 2013, U.S. Cellular sold the majority of its Mississippi Valley non-operating market license ("unbuilt license") for $308.0 million. The sale will result in a $252.2 million gain and a $96.0 million current tax expense, which will be recorded in the fourth quarter of 2013. In addition, on August 14, 2013 U.S. Cellular entered into a definitive agreement to sell the majority of its St. Louis area unbuilt license for $92.3 million. This transaction is subject to regulatory approval and is expected to close by the end of 2013. In accordance with GAAP, the book value of both licenses has been accounted for and disclosed as "held for sale" in the Consolidated Balance Sheet at September 30, 2013.

U.S. Cellular acquisitions during the nine months ended September 30, 2013 and 2012 and the allocation of the purchase price for these acquisitions were as follows:

		Allocation of Purchase Price			
	Purchase Price	Goodwill	Licenses	Intangible Assets Subject to Amortization	Net Tangible Assets/(Liabilities)
(Dollars in thousands)					
2013					
Licenses	$ 16,540	$ -	$ 16,540	$ -	$ -
2012					
Licenses	$ 57,957	$ -	$ 57,957	$ -	$ -

At September 30, 2013 and December 31, 2012, the following assets and liabilities were classified in the Consolidated Balance Sheet as "Assets held for sale" and "Liabilities held for sale":

	Current Assets	Licenses	Goodwill	Property, Plant and Equipment	Loss on Assets Held for Sale (1)	Total Assets Held for Sale	Liabilities Held for Sale (2)
(Dollars in thousands)							
September 30, 2013							
Divestiture of Missouri	$ 726	$ 2,909	$ 669	$ 3,179	$ (1,607)	$ 5,876	$ 471

Market (3)							
Divestiture of Spectrum Licenses (4)	-	72,537	-	-	-	72,537	-
Total	$ 726	$ 75,446	$ 669	$ 3,179	$ (1,607)	$ 78,413	$ 471
December 31, 2012							
Divestiture Transaction	$ -	$ 140,599	$ 72,994	$ -	$ -	$ 213,593	$ 19,594
Bolingbrook Customer Care Center (5)	-	-	-	4,275	(1,105)	3,170	-
Total	$ -	$ 140,599	$ 72,994	$ 4,275	$ (1,105)	$ 216,763	$ 19,594

(1) Loss on assets held for sale was recorded in (Gain) loss on sale of business and other exit costs, net in the Consolidated Statement of Operations.

(2) Liabilities held for sale primarily consisted of Customer deposits and deferred revenues.

(3) On May 15, 2013, U.S. Cellular entered into an agreement with a third party to sell the subscribers, spectrum and the network assets for a Missouri market.

(4) U.S. Cellular and/or its consolidated VIEs entered into agreements with third parties to sell unbuilt licenses in Mississippi Valley; St. Louis, MO; South Bend-Mishawaka, IN and Jackson, MI.

(5) Effective January 1, 2013, U.S. Cellular transferred its Bolingbrook Customer Care Center operations to an existing third party vendor.

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6. Intangible Assets

Changes in U.S. Cellular's Licenses and Goodwill for the nine months ended September 30, 2013 and 2012 are presented below.

Licenses		
	September 30, 2013	**September 30, 2012**
(Dollars in thousands)		
Balance, beginning of period	$ 1,456,794	$ 1,470,769
Acquisitions	16,540	57,957
Transferred to Assets held for sale	(75,446)	-
Other	-	3,147
Balance, end of period	$ 1,397,888	$ 1,531,873

Goodwill		
	September 30, 2013	**September 30, 2012**
(Dollars in thousands)		
Assigned value at time of acquisition	$ 494,737	$ 494,737
Accumulated impairment losses in prior periods	-	-
Transferred to Assets held for sale	(72,994)	-
Balance, beginning of period	421,743	494,737
Transferred to Assets held for sale	(669)	-
NY1 & NY2 Deconsolidation	(33,714)	-
Balance, end of period	$ 387,360	$ 494,737

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7. Investments in Unconsolidated Entities

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

Equity in earnings of unconsolidated entities totaled $37.4 million and $24.8 million in the three months ended September 30, 2013 and 2012, respectively, and $99.8 million and $71.6 million in the nine months ended September 30, 2013 and 2012, respectively; of those amounts, U.S. Cellular's investment in the Los Angeles SMSA Limited Partnership ("LA Partnership") contributed $20.8 million and $18.3 million in the three months ended September 30, 2013 and 2012, respectively, and $61.2 million and $54.6 million in the nine months ended September 30, 2013 and 2012, respectively. U.S. Cellular held a 5.5% ownership interest in the LA Partnership during these periods.

The following table, which is based on information provided in part by third parties, summarizes the combined results of operations of U.S. Cellular's equity method investments. Such combined results of operations include the results of the NY1 & NY2 Partnerships from April 3, 2013, the effective date of their deconsolidation as discussed below.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2013		**2012**		**2013**		**2012**	
(Dollars in thousands)								
Revenues	$	1,577,934	$	1,446,311	$	4,615,224	$	4,298,176
Operating expenses		1,125,966		1,063,285		3,288,743		3,150,168
Operating income		451,968		383,026		1,326,481		1,148,008
Other income, net		1,063		(51)		2,764		2,185
Net income	$	453,031	$	382,975	$	1,329,245	$	1,150,193

NY1 & NY2 Deconsolidation

U.S. Cellular holds a 60.00% interest in NY1 and a 57.14% interest in NY2 (together with NY1, the "Partnerships"). The remaining interests in the Partnerships are held by Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless"). The Partnerships are operated by Verizon Wireless under the Verizon Wireless brand. 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, U.S. Cellular consolidated the financial results of these Partnerships in accordance with GAAP.

On April 3, 2013, U.S. Cellular entered into an agreement 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, U.S. Cellular deconsolidated the Partnerships effective as of April 3, 2013 and thereafter reported them as equity method investments in its consolidated financial statements. After the NY1 & NY2 Deconsolidation, U.S. Cellular retained the same ownership percentages in the Partnerships and will continue to report the same percentages of income from the Partnerships, which will be recorded in Equity in earnings of unconsolidated entities in the Consolidated Statement of Operations. In addition to the foregoing described arrangements, U.S. Cellular has certain other arm's length, ordinary business relationships with Verizon Wireless and its affiliates.

In accordance with GAAP, as a result of the NY1 & NY2 Deconsolidation, U.S. Cellular's interest in the Partnerships was reflected in Investments in unconsolidated entities at a fair value of $114.8 million as of April 3, 2013. Recording U.S. Cellular's interest in the Partnerships required allocation of the excess of fair value over book value to customer lists, licenses, a favorable contract and goodwill of the Partnerships. Amortization expense related to customer lists and the favorable contract will be recognized over their respective useful lives and is included in Equity in earnings of unconsolidated entities in the Consolidated Statement of Operations. In addition, U.S. Cellular recognized a non-cash pre-tax gain of $18.5 million in the second quarter of 2013. The gain was recorded in Gain on investments in the Consolidated Statement of Operations.

The Partnerships were valued using a discounted cash flow approach and a publicly-traded guideline company method. 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 U.S. Cellular specific assumptions. The most significant assumptions made in this process were the revenue growth rate (shown as a simple average in the table below), the terminal revenue growth rate, discount rate and capital expenditures. The assumptions were as follows:

Key assumptions		
Average expected revenue growth rate (next ten years)	2.0	%
Terminal revenue growth rate (after year ten)	2.0	%
Discount rate	10.5	%
Capital expenditures as a percentage of revenue	14.9-18.8	%

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The publicly-traded guideline company method develops an indication of fair value by calculating average market pricing multiples for selected publicly-traded companies using multiples of: Revenue and Earnings before Interest, Taxes, and Depreciation and Amortization (EBITDA). The developed multiples were applied to applicable financial measures of the Partnerships to determine fair value. The discounted cash flow approach and publicly-traded guideline company method were weighted to arrive at the total fair value of the Partnerships.

8. Commitments, Contingencies and Other Liabilities

Agreements

As previously disclosed, on August 17, 2010, U.S. Cellular and Amdocs Software Systems Limited ("Amdocs") entered into a Software License and Maintenance Agreement ("SLMA") and a Master Service Agreement ("MSA") (collectively, the "Amdocs Agreements") to develop a Billing and Operational Support System ("B/OSS"). In July 2013, U.S. Cellular implemented B/OSS, pursuant to an updated Statement of Work dated June 29, 2012. Total payments to Amdocs related to this implementation are estimated to be approximately $183.5 million (subject to certain potential adjustments) over the period from commencement of the SLMA through the first half of 2014. As of September 30, 2013, $133.3 million had been paid to Amdocs.

Indemnifications

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

Legal Proceedings

U.S. Cellular is involved or may be involved from time to time in legal proceedings before the Federal Communications Commission ("FCC"), other regulatory authorities, and/or various state and federal courts. If U.S. Cellular believes that a loss arising from such legal proceedings is probable and can be reasonably estimated, an amount is accrued in the financial statements for the estimated loss. If only a range of loss can be determined, the best estimate within that range is accrued; if none of the estimates within that range is better than another, the low end of the range is accrued. The assessment of the expected outcomes of legal proceedings is a highly subjective process that requires judgments about future events. The legal proceedings are reviewed at least quarterly to determine the adequacy of accruals and related financial statement disclosures. The ultimate outcomes of legal proceedings could differ materially from amounts accrued in the financial statements.

U.S. Cellular has accrued $1.7 million with respect to legal proceedings and unasserted claims as of both September 30, 2013 and December 31, 2012. U.S. Cellular has not accrued any amount for legal proceedings if it cannot reasonably estimate the amount of the possible loss or range of loss. U.S. Cellular does not believe that the amount of any contingent loss in excess of the amounts accrued would be material.

