

**ANNUAL REPORT  
CELLULAR TELEPHONE & MOBILE RADIO SERVICES**

**TO THE**

**ILLINOIS COMMERCE  
COMMISSION**



Exact Legal Name of Respondent (Company) <i>Illinois RSA #3, Inc.</i>	Year of Report <i>December 31, 2003</i>
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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 Illinois RSA #3, Inc.		03 Year or Time Covered by this Report 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 Han Li		06 Title of Contact Person 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  (773) 864-3137		09 This report is: (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	01-Aug-90	
	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		
18	If a reorganized company, give name of original Corporation and refer to laws under which is was organized		
18	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	01-Aug-90	

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 <b>Illinois RSA #3, Inc.</b>	This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo, Day, Yr) 03/22/2004	Year of Report Dec. 31, 2003
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**DIRECTORS**

Line No.	Name of Director (a)	Office Address (b)	Term Expires		
			Month	Day	Year
1	Leroy T. Carlson, Jr.	8410 W. BrynMawr, Chicago, IL 60631			
2	John E. Rooney	8410 W. BrynMawr, Chicago, IL 60631			
3					
4					
5					
6					
7					

**OFFICERS**

Line No.	Title of General Officer (a)	Name and office address of person holding office at close of year (b)
8	President	John E. Rooney 8410 W. BrynMawr, Chicago, IL 60631
9	Secretary	Kevin Gallagher 8410 W. BrynMawr, Chicago, IL 60631
10	Treasurer	Kenneth R. Meyers 8410 W. BrynMawr, Chicago, IL 60631
11	Assistant Secretary	Mark A. Krohse 8410 W. BrynMawr, Chicago, IL 60631
12		

**AFFILIATE INTERESTS**

Give a list as of the close of the year of the corporations, and others defined as "affiliated interests" in Section 7-101, subparagraphs (a) to (h) of the Illinois Public Utility Act, inclusive, of law as amended. Attention is directed to the last paragraph of Section 7-101, concerning certain interests not considered affiliated, which need not be listed.

Insert in Col.(c) the particular sub-paragraph letter of paragraph 2, Section 7-101 that properly indicates the nature of the affiliation with respondent of the interest named in Co. (a).

Line No.	Name of Affiliated Interest (a)	Address (b)	Nature of Affiliation (c)
26	N/A		
27			
28			
29			
30			

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**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	U.S. Cellular Corporation	8410 W. BrynMawr	1,000	1,000	N/A	N/A	N/A
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
24							
25							
26	Date of last meeting of stockholders for election of directors						
27	Total number of stockholders at close of year						
	Has each share of stock one vote? <b>Yes</b>			If Otherwise, explain voting rights.			
28	Has any issue of securities contingent voting rights? If so, explain character of such rights.			<b>NO</b>			
29	Has any issue of securities special privileges in the election of directors?			If so, explain character of such privileges.			<b>NO</b>
30	Did any other corporation, or corporations, control the respondent as close of year? If a control was so held, state:			<b>NO</b>			
	(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						

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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)
1	<b>UTILITY PLANT</b>			
2	Cellular Communications Plant In Service (122)	56,785,632	63,884,967	7,099,335
3	Cellular Communications Plant Under Construction (123)	557,288	6,793,111	6,235,824
4	TOTAL Utility Plant (enter total of lines 2 & 3)	57,342,920	70,678,078	13,335,158
5	Less: Accum. Deprec. of Cellular Communications Plant (126)	23,024,602	29,930,827	6,906,225
6	Net Utility Plant (enter total of line 4 less 5)	34,318,318	40,747,251	6,428,933
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)	34,318,318	40,747,251	6,428,933
12	<b>OTHER PROPERTY AND INVESTMENTS</b>			
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)	37,718,461	39,155,161	1,436,700
16	Other Long-term Assets - TOTAL (120) (lines 13 - 15)	37,718,461	39,155,161	1,436,700
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)	37,718,461	39,155,161	1,436,700
29				-
30				-
31	<b>CURRENT AND ACCRUED ASSETS</b>			
32	Cash (100)	(98,326)	703,614	801,940
33	Accounts Receivable - Customers (101.1)	5,108,894	4,193,738	(915,157)
34	Accounts Receivable - Affiliated Companies (101.2)	835,211	1,133,711	298,500
35	Accounts Receivable - TOTAL (101) (lines 33 - 34)	5,944,105	5,327,449	(616,657)
36	Less: Allowance for Uncollectible Accts. - Customer (102.1)	267,307	215,186	(52,120)
37	Less: Allowance for Uncollectible Accts. - Other (102.2)			-
38	Less: Allowance for Uncollectible Accts. - TOTAL (102)	267,307	215,186	(52,120)
39	Net Accounts Receivable (line 35 less 36 - 38)	5,676,799	5,112,262	(564,536)
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)	156,559	72,412	(84,147)
47	Prepayments - TOTAL (105) (lines 43 - 46)	156,559	72,412	(84,147)
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)	380,182	373,533	(6,649)
51	Materials and Supplies - TOTAL (106) (lines 48 - 50)	380,182	373,533	(6,649)

