

ANNUAL REPORT
CELLULAR TELEPHONE & MOBILE RADIO SERVICES

TO THE

ILLINOIS COMMERCE
COMMISSION



| | |
|--|-----------------|
| Exact Legal Name of Respondent (Company) | Year of Report |
| USCOC of Illinois RSA #4, Inc | December 31, 03 |

This state agency is requesting disclosure of information that is necessary to accomplish the statutory purpose as outlined in Section 5-109 of the Public Utilities Act [220 ILCS 5/5-109]. Disclosure of this information is REQUIRED. Failure to provide any information could result in a fine of \$100 per day under Section 5-109 of the Public Utilities Act.

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GENERAL INFORMATION

I PURPOSE

This form is a regulatory support requirement (Public Utilities Act, Section 5-109). It is designed to collect financial and operational information from cellular telephone & mobile radio services subject to the jurisdiction of the Illinois Commerce Commission.

II WHO MUST SUBMIT

All cellular telephone & mobile radio services subject to the Illinois Commerce Commission.

III WHAT AND WHERE TO SUBMIT

Submit an original and one copy of this form to:

ILLINOIS COMMERCE COMMISSION
527 East Capitol Avenue
Springfield, Illinois 62701

Retain one copy of this report for your files.

IV WHEN TO SUBMIT

Submit this report form on or before March 31 for the year following the year covered by this report.

V REGISTERED AGENT

Exact name of Registered Agent in Illinois for Transfer of Stock.

Mark A. Krohse

Street or Local Address 8410 W. BrynMawr Ave., Suite 700

City Chicago State Illinois Zip 60631

Telephone (773) 399-8900
Area Code Number

ANNUAL REPORT OF CELLULAR TELEPHONE & MOBILE RADIO SERVICES

IDENTIFICATION

| | | | |
|---|--|---|--|
| 01 Exact Legal Name of Respondent | | 03 Year or Time Covered by this Report | |
| USCOC of Illinois RSA #4, Inc. | | December 31,2003 | |
| 03 Previous Name and Date of Change (if name changed during year) | | | |
| 04 Address of Principal Office at End of Year (street, city, state, zip code) | | 8410 W. BrynMawr, Suite 700, Chicago, IL 60631 | |
| 05 Name of Contact Person | | 06 Title of Contact Person | |
| Han Li | | Staff Accountant | |
| 07 Address of Contact Person (street, city, state, zip) | | 8410 W. BrynMawr, Suite 700, Chicago, IL 60631 | |
| 08 Telephone of Contact Person. Include area code | | 09 This report is: | |
| (773) 864-3137 | | (1) <input checked="" type="checkbox"/> An original | |
| | | (2) <input type="checkbox"/> A resubmission | |
| | | 10 Date of Report (month, date, year) | |
| | | December 31, 2003 | |
| 11 | Date of Incorporation | 30-Sep-92 | |
| | If not incorporated, give date of organization | | |
| 12 | Under laws of what State incorporated? | Illinois | |
| 13 | If a consolidated company, name the constituent companies | | |
| 14 | Date end authority for each consolidation | | |
| 15 | If a reorganized company, give name of original Corporation and refer to laws under which is was organized | | |
| 16 | When does your fiscal year close | December 31,2003 | |
| 17 | Where are your general books and records of accounts kept? | 8410 W. BrynMawr, Chicago, IL 60631 | |
| 18 | If not in the State of Illinois, give docket number of Commission authorization. | | |
| 19 | Give name of officer in charge of same. | Kenneth R. Meyers | |
| 20 | What system of accounts was followed by respondent during the year | Accrual | |
| 21 | Give name of Commission Issuing the same and original Effective date of said system of accounts | | |
| 22 | Furnish date respondent adopted said system of accounts | 30-Sep-92 | |
| State the classes of utility and other services furnished by respondent during the year in each state in which the respondent operated. | | | |
| Cellular Telecommunications Service | | | |
| Two copies of the published Annual Report to stockholders should accompany the filing of this report. | | | |

| | | | |
|---|---|---|---------------------------------|
| Name of Respondent USCOC of Illinois RSA #4, Inc. | This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission | Date of Report (Mo, Day, Yr) 03/19/2004 | Year of Report Dec. 31, 2003 |
|---|---|---|---------------------------------|

SECURITY HOLDERS

Give the names of the security holders of the respondent who, at the date of the latest closing of the stock book of the respondent (if within one year prior to the filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. If the stock book was not closed within such year, show such security holders as of the close of the year.