Apple iPhone Products Purchase Commitment

In March 2013, U.S. Cellular entered into an agreement with Apple to purchase an estimated $1.2 billion of Apple iPhone products over a three-year period beginning in November 2013.

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9. Variable Interest Entities (VIEs)

Consolidated VIEs

As of September 30, 2013, U.S. Cellular holds a variable interest in and consolidates the following VIEs under GAAP:

- 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 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 U.S. Cellular 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, U.S. Cellular has a disproportionate level of exposure to the variability associated with the economic performance of the VIEs, indicating that U.S. Cellular is the primary beneficiary of the VIEs in accordance with GAAP. Accordingly, these VIEs are consolidated.

The following table presents the classification of the consolidated VIEs' assets and liabilities in U.S. Cellular's Consolidated Balance Sheet.

			September 30, 2013			**December 31, 2012**
(Dollars in thousands)						
Assets						
	Cash and cash equivalents	$	2,669		$	5,849
	Other current assets		1,190			120
	Licenses		308,091			308,091
	Property, plant and equipment, net		17,535			16,443
	Other assets and deferred charges		541			887

	Total assets	$	330,026	$	331,390
Liabilities					
	Current liabilities	$	3	$	1,013
	Deferred liabilities and credits		3,280		3,024
	Total liabilities	$	3,283	$	4,037

<u>Other Related Matters</u>

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 the business risks described in the "Risk Factors" in U.S. Cellular's Form 10-K for the year ended December 31, 2012.

U.S. Cellular may agree to make additional capital contributions and/or advances to Aquinas Wireless and King Street Wireless and/or to their general partners to provide additional funding for the development of licenses granted in various auctions. U.S. Cellular 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 U.S. Cellular will be able to obtain additional financing on commercially reasonable terms or at all to provide such financial support.

U.S. Cellular's capital contributions and advances made to Aquinas Wireless and King Street Wireless and/or their general partners in the nine months ended September 30, 2012 totaled $5.0 million. There were no capital contributions or advances made to Aquinas Wireless or King Street Wireless or their general partners in the nine months ended September 30, 2013.

U.S. Cellular began offering fourth generation Long-term Evolution ("4G LTE") service in certain cities within its service areas during the first quarter of 2012 and has plans to continue the deployment of 4G LTE. U.S. Cellular currently provides 4G LTE service in conjunction with King Street Wireless. Aquinas Wireless is still in the process of developing long-term business plans.

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10. Common Share Repurchases

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 prices and other conditions. This authorization does not have an expiration date.

Share repurchases made under this authorization were as follows:

	Nine Months Ended September 30,			
	2013		2012	
(Dollars and shares in thousands, except cost per share)				
Number of shares		499		-
Average cost per share	$	37.19	$	-
Total cost	$	18,544	$	-

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11. Noncontrolling Interests

U.S. Cellular's consolidated financial statements include certain noncontrolling interests that meet the GAAP definition of mandatorily redeemable financial instruments. These mandatorily redeemable noncontrolling interests represent interests held by third parties in consolidated partnerships and limited liability companies ("LLCs"), where the terms of the underlying partnership or LLC agreement provide for a defined termination date at which time the assets of the subsidiary are to be sold, the liabilities are to be extinguished and the remaining net proceeds are to be distributed to the noncontrolling interest holders and U.S. Cellular in accordance with the respective partnership and LLC agreements. The termination dates of these mandatorily redeemable noncontrolling interests range from 2085 to 2107.

The estimated aggregate amount that would be due and payable to settle all of these noncontrolling interests, assuming an orderly liquidation of the finite-lived consolidated partnerships and LLCs on September 30, 2013, net of estimated liquidation costs, is $61.3 million. This amount excludes redemption amounts recorded in Noncontrolling interests with redemption features in the Consolidated Balance Sheet. The estimate of settlement value was based on certain factors and assumptions which are subjective in nature. Changes in those factors and assumptions could result in a materially larger or smaller settlement amount. U.S. Cellular currently has no plans or intentions relating to the liquidation of any of the related partnerships or LLCs prior to their scheduled termination dates. The corresponding carrying value of the mandatorily redeemable noncontrolling interests in finite-lived consolidated partnerships and LLCs at September 30, 2013 was $17.4 million, and is included in Noncontrolling interests in the Consolidated Balance Sheet. The excess of the aggregate settlement value over the aggregate carrying value of these mandatorily redeemable noncontrolling interests is due primarily to the unrecognized appreciation of the noncontrolling interest holders' share of the underlying net assets in the consolidated partnerships and LLCs. Neither the noncontrolling interest holders' share, nor U.S. Cellular's share, of the appreciation of the underlying net assets of these subsidiaries is reflected in the consolidated financial statements.

12. Supplemental Cash Flow Disclosures

Following are supplemental cash flow disclosures regarding transactions related to stock-based compensation awards. In certain situations, U.S. Cellular withholds shares that are issuable upon the exercise of stock options or the vesting of restricted shares to cover, and with a value equivalent to, the exercise price and/or the amount of taxes required to be withheld from the stock award holder at the time of the exercise or vesting. U.S. Cellular then pays the amount of the required tax withholdings to the taxing authorities in cash.

		Nine Months Ended		
		September 30,		
		2013		**2012**

(Dollars and shares in thousands)				
Common Shares withheld		524		78
Aggregate value of Common Shares withheld	$	21,387	$	3,076
Cash receipts upon exercise of stock options	$	7,223	$	793
Cash disbursements for payment of taxes		(4,383)		(3,092)
Net cash receipts (disbursements) from exercise of stock options and vesting of other stock awards	$	2,840	$	(2,299)

On September 27, 2012, the FCC conducted a single round, sealed bid, reverse auction to award up to $300 million in one-time Mobility Fund Phase I support to successful bidders that commit to provide 3G, or better, wireless service in areas designated as unserved by the FCC. This auction was designated by the FCC as Auction 901. U.S. Cellular and several of its wholly-owned subsidiaries participated in Auction 901 and were winning bidders in eligible areas within 10 states and will receive up to $40.1 million in one-time support from the Mobility Fund. These funds will reduce the carrying amount of the assets to which they relate or will offset operating expenses. U.S. Cellular has received $13.4 million in support funds as of September 30, 2013, of which $12.1 million is included as a component of Other assets and deferred charges in the Consolidated Balance Sheet and $1.3 million reduced the carrying amount of the assets to which they relate, which are included in Property, plant and equipment in the Consolidated Balance Sheet.

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.

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

United States Cellular Corporation ("U.S. Cellular") owns, operates and invests in wireless markets throughout the United States. U.S. Cellular is an 84%-owned subsidiary of Telephone and Data Systems, Inc. ("TDS") as of September 30, 2013.

U.S. Cellular provides wireless telecommunications services to approximately 4.9 million customers in four geographic market areas in 23 states. As of September 30, 2013, U.S. Cellular's average penetration rate in its consolidated operating markets was 15.3%. 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.

The following discussion and analysis should be read in conjunction with U.S. Cellular's interim consolidated financial statements and notes included in Item 1 above, and with the description of U.S. Cellular's business, its audited consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in U.S. Cellular's Annual Report on Form 10-K ("Form 10-K") for the year ended December 31, 2012.

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.

Financial and operating highlights in the nine months ended September 30, 2013 included the following:

- On April 3, 2013, U.S. Cellular entered into an agreement relating to St. Lawrence Seaway RSA Cellular Partnership ("NY1") and New York RSA 2 Cellular Partnership ("NY2" and, together with NY1, the "Partnerships") with Cellco Partnership d/b/a Verizon Wireless, which required U.S. Cellular to deconsolidate the Partnerships and thereafter account for them as equity method investments (the "NY1 & NY2 Deconsolidation"). In connection with the deconsolidation, U.S. Cellular recognized a non-cash pre-tax gain of $18.5 million which was recorded in Gain on investments in the Consolidated Statement of Operations. See Note 7 – Investments in Unconsolidated Entities in the Notes to the Consolidated Financial Statements for additional information regarding this transaction.

- On May 16, 2013, U.S. Cellular completed the sale of the Divestiture Markets (as defined below in the 2013 Estimates section), which included customers and certain PCS license spectrum, to Sprint Nextel Corporation for $480 million in cash (the "Divestiture Transaction"). In connection with the sale, U.S. Cellular recognized a pre-tax gain of $266.4 million which was recorded in (Gain) loss on sale of business and other exit costs, net in the Consolidated Statement of Operations. See Note 5 – Acquisitions, Divestitures and Exchanges in the Notes to the Consolidated Financial Statements for additional information regarding this transaction.

- 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.

- Total consolidated customers were 4,875,000 at September 30, 2013, including 4,713,000 retail customers (97% of total).

The following information is presented for Core Markets (as defined below in the 2013 Estimates section) excluding NY1 & NY2 markets:

- Retail customer net losses were 118,000 in 2013 compared to net additions of 14,000 in 2012. In the postpaid category, there were net losses of 146,000 in 2013, compared to net losses of 73,000 in 2012. Prepaid net additions were 28,000 in 2013 compared to net additions of 87,000 in 2012.

- Postpaid customers comprised approximately 92% of U.S. Cellular's retail customers as of September 30, 2013. The postpaid churn rate was 1.6% in 2013 compared to 1.5% in 2012. The prepaid churn rate was 6.2% in 2013 compared to 5.2% in 2012.

- Billed average revenue per user ("ARPU") increased to $50.98 in 2013 from $50.48 in 2012 reflecting an increase in postpaid ARPU due to increases in smartphone adoption and corresponding revenues from data products and services. Service revenue ARPU decreased to $57.83 in 2013 from $58.76 in 2012 due primarily to decreases in inbound roaming and eligible telecommunications carriers ("ETC") revenues.