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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)	715	715	0
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)	76,324	125,195	48,871
56	Other Current Assets - TOTAL (108) (lines 53-55)	76,324	125,195	48,871
57	Accum Deferred Federal Income Taxes - Current - Cellular Com. Oper. (109.1)	103,797	172,083	68,286
58	Accum Deferred State Income Taxes - Current - Cellular Com. Oper. (109.2)	21,649	35,892	14,243
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)	125,446	207,974	82,528
62				-
63	Total Current & Accrued Assets (enter total of lines 32,39,42,47,51,52,56,61 and 62)	6,317,699	6,595,707	278,008
64	<b>DEFERRED DEBITS</b>			-
65	Deferred Debits (110)	237,905	383,419	145,514
66	Unamortized Debt Expense			-
67	Intangible Assets			-
68	Accum Deferred Fed. Income Taxes - Non-current - Cellular Com. Oper. (113.1)	4,654,967	6,614,342	1,959,375
69	Accum Deferred State Income Taxes - Non-current - Cellular Com. Oper. (113.2)			-
70	Accum Deferred Fed. Income Taxes - Non-current - Cellular Com. Oper. (113.3)	1,968,970	923,203	(1,045,767)
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)	6,623,937	7,537,545	913,608
73				-
74				-
75	TOTAL Deferred Debits (enter total of lines 65 thru 67 and 72 thru 74)	6,861,842	7,920,965	1,059,122
76	TOTAL Assets & Other Debits (enter total of lines 11,28,63 and 75)	85,216,321	94,419,084	9,202,763

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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	<b>PROPRIETARY CAPITAL</b>		
2	Common Stock Issued (230)	1,000	1,000
3	Preferred Stock Issued (231)		
4	Other Paid-in Capital (232)	28,681,507	28,681,507
5	Retained Earnings (233)		
6	Proprietary Capital - Proprietorship and Partnership (234)	(29,703,936)	(31,511,010)
7	Less: Proprietary Drawings		
8			
9			
10	<b>TOTAL Proprietary Capital (enter total of lines 2 thru 9)</b>	(1,021,430)	(2,828,503)
11	<b>LONG-TERM DEBT</b>		
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	<b>TOTAL Long-term Debt (enter total of lines 12 thru 16)</b>	-	-
18	<b>CURRENT AND ACCRUED LIABILITIES</b>		
19	Notes Payable - Non-affiliated Companies (200.1)		
20	Notes Payable - Affiliated Companies (200.2)	73,372,865	75,783,609
21	Notes Payable - TOTAL (200) (lines 19-20)	73,372,865	75,783,609
22	Accounts Payable - Non-affiliated Companies (201.1)	2,683,048	5,115,190
23	Accounts Payable - Affiliated Companies (201.2)	1,602,339	3,265,084
24	Accounts Payable - TOTAL (202) (lines 22-23)	4,285,386	8,380,274
25	Accrued Liabilities - Non-affiliated Companies (203.1)	327,923	353,386
26	Accrued Liabilities - Affiliated Companies (203.2)	12,185	10,506
27	Accrued Liabilities - TOTAL (203) (lines 25-26)	340,108	363,891
28	Advanced Billing & Payments (203)	644,543	992,638
29	Taxes Accrued (204)	267,709	525,720
30	Interest Accrued (205)	366,482	349,186
31	Other Current Liabilities - Cellular Communications Operations (206.1)	326,727	198,510
32	Other Current Liabilities - Non-cellular Operations (206.2)		
33	Other Current Liabilities - Common to Cellular & Non-cellular Operations (206.3)		1,006,870
34	Other Current Liabilities - TOTAL (lines 31-33)	326,727	1,205,380
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)	530,791	861,182
42			
43			
44			
45	<b>TOTAL Current &amp; Accrued Liabilities (enter total of lines 21,24,27,28 thru 30, 34,35,40 thru 44)</b>	80,134,613	88,461,881

