Code of Business Conduct

Policy

INTRODUCTION

The key to our success has always been our associates'/employees' professionalism, performance and high standards of integrity and ethical conduct. If we are to continue building on our record of success, we must maintain these standards and preserve our well-deserved reputation for conducting our business in accordance with the highest principles of business ethics.

The cornerstone of that effort is our understanding of and compliance with the TDS Code of Business Conduct (the "Code"). The Code has been revised to reflect changes in the law and to increase emphasis in certain areas. The Code identifies:

- The principles by which the Company*, including all of its subsidiary operations, will conduct its business and its dealings with its associates/employees, shareholders, customers, suppliers, agents, affiliates, and with the communities in which it operates.

- The standards of conduct the Company expects of all associates/employees in carrying out our assigned responsibilities and obligations to the Company, the groups mentioned immediately above and ourselves.

- The important role associates/employees play in upholding the integrity of the Company by reporting any unlawful or unethical behavior that you see or suspect, either by an associate/ employee or a contractor/vendor with the Company. You may report such behavior to your supervisor or to the persons identified below under "Administration of the Code." In addition anyone may submit an anonymous or confidential complaint or inquiry by calling the TDS Ethics Line (800)589-3254. If you report possible unlawful or unethical behavior, you will be protected from retaliation.

With this in mind, all associates/employees are required to abide by the standards set forth in the Code. If you have any questions regarding the Code, please contact your immediate supervisor, unit head, Human Resources representative, Vice President of Human Resources, Vice President - Internal Audit, President and CEO of TDS or Audit Committee of the TDS Board of Directors. Once you have a good understanding of the Code's content, please complete the online Acknowledgment Form attached to the Code. By completing the Acknowledgment Form online, associates/employees agree to comply with all of the policies contained within the Code.

The Code is **not an employment contract** nor is it intended to be an all-inclusive policy statement on the part of the Company. The Company reserves the right to provide the final

* TDS and all of its subsidiary operations: United States Cellular Corporation, TDS Telecommunications Corporation and Suttle-Straus; Visi, Team, OneNeck, Vital Support Systems, Airadigm and all newly added enterprises managed by TDS and its subsidiaries.

interpretation of the policies it contains and to revise them as necessary. Annually, associates/employees will be asked to review the Code and complete a new Acknowledgment Form to indicate that they understand and agree to comply with the Code. In addition, the Company will continue to advise associates/employees of other policies, which must be followed for the good of the Company.

GUIDING PRINCIPLES OF BUSINESS CONDUCT FOR ASSOCIATES/EMPLOYEES

The Company is committed to conducting all of its business affairs in a professional and ethical manner; to treating all groups, individuals and firms in accordance with the highest standards of honesty and integrity; to complying with all laws, rules and regulations affecting its business; and to using its assets and human resources only for legal and proper purposes. Among the guiding principles that the Company has developed to carry out these commitments are the following:

- ***Customers:***

  The Company's superior growth and progress have been achieved by providing high-quality service to our customers at reasonable prices. In accordance with this commitment, we will do everything possible to understand our customers' requirements and to satisfy them in a manner that fully meets or exceeds their expectations.

  While we are dedicated to being vigorous, effective competitors, we are also committed to conducting our marketing and sales efforts in accordance with the law and with the highest ethical standards. This means that all customers and potential customers will be treated professionally. None will be given gifts or entertained in a way that exceeds accepted and legal business practices, and, hence, might unduly influence them to do business with the Company. This commitment also means that the Company will not knowingly make any misrepresentation to customers, or engage in any other activities, which might illegally or unethically limit competition or otherwise serve to unfairly improve our competitive position.

- ***Associates/Employees:***

  All associates/employees will be treated fairly and equitably. This commitment includes:

  - Providing our associates/employees with fulfilling work and competitive compensation and benefits.

  - Valuing diversity and ensuring that there is no discrimination in any aspect of employment on the basis of gender, age, race, color, sexual orientation, religion, ancestry, national origin, marital status, disability, genetic information, military, veteran status, citizenship status or any other status protected by law of individuals authorized to work in the United States.