- Postpaid customers on smartphone service plans increased to 47% as of September 30, 2013 compared to 38% as of September 30, 2012. In addition, smartphones represented 64% of all devices sold in 2013 compared to 53% in 2012.

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The following information is presented for U.S. Cellular consolidated results:

- Retail service revenues decreased by $223.3 million, or 8%, in 2013 to $2,438.7 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.

- Cash flows from operating activities were $296.2 million. At September 30, 2013, Cash and cash equivalents and Short-term investments totaled $228.3 million and there were no outstanding borrowings under the revolving credit facility.

- U.S. Cellular completed the migration of its customers to a new Billing and Operational Support System ("B/OSS") which includes a new point-of-sale system and consolidates billing on one platform. This conversion resulted in billing delays, which caused Accounts receivable to increase at September 30, 2013. Future results of operations and cash flows may continue to be impacted by billing delays.

- Total additions to Property, plant and equipment were $529.4 million, including expenditures to construct cell sites, increase capacity in existing cell sites and switches, deploy fourth generation Long-term Evolution ("4G LTE") equipment, outfit new and remodel existing retail stores, develop new billing and other customer management related systems and platforms, and enhance existing office systems. Total cell sites in service decreased 4% year-over-year to 7,687 primarily as a result of the NY1 & NY2 Deconsolidation and the deactivation of certain cell sites in the Divestiture Markets.

- Operating income decreased $40.1 million, or 18%, to $177.4 million in 2013, reflecting the factors discussed below in the "Results of Operations".

- Net income attributable to U.S. Cellular shareholders decreased $12.2 million, or 8%, to $138.4 million in 2013 compared to $150.6 million in 2012. Basic earnings per share was $1.65 in 2013, which was $0.13 lower than in 2012, and Diluted earnings per share was $1.64, which was $0.13 lower than in 2012.

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

- Remaining impacts of the Divestiture Transaction;

- Impacts of selling Apple iPhone products;

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

- Effects of industry competition on service and equipment pricing and roaming revenues as well as the impacts associated with the expanding presence of carriers and other retailers offering low-priced, unlimited prepaid service;

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

- Potential increases in prepaid customers, who generally generate lower ARPU, as a percentage of U.S. Cellular’s customer base in response to changes in customer preferences and industry dynamics;

- 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 network capacity;

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

- Costs of enhancements to U.S. Cellular’s wireless networks;

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

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

- Economic or competitive factors that restrict U.S. Cellular's access to devices desired by customers;

- As mentioned above, U.S. Cellular's conversion to a new billing system in the third quarter of 2013 caused billing delays. In addition, intermittent system outages and delayed system response times negatively impacted customer service and sales operations at certain times. Existing and potential future operational problems associated with the conversion to the new billing system could have adverse effects on customer satisfaction, customer service, customer attrition, gross customer additions, uncollectible customer accounts receivable, or operating expenses. All of these factors could have a material adverse effect on U.S. Cellular's results of operations or cash flows.

- On October 4, 2013, U.S. Cellular sold the majority of its Mississippi Valley non-operating market license ("unbuilt license") for $308.0 million. The sale will result in a $252.2 million gain and a $96.0 million current tax expense, which will be recorded in the fourth quarter of 2013; and

- On August 14, 2013, U.S. Cellular entered into a definitive agreement to sell the majority of its St. Louis area unbuilt license for $92.3 million. This transaction will result in an estimated gain of $76.2 million and an estimated current tax expense of $28.5 million. This transaction is subject to regulatory approval and is expected to close by the end of 2013.

FCC Reform Order

In 2011, the FCC released an order ("Reform Order") to: reform its universal service and intercarrier compensation mechanisms; establish a new, broadband-focused support mechanism; and propose further rules to advance reform. Appeals of the Reform Order are pending, have been consolidated and will be argued in the U.S. Court of Appeals for the 10th Circuit on November 19, 2013, with a decision anticipated in 2014.

There have been no significant changes to the Reform Order since December 31, 2012 that are expected to adversely affect U.S. Cellular. U.S. Cellular cannot predict the outcome of the consolidated appeals referred to above or any future rulemaking, reconsideration and legal challenges and, as a consequence, the impacts that such potential developments may have on U.S. Cellular's business, financial condition or results of operations.

Auction 901

On September 27, 2012, the FCC conducted a single round, sealed bid, reverse auction to award up to $300 million in one-time Mobility Fund Phase I support to successful bidders that commit to provide 3G, or better, wireless service in areas designated as unserved by the FCC. This auction was designated by the FCC as Auction 901. U.S. Cellular and several of its wholly-owned subsidiaries participated in Auction 901 and were winning bidders in eligible areas within 10 states and will receive up to $40.1 million in one-time support from the Mobility Fund, $13.4 million of which was received as of September 30, 2013. In June 2013, U.S. Cellular provided $17.4 million in letters of credit to the FCC.

Pursuant to the auction rules, winning bidders must complete network build-out projects to provide 3G or 4G service to these areas within two or three years, respectively, and must also make their networks available to other providers for roaming. Winning bidders will receive support funding primarily upon achievement of coverage milestones defined in the auction rules. As a result of the funding awards in the Mobility Fund Phase I, U.S. Cellular will be required to meet certain regulatory conditions in the areas where it will receive funding to provide service. Examples of these regulatory conditions include: allowing other carriers to collocate on U.S. Cellular’s towers, allowing voice and data roaming on U.S. Cellular’s network, and submitting various reports and certifications to retain eligibility each year. It is possible that additional regulatory requirements will be imposed pursuant to the FCC’s Reform Order.

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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 lays out a roadmap for the voluntary commitments of AT&T and DISH Network Corporation ("DISH") to become fully binding under a regulatory frame work which will require the FCC to take additional actions proposed to be completed by the first quarter of 2014. Pursuant to this voluntary agreement, 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. As outlined in its voluntary commitment, 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 only interoperate across 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. U.S. Cellular believes that the FCC action will broaden the ecosystem of devices available to U.S. Cellular's customers over time.

Cash Flows and Investments

See "Financial Resources" and "Liquidity and Capital Resources" below for additional information.

Pro Forma Financial Information

Refer to U.S. Cellular's 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.

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2013 ESTIMATES

U.S. Cellular's estimates of full-year 2013 results are shown below. Such estimates represent U.S. Cellular's views as of the date of filing U.S. Cellular's Form 10-Q for the quarter ended September 30, 2013. Such forward looking statements should not be assumed to be current as of any future date. U.S. Cellular undertakes no duty to update such information, whether as a result of new information, future events or otherwise. There can be no assurance that final results will not differ materially from such estimated results.

	2013 Estimated Results (1)					
	Core Markets (2)		Divestiture Markets (2)(3)		U.S. Cellular Consolidated (2)(3)	
	Previous	Current	Previous	Current	Previous	Current
(Dollars in millions)						
Service revenues	$3,475 - $3,575	$3,450 - $3,500	$140	Unchanged	$3,615-$3,715	$3,590-$3,640
Adjusted income before income taxes (4)	$560 - $660	Unchanged	$40	Unchanged	$600-$700	Unchanged
Capital expenditures	$730	Unchanged	$5	Unchanged	$735	Unchanged

(1) These estimates are based on U.S. Cellular's current plans, which include an expansion of the multi-year deployment of 4G LTE technology; such expansion includes deployment on 700 MHz in additional markets as well as deployment on the 850 MHz band to provide additional capacity for future growth in data usage, enable potential future 4G LTE roaming, and support the sale of Apple products. The financial impacts of selling Apple products in 2013 consist of the following:

- Increased Service revenues resulting from net incremental customers added and retained as a result of offering Apple products;
- Decreased Adjusted income before income taxes as a result of net increases in costs, primarily loss on equipment sales as a result of offering Apple products; and
- Increased Capital expenditures related to the deployment on the 850 MHz band to provide additional capacity for future growth in data usage, which includes capacity required to accommodate Apple products.

These estimates also reflect the impacts of the deconsolidation of certain partnerships as of April 2013. These estimates do not include (i) the reported gain on sale of business and other exit costs, net (ii) the reported gain on investments, or (iii) the actual or expected gains from spectrum license divestitures. New developments or changing conditions (such as, but not limited to, regulatory developments, customer net growth, customer demand for data services or possible acquisitions, dispositions or exchanges) could affect U.S. Cellular's plans and, therefore, its 2013 estimated results.

(2) The U.S. Cellular Consolidated amounts represent GAAP financial measures and include the results of both the Core Markets and the Divestiture Markets. The amounts for the Core Markets and Divestiture Markets represent non-GAAP financial measures. U.S. Cellular believes that the amounts for the Core Markets and Divestiture Markets may be useful to investors and other users of its financial information in evaluating the separate results for the Core Markets. Divestiture Markets are comprised of U.S. Cellular's Chicago, central Illinois, St. Louis and certain Indiana/Michigan/Ohio markets. Core Markets are comprised of all other markets in which U.S. Cellular conducts business including Peoria, Rockford and certain other areas in Illinois, and in Columbia, Joplin, Jefferson City and certain other areas in Missouri. 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 sale and other retained assets from the Divestiture Markets.

(3) These estimates reflect the Divestiture Transaction which closed on May 16, 2013. See Note 5 — Acquisitions, Divestitures and Exchanges in the Notes to the Consolidated Financial Statements for additional information related to the Divestiture Transaction.