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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)	181,545	218,865
48	Unamortized Deferred Federal Investment Tax Credits - Cellular Com. Operations (219.1)	5,128,826	7,466,005
49	Unamortized Deferred State Investment Tax Credits - Cellular Com. Operations (219.2)	792,767	1,100,836
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)	5,921,593	8,566,841
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)	6,103,138	8,785,706
61	TOTAL Liabilities and Other Credits (enter total of lines 10, 17, 45 and 60)	85,216,321	94,419,084



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**STATEMENT OF INCOME FOR THE YEAR**

Line No.	Account (a)	TOTAL	
		Current Year (b)	Previous Year (c)
1	<b>UTILITY OPERATING INCOME</b>		
2	Operating Revenues:		
3	Retail Customer Revenues	33,336,776	27,894,883
4	Wholesale Customer Revenues		
5	Roamer Customer Revenues	13,908,353	13,931,998
6	Commission Revenues		
7	Other Operating Revenues	807,710	790,818
8			
9			
10	TOTAL Operating Revenues (lines 3-9)	48,052,838	42,617,699
11			
12	Operating Expenses:		
13	Cellular Communications System Maintenance Expense (610)		
14	Depreciation Expense (613)	6,415,270	5,230,175
15	Amortization Expense (615)		
16	Amortization of Cellular Com. Plant Acquisition Adjustment (616)		
17	Real Estate Acquisition Changes		
18	Telecommunications - Direct Operating Expense	6,426,745	5,923,614
19	Customer Accounts & Service Expense (621)	3,754,176	2,717,248
20	Bad Debt Expense (623)	791,936	1,071,335
21	Sales Promotion & Advertising Expense (625)	10,421,837	8,157,722
22	General and Administrative Expense (627)	12,632,157	8,449,618
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)	1,259,869	400,205
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	1,615,198	1,671,905
36			
37			
38	TOTAL Utility Operating Expenses (enter total of lines 13 thru 37)	43,317,189	33,621,821
39	Utility Operating Income (enter total of line 10 less 38)	4,735,649	8,995,878
40			
41			
42	<b>OTHER INCOME AND DEDUCTIONS</b>		
43	Other Income (Net of Cost of Goods Sold)	(404,396)	699,906
44	Non-cellular Revenue		
45	Other Non-operating Income		
46			
47			
48	TOTAL Other Income (enter total of lines 43 thru 47)	(404,396)	699,906

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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))	(404,396)	699,906
64	INTEREST CHARGES		
65	Interest on Long-term Debt		980
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	1,081,239	1,297,328
70	Other Interest Expense	3,128,953	3,201,854
71	Allowance for Borrowed Funds Used During Construction-Credit		
72	Net Interest Charges (enter total of lines 65 thru 71)	4,210,191	4,500,162
73	Income before Extraordinary Items (total of lines 39, 63, and 72)	121,062	5,195,621
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	1,647,282	8,975,493
79	Extraordinary Items after Taxes (enter total of line 77 less line 78)	1,647,282	8,975,493
80	Net Income (enter total of lines 73 and 79)	(1,526,220)	(3,779,872)

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**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	801,940	
	<b>Cash Flows from Operating Activities:</b>		
1	Net Income		(1,526,220)
	<b>Adjustments to Reconcile Net Income to net Cash Provided by Operating Activities:</b>		
2	Depreciation and Amortization	6,415,270	
3	Provision for Losses for Accounts Receivable		
4	Deferred Income Taxes - Net	1,647,282	
5	Unamortized ITC - Net		
6	Allowance for Funds Used During Construction		
7	Net Change In Operating Receivables	522,142	
8	Net Change In Materials, Supplies and Inventories	6,649	
9	Net Change In Operating Payables and Accrued Liabilities	4,738,983	
10	Net Change In Other Assets and Deferred Charges	849,435	
11	Net Change In Other Liabilities and Deferred Credits	(23,837)	
12	Other (explained) - Taxes Other than Income & Advance Payments		
13	<b>Total Adjustments</b>		14,155,925
14	<b>Net Cash Provided by (Used In) Operating Activities:</b>		12,629,705
	<b>Cash Inflows/(Outflows) from Investing Activities:</b>		
15	Construction/Acquisition of Property, Plant and Equipment (Net of Allowance for Funds Used During Construction and Capital Lease Related Acquisitions)	(12,844,203)	
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	(1,394,305)	
20	<b>Net Cash Provided by (Used In) Investing Activities (Total)</b>		(14,238,508)
	<b>Cash Inflows (Outflows) from Financing Activities:</b>		
21	Net Increase/Decrease In Short-Term Debt with Original Maturities of Three Months or Less	2,410,744	
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	<b>Net Cash Provided by Financing Activities (Total)</b>		2,410,744
32	Effect of Exchange Rate Changes on Cash		
33	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		801,940
34	Cash and Cash Equivalents at Beginning of Period		(98,326)
35	Cash and Cash Equivalents at End of Period		703,614