If such list of holders does not embrace all who hold one-percent or more of the voting power of the respondent. Extend such list in an attached statement to include all such holders.

| Line No. | Name of Security Holder (a) | Address of Security Holder (b) | No. of Votes to Which Security Holder Was Entitled (c) | Number of Votes, Classified with Respect to Securities on Which Based | | | |
|----------|---|--------------------------------|--|---|--------|-----|--|
| | | | | Common (d) | Stocks | | Other Securities With Voting Power (g) |
| | | | | | (e) | (f) | |
| 1 | USCOC | 8410 W. BrynMawr | 100 | 100 | N/A | N/A | N/A |
| 2 | | | | | | | |
| 3 | | | | | | | |
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| 22 | | | | | | | |
| 23 | | | | | | | |
| 24 | | | | | | | |
| 25 | | | | | | | |
| 26 | Date of last meeting of stockholders fo election of directors | | | | | | |
| 27 | Total number of stockholders at close of year | | | | | | |
| | Has each share of stock one vote? Yes | | | If Otherwise, explain voting rights. | | | |
| 28 | Has any issue of securities contingent voting rights? if so, explain character of such rights. | | | NO | | | |
| 29 | Has any issue of securities special privileges in the election of directors? | | | If so, explain character of such privileges. NO | | | |
| 30 | Did any other corporation, or corporations, control the respondent as close of year? if a control was so held, state: | | | NO | | | |
| | (a) The form of control whether sole or joint | | | | | | |
| | (b) The name of the controlling corporation or corporations | | | | | | |
| | (c) The manner in which control was established | | | | | | |
| | (d) The extent of control | | | | | | |
| | (e) Whether control was direct or indirect | | | | | | |
| | (f) The name of the intermediary through which control, if indirect, was established | | | | | | |
| 31 | Corporation controlled by respondent | | | | | | |

| | | | |
|---|---|---|---------------------------------|
| Name of Respondent USCOC of Illinois RSA #4, Inc. | This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission | Date of Report (Mo, Day, Yr) 03/19/2004 | Year of Report Dec. 31, 2003 |
|---|---|---|---------------------------------|

COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)