(4) Adjusted income before income taxes is a non-GAAP financial measure defined as Income before income taxes, adjusted for the items set forth in the reconciliation below. Adjusted income before income taxes excludes these items in order to show operating results on a more comparable basis from period to period. In addition, U.S. Cellular may also exclude other items from adjusted income before income taxes if such items help reflect operating results on a more comparable basis. U.S. Cellular does not intend to imply that any such amounts that are excluded are non-recurring, infrequent or unusual; such amounts may occur in the future. Adjusted income before income taxes is not a measure of financial performance under GAAP and should not be considered as an alternative to Income before income taxes as an indicator of the Company's operating performance or as an alternative to Cash flows from operating activities, determined in accordance with GAAP, as an indicator of cash flows or as a measure of liquidity. U.S. Cellular believes Adjusted income before income taxes is a useful measure of U.S. Cellular's operating results before significant recurring non-cash charges, discrete gains and losses and financing charges (Interest expense). The following tables provide a reconciliation of Income (loss) before income taxes to Adjusted income before income taxes for 2013 Estimated Results, nine months ended September 30, 2013 actual results, and 2012 actual results:

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	2013 Estimated Results		
	Core Markets (2)	Divestiture Markets (2)(3)	U.S. Cellular Consolidated (2)(3)
(Dollars in millions)			
Income (loss) before income taxes	$315-$415	$35	$350-$450
Depreciation, amortization and accretion expense (5)	$540	$250	$790
(Gain) loss on sale of business and other exit costs, net	—	($245)	($245)
(Gain) loss from spectrum license divestitures	($325)	—	($325)
(Gain) loss on investments	($20)	—	($20)
Interest expense	$50	—	$50
Adjusted income before income taxes	$560-$660	$40	$600-$700

	U.S. Cellular Consolidated Actual Results	
	Nine Months Ended September 30, 2013	Year Ended December 31, 2012
Income before income taxes	$ 266	$ 205
Depreciation, amortization and accretion expense (5)	593	609
(Gain) loss on sale of business and other exit costs, net	(244)	21
(Gain) loss from spectrum license divestitures	—	—
(Gain) loss on investments	(18)	4
Interest expense	33	42
Adjusted income before income taxes	$ 630	$ 881

(5) The 2013 estimated amount for Depreciation, amortization and accretion expense in the Divestiture Markets includes approximately $171 million of incremental accelerated depreciation, amortization and accretion resulting from the Divestiture Transaction. Actual results for the nine months ended September 30, 2013 and the year ended December 31, 2012 include $134 million and $20 million, respectively, of incremental accelerated depreciation, amortization and accretion resulting from the Divestiture Transaction.

U.S. Cellular management currently believes that the foregoing estimates represent a reasonable view of what is achievable considering actions that U.S. Cellular has taken and will be taking. However, the current competitive conditions in the markets served by U.S. Cellular have created a challenging environment that could continue to significantly impact actual results. U.S. Cellular expects to continue its focus on customer satisfaction by delivering a high quality network, attractively priced service plans, a broad line of wireless devices and other products, and outstanding customer service. U.S. Cellular believes that future growth in its revenues will result primarily from selling additional products and services, including data products and services, to its existing customers, increasing the number of multi-device users among its existing customers, and attracting wireless users switching from other wireless carriers. U.S. Cellular is focusing on opportunities to increase revenues, pursuing cost reduction initiatives in various areas and implementing a number of initiatives to enable future growth. The initiatives are intended, among other things, to allow U.S. Cellular to accelerate its introduction of new products and services, better segment its customers for new services and retention, sell additional services such as data, expand its distribution channels, enhance its internet sales and customer service capabilities, improve its prepaid products and services and reduce operational expenses over the long term.

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RESULTS OF OPERATIONS

Consolidated Markets herein refers to markets which U.S. Cellular consolidates per GAAP and is not adjusted in prior periods presented for subsequent divestitures or deconsolidations. Divestiture Markets are comprised of U.S. Cellular's Chicago, central Illinois, St. Louis and certain Indiana/Michigan/Ohio markets. Core Markets are comprised of all other markets in which U.S. Cellular conducts business including Peoria, Rockford, and certain other areas in Illinois, and in Columbia, Joplin, Jefferson City and certain other areas in Missouri. 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 sale and other retained assets from the Divestiture Markets.

Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012

Following is a table of summarized operating data for U.S. Cellular's Consolidated Markets. In 2012, the Divestiture Markets and NY1 and NY2 are included in U.S. Cellular's consolidated results. NY1 and NY2 are consolidated through the end of the first quarter of 2013 and Divestiture Markets are consolidated through May 16, 2013. Unless otherwise noted, figures reported in Results of Operations are representative of consolidated results.

As of or for Nine Months Ended September 30,				2013				2012	
Retail Customers									
	Postpaid								
		Total at end of period		4,343,000				5,175,000	
		Gross additions		521,000				639,000	
		Net additions (losses)		(254,000)				(124,000)	
		ARPU(1)	$	54.61			$	54.26	
		Churn rate(2)		1.8	%			1.6	%
		Smartphone penetration(3)(4)		47.1	%			38.6	%
	Prepaid								
		Total at end of period		370,000				386,000	
		Gross additions		246,000				261,000	
		Net additions (losses)		5,000				81,000	
		ARPU(1)	$	31.46			$	33.06	
		Churn rate(2)		6.6	%			6.1	%
Total customers at end of period				4,875,000				5,808,000	
Billed ARPU(1)			$	50.94			$	50.77	
Service revenue ARPU(1)			$	57.86			$	58.93	
Smartphones sold as a percent of total devices sold				64.2	%			53.0	%
Total Population									
	Consolidated markets(5)			84,025,000				92,996,000	
	Consolidated operating markets(5)			31,822,000				46,966,000	

Market penetration at end of period							
Consolidated markets(6)		5.8	%			6.2	%
Consolidated operating markets(6)		15.3	%			12.4	%
Capital expenditures (000s)	$	529,366			$	583,632	
Total cell sites in service		7,687				7,984	
Owned towers in service		4,422				4,377	

Following is a table of summarized operating data for U.S. Cellular's Core Markets. For comparability NY1 and NY2 markets' results are not included in Core Markets as of or for the nine months ended September 30, 2013 or 2012, respectively.

As of or for Nine Months Ended September 30,		**2013**				**2012**	
Retail Customers							
Postpaid							
Total at end of period		4,343,000				4,515,000	
Gross additions		506,000				538,000	
Net additions (losses)		(146,000)				(73,000)	
ARPU(1)	$	54.46			$	53.57	
Churn rate(2)		1.6	%			1.5	%
Smartphone penetration(3)(4)		47.1	%			37.8	%
Prepaid							
Total at end of period		370,000				305,000	
Gross additions		232,000				201,000	
Net additions (losses)		28,000				87,000	
ARPU(1)	$	31.21			$	32.83	
Churn rate(2)		6.2	%			5.2	%
Total customers at end of period		4,875,000				5,012,000	
Billed ARPU (1)	$	50.98			$	50.48	
Service revenue ARPU(1)	$	57.83			$	58.76	
Smartphones sold as a percent of total devices sold		64.4	%			53.0	%
Total Population							
Consolidated markets(5)		84,025,000				82,595,000	
Consolidated operating markets(5)		31,822,000				31,110,000	
Market penetration at end of period							
Consolidated markets(6)		5.8	%			6.1	%
Consolidated operating markets(6)		15.3	%			16.1	%
Capital expenditures (000s)	$	523,835			$	527,443	
Total cell sites in service		6,127				6,089	
Owned towers in service		3,859				3,818	

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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 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™, BlackBerry® or Windows Mobile® operating system, excluding tablets.

(4) Smartphone penetration is calculated by dividing postpaid smartphone customers by total postpaid customers.

(5) Used only to calculate market penetration of consolidated and core markets and consolidated and core operating markets, respectively. See footnote (6) below.

(6) Market penetration is calculated by dividing the number of wireless customers at the end of the period by the total population of consolidated and core markets and consolidated and core operating markets, respectively, as estimated by Claritas®.

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Components of Operating Income					
Nine Months Ended September 30,		**2013**	**2012**	**Change**	**Percentage Change**
(Dollars in thousands)					
Retail service		$ 2,438,715	$ 2,661,965	$ (223,250)	(8) %
Inbound roaming		202,904	272,627	(69,723)	(26) %
Other		128,026	155,340	(27,314)	(18) %
	Service revenues	2,769,645	3,089,932	(320,287)	(10) %
Equipment sales		246,467	246,946	(479)	-
	Total operating revenues	3,016,112	3,336,878	(320,766)	(10) %
System operations (excluding Depreciation, amortization and accretion reported below)		585,997	725,636	(139,639)	(19) %
Cost of equipment sold		652,153	626,765	25,388	4 %
Selling, general and administrative		1,234,675	1,315,823	(81,148)	(6) %
Depreciation, amortization and accretion		593,410	439,391	154,019	35 %
Loss on asset disposals, net		16,153	15,967	186	1 %
(Gain) loss on sale of business and other exit costs, net		(243,627)	(4,148)	(239,479)	>100 %
	Total operating expenses	2,838,761	3,119,434	(280,673)	(9) %
	Operating income	$ 177,351	$ 217,444	$ (40,093)	(18) %

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 $223.3 million, or 8%, in 2013 to $2,438.7 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 $50.94 in 2013 from $50.77 in 2012. This overall increase is due primarily to an increase in postpaid ARPU to $54.61 in 2013 from $54.26 in 2012, reflecting increases in smartphone adoption and corresponding revenues from data products and services.

U.S. Cellular expects continued pressure on 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.

