CELLULAR COMMUNICATIONS AND/OR RADIO COMMON CARRIERS COMPANIES

ANNUAL REPORT

OF

MINFORD CELLULAR TELEPHONE COMPANY

PRINCIPAL OFFICE:

8410 W. BRYN MAWR, SUITE 700	CHICAGO	COOK	IL	60631
(ADDRESS)	(CITY)	(COUNTY)	(STATE)	(ZIP CODE)

TO THE

PUBLIC UTILITIES COMMISSION OF OHIO

FOR THE

YEAR ENDED DECEMBER 31, 1992

Name, title, address and telephone number (including area code) of the person to be contacted concerning this report.

MR. ERIC R. MILLER - SENIOR ACCOUNTANT, NE REGION

8410 W. BRYN MAWR, SUITE 700, CHICAGO, IL 60631

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GENERAL INSTRUCTIONS, DEFINITIONS, ETC.

Please read the general instructions carefully before filling out this form:

1. The word "Respondent" in the following inquiries means the person, firm, association, or company in whose behalf the report is made.

2. The schedules and questions contained in this report were developed to be generally applicable to all cellular communications and/or radio common carriers companies. All instructions shall be followed and each question answered as fully and accurately as possible. Sufficient answer shall appear to show that no schedule, question, or line item has been overlooked. **If a particular line item or schedule does not apply to the respondent, indicate this by answering "none", "-0-", or "not applicable", as appropriate, where it truly and completely states the fact.**

3. If answers to an inquiry are given elsewhere in the report, incorporation of the information by reference is sufficient.

4. Respondents may not use the same classifications or may not maintain the level of detail requested on individual schedules in this report. If so, the respondent may substitute a page(s) from a preprinted financial form or report for any schedule in this report. Attach the substitute to the schedule it replaces and note on the schedule "Replaced by..." or "See attached".

5. Customary abbreviations may be used except that the exact name of the respondent shall be shown in full on the "Title Page" and in the "Verification" page.

6. Where the space provided is insufficient for the required data or it is necessary or desirable to insert additional statements or schedules, the insert pages shall show the number and title of the schedule to which it pertains, as well as the name of the respondent and the year covered, and shall be on 8 1/2" x 11" durable paper.

7. The information required with respect to any statement furnished is the minimum requirement. The respondent may add such further material information as is necessary to ensure that the required statements are not misleading.

8. All copies filed with the Commission must be legible and permanent. All entries shall be made in permanent ink or by a typewriter. Items of a reverse or contrary character shall be enclosed in parentheses, or indicated by a minus sign followed by the amount.

9. Amounts on any schedule (except as otherwise provided therein), may, at the option of the respondent, be rounded off to whole dollars provided that amounts are appropriately adjusted to agree with the rounded total.

10. The annual report shall be signed by a duly elected officer of the respondent and it shall be notarized.

11. Although the report requests total company information, respondents may instead provide total Ohio information. Indicate on each schedule that the information is for Total Ohio.

12. Totals should be provided as indicated. The respondent shall ensure that schedule totals and subtotals are mathematically correct.

13. If a line item is supported by a detailed schedule elsewhere in this report, the respondent should ensure that the detailed schedule is completed and that the amounts on both schedules match.

14. "Operating" as used in this report refers to regulated operations while "Nonoperating" refers to nonregulated operations.

15. Please list all accounts and totals in whole dollars only. Make sure the rounded numbers equal to the original totals, when the original totals are rounded to the nearest dollar amount.

IDENTITY OF RESPONDENT

1. State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual.

   JOINT VENTURE CORPORATION

2. Date when operations began. (CELLULAR SERVICE)

   FEBRUARY, 1992

3. If a consolidated or merged company, give names of each such incident, date, and Commission authority. If a reorganized company, give name of original corporation.

   NOT APPLICABLE

4. If incorporated specify (a) Date of filing articles of incorporation, JAN. 3, 1989
   (b) State in which incorporated, DELAWARE

5. Commission Case Number granting operating authority and date issued.

   CASE # 91-1784-RC-ACE; ISSUED JAN. 16, 1992

6. State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown Title Page; if so, give full particulars.

   RESPONDENT CONDUCTED ITS BUSINESS AS UNITED STATES CELLULAR CORPORATION WHO OWNS A 49% OWNERSHIP INTEREST.