| Line No. | Title of Account (a) | Balance at Beginning of Year (b) | Balance at End of Year (c) | Net Change During Yr. Increase (Decrease) (d) |
|-----------|---|----------------------------------|----------------------------|---|
| 1 | UTILITY PLANT | | | |
| 2 | Cellular Communications Plant In Service (122) | 14,755,457 | 15,738,835 | 983,377 |
| 3 | Cellular Communications Plant Under Construction (123) | 154,849 | 486,785 | 331,936 |
| 4 | TOTAL Utility Plant (enter total of lines 2 & 3) | 14,910,307 | 16,225,620 | 1,315,313 |
| 5 | Less: Accum. Deprec. of Cellular Communications Plant (126) | 6,026,490 | 7,454,862 | 1,428,372 |
| 6 | Net Utility Plant (enter total of line 4 less 5) | 8,883,817 | 8,770,758 | (113,058) |
| 7 | Cellular Communications Plant Acquisition Adjustment (125) | | | - |
| 8 | Less: Accum. Amortization Cellular Plant Acquisition Adjust. (127) | | | - |
| 9 | Net Acquisition Adjustment (line 7 less 8) | | | - |
| 10 | Cellular Communication Properties Hold for Future Use (124) | | | - |
| 11 | TOTAL Investment in Cellular Communications Plant (enter total of lines 6, 9, and 10) | 8,883,817 | 8,770,758 | (113,058) |
| 12 | OTHER PROPERTY AND INVESTMENTS | | | |
| 13 | Other Long-term Assets - Cellular Communications Operations (120.1) | | | - |
| 14 | Other Long-term Assets - Non-cellular (120.2) | | | - |
| 15 | Other Long-term Assets - Common to Cellular & Non-cellular Operations (120.3) | 5,976,258 | 5,976,258 | - |
| 16 | Other Long-term Assets - TOTAL (120) (lines 13 - 15) | 5,976,258 | 5,976,258 | - |
| 17 | | | | - |
| 18 | Investments - Affiliated Companies (121.1) | | | - |
| 19 | Investments - Non-affiliated Companies (121.2) | | | - |
| 20 | Investments - TOTAL (121) (lines 18 and 19) | | | - |
| 21 | | | | - |
| 22 | Property and Other Assets of Non-cellular Operations (130) | | | - |
| 23 | Less: Accum. Deprec. of Property & Other Assets of Non-Cellular Operations (131) | | | - |
| 24 | Net Property & Other Assets of Non-cellular Operations (lines 22 less 23) | | | - |
| 25 | | | | - |
| 26 | | | | - |
| 27 | | | | - |
| 28 | Total Other Property & Investments (lines 16, 20 & 24 thru 27) | 5,976,258 | 5,976,258 | - |
| 29 | | | | - |
| 30 | | | | - |
| 31 | CURRENT AND ACCRUED ASSETS | | | |
| 32 | Cash (100) | 561,466 | 485,454 | (76,012) |
| 33 | Accounts Receivable -Customers (101.1) | 1,587,796 | 1,065,205 | (522,591) |
| 34 | Accounts Receivable -Affiliated Companies (101.2) | 228,320 | 305,034 | 76,714 |
| 35 | Accounts Receivable - TOTAL (101) (lines 33 -34) | 1,816,116 | 1,370,239 | (445,878) |
| 36 | Less: Allowance for Uncollectible Accts.-Customer (102.1) | 115,375 | 78,611 | (36,763) |
| 37 | Less: Allowance for Uncollectible Accts. - Other (102.2) | | | - |
| 38 | Less: Allowance for Uncollectible Accts. - TOTAL (102) | 115,375 | 78,611 | (36,763) |
| 39 | Net Accounts Receivable (line 35 less 36 - 38) | 1,700,742 | 1,291,628 | (409,114) |
| 40 | Notes Receivable - Non-affiliated Companies (104.1) | | | - |
| 41 | Notes Receivable -Affiliated Companies (104.2) | | | - |
| 42 | Notes Receivable - TOTAL (104) (lines 40 and 41) | | | - |
| 43 | Prepaid Insurance (105.1) | | | - |
| 44 | Prepaid Rent (105.2) | | | - |
| 45 | Prepaid Taxes (105.3) | | | - |
| 46 | Other Prepayments (105.4) | 4,297 | 5,398 | 1,101 |
| 47 | Prepayments - TOTAL (105) (lines 43 - 46) | 4,297 | 5,398 | 1,101 |
| 48 | Materials and Supplies - Cellular Communications Operations (106.1) | | | - |
| 49 | Materials and Supplies - Non-cellular Operations (106.2) | | | - |
| 50 | Materials and Supplies - Common to Cellular & Non-cellular Operations (106.3) | 69,976 | 104,734 | 34,758 |
| 51 | Materials and Supplies - TOTAL (106) (lines 48 - 50) | 69,976 | 104,734 | 34,758 |

| | | | |
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|---|---|---|---------------------------------|

COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)

| Line No. | Title of Account (a) | Balance at Beginning of Year (b) | Balance at End of Year (c) | Net Change During Yr. Increase (Decrease) (d) |
|----------|--|-------------------------------------|-------------------------------|---|
| 52 | Interest and Dividends Receivable (107) | 668 | 668 | - |
| 53 | Other Current Assets - Cellular Communications Operations (108.1) | | - | - |
| 54 | Other Current Assets - Non-cellular Operations (108.2) | | - | - |
| 55 | Other Current Assets - Common to Cellular & Non-cellular Operations (108.3) | 27,835 | 43,343 | 15,509 |
| 56 | Other Current Assets - TOTAL (108) (lines 53-55) | 27,835 | 43,343 | 15,509 |
| 57 | Accum Deferred Federal Income Taxes - Current - Cellular Com. Oper. (109.1) | 34,424 | 15,354 | (19,071) |
| 58 | Accum Deferred State Income Taxes - Current - Cellular Com. Oper. (109.2) | 7,180 | 3,202 | (3,978) |
| 59 | Accum Deferred Fed. Income Taxes - Current - Non-cellular Com. Oper. (109.3) | | | - |
| 60 | Accum Deferred State Income Taxes - Current - Non-cellular Com. Oper. (109.4) | | | - |
| 61 | TOTAL Deferred Debits (109) (lines 57-60) | 41,604 | 18,556 | (23,048) |
| 62 | | | | - |
| 63 | Total Current & Accrued Assets (enter total of lines 32,39,42,47,51,52,56,61 and 62) | 2,406,587 | 1,949,781 | (456,806) |
| 64 | DEFERRED DEBITS | | | - |
| 65 | Deferred Debits (110) | 45,367 | 72,414 | 27,047 |
| 66 | Unamortized Debt Expense | | | - |
| 67 | Intangible Assets | | | - |
| 68 | Accum Deferred Fed. Income Taxes - Non-current - Cellular Com. Oper. (113.1) | 4,707,955 | 2,043,985 | (2,663,970) |
| 69 | Accum Deferred State Income Taxes - Non-current - Cellular Com. Oper. (113.2) | 902,997 | 322,419 | (580,578) |
| 70 | Accum Deferred Fed. Income Taxes - Non-current - Cellular Com. Oper. (113.3) | | | - |
| 71 | Accum Deferred State Income Taxes - Non-current - Non-cellular Com. Oper. (113.4) | | | - |
| 72 | Accum. Deferred Income Taxes - Non-current-TOTAL (113) (lines 68 thru 71) | 5,610,952 | 2,366,403 | (3,244,549) |
| 73 | | | | - |
| 74 | | | | - |
| 75 | TOTAL Deferred Debits (enter total of lines 65 thru 67 and 72 thru 74) | 5,656,319 | 2,438,817 | (3,217,502) |
| 76 | TOTAL Assets & Other Debits (enter total of lines 11,28,63 and 75) | 22,922,981 | 19,135,615 | (3,787,366) |