Name of Respondent <b>Illinois RSA #3, Inc.</b>		This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo, Day, Yr) 03/22/2004	Year of Report Dec. 31, 2003
<b>RECONCILIATION OF GROSS REVENUE TAX</b>				
	(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	34,144,485	Page 13, Line 3 + 7	
2	b. Less Interstate Revenue			
3	c. Gross Revenue Applicable to Illinois			
4	<b>DEDUCT:</b>			
5	2) a. Revenue from Sale to Utilities for Resale			
6	b. Uncollectible Accounts (if billing basis used)	791,936	Page 13, Line 20	
7	c. Other Deductions (if amounts are included in 1-a above)			
8	Account Description	Account No.		
9	Roamer Revenue	13,908,353	Page 13, Line 5	
10				
11				
12				
13				
14				
15	Taxable Illinois Gross Revenue From Annual Report (lines 1-2 thru 14)	47,260,902		
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 )  
 )  
 )SS  
COUNTY OF Cook )

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

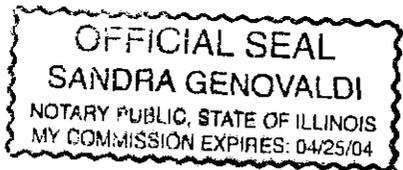
Assistant Secretary of  
(insert here the official title of the affiliant)

Illinois RSA #3, 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 4/25/2004  
[Signature]  
(Signature of officer authorized to administer oath)



Illinois RSA No. 3 (Non-Wireline)  
Peoria, Illinois, MSA 103A (Non-Wireline)  
Bloomington, Illinois (BTA 46) Block PCS-E & F  
Champaign, Illinois (BTA 71) Block PCS-E & F  
Decatur, Illinois (BTA 109) Block PCS-E & F  
Galesburg, Illinois (BTA 161) Block PCS-C  
Jacksonville, Illinois (BTA 213) Block PCS-F  
LaSalle-Peru-Ottawa-Streator, Illinois (BTA 243) Block PCS-F  
Mattoon, Illinois (BTA 286) Block PCS-E & F  
Peoria, Illinois (BTA 344) Block PCS-E  
Springfield, Illinois (BTA 426) Block PCS-E & F

**USCOC of Central Illinois, LLC  
(f/k/a Illinois RSA #3 (Merger), LLC)**

Domestic State Formation: Illinois – April 9, 2003

Foreign State Qualifications: Iowa – May 8, 2003

FCC Market Number: Illinois RSA No. 3 (Non-Wireline)  
Peoria, Illinois, MSA 103A (Non-Wireline)  
Bloomington, Illinois (BTA 46) Block PCS-E & F  
Champaign, Illinois (BTA 71) Block PCS-E & F  
Decatur, Illinois (BTA 109) Block PCS-E & F  
Galesburg, Illinois (BTA 161) Block PCS-C  
Jacksonville, Illinois (BTA 213) Block PCS-F  
LaSalle-Peru-Ottawa-Streator, Illinois (BTA 243) Block PCS-F  
Mattoon, Illinois (BTA 286) Block PCS-E & F  
Peoria, Illinois (BTA 344) Block PCS-E  
Springfield, Illinois (BTA 426) Block PCS-E & F

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: Illinois RSA #3, Inc., an Illinois corporation merged into Illinois RSA #3 (Merger), LLC with a subsequent name change to USCOC of Central Illinois, LLC.

Registered Agent: Corporation Service Company

FEIN: 68-0231012

Location of Certificates: Wells Fargo - DesMoines, Iowa

Management of LLC: Manager Managed by the Director Managers

Sole Member: United States Cellular Corporation

Director Managers: LeRoy T. 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 and 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 and Treasurer	Kenneth R. Meyers
Vice President	Katherine Hust Schrank
Vice President	Carolyn A. Tilden
Vice President	Thomas S. Weber
Vice President	Brenda S. Weyl
Assistant Secretary	Stephen P. Fitzell
Assistant Secretary and Assistant Treasurer	Mark A. Krohse

Membership Certificates:

100 Units to United States Cellular Corporation