  - Encouraging open communications and empowerment.

- Rewarding productivity, innovation, creativity and teamwork.
- Administering our policies, compensation programs and benefit plans in an equitable and consistent manner.
- Assuring that all associates/employees are treated with dignity and respect, and have their rights as individuals protected.
- Encouraging an atmosphere that fosters cooperation, understanding and trust. Suggestions and ideas for improving any area of the business will be welcomed.
- Offering our associates/employees, consistent with business needs, appropriate opportunities for education, training, self-improvement and individual growth.
- Providing a safe, pleasant and healthy working environment that will fully comply with all environmental laws and regulations.
- Providing our associates/employees with effective and responsible supervision.
- Encouraging our associates/employees to live healthy lives.

- ***Shareholders:***

  One of the Company's most important responsibilities is to build shareholder value. This requires that TDS manage its business units to maximize profitable growth and development, and to create and enhance synergies between TDS and its business units and between TDS business units.

- ***Communities We Serve:***

  The Company is dedicated to good corporate citizenship in the communities it serves. Hence, we will support, consistent with available resources, worthwhile civic, charitable and educational activities in the areas served by our operations. We will also encourage our associates/employees to exercise their rights and duties as citizens, and to become involved in efforts to help advance the communities in which we conduct business. Such activities, however, must not involve time expenditures that may result in reduced on-the-job effectiveness or involve conflict of interest situations.

  With regard to such activities that involve political contributions or activities, see “Political Contributions and Activities” below.

  Our commitment to good corporate citizenship also requires that we fully comply with all federal, state and local environmental protection laws, and carefully monitor the environmental aspects of our products, services, buildings, equipment and property.

- ***Suppliers:***

The Company will select and continue to do business with suppliers, including agents, on the basis of the price, quality and timeliness of the products and services they offer. Where appropriate, however, preference may be given to reasonably priced, high-quality suppliers located in our serving areas, and to TDS business units that submit closely competitive bids. The Company will also consider establishing and maintaining multiple sources of supply to better ensure continued deliveries and reasonably priced, high-quality products and services. The Company welcomes the opportunity to partner with minority, women and disabled veteran business enterprise certified vendors, where such vendors are competitive on price, quality and timeliness. In the event of supplier relationships with foreign based companies, see the section of the Code below relating to the Foreign Corrupt Practices Act.

GUIDELINES OF CONDUCT EXPECTED OF ALL ASSOCIATES/ EMPLOYEES

Among the Company's most important assets is our reputation for conducting our business in accordance with the highest ethical standards. Maintaining this reputation will require all associates/employees to act with honesty and integrity, and in a manner that reflects favorably on the Company. While no written policies or Code of Conduct can instill personal integrity or honesty, or cover all situations that associates/employees may encounter, the following guidelines set forth the conduct that is expected of all associates/employees of TDS and its subsidiary operations as we carry out our duties and responsibilities for the Company:

- ***General:***

  All associates/employees are expected to conduct themselves in a manner that is conducive to the long-term growth and development of the Company. Such conduct will include:

  - Demonstrating a considerate, helpful and friendly attitude toward coworkers, customers and product and service providers; and helping to promote and maintain a cordial, collaborative work environment.

  - Reporting to work punctually and as scheduled. Absenteeism and tardiness increase the workload on colleagues, interfere with the flow of business, adversely affect morale and the quality of service to customers, and decrease productivity.

  - Following the policies and procedures established by the Company that pertain to conduct in the workplace[*]. These include the prohibition of any form of violence, abusive behavior or harassment, including sexual harassment; the use, possession, sale, purchase or transfer of unauthorized or illegal drugs or substances; and the misuse of legal drugs. Drinking alcoholic beverages while performing work functions is prohibited, whether on or off Company property, except when specifically permitted in

[*] Includes employee's conduct on Company premises, or while representing the Company, or while operating Company vehicles or equipment.

moderation at Company-sanctioned events. Performing work functions while under the influence of illegal drugs/substances or alcohol is prohibited.