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|---|---|---|---------------------------------|

COMPARATIVE BALANCE SHEET (LIABILITIES AND OTHER CREDITS)

| Line No. | Title of Account (a) | Balance at Beginning of Year (b) | Balance at End of Year (c) |
|----------|---|--|----------------------------------|
| 1 | PROPRIETARY CAPITAL | | |
| 2 | Common Stock Issued (230) | | |
| 3 | Preferred Stock Issued (231) | | |
| 4 | Other Paid-In Capital (232) | 845,456 | 845,456 |
| 5 | Retained Earnings (233) | | |
| 6 | Proprietary Capital - Proprietorship and Partnership (234) | (3,775,064) | (8,561,770) |
| 7 | Less: Proprietary Drawings | | |
| 8 | | | |
| 9 | | | |
| 10 | TOTAL Proprietary Capital (enter total of lines 2 thru 9) | (2,929,608) | (7,716,314) |
| 11 | LONG-TERM DEBT | | |
| 12 | Obligations on Capital Leases (221) | | |
| 13 | Advances from Affiliated Companies (223) | | |
| 14 | Unamortized Premium and Discount on Long-term Debt (224) | | |
| 15 | Other | | |
| 16 | | | |
| 17 | TOTAL Long-term Debt (enter total of lines 12 thru 16) | | |
| 18 | CURRENT AND ACCRUED LIABILITIES | | |
| 19 | Notes Payable - Non-affiliated Companies (200.1) | | |
| 20 | Notes Payable - Affiliated Companies (200.2) | 21,008,311 | 21,067,687 |
| 21 | Notes Payable - TOTAL (200) (lines 19-20) | 21,008,311 | 21,067,687 |
| 22 | Accounts Payable - Non-affiliated Companies (201.1) | 920,704 | 943,753 |
| 23 | Accounts Payable - Affiliated Companies (201.2) | 733,113 | 742,682 |
| 24 | Accounts Payable - TOTAL (202) (lines 22-23) | 1,653,817 | 1,686,435 |
| 25 | Accrued Liabilities - Non-affiliated Companies (203.1) | 18,775 | 23,588 |
| 26 | Accrued Liabilities - Affiliated Companies (203.2) | 2,603 | 1,423 |
| 27 | Accrued Liabilities - TOTAL (202) (lines 25-26) | 21,377 | 25,011 |
| 28 | Advanced Billing & Payments (203) | 198,081 | 279,450 |
| 29 | Taxes Accrued (204) | (21,379) | 168,268 |
| 30 | Interest Accrued (205) | 103,134 | 99,661 |
| 31 | Other Current Liabilities - Cellular Communications Operations (206.1) | 94,461 | 44,781 |
| 32 | Other Current Liabilities - Non-cellular Operations (206.2) | | |
| 33 | Other Current Liabilities - Common to Cellular & Non-cellular Operations (206.3) | | 180,500 |
| 34 | Other Current Liabilities - TOTAL (lines 31-33) | 94,461 | 225,281 |
| 35 | Current Maturities of Long-term Debt (207) | | |
| 36 | Accumulated Deferred Federal Income Taxes - Current - Cellular Com. Operations (211.1) | | |
| 37 | Accumulated Deferred State Income Taxes - Current - Cellular Com. Operations (211.2) | | |
| 38 | Accumulated Deferred Fed. Income Taxes - Current - Non-cellular Operations (211.3) | | |
| 39 | Accumulated Deferred State Income Taxes - Current - Non-cellular Operations (211.4) | | |
| 40 | Accumulated Deferred Income Taxes - Current - TOTAL (211) (lines 36-39) | | |
| 41 | Customer Deposits (214) | 168,947 | 245,478 |
| 42 | | | |
| 43 | | | |
| 44 | | | |
| 45 | TOTAL Current & Accrued Liabilities (enter total of lines 21,24,27,28 thru 30, 34,35,40 thru 44) | 23,226,750 | 23,797,271 |