7. General description of service territory served by respondent.

   OHIO RSA #9 (COUNTIES - ROSS, PIKE, SCIOTO, JACKSON AND GALLIA)

8. Number of locations within Ohio.

   1 GENERAL OFFICE, 4 CELL SITES

9. List all affiliated companies with whom the respondent does business and their relationship to the respondent. If respondent is a partnership, provide this information for each partner. (Use separate page(s) if needed). State whether the affiliate is (a) a regulated public utility or, (b) a publicly held corporation.

	REGULATED P.U.	PUBLICLY HELD CORP.
MINFORD TELEPHONE COMPANY	YES	NO
UNITED STATES CELLULAR CORP.	NO	YES

10. Did any corporation or corporations, telephone or other, hold control over the respondent at the close of the year? NO If control was so held, state:

    a. The name and address of the controlling corporation or corporations.

    b. The form of control, whether sole or joint.

    c. The extent of control.

    d. Whether control was direct or indirect.

e. If indirect, the name and address of the intermediary through which control was established.

11. Did any individual, association, or corporation hold control, as trustee, over the respondent at the close of the year? NO If control was so held, state:
NO APPLICABLE

a. The name and address of the trustee.

b. The name and address of the beneficiary or beneficiaries for whom the trust was maintained, if available.

12. Did the respondent hold control over other corporations at the close of the year? NO If so, state: NOT APPLICABLE

a. The name and address of corporation or corporations controlled.

b. The form of control, whether sole or joint.

c. Other parties, if any, to joint agreement for control.

d. The extent of control.

e. Whether control is direct or indirect.

f. If indirect, the name and address of the intermediary through which control was established.

IMPORTANT CHANGES DURING THE YEAR

Report important changes of the types listed. Except as otherwise indicated data furnished should apply to the same period the report covers. Answers should be numbered in accordance with the inquiries and if "none" states the fact, it should be used. If information which answers an inquiry is given elsewhere in the report, identification of the other answer will be sufficient.

1. Issuances of Capital Stock or long term debt during the year: Identify the securities, date, consideration received and Commission authorization.

   RECEIVED $726,104 OF LONG-TERM DEBT FOR EQUIPMENT FINANCING.

2. Changes in service territory.

   NONE

3. Changes in ownership or control (shareholders holding 5% or more of outstanding stock).

   RECORDED 490 SHARES OF $1 PAR STOCK (THIS SHOULD HAVE BEEN RECORDED IN 1991).

4. Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.

   1. NET FIXED ASSETS INCREASED BY $992,916.
   2. WORKING CAPITAL NOTES PAYABLE INCREASED BY $518,324.

SCHEDULE: 1

VOTING POWERS AND ELECTIONS

1. In the schedule below, show the particulars called for concerning the stockholders of respondent who, at the date of the latest closing of the stock-book of respondent prior to the actual filing of this report, had the twenty highest voting powers of the respondent. If any such holder held in trust, attach a statement showing the beneficial owners. If the stock-book was not closed within the year, show twenty such stockholders as of the close of the year. In the space provided, show total shares and notes of all stockholders.
2. Privately held companies are not required to provide the information requested on this schedule. Indicate on the schedule "Privately Held".

Line No.	Name and Address of Stockholders	No. of Shares Held	No. of Voting Shares	Other Vote Empowered Securities
1.	MINFORD TELEPHONE COMPANY PO BOX 181, MINFORD, OH 45653	510	510	
2.	UNITED STATES CELLULAR CORP. 8410 W. BRYN MAWR, STE. 700, CHICAGO IL 60631	490	490	
3.				
4.				
5.				
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19.				
20.				
	TOTAL LISTED ABOVE			
	TOTAL ALL STOCKHOLDERS	1,000	1,000	

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SCHEDULE: 2

DIRECTORS, PROPRIETORS, PARTNERS

1. Give the name of each director or proprietor. (For partnerships identify each partner, identify which are general or limited partners, and show each partner's percent of interest.)

Line No.	Name and Address (City and State) (a)	Served Continuously From (b)	Term Expired or Current Term Will Expire (c)
1	HAROLD E. ALLEN; PO BOX 181, MINFORD, OH 45653	1989	
2	DARREL POTTS; PO BOX 181; MINFORD, OH 45653	1989	
3	RICHARD L. POWELL; PO BOX 181, MINFORD, OH 45653	1989	
4	H. DONALD NELSON; 8410 W. BRYN MAWR, CHICAGO, IL 60631	1989	
5	KENNETH R. MEYERS; 8410 W. BRYN MAWR, CHICAGO, IL 60631	1989	
6			
7			
8			
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(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)