- Performing all responsibilities conscientiously and efficiently, and seeking ways, as appropriate, to make contributions in areas other than those specifically assigned.

- Observing safety and security practices, rules and standards so as to ensure the safety of all. No associates/employees may possess or permit others to have explosive devices, firearms or other dangerous weapons, whether licensed, concealed or otherwise, on Company premises, in Company vehicles or while engaged in any Company activity, unless any such restrictions are specifically prohibited under applicable law. Also, the security of Company premises, systems and proprietary or confidential information must be safeguarded at all times.

- Not accepting outside employment or becoming partially self-employed if this would or is reasonably likely to i) compromise the Company's interests or create a conflict of interest (for example, as would be the case if Company resources were used in such an endeavor), ii) adversely affect job performance and/or ability to fulfill all responsibilities to the Company, or iii) adversely affect the Company's image.

- Not attempting to justify an improper or illegal behavior by claiming it was ordered by someone in higher authority. No one, regardless of position, is permitted to direct an associate/employee to commit a wrongful act, and any such direction must be rejected and reported to higher authority.

- ***Applicable Laws and Regulations:***

  It is the Company's policy to obey all local, state, federal and international laws, rules and regulations that apply to any aspect of TDS or its subsidiary operations, as well as to comply with standards of the New York Stock Exchange or other applicable self-regulatory organizations. In addition, associates/employees must comply fully with all applicable laws, rules and regulations.

  Since the laws governing our activities are often complex, any questions concerning their applicability and interpretation should be referred to the associate's/employee's unit senior Human Resources executive or CEO. It will be up to this individual to work with the General Counsel of TDS, USCC or TDS Telecom to ensure that competent legal counsel is provided to the appropriate parties.

- ***Equal Employment Opportunity:***

  The Company is fully committed to equal employment opportunity for all associates/ employees and applicants for employment. The Company will seek to ensure that there is no unlawful discrimination in hiring/recruitment, employment, transfer, promotion, training, working conditions, wages and salary administration, employee benefits, application of policies, termination or any other condition of employment or career development.

- ***Copyright Laws and License Agreements:***

  The violation of any copyright laws or the terms of any license agreement, including the unlawful duplication of copyrighted materials, is strictly forbidden. Some form of licensing agreement that describes the terms, conditions and allowed uses covers most of the software products purchased by the Company. Associates/employees must be aware of the restrictions on the use of software and abide by those restrictions.

- ***Antitrust Laws:***

  The Company is committed to a policy of vigorous and lawful competition based on the merits of the products and services we provide. The Company will fully comply with the federal and state antitrust laws that prohibit companies from engaging in anti-competitive or potentially anti-competitive practices.

  Any plans or activities, which would or might limit competition, such as pricing discussions with competitors, are strictly forbidden and are to be immediately reported to the associate's/employee's unit senior Human Resources executive or CEO. Additionally, any questions of what constitutes legal competition in the areas of sales and marketing, and legally permitted activity in the areas of competitor, customer or supplier relations, must be referred to one of these individuals. It will be up to this individual to work with the General Counsel of TDS, USCC or TDS Telecom to ensure that any such above mentioned plans, activities and issues are appropriately addressed.

- ***Foreign Corrupt Practices Act:***

  This law prohibits giving, paying, promising, offering or authorizing the payment of anything of value to foreign officials, political parties or candidates for foreign political office, in order to secure, retain or direct business. Payments made indirectly through an intermediary (for example, through a vendor with whom the Company is doing business), under circumstances indicating that such payments would be passed along for prohibited purposes, are also illegal. Associates/employees of the Company must strictly comply with this law. Additionally, any questions of what constitutes legally permitted activity with respect to payment of anything of value to foreign officials, political parties or candidates for foreign political office in order to secure, retain or direct business must be referred to the associate's/employee's unit senior Human Resources executive or CEO. It will be up to this individual to work with the General Counsel of TDS, USCC or TDS Telecom to ensure that any such above mentioned plans, activities and issues are appropriately addressed. All transactions with foreign vendors must be conducted in compliance with Company policy.