| | | | |
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|---|---|---|---------------------------------|

COMPARATIVE BALANCE SHEET (LIABILITIES AND OTHER CREDITS)

| Line No. | Title of Account (a) | Balance at Beginning of Year (b) | Balance at End of Year (c) |
|----------|---|--|----------------------------------|
| 46 | DEFERRED CREDITS | | |
| 47 | Other Deferred Credits (216) | 63,817 | 72,414 |
| 48 | Unamortized Deferred Federal Investment Tax Credits - Cellular Com. Operations (219.1) | 2,185,200 | 2,553,545 |
| 49 | Unamortized Deferred State Investment Tax Credits - Cellular Com. Operations (219.2) | 376,823 | 428,699 |
| 50 | Unamortized Deferred Federal Investment Tax Credits - Non-cellular Operations (219.3) | | |
| 51 | Unamortized Deferred State Investment Tax Credits - Non-cellular Operations (219.4) | | |
| 52 | Unamortized Deferred Investment Tax Credits - TOTAL (219) (lines 48-51) | 2,562,023 | 2,982,244 |
| 53 | Accum. Deferred Federal Income Tax Credits - Non-current - Cellular Com. Operations (220.1) | | |
| 54 | Accum. Deferred State Income Tax Credits - Non-current - Cellular Com. Operations (220.2) | | |
| 55 | Accum. Deferred Federal Income Taxes - Non-current - Non-cellular Com. Operations (220.3) | | |
| 56 | Accum. Deferred State Income Taxes - Non-current - Non-cellular Com. Operations (220.4) | | |
| 57 | Accum. Deferred Income Taxes - Non-current - TOTAL (lines 53-56) | | |
| 58 | | | |
| 59 | | | |
| 60 | TOTAL Deferred Credits (enter total of lines 47, 52, and 57 thru 59) | 2,625,840 | 3,054,658 |
| 61 | TOTAL Liabilities and Other Credits (enter total of lines 10, 17, 45 and 60) | 22,922,981 | 19,135,614 |

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|---|---|---|---------------------------------|