U.S. Cellular accounts for loyalty reward points under the deferred revenue method. Under this method, U.S. Cellular allocates a portion of the revenue billed to customers with applicable plans to the loyalty reward points. The revenue allocated to these points is initially deferred in the Consolidated Balance Sheet and is recognized in future periods when the loyalty reward points are redeemed or used. Application of the deferred revenue method of accounting related to loyalty reward points resulted in deferring net revenues of $19.6 million and $19.8 million in 2013 and 2012, respectively. Deferred revenues related to loyalty reward points are included in Customer deposits and deferred revenues in the Consolidated Balance Sheet.

Inbound roaming revenues

Inbound roaming revenues decreased by $69.7 million, or 26%, in 2013 to $202.9 million. The decrease was due primarily to lower rates and the impacts of the Divestiture Transaction and NY1 & NY2 Deconsolidation. Data volume increased year-over-year but the impact of this increase was offset by the combined impacts of lower volume for voice and lower rates for both data and voice. The decline in roaming revenues was offset by a decline in roaming expense also due to lower rates. U.S. Cellular expects continued growth in data volume but also expects that the revenue impact of this growth will be offset by the impacts of decreases in data rates and voice volume.

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Other revenues

Other revenues decreased by $27.3 million, or 18%, in 2013 compared to 2012 due primarily to decreases in ETC support. Pursuant to the FCC's Reform Order (see "Overview – FCC Reform Order" above), ETC support was frozen on January 1, 2012 at the 2011 level and is being phased down at the rate of 20% per year beginning July 1, 2012.

If the Phase II Mobility Fund is not operational by July 2014, the aforementioned phase down will halt at that time and U.S. Cellular will 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. U.S. Cellular anticipates that it will continue to sell wireless devices to agents in the future.

Equipment sales revenues were flat in 2013 compared to 2012. An increase of 19% in average revenue per device sold and an increase in equipment activation fees were offset by selling fewer devices partially due to the Divestiture Transaction. Average revenue per device sold increased due to general customer preference for higher-priced smartphones.

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.

Key components of the $139.6 million, or 19%, decrease in System operations expenses to $586.0 million were as follows:

- Expenses incurred when U.S. Cellular's customers used other carriers' networks while roaming decreased $58.5 million, or 31%, due primarily to lower rates. Data roaming usage increased; however, the impact of the increase was more than offset by lower rates for both data and voice and lower voice volume.

- Customer usage expenses decreased by $43.4 million, or 19%, driven by impacts of the Divestiture Transaction and decreases in intercarrier charges and certain data costs partially offset by increases due to network costs for 4G LTE.

- Maintenance, utility and cell site expenses decreased $37.7 million, or 12%, driven primarily by impacts of the Divestiture Transaction.

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 4G LTE network from the 3G network.

Cost of equipment sold

Cost of equipment sold increased by $25.4 million, or 4%, in 2013 to $652.2 million. The increase was driven by a 28% 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. The total number of devices sold decreased by 17% partially due to the Divestiture Transaction.

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U.S. Cellular's loss on equipment, defined as equipment sales revenues less cost of equipment sold, was $405.7 million and $379.8 million for 2013 and 2012, 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 smartphones, including sales of Apple iPhones, 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. Smartphones sold as a percentage of total devices sold were 64.2% and 53.0% in 2013 and 2012, respectively.

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 $81.1 million, or 6%, decrease to $1,234.7 million were as follows:

- Selling and marketing expense decreased by $65.3 million, or 11%, primarily from lower commission expenses, more cost-effective advertising spending and reduced employee and facilities costs as a result of the Divestiture Transaction.

- General and administrative expense decreased by $15.8 million, or 2%, driven by corporate cost containment and reduction initiatives partially offset by costs associated with launching the new billing system.

Depreciation, amortization and accretion

Depreciation, amortization and accretion increased $154.0 million, or 35%, in 2013 to $593.4 million due primarily to the acceleration of depreciation, amortization and accretion in the Divestiture Markets. The impact of the acceleration was $134.0 million in 2013. The accelerated depreciation, amortization and accretion in the Divestiture Markets is expected to conclude in the first quarter of 2014.

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

The net gain in 2013 resulted from the closing and continued impacts of the Divestiture Transaction. The net gain in 2012 resulted from the sale of a wireless market.

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Components of Other Income (Expense)				
Nine Months Ended September 30,	2013	2012	Change	Percentage Change
(Dollars in thousands, except per share amounts)				
Operating income	$ 177,351	$ 217,444	$ (40,093)	(18) %
Equity in earnings of unconsolidated entities	99,797	71,584	28,213	39 %
Interest and dividend income	2,967	2,823	144	5 %
Gain (loss) on investments	18,527	(3,728)	22,255	>100 %
Interest expense	(32,393)	(35,272)	2,879	(8) %
Other, net	153	173	(20)	(12) %
Total investment and other income	89,051	35,580	53,471	>100 %
Income before income taxes	266,402	253,024	13,378	5 %
Income tax expense	121,618	82,624	38,994	47 %
Net income	144,784	170,400	(25,616)	(15) %
Less: Net income attributable to noncontrolling interests, net of tax	6,338	19,772	(13,434)	(68) %
Net income attributable to U.S. Cellular shareholders	$ 138,446	$ 150,628	$ (12,182)	(8) %
Basic earnings per share attributable to U.S. Cellular shareholders	$ 1.65	$ 1.78	$ (0.13)	(7) %
Diluted earnings per share attributable to U.S. Cellular shareholders	$ 1.64	$ 1.77	$ (0.13)	(7) %

Equity in earnings of unconsolidated entities

U.S. Cellular's investment in the Los Angeles SMSA Limited Partnership ("LA Partnership") contributed $61.2 million to Equity in earnings of unconsolidated entities in 2013 compared to $54.6 million in 2012. In 2013, U.S. Cellular's investments in the NY1 & NY2 Partnerships contributed $18.2 million.

On April 3, 2013, U.S. Cellular deconsolidated the NY1 & NY2 Partnerships and began reporting them as equity method investments in its consolidated financial statements as of that date. In connection with the deconsolidation, U.S. Cellular recognized a non-cash pre-tax gain of $18.5 million which was recorded in Gain (loss) on investments for the nine months ended September 30, 2013. See Note 7 – Investments in Unconsolidated Entities for additional information.

Interest expense

The decrease in interest expense was due primarily to an increase in capitalized interest on projects related to network and system enhancements in 2013. Capitalized interest was $14.3 million and $12.6 million for 2013 and 2012, respectively.

Income tax expense

See Note 3 — Income Taxes in the Notes to Consolidated Financial Statements for a discussion of the change in income tax expense and the overall effective tax rate on Income before income taxes.

Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012

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Components of Operating Income (Loss)				
Three Months Ended September 30,	**2013**	**2012**	**Change**	**Percentage Change**
(Dollars in thousands)				
Retail service	$ 752,316	$ 884,219	$ (131,903)	(15)%
Inbound roaming	71,997	106,132	(34,135)	(32)%
Other	38,017	46,019	(8,002)	(17)%
Service revenues	862,330	1,036,370	(174,040)	(17)%
Equipment sales	76,906	103,987	(27,081)	(26)%
Total operating revenues	939,236	1,140,357	(201,121)	(18)%
System operations (excluding Depreciation, amortization and accretion reported below)	177,431	249,245	(71,814)	(29)%
Cost of equipment sold	193,392	248,029	(54,637)	(22)%
Selling, general and administrative	410,468	438,526	(28,058)	(6)%
Depreciation, amortization and accretion	200,985	145,151	55,834	38 %
Loss on asset disposals, net	1,701	11,262	(9,561)	(85)%
(Gain) loss on sale of business and other exit costs, net	(1,534)	65	(1,599)	>100%
Total operating expenses	982,443	1,092,278	(109,835)	(10)%
Operating income (loss)	$ (43,207)	$ 48,079	$ (91,286)	>(100)%

Operating Revenues

Retail service revenues

Retail service revenues decreased $131.9 million, or 15%, to $752.3 million in 2013 due primarily 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 per customer increased to $50.92 in 2013 compared to $50.83 in 2012. The net increase resulted primarily from growth in revenues from data products and services offset by declines in voice revenues.

Application of the deferred revenue method of accounting related to loyalty reward points resulted in deferring net revenues of $10.0 million and $7.1 million in 2013 and 2012, respectively. These amounts are included in the Customer deposits and deferred revenues in the Consolidated Balance Sheet.

Inbound roaming revenues

Inbound roaming revenues decreased by $34.1 million, or 32%, to $72.0 million in 2013 compared to 2012. The decrease was due to lower usage and rates for both data and voice and the impacts of the Divestiture Transaction and NY1 & NY2 Deconsolidation. The decline in roaming revenues was offset by a decline in roaming expense also due to lower rates.

Other revenues

Other revenues decreased by $8.0 million, or 17%, to $38.0 million due primarily to a decrease in ETC revenues. ETC revenues in 2013 were $23.7 million compared to $31.1 million in 2012 and decreased due to the phase down of USF support as described in Results of Operations – U.S. Cellular for the nine months ended September 30, 2013.

Equipment sales revenues

Equipment sales revenues decreased by $27.1 million, or 26%, in 2013 to $76.9 million driven by a 32% decrease in total devices sold primarily due to the Divestiture Transaction partially offset by a 14% increase in average revenue per device sold.

Operating Expenses

System operations expenses (excluding Depreciation, amortization and accretion)

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Key components of the overall decrease in System operations expenses were as follows:

- Expenses incurred when U.S. Cellular's customers used other carriers' networks while roaming decreased $20.6 million, or 31%, due primarily to lower rates. Data roaming usage increased; however, the impact of the increase was more than offset by lower rates for both data and voice and lower voice volume.

- Maintenance, utility and cell site expenses decreased $28.8 million, or 28%, due primarily to the impacts of the Divestiture Transaction.