- ***Federal Communications Commission (FCC) and State Regulatory Commission Regulations:***

  The Federal Communications Commission (FCC) and state regulatory commissions have established rules that govern the way TDS and its subsidiary operations provide many of the Company's products and services. TDS and its subsidiary operations will comply with all federal and state commission rules and regulations applicable to their businesses.

- ***Insider Trading:***

  The use of inside information for personal gain is forbidden by Company policy and may be a violation of Securities and Exchange Commission regulations. These regulations make it illegal to buy or sell Company securities, or influence others to trade the Company's securities, based on information not generally known to the public. This also includes trading in the securities of another company on the basis of insider information involving that company. All securities transactions must be conducted in compliance with the Company's statement of Policy Regarding Insider Trading and Confidentiality (the Insider Trading Policy).

- ***Confidentiality of Customer Communications :***

  The Company has the responsibility to protect the privacy and confidentiality of Customer Communications, including Customer conversations and related Customer data, which are protected by federal and state laws that impose severe criminal and civil penalties on those who are in violation of the applicable statutes.

  More specifically, every Customer communication transmitted through Company facilities is protected. This includes voicemail, text messaging, video/picture messaging, instant messaging, electronic chat and email. The substance, content or nature of any communication, or even the fact that there has been a communication, must not be divulged, except as allowed under applicable law or as may be legally required to government personnel. Any unauthorized use of information derived from communications transmitted through Company facilities is strictly forbidden. Any requests that might appear to cause an associate/employee to violate these rules should be referred to a supervisor, unit head, Human Resources representative or senior Human Resources executive.

- ***Safeguarding of Company Information:***

  The Company defines Company Information as information used by the Company in its business that is the result of some effort, expense, or investment by the Company. Company Information must only be used for the proper conduct of the Company's business.

  Such information includes, but is not limited to, technical data about products, equipment or services; improvements; discoveries; inventions; customer names, addresses, contact numbers or other data; associate/employee names, addresses, contact numbers or other data; pricing information; computer programs; flowcharts; financial results; budgets; marketing plans; sales records; personnel records; systems, procedures and methods; and contracts with customers or suppliers (internal or external). Disclosing Company Information to unauthorized persons outside the Company is prohibited and may constitute a violation of law. Company Information should only be disclosed within the Company on a need-to-know basis and when there is no legal or internal rule against such disclosure.

  Computing devices, cellphones including smart phones, tablets, software and information generated and stored electronically or otherwise must be adequately safeguarded. This includes safeguards against disruption, damage, loss, alteration, theft, fraudulent

manipulation and unauthorized access to, modification of and disclosure of Company Information, regardless of the ownership of the computing or communication device. Additionally, this includes safeguards against disclosure of Company Information through social media. Security, pass access and authorization codes and procedures must be adequately safeguarded. Strict adherence to the Company's Information Handling and Security Policies and other standards that address the protection of the Company Information resources and communication networks is required of all associates/employees.

Inventions, discoveries, secret processes and trademark designs that are conceived during an associate's/employee's tenure with the Company, and which relate to the Company's business, are the Company's property. Consequently, they and any related patent applications must be promptly disclosed to a supervisor or Human Resources representative or senior Human Resources executive.

Associates/employees who leave the Company continue to have an obligation to protect Company Information. Further, Company Information belongs to the Company and is Company property, and must remain at the Company or be promptly returned to the Company when an associate/employee leaves the Company.

- ***Safeguarding of Confidential Personal Information:***

The Company and its associates/employees are committed to compliance with all legal obligations and responsibilities to protect Confidential Personal Information.