STATEMENT OF INCOME FOR THE YEAR

| Line No. | Account (a) | TOTAL | |
|----------|--|---------------------|----------------------|
| | | Current Year (b) | Previous Year (c) |
| 1 | UTILITY OPERATING INCOME | | |
| 2 | Operating Revenues: | | |
| 3 | Retail Customer Revenues | 12,910,822 | 11,174,148 |
| 4 | Wholesale Customer Revenues | | |
| 5 | Roamer Customer Revenues | 2,842,565 | 3,509,822 |
| 6 | Commission Revenues | | |
| 7 | Other Operating Revenues | 303,878 | 197,676 |
| 8 | | | |
| 9 | | | |
| 10 | TOTAL Operating Revenues (lines 3-9) | 16,057,265 | 14,881,646 |
| 11 | | | |
| 12 | Operating Expenses: | | |
| 13 | Cellular Communications System Maintenance Expense (610) | | |
| 14 | Depreciation Expense (613) | 1,416,868 | 1,149,922 |
| 15 | Amortization Expense (615) | | |
| 16 | Amortization of Cellular Com. Plant Acquisition Adjustment (616) | | |
| 17 | Real Estate Acquisition Changes | | |
| 18 | Telecommunications - Direct Operating Expense | 4,547,358 | 3,426,480 |
| 19 | Customer Accounts & Service Expense (621) | 1,242,296 | 581,254 |
| 20 | Bad Debt Expense (623) | 239,589 | 321,781 |
| 21 | Sales Promotion & Advertising Expense (625) | 3,273,082 | 2,561,550 |
| 22 | General and Administrative Expense (627) | 4,154,709 | 3,186,269 |
| 23 | Damages and Claims Expense (631) | | |
| 24 | Pensions and Benefits Expense (633) | | |
| 25 | Rental Expense (635) | | |
| 26 | Motor Vehicle Expense (637) | | |
| 27 | Taxes Other Than Income Taxes (639) | 446,776 | (12,740) |
| 28 | Gain or Loss on Retirement or Sale of Cellular Com. Plant (641) | | |
| 29 | Operating Expense Charged to Construction (643) | | |
| 30 | Income Taxes - Federal | | |
| 31 | Income Taxes - Other | | |
| 32 | Provision for Deferred Income Taxes | | |
| 33 | Investment Tax Credit Adjustment | | |
| 34 | Payroll | | |
| 35 | Cost of Goods Sold | 463,419 | 382,345 |
| 36 | | | |
| 37 | | | |
| 38 | TOTAL Utility Operating Expenses (enter total of lines 13 thru 37) | 15,784,098 | 11,596,861 |
| 39 | Utility Operating Income (enter total of line 10 less 38) | 273,166 | 3,284,785 |
| 40 | | | |
| 41 | | | |
| 42 | OTHER INCOME AND DEDUCTIONS | | |
| 43 | Other Income (Net of Cost of Goods Sold) | (70,724) | 256,409 |
| 44 | Non-cellular Revenue | | |
| 45 | Other Non-operating Income | | |
| 46 | | | |
| 47 | | | |
| 48 | TOTAL Other Income (enter total of lines 43 thru 47) | (70,724) | 256,409 |

| | | | |
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|---|---|---|---------------------------------|

STATEMENT OF INCOME FOR THE YEAR

| Line No. | Account (a) | TOTAL | |
|----------|---|---------------------|----------------------|
| | | Current Year (b) | Previous Year (c) |
| 49 | Other Income Deductions: | | |
| 50 | Loss on Disposition of Property | | |
| 51 | Misc. Amortization | | |
| 52 | Misc. Income Deductions | | |
| 53 | TOTAL Other Income Deductions (total of lines 50 thru 52) | | |
| 54 | Taxes Applicable to Other Income and Deductions: | | |
| 55 | Taxes Other Than Income Taxes | | |
| 56 | Income Taxes - Federal | | |
| 57 | Income Taxes - Other | | |
| 58 | Provision for Deferred Income Taxes | | |
| 59 | Provision for Deferred Income Taxes - Cr. | | |
| 60 | Investment Tax Credit Adjustment - Net | | |
| 61 | Investment Tax Credits | | |
| 62 | TOTAL Taxes on Other Income & Deductions (total lines 55 thru 61) | | |
| 63 | Net Other Income & Deductions (enter line 48 less (53+62)) | (70,724) | 256,409 |
| 64 | INTEREST CHARGES | | |
| 65 | Interest on Long-term Debt | | |
| 66 | Amort. of Debt Disc. and Expense | | |
| 67 | Amort. of Loss on Reacquired Debt | | |
| 68 | Amort. of Premium on Debt-Credit | | |
| 69 | Interest on Debt to Assoc. Companies | 388,706 | 148,418 |
| 70 | Other Interest Expense | 806,294 | 1,114,922 |
| 71 | Allowance for Borrowed Funds Used During Construction-Credit | | |
| 72 | Net Interest Charges (enter total of lines 65 thru 71) | 1,195,000 | 1,263,340 |
| 73 | Income before Extraordinary Items (total of lines 39, 63, and 72) | (992,558) | 2,277,854 |
| 74 | EXTRAORDINARY ITEMS | | |
| 75 | Extraordinary Income | | |
| 76 | Extraordinary Deductions | | |
| 77 | Net Extraordinary Items (enter total of line 75 less line 76) | | |
| 78 | Income Taxes - Federal and Other | 3,687,859 | 954,210 |
| 79 | Extraordinary Items after Taxes (enter total of line 77 less line 78) | 3,687,859 | 954,210 |
| 80 | Net Income (enter total of lines 73 and 79) | (4,680,417) | 1,323,644 |

| | | | |
|---|---|---|---------------------------------|
| Name of Respondent USCOC of Illinois RSA #4, Inc. | This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission | Date of Report (Mo, Day, Yr) 03/19/2004 | Year of Report Dec. 31, 2003 |
|---|---|---|---------------------------------|