- Customer usage expense decreased $22.4 million, or 29%, driven by impacts of the Divestiture Transaction and decreases in intercarrier charges and certain data costs partially offset by increases due to network costs for 4G LTE.

Cost of equipment sold

Cost of equipment sold decreased in 2013 compared to 2012 due primarily to a 32% decrease in the total number of devices sold for the reason noted above partially offset by an increase of 24% in average cost per device sold due to a shift in the mix of units sold to higher-priced smartphones.

Selling, general and administrative

Key components of the $28.1 million, or 6%, decrease to $410.5 million were as follows:

- Selling and marketing expense decreased by $28.8 million, or 14%, primarily from lower commission expenses, more cost-effective advertising spending and reduced employee and facilities costs as a result of the Divestiture Transaction.

- General and administrative expense was flat in 2013 compared to 2012. Decreases due to corporate cost containment and reduction initiatives were offset by costs associated with launching the new billing system.

Depreciation, amortization and accretion

Depreciation, amortization and accretion increased $55.8 million, or 38%, in 2013 to $201.0 million due primarily to the acceleration of depreciation, amortization and accretion in the Divestiture Markets. The impact of the acceleration was $45.7 million in 2013.

Loss on asset disposals, net

Loss on assets disposals, net decreased $9.6 million due primarily to higher disposals of certain network equipment in 2012.

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

The net gain in 2013 resulted from continued impacts of the Divestiture Transaction.

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Components of Other Income (Expense)				
Three Months Ended September 30,	**2013**	**2012**	**Change**	**Percentage Change**
(Dollars in thousands, except per share amounts)				
Operating income (loss)	$ (43,207)	$ 48,079	$ (91,286)	>(100)%
Equity in earnings from unconsolidated entities	37,360	24,816	12,544	51 %
Interest and dividend income	1,095	935	160	17 %
Interest expense	(11,329)	(9,501)	(1,828)	19 %
Other, net	47	200	(153)	(77)%
Total investment and other income	27,173	16,450	10,723	65 %
Income (loss) before income taxes	(16,034)	64,529	(80,563)	>(100)%
Income tax expense (benefit)	(6,433)	22,389	(28,822)	>(100)%
Net income (loss)	(9,601)	42,140	(51,741)	>(100)%
Less: Net income (loss) attributable to noncontrolling interests, net of tax	258	6,689	(6,431)	(96)%
Net income (loss) attributable to U.S. Cellular	$ (9,859)	$ 35,451	$ (45,310)	>(100)%
Basic earnings (loss) per share attributable to U.S. Cellular shareholders	$ (0.12)	$ 0.42	$ (0.54)	>(100)%
Diluted earnings (loss) per share attributable to U.S. Cellular shareholders	$ (0.12)	$ 0.42	$ (0.54)	>(100)%

Equity in earnings of unconsolidated entities

U.S. Cellular's investment in the LA Partnership contributed $20.8 million and $18.3 million to Equity in earnings of unconsolidated entities in 2013 and 2012, respectively. In 2013, U.S. Cellular's investments in the NY1 & NY2 Partnerships contributed $9.7 million.

Interest expense

The increase in interest expense was due primarily to higher capitalized interest in 2012 for projects related to network and system enhancements. Capitalized interest was $4.1 million and $6.4 million for 2013 and 2012, respectively.

Income tax expense (benefit)

See Note 3 — Income Taxes in the Notes to Consolidated Financial Statements for a discussion of the change in income tax expense (benefit) and the overall effective tax rate on Income (loss) before income taxes.

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RECENT ACCOUNTING PRONOUNCEMENTS

Recent accounting pronouncements are not expected to have a significant effect on U.S. Cellular's financial condition or results of operations. See Note 1 – Basis of Presentation in the Notes to the Consolidated Financial Statements for additional information.

FINANCIAL RESOURCES

U.S. Cellular operates a capital- and marketing-intensive business. U.S. Cellular utilizes cash on hand, cash from operating activities, cash proceeds from divestitures and disposition of investments, short-term credit facilities and long-term debt financing to fund its acquisitions (including licenses), construction costs, operating expenses and Common 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 U.S. Cellular's cash flow activities for the nine months ended September 30, 2013 and 2012.

		2013		2012	
(Dollars in thousands)					
Cash flows from (used in):					
	Operating activities	$	296,233	$	608,759
	Investing activities		11,163		(619,486)
	Financing activities		(502,653)		(3,849)
Net decrease in cash and cash equivalents		$	(195,257)	$	(14,576)

The Divestiture Transaction, as described above, resulted in net pre-tax Cash used in operating activities of $22.7 million and net Cash from investing activities of $481.1 million during the nine months ended September 30, 2013. Cash flows from operating and investing activities in future periods will be impacted by the Divestiture Transaction.

Cash Flows from Operating Activities

Cash flows from operating activities were $296.2 million in 2013 and $608.8 million in 2012. Significant items to note are as follows:

- Net income decreased by $25.6 million. This decrease resulted primarily from a decrease in service revenues, higher cost of equipment sold, and an increase in non-cash expenses, including depreciation expense. This was partially offset by the gains recognized as a result of the closing of the Divestiture Transaction and the NY1 & NY2 Deconsolidation.

- Net income tax payments of $131.4 million were recorded in 2013 compared to net income tax refunds of $59.6 million in 2012. The 2013 tax payments were due primarily to the gain recognized as a result of the closing of the Divestiture Transaction. Federal tax refunds of $66.8 million were received in 2012 primarily related to a federal net operating loss in 2011 largely attributable to 100% bonus depreciation applicable to qualified capital expenditures. U.S. Cellular carried back this federal net operating loss to prior tax years and received these refunds in 2012 for carrybacks to 2009 and 2010 tax years.

- Changes in Inventory provided $13.2 million in 2013 and required $69.4 million in 2012. This change was due primarily to higher beginning inventory levels at December 31, 2012 relative to December 31, 2011, and lower inventory purchases in 2013 compared to 2012.

- Changes in Accounts receivable required $214.1 million in 2013 and required $67.3 million in 2012. Changes in Accounts receivable were driven primarily by billing delays encountered as a result of the conversion to a new billing system in the third quarter of 2013, which caused Accounts receivable to increase at September 30, 2013. Given these billing delays and the corresponding increase in Accounts receivable, U.S. Cellular believes it has made an adequate provision for allowance for doubtful accounts at September 30, 2013. However, such provision is an estimate, and U.S. Cellular's actual experience with uncollectible accounts in future periods could materially differ from the amounts provided in the allowance for doubtful accounts at September 30, 2013, and any such difference could have a material adverse impact on future results of operations and cash flow.

- Changes in Accounts payable provided $32.5 million in 2013 and required $33.7 million in 2012. Changes in Accounts payable were driven primarily by payment timing differences related to operating expenses, capital purchases and device purchases.

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Cash Flows from Investing Activities

U.S. Cellular makes substantial investments to acquire wireless licenses and properties and to construct and upgrade wireless 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 of U.S. Cellular's networks.

The primary purpose of U.S. Cellular's construction and expansion expenditures is to provide for customer and usage growth, to upgrade service and to take advantage of service enhancing and cost-reducing technological developments.

Capital expenditures (i.e., additions to property, plant and equipment and system development expenditures) totaled $529.4 million in 2013 and $583.6 million in 2012. Cash used for additions to property, plant and equipment is reported in the Consolidated Statement of Cash Flows and excludes amounts accrued in Accounts payable for capital expenditures at September 30, 2013 and includes amounts paid in the current period that were accrued at December 31, 2012. Cash used for additions to property, plant and equipment totaled $522.2 million in 2013 and $611.4 million in 2012. These expenditures were made to construct new cell sites, build out 4G LTE networks in certain markets, increase capacity in existing cell sites and switches, develop new and enhance existing office systems such as the new Billing and Operational Support System ("B/OSS") and customer relationship management platforms, and construct new and remodel existing retail stores. The decrease in capital expenditures on a year-over-year basis is due primarily to the timing of spending for network operations equipment.

Cash payments for acquisitions of licenses were $16.5 million and $58.0 million in 2013 and 2012, respectively.

Cash received from divestitures for the nine months ended September 30, 2013 and 2012 were as follows:

Cash Received from Divestitures		**2013**	_		**2012**
(Dollars in thousands)					
Licenses	$	-		$	-
Businesses		484,300			49,932
Total	$	484,300		$	49,932

U.S. Cellular received $480.0 million in cash at the close of the Divestiture Transaction in May 2013. In addition, U.S. Cellular received $1.1 million in reimbursements for certain network decommissioning costs, network site lease rent and termination costs, network access termination costs, and employee termination benefits for specified engineering employees (the "Sprint Cost Reimbursement") in the nine months ended September 30, 2013.

On October 4, 2013, U.S. Cellular sold the majority of its Mississippi Valley non-operating market license (“unbuilt license”) for $308.0 million. The sale will result in a $252.2 million gain and a $96.0 million current tax expense, which will be recorded in the fourth quarter of 2013.

In addition, on August 14, 2013, U.S. Cellular entered into a definitive agreement to sell the majority of its St. Louis area unbuilt license for $92.3 million. This transaction will result in an estimated gain of $76.2 million and an estimated current tax expense of $28.5 million. This transaction is subject to regulatory approval and is expected to close by the end of 2013.

In 2012, U.S. Cellular invested $45.0 million in U.S. Treasury Notes with maturities greater than three months from the acquisition date. U.S. Cellular realized proceeds of $65.0 million and $50.0 million in 2013 and 2012, respectively, related to the maturities of its investments in U.S. Treasury Notes and corporate notes.