16 Name of Chairman of the Board

17 Name of Secretary of Board H. DONALD NELSON

18 President HAROLD E. ALLEN

19 Vice-President H. DONALD NELSON

20 ASST. Secretary RICHARD L. POWELL

21. ASST. Treasurer KENNETH R. MEYERS

22. Controller

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SCHEDULE: 3

BALANCE SHEET

Description	Beginning Balance	Ending Balance	Increase or (Decrease)
CURRENT ASSETS			
Cash and Equivalents	$20,485	$55,373	$34,888
Accounts Receivable-Net	5,355	101,192	95,837
Notes Receivable-Net	0	0	0
Other Current Assets	25,072	21,254	(3,818)
TOTAL CURRENT ASSETS	$50,911	$177,819	$126,908
NONCURRENT ASSETS			
Investments	0	0	0
Other Noncurrent Assets	191,659	218,276	26,617
TOTAL NONCURRENT ASSETS	$191,659	$218,276	$26,617
PROPERTY, PLANT AND EQUIPMENT			
Property, Plant, and Equipment	$1,015,020	2,145,792	1,130,772
Accumulated Depreciation & Amortization	0	(137,856)	(137,856)
NET PLANT	1,015,020	2,007,936	992,916
TOTAL ASSETS	$1,257,591	$2,404,031	$1,146,440
CURRENT LIABILITIES			
Accounts and Notes Payable	$1,239,955	$1,714,955	$475,000
Other Current & Accrued Liabilities	15,743	63,301	47,558
TOTAL CURRENT LIABILITIES	$1,255,698	$1,778,256	$522,558
TOTAL LONG-TERM DEBT	0	$726,104	$726,104
OTHER DEFERRED CREDITS	0	0	0
STOCKHOLDERS' EQUITY			
Capital Stock	$490	$1,000	$510
Retained Earnings	1,403	(101,329)	(102,732)
Proprietory Capital - Proprietorship and Partnership	0	0	
TOTAL STOCKHOLDERS EQUITY	1,893	(100,329)	(102,222)
TOTAL LIABILITIES & OTHER CREDITS	$1,257,591	$2,404,031	$1,146,440

SCHEDULE: 3A

NOTES TO BALANCE SHEET

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SCHEDULE: 4

INCOME STATEMENT

Description	Amount
RADIO COMMON CARRIER OPERATING INCOME	
Total Operating Revenues	
Total Operating Expenses	
NET OPERATING INCOME - RADIO COMMON CARRIER	0
WHOLESALE CELLULAR OPERATING INCOME	
Total Operating Revenues	$636,304
Total Operating Expenses	569,047
NET OPERATING INCOME - CELLULAR	$67,257
NONOPERATING INCOME	
Nonoperating Income & Deductions, and Extraordinary Items	(168,586)
NET NONOPERATING INCOME	$(101,329)
TOTAL NET INCOME	$(101,329)

SCHEDULE: 4A

NOTES TO INCOME STATEMENT

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SCHEDULE: 5

STATEMENT OF INTRASTATE-GROSS EARNINGS (1)

Line No.	Item	Ohio Intra State
1	Wholesale Cellular Communications:	636,304
2	Radio Common Carrier:	0
3	Other (Dividend and Interest Income, Gains from Disposition of Operating & Nonoperating Plant, Nonoperating Revenues, Other Operating or Nonoperating Gains (foreign currency exchange or transfer) extinguishment of debt, company's share of earnings of affiliated company accounted for on equity method, income from sinking and other funds etc.), Miscellaneous Income (revenue from work performed for others, rent revenue - nonoperating, return on regulated investment used to provide nonregulated products & services,etc.)	0
4	SUBTOTAL (1) + (2) + (3)	636,304
5	Earnings or Receipts From Sales to Other Public Utilities for Resale	(0)
6	TOTAL (4) + (5)	636,304

(1) Intrastate means from one point in Ohio to another point in Ohio, or wholly within Ohio.

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VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

State of Ohio
County of Scioto

HAROLD E. ALLEN makes oath and says that
(Insert here the name of the affiant.)

he is PRESIDENT
(Insert here the official title of deponent)

of MINFORD CELLULAR TELEPHONE COMPANY
(Insert here the exact legal title or name of the respondent.)

that 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 JAN. 1, 1992, to and including DEC. 31, 1992.

Harold E. Allen
(Signature of affiant.)

Subscribed and sworn to before me, a Notary in and for the State and county named, this 20th day of July, 1993. My commission expires _____, 19___.

PATRICIA McGRAW
Notary Public - State Of Ohio
My Commission Expires August 13, 1995

Patricia McGraw
(Signature of officer authorized to administer oaths.)