STATEMENT OF CASH FLOWS

| Line No. | Description of Item (a) | TOTAL | |
|----------|--|---------------|---|
| | | Amount (b) | Lines: 1, 13, 14, 20, 31 and 32-35 Only (c) |
| | Increase/(Decrease) in Cash and Cash Equivalents | - | (76,012) |
| | Cash Flows from Operating Activities: | | |
| 1 | Net Income | | (4,680,417) |
| | Adjustments to Reconcile Net Income to net Cash Provided by Operating Activities: | | |
| 2 | Depreciation and Amortization | 1,416,868 | |
| 3 | Provision for Losses for Accounts Receivable | | |
| 4 | Deferred Income Taxes - Net | 3,687,859 | |
| 5 | Unamortized ITC - Net | | |
| 6 | Allowance for Funds Used During Construction | | |
| 7 | Net Change in Operating Receivables | 402,826 | |
| 8 | Net Change in Materials, Supplies and Inventories | (34,758) | |
| 9 | Net Change in Operating Payables and Accrued Liabilities | 270,362 | |
| 10 | Net Change in Other Assets and Deferred Charges | 140,934 | |
| 11 | Net Change in Other Liabilities and Deferred Credits | (41,540) | |
| 12 | Other (explained) - Taxes Other than Income & Advance Payments | | |
| 13 | Total Adjustments | | 5,842,551 |
| 14 | Net Cash Provided by (Used in) Operating Activities: | | 1,162,134 |
| | Cash Inflows/Outflows from Investing Activities: | | |
| 15 | Construction/Acquisition of Property, Plant and Equipment (Net of Allowance for Funds Used During Construction and Capital Lease Related Acquisitions) | (1,303,810) | |
| 16 | Proceeds from Disposals of Property, Plant and Equipment | | |
| 17 | Investments in and Advances to Affiliates | | |
| 18 | Proceeds from Repayment of Advances | | |
| 19 | Other Investing Activities (explained) - Property Plant & Equipment Purchases | 6,288 | |
| 20 | Net Cash Provided by (Used in) Investing Activities (Total) | | (1,297,522) |
| | Cash Inflows (Outflows) from Financing Activities: | | |
| 21 | Net Increase/Decrease in Short-Term Debt with Original Maturities of Three Months or Less | 59,376 | |
| 22 | Advances from Affiliates | | |
| 23 | Repayment of Advances from Affiliates | | |
| 24 | Proceeds from Long-term Debt | | |
| 25 | Repayment of Long-term Debt | | |
| 26 | Payment of Capital Lease Obligations - | | |
| 27 | Proceeds from Issuing Common Stock/Equity Investment from Parent | | |
| 28 | Repurchase of Treasury Shares | | |
| 29 | Dividends Paid | | |
| 30 | Other Financing Activities (explained) - Proceeds from Capital Lease Obligations | | |
| 31 | Net Cash Provided by Financing Activities (Total) | | 59,376 |
| 32 | Effect of Exchange Rate Changes on Cash | | |
| 33 | Net Increase/(Decrease) in Cash and Cash Equivalents | | (76,012) |
| 34 | Cash and Cash Equivalents at Beginning of Period | | 561,466 |
| 35 | Cash and Cash Equivalents at End of Period | | 485,454 |

| | | | | |
|---|---|---|---|---------------------------------|
| Name of Respondent USCOC of Illinois RSA #4, Inc. | | This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission | Date of Report (Mo, Day, Yr) 03/19/2004 | Year of Report Dec. 31, 2003 |
| RECONCILIATION OF GROSS REVENUE TAX | | | | |
| | (a) | As Shown on Annual Report (b) | Page & Line Where Amount At Left Can Be Found in the Annual Report (c) | |
| 1 | 1) a. Actual Gross Operating Revenue as shown in Annual Report | 13,214,700 | Page 13, Line 3 + 7 | |
| 2 | b. Less Interstate Revenue | | | |
| 3 | c. Gross Revenue Applicable to Illinois | | | |
| 4 | DEDUCT: | | | |
| 5 | 2) a. Revenue from Sale to Utilities for Resale | | | |
| 6 | b. Uncollectible Accounts (if billing basis used) | 239,589 | Page 13, Line 20 | |
| 7 | c. Other Deductions (if amounts are included in 1-a above) | | | |
| 8 | Account Description | Account No. | | |
| 9 | Roamer Revenue | 2,842,565 | Page 13, Line 5 | |
| 10 | | | | |
| 11 | | | | |
| 12 | | | | |
| 13 | | | | |
| 14 | | | | |
| 15 | Taxable Illinois Gross Revenue From Annual Report (lines 1-2 thru 14) | 15,817,676 | | |
| 16 | Taxable Illinois Gross Revenue From Ammended/Annual Gross Revenue Tax Return | N/A | | |
| 17 | DIFFERENCE (line 15 minus line 16) | | | |