Cash Flows from Financing Activities

Cash flows from financing activities primarily reflect repayments of and proceeds from short-term and long-term debt balances, 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.

Payments for repurchases of Common Shares required $18.5 million in 2013. U.S. Cellular did not repurchase any Common Shares in 2012. See Note 10 — Common Share Repurchases in the Notes to Consolidated Financial Statements for additional information related to these transactions.

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.

Free Cash Flow

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The following table presents Free cash flow. Free cash flow is defined as Cash flows from operating activities less Cash used for additions to property, plant and equipment. Free cash flow is a non-GAAP financial measure. U.S. Cellular believes that Free cash flow as reported by U.S. Cellular may be useful to investors and other users of its financial information in evaluating the amount of cash generated by business operations, after Cash used for additions to property, plant and equipment.

Nine Months Ended September 30,		2013		2012
(Dollars in thousands)				
Cash flows from operating activities	$	296,233	$	608,759
Cash used for additions to property, plant and equipment		(522,180)		(611,431)
Free cash flow	$	(225,947)	$	(2,672)

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

LIQUIDITY AND CAPITAL RESOURCES

U.S. Cellular believes that existing cash and investment balances, funds available under its revolving credit facility and expected Cash flows from operating and investing activities provide substantial liquidity and financial flexibility for U.S. Cellular to meet its normal financing needs (including working capital, construction and development expenditures and share repurchases under its approved program) for the foreseeable future. In addition, U.S. Cellular may access public and private capital markets to help meet its financing needs.

U.S. Cellular 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 or other factors could restrict U.S. Cellular’s liquidity and availability of financing on terms and prices acceptable to U.S. Cellular, which could require U.S. Cellular to reduce its construction, development, acquisition or share repurchase programs. Such reductions could have a material adverse effect on U.S. Cellular’s business, financial condition or results of operations.

The following table summarizes U.S. Cellular's cash and investments as of September 30, 2013.

(Dollars in thousands)		
Cash and cash equivalents	$	183,101
Short-term investments	$	45,162

Long-term investments	$	40,099	

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 U.S. Cellular's Cash and cash equivalents investment activities is to preserve principal. At September 30, 2013, the majority of U.S. Cellular's Cash and cash equivalents was held in money market funds that invest exclusively in U.S. Treasury Notes or in repurchase agreements fully collateralized by such obligations. U.S. Cellular 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 and Long-term Investments

Short-term and Long-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, U.S. Cellular's 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 and Long-term investments.

Revolving Credit Facility

U.S. Cellular has a revolving credit facility available for general corporate purposes.

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, 2013, no U.S. Cellular debt was subordinated pursuant to this subordination agreement.

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U.S. Cellular’s interest cost on its revolving credit facility is subject to increase if its current credit rating from nationally recognized credit rating agencies is lowered, and is subject to decrease if the rating is raised. The credit facility would not cease to be available nor would the maturity date accelerate solely as a result of a downgrade in U.S. Cellular’s credit rating. However, a downgrade in U.S. Cellular’s credit rating could adversely affect its ability to renew the credit facility or obtain access to other credit facilities in the future.

As of September 30, 2013, U.S. Cellular’s senior debt credit rating from nationally recognized credit rating agencies remained at investment grade.

The following table summarizes the terms of U.S. Cellular’s revolving credit facility as of September 30, 2013:

(Dollars in millions)			
Maximum borrowing capacity	$	300.0	
Letters of credit outstanding	$	17.6	
Amount borrowed	$	-	
Amount available for use	$	282.4	
Agreement date		December 2010	
Maturity date		December 2017	

In June 2013, U.S. Cellular provided $17.4 million in letters of credit to the FCC in connection with U.S. Cellular’s winning bids in Auction 901. See FCC Reform Order – Auction 901 above in this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The continued availability of the revolving credit facility requires 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. The covenants also prescribe certain terms associated with intercompany loans from TDS or TDS subsidiaries to U.S. Cellular or U.S. Cellular subsidiaries. There were no intercompany loans at September 30, 2013 or 2012. U.S. Cellular believes that it was in compliance as of September 30, 2013 with all of the covenants and requirements set forth in its revolving credit facility.

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 U.S. Cellular’s Form 10-K for the year ended December 31, 2012.

U.S. Cellular's 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 U.S. Cellular's credit rating. However, a downgrade in U.S. Cellular's credit rating could adversely affect its ability to obtain long-term debt financing in the future. U.S. Cellular believes that it was in compliance as of September 30, 2013 with all covenants and other requirements set forth in its long-term debt indenture. U.S. Cellular has not failed to make nor does it expect to fail to make any scheduled payment of principal or interest under such indenture.

The long-term debt principal payments due for the remainder of 2013 and the next four years represent less than 1% of the total long-term debt obligation at September 30, 2013. Refer to Market Risk — Long-Term Debt in U.S. Cellular's Form 10-K for the year ended December 31, 2012 for additional information regarding required principal payments and the weighted average interest rates related to U.S. Cellular's Long-term debt.

U.S. Cellular, at its discretion, may from time to time seek to retire or purchase its outstanding debt through cash purchases and/or exchanges for other securities, in open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

U.S. Cellular has an effective shelf registration statement on Form S-3 to issue senior or subordinated debt securities. The proceeds from any such issuance may be used for general corporate purposes, including: the possible reduction of other long-term debt; in connection with acquisition, construction and development programs; the reduction of short-term debt; for working capital; to provide additional investments in subsidiaries; or the repurchase of shares. The U.S. Cellular shelf registration statement permits U.S. Cellular to issue at any time and from time to time senior or subordinated debt securities in one or more offerings up to an aggregate principal amount of $500 million. The ability of U.S. Cellular to complete an offering pursuant to such shelf registration statement is subject to market conditions and other factors at the time.

Capital Expenditures

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U.S. Cellular's capital expenditures for 2013 are expected to be approximately $735 million. These expenditures are expected to be for the following general purposes:

- Expand and enhance U.S. Cellular's network coverage in its service areas, including providing additional capacity to accommodate increased network usage, principally data usage, by current customers;
- Continue to deploy 4G LTE technology in certain markets;
- Enhance U.S. Cellular's retail store network;
- Develop and enhance office systems; and
- Develop new billing and other customer management related systems and platforms.

U.S. Cellular plans to finance its capital expenditures program for 2013 using primarily Cash flows from operating activities and as necessary, existing cash balances and short-term investments.

Acquisitions, Divestitures and Exchanges

U.S. Cellular assesses its existing wireless interests on an ongoing basis with a goal of improving the competitiveness of its operations and maximizing its long-term return on investment. As part of this strategy, U.S. Cellular reviews attractive opportunities to acquire additional wireless operating markets and wireless spectrum. In addition, U.S. Cellular may seek to divest outright or include in exchanges for other wireless interests those interests that are not strategic to its long-term success. As a result, U.S. Cellular may be engaged from time to time in negotiations relating to the acquisition, divestiture or exchange of companies, properties or wireless spectrum. In general, U.S. Cellular may not disclose such transactions until there is a definitive agreement. See Note 5 — Acquisitions, Divestitures and Exchanges and Note 7 — Investments in Unconsolidated Entities in the Notes to Consolidated Financial Statements for additional information related to significant transactions.

Variable Interest Entities

U.S. Cellular consolidates certain entities because they are "variable interest entities" under accounting principles generally accepted in the United States of America ("GAAP"). See Note 9 — Variable Interest Entities (VIEs) in the Notes to Consolidated Financial Statements for additional information related to these variable interest entities. U.S. Cellular may elect to make additional capital contributions and/or advances to these variable interest entities in future periods in order to fund their operations.

Common Share Repurchase Program

In the past year, U.S. Cellular has repurchased and expects to continue to repurchase its Common Shares, subject to its repurchase program. For additional information related to the current repurchase authorization and repurchases made during 2013 and 2012, 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 to the Contractual and Other Obligations disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in U.S. Cellular's Form 10-K for the year ended December 31, 2012.

Agreements

As previously disclosed, on August 17, 2010, U.S. Cellular and Amdocs Software Systems Limited ("Amdocs") entered into a Software License and Maintenance Agreement ("SLMA") and a Master Service Agreement ("MSA") (collectively, the "Amdocs Agreements") to develop a Billing and Operational Support System ("B/OSS"). In July 2013, U.S. Cellular implemented B/OSS, pursuant to an updated Statement of Work dated June 29, 2012. Total payments to Amdocs related to this implementation are estimated to be approximately $183.5 million (subject to certain potential adjustments) over the period from commencement of the SLMA through the first half of 2014. As of September 30, 2013, $133.3 million had been paid to Amdocs.

Off-Balance Sheet Arrangements

U.S. Cellular 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

U.S. Cellular prepares its consolidated financial statements in accordance with GAAP. U.S. Cellular's 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 U.S. Cellular's 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 U.S. Cellular's Form 10-K for the year ended December 31, 2012. There were no material changes to U.S. Cellular's application of critical accounting policies and estimates during the three and nine months ended September 30, 2013.