The Company, through its Privacy, Social Media, Information Classification, Information Handling and Security Policies, is committed to maintaining the privacy and security of Confidential Personal Information, which includes, but is not limited to, customers, associates/employees and other individuals' postal address, personal email address, phone numbers or social security numbers. The Company restricts access to Confidential Personal Information to individuals who need to know such information for legitimate business or other purposes. The Company and its associates/employees understand that if Confidential Personal Information is wrongfully disclosed, this could violate the privacy of individuals and cause significant damage to the Company.

In the event that any Company Information or Confidential Personal Information is disclosed to an unauthorized person or party, or lost, misplaced or stolen (including the loss, misplacement or theft of laptop computers, cellphones including smart phones, tablets or other devices in which such information may be stored), such event should be immediately reported in accordance with the documented data security event reporting process, or to a supervisor or human resources representative or senior Human Resources executive who will then report the matter in accordance with the data security event reporting process.

- ***Retention of Records, Recording Information and Protecting Company Funds:***

Accurate, reliable, and complete Company records are required to efficiently manage the business and to meet the Company's legal and financial obligations. In particular, various

regulatory and governmental bodies require the retention and preservation of certain reports and records dealing with Company business.

Accordingly:

- Records, files, correspondence and other information pertaining to Company affairs should be maintained in compliance with applicable instructions and upon proper authorization as outlined in the Company's Business Records Retention and Disposal Policy and the Business Records Retention Schedule, and applicable statutory and legal requirements. Unauthorized destruction, removal or otherwise misappropriating such materials is a violation of law and is as serious as misappropriating Company funds or other property. Associates/employees must not tamper with or alter records, files, correspondence and other information, nor remove or destroy them prior to the specified date in the Policy, and associates/employees must comply with any notices to suspend destruction due to threatened or pending litigation or investigation.

- All reports and records, including those involving time spent or material used, vouchers, customer accounts, bills, payrolls, service indices and measurement plans must be accurate and complete. Close scrutiny is required to determine that the above items cover legitimate and appropriate Company expenses and that proper approvals have been given.

- Expense reports must be completed in a timely and accurate manner. Expenses must be properly documented, and only those that are reasonable, necessary to the Company's business and in accordance with the Company's reimbursement policy will be reimbursed.

- All assets, liabilities, revenues and expenses must be timely, fully and accurately recorded on the regular books of the Company. The creation of undisclosed or unrecorded funds, assets or liabilities, and/or their maintenance, for any purpose, is strictly prohibited.

- All internal and external reporting of financial and other information must be complete, timely and accurate.

- ***Use of Company Facilities, Equipment and Property:***

It is vital that the Company's property and any property leased by or under management of the Company only be used for the proper conduct of the Company's business. Also, the Company's investment in software, hardware, equipment, materials, tools, supplies, vehicles and other resources must be protected from damage, misuse, vandalism and unauthorized removal or disposal. This requires that associates/employees do not:

- Misuse or waste Company-owned or managed property, such as by using it or permitting others to use it for personal gain or some other unethical or unlawful purpose.

- Sell, transfer, remove or dispose of Company-owned or managed property without obtaining maximum consideration for such property or without appropriate authorization.
- Violate any Company policy or instruction for protecting Company software, hardware, equipment, materials, tools, supplies, vehicles and other resources against loss, theft, damage, misuse, vandalism and unauthorized removal or disposal.

- Fail to immediately report any real or likely loss, misuse or theft of Company property.

- Associates/employees must use the Company's electronic communication devices such as computers, telephones, cellphones including smart phones, tablets and other devices in an appropriate manner and in accordance with the Company's Information Handling and Security Policies and any related policies that prescribe computer usage. Associates/employees should have no expectation of privacy in any content they create, store, access or receive while using company-owned or leased equipment, systems or networks.

- ***Conflict of Interest Between Associates'/Employees' Responsibilities as Associates/ Employees and Their Private Interests:***

  All associates/employees must be able to carry out their duties and responsibilities on behalf of the Company without impairment or the appearance of impairment, by virtue of some activity, interest or relationship. In particular, associates/employees must avoid relationships with others that could conflict with their effectively carrying out their Company duties and responsibilities, might affect their independence or judgment, or which