If difference calculated on line 17 is a positive amount of \$1,000.00 or more, a revised Amended/Annual Tax Return for the year plus payment of any additional tax due must be promptly remitted to the Illinois Commerce Commission. If the calculated difference is less than \$1,000.00 or a negative amount, no further action is required regarding your tax reconciliation. (The tax owed on \$1,000 at the current tax rate of .10% is \$1.00. According to the Public Utilities Act a deficiency in taxes paid of less than \$1.00 need not be paid to the Commission.)

VERIFICATION

The responsible accounting officer shall verify this report under oath.

OATH

STATE OF Illinois)
)
 COUNTY OF Cook)SS
)

Mark A. Krohse makes oath and says that he is
 (insert here the name of the affiliant)

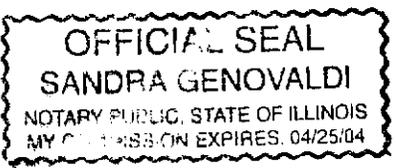
Assistant Secretary of
 (insert here the official title of the affiliant)

USCOC of Illinois RSA #4, Inc. that
 (insert here the exact legal title or name of the respondent)

he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true, and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including January 1, 2003, to and including December 31, 2003.

Mark A. Krohse
 (Signature of Affiliant)

Subscribed and sworn before me, a NOTARY
 In and for the State and County above named, this 30 day of March 2004
 My Commission expires 4/25/04
[Signature]
 (Signature of officer authorized to administer oath)



ILLINOIS RSA NO. 4 (Wireline)
ALTON-GRANITE CITY, ILLINOIS, MSA (Wireline)
USCOC of Illinois RSA #4, LLC
(f/k/a USCOC of Illinois RSA #4 (Merger), LLC)

Domestic State Formation: Illinois – April 9, 2003

Foreign State Qualifications: None

FCC Market Number: 397B(2) Adams – Wireline, IL RSA #4
305B Alton-Granite City – Wireline, IL MSA

Market Interest: Licensee in all markets

Date of Operating Agreement: April 9, 2003

History: This entity was the outcome of an Illinois restructure which took place on May 1, 2003 as follows: USCOC of Illinois RSA #4, Inc., an Illinois corporation merged into USCOC of Illinois RSA #4 (Merger), LLC with a subsequent name change to USCOC of Illinois RSA #4, LLC.

Registered Agent: Corporation Service Company

FEIN: 39-1740605

Location of Certificates: Wells Fargo – DesMoines, IA

Management of LLC: Manager Managed by the Director Managers

Sole Member: United States Cellular Operating Company LLC

Director Managers: ~~Robert I. Carlson, Jr. and John E. Rooney~~

| | | |
|-------------------|----------------------------|------------------------|
| Officer Managers: | President | John E. Rooney |
| | Vice President | Rochelle J. Boersma |
| | Vice President | Jay M. Ellison |
| | Vice President | Alan D. Ferber |
| | Vice President & Secretary | Kevin C. Gallagher |
| | Vice President | Hichem H. Garnaoui |
| | Vice President | Leon J. Hensen |
| | Vice President | Conrad J. Hunter |
| | Vice President | Michael S. Irizarry |
| | Vice President | George W. Irving |
| | Vice President | James R. Jenkins |
| | Vice President | Karen C. Johnson |
| | Vice President | Karen S. Kirwan |
| | Vice President | Frank A. Marino |
| | Vice President & Treasurer | Kenneth R. Meyers |
| | Vice President | Katherine Hust Schrank |

December 2003

| | |
|---------------------------------|--------------------|
| Vice President | Carolyn A. Tilden |
| Vice President | Thomas S. Weber |
| Vice President | Brenda S. Weyl |
| Assistant Secretary | Stephen P. Fitzell |
| Assistant Secretary & Assistant | Mark A. Krohse |
| Treasurer | |

Membership Certificates:

100 Units to United States Cellular Operating Company LLC