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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 U.S. Cellular 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 U.S. Cellular's Form 10-K for the year ended December 31, 2012. 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, 2012, 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 to successfully execute its business strategy (including planned acquisitions, divestitures and exchanges) or allocate resources or capital could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*

- *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 business, financial condition or results of operations.*

- *A failure by U.S. Cellular to produce and deliver accurate and timely billing statements to customers could have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*

• *U.S. Cellular's system infrastructure may not be capable of supporting changes in technologies and services expected by customers, which could result in lost customers and revenues.*

• *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.*

• *U.S. Cellular currently receives a significant amount of roaming revenues. Further consolidation within the wireless industry, continued network build-outs by other wireless carriers and/or the inability to negotiate 4G LTE roaming agreements with other operators could cause roaming revenues to decline from current levels, which would have an adverse effect on U.S. Cellular's business, financial condition or results of operations.*

• *A failure by U.S. Cellular 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 U.S. Cellular's business, financial condition or results of operations.*

• *To the extent conducted by the Federal Communications Commission ("FCC"), U.S. Cellular 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 U.S. Cellular.*

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

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

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- *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 primarily to conditions in this industry.*

- *U.S. Cellular's lower scale relative to larger competitors could adversely affect its 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.*

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

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

- *U.S. Cellular 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.*

- *Changes in U.S. Cellular’s enterprise value, changes in the market supply or demand 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 its license costs, goodwill and/or physical assets.*

- *U.S. Cellular enters into commitments to purchase devices from vendors, the terms of which may span multiple years, including an agreement with Apple to purchase Apple iPhone products over a three-year period beginning in November 2013. If U.S. Cellular is unable to sell such committed devices at the rates and prices it projects, such differences could have a material adverse impact on U.S. Cellular's business, financial condition or results of operations.*

- *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 who market U.S. Cellular's services on a commission basis. If U.S. Cellular's relationships with these agents are seriously harmed, its business, financial condition or results of operations could be adversely affected.*

- *U.S. Cellular's investments in technologies which are unproven may not produce the benefits that U.S. Cellular expects.*

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

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

- *A failure by U.S. Cellular 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 U.S. Cellular's 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 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.*

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- *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 U.S. Cellular's business, financial condition or results of operations.*

- *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 U.S. Cellular's 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 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 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 U.S. Cellular's 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 U.S. Cellular's business, financial condition or results of operations.*

- *Uncertainty of U.S. Cellular's ability to access capital, 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 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 U.S. Cellular's 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 U.S. Cellular's 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 U.S. Cellular from using necessary technology to provide products or services or subject U.S. Cellular to expensive intellectual property litigation or monetary penalties, which 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, earnings, capital expenditures and/or any other financial or statistical information to vary from U.S. Cellular's 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 U.S. Cellular’s Form 10-K for the year ended December 31, 2012 for additional information, including information regarding required principal payments and the weighted average interest rates related to U.S. Cellular’s Long-term debt. There have been no material changes to such information since December 31, 2012.

See Note 2 — Fair Value Measurements in the Notes to Consolidated Financial Statements for additional information related to the fair value of U.S. Cellular’s Long-term debt as of September 30, 2013.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

U.S. Cellular 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 U.S. Cellular’s 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), U.S. Cellular 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 U.S. Cellular’s disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based on this evaluation, U.S. Cellular’s principal executive officer and principal financial officer concluded that U.S. Cellular’s disclosure controls and procedures were effective as of September 30, 2013, 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. During the third quarter of 2013, U.S. Cellular completed the migration of its customers to a new billing and operational support system. There have been no other changes in U.S. Cellular’s internal control over financial reporting during the quarter ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, U.S. Cellular’s internal control over financial reporting.

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Part II. Other Information

Item 1. Legal Proceedings.

U.S. Cellular is involved or may be involved from time to time in legal proceedings before the FCC, other regulatory authorities, and/or various state and federal courts. If U.S. Cellular believes that a loss arising from such legal proceedings is probable and can be reasonably estimated, an amount is accrued in the financial statements for the estimated loss. If only a range of loss can be determined, the best estimate within that range is accrued; if none of the estimates within that range is better than another, the low end of the range is accrued. The assessment of the expected outcomes of legal proceedings is a highly subjective process that requires judgments about future events. The legal proceedings are reviewed at least quarterly to determine the adequacy of accruals and related financial statement disclosures. The ultimate outcomes of legal proceedings could differ materially from amounts accrued in the financial statements.

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 U.S. Cellular’s Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect U.S. Cellular’s 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, 2012, may not be the only risks that could affect U.S. Cellular. Additional unidentified or unrecognized risks and uncertainties could materially adversely affect U.S. Cellular’s business, financial condition and/or operating results. In addition, you are referred to the above Management’s Discussion and Analysis of Financial Condition and Results of Operations for disclosures of certain developments that have occurred since U.S. Cellular filed its Form 10-K for the year ended December 31, 2012. Subject to the foregoing, U.S. Cellular has not identified for disclosure any material changes to the risk factors as previously disclosed in U.S. Cellular’s Annual Report on Form 10-K for the year ended December 31, 2012, except that the following is added to the Risk Factors:

A failure by U.S. Cellular to produce and deliver accurate and timely billing statements to customers could have an adverse effect on U.S. Cellular’s business, financial condition or results of operations.

In the third quarter of 2013, U.S. Cellular completed the migration of its customers to a new Billing and Operational Support System (“B/OSS”) which includes a new point-of-sale system and consolidates billing on one platform. This conversion resulted in billing delays. In addition, intermittent system outages and delayed system response times negatively impacted customer service and sales operations at certain times. Existing and potential future operational problems associated with the conversion to the new billing system could have adverse effects on customer satisfaction, customer service, customer attrition, gross customer additions, uncollectible customer accounts receivable, or operating expenses. All of these factors could have a material adverse effect on U.S. Cellular's results of operations or cash flows.

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

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 prices and other conditions. 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 U.S. Cellular, and any open market purchases made by any "affiliated purchaser" (as defined by the SEC) of U.S. Cellular, of U.S. Cellular Common Shares during the quarter covered by this Form 10-Q.

Period	Total Number of Common Shares Purchased	Average Price Paid per Common Share		Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Common Shares that May Yet Be Purchased Under the Plans or Programs
July 1 – 31, 2013	-	$	-	-	2,831,734
August 1 – 31, 2013	2,859		41.64	2,859	2,828,875
September 1 – 30, 2013	-		-	-	2,828,875
Total for or as of the end of the quarter ended September 30, 2013	2,859	$	41.64	2,859	2,828,875

The following is additional information with respect to the foregoing authorization:

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i. The date the program was announced was November 20, 2009 by Form 8-K.

ii. The amount approved was up to 1,300,000 U.S. Cellular Common Shares on an annual basis in 2009 and continuing each year thereafter on a cumulative basis.

iii. There is no expiration date for the program.

iv. The authorization did not expire during the third quarter of 2013.

v. U.S. Cellular did not determine to terminate the foregoing Common Share repurchase program, or cease making further purchases thereunder, during the third quarter of 2013.

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.

U.S. Cellular did not borrow or repay any amounts under its revolving credit facility in the third quarter of 2013. U.S. Cellular had no borrowings outstanding under its revolving credit facility as of September 30, 2013.

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 and is incorporated by reference herein.

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Item 6. Exhibits.

Exhibit 4.1 — Indenture for Senior Debt Securities between U.S. Cellular and The Bank of New York Mellon Trust Company, N.A. ("BNY") is hereby incorporated by reference to Exhibit 4.1 to U.S. Cellular's Registration Statement on Form S-3 dated May 31, 2013 (File No. 333-188971).

Exhibit 4.2 — Indenture for Subordinated Debt Securities between U.S. Cellular and BNY is hereby incorporated by reference to Exhibit 4.1 to U.S. Cellular's Current Report on Form 8-K dated September 16, 2013.

Exhibit 10.1 — U.S. Cellular Restated Compensation Plan for Non-Employee Directors is hereby incorporated by reference to Exhibit B to the U.S. Cellular's Notice of Annual Meeting of Shareholders and Proxy Statement dated April 15, 2013.

Exhibit 10.2 — U.S. Cellular 2013 Long-Term Incentive Plan is hereby incorporated by reference to Exhibit A to the U.S. Cellular Notice of Annual Meeting of Shareholders and Proxy Statement dated April 15, 2013.

Exhibit 10.3 — U.S. Cellular Form of Long-Term Incentive Plan Stock Option Award Agreement for officers is hereby incorporated by reference to Exhibit 10.3 to U.S. Cellular's Current Report on Form 8-K dated May 14, 2013.

Exhibit 10.4 — U.S. Cellular Form of Long-Term Incentive Plan Restricted Stock Unit Award Agreement for officers is hereby incorporated by reference to Exhibit 10.4 to U.S. Cellular's Current Report on Form 8-K dated May 14, 2013.

Exhibit 10.5 — U.S. Cellular Form of Long-Term Incentive Plan Executive Deferred Compensation Agreement —Phantom Stock Account for officers is hereby incorporated by reference to Exhibit 10.5 to U.S. Cellular's Current Report on Form 8-K dated May 14, 2013.

Exhibit 10.6 — U.S. Cellular 2013 Officer Annual Incentive Plan is hereby incorporated by reference to Exhibit 10.1 to U.S. Cellular's Current Report on Form 8-K dated July 22, 2013.

Exhibit 10.7 — Letter Agreement dated July 25, 2013 between U.S. Cellular and Kenneth R. Meyers is hereby incorporated by reference to Exhibit 10.1 to U.S. Cellular’s Current Report on Form 8-K dated July 25, 2013.

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 U.S. Cellular's Form 10-K for the year ended December 31, 2012. Reference is made to U.S. Cellular's Form 10-K for the year ended December 31, 2012 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.

		UNITED STATES CELLULAR CORPORATION		
		(Registrant)		
Date:	November 1, 2013		/s/ Kenneth R. Meyers	
			Kenneth R. Meyers President and Chief Executive Officer (principal executive officer)	
Date:	November 1, 2013		/s/ Steven T. Campbell	
			Steven T. Campbell Executive Vice President-Finance, Chief Financial Officer and Treasurer (principal financial officer)	
Date:	November 1, 2013		/s/ Douglas D. Shuma	
			Douglas D. Shuma Chief Accounting Officer (principal accounting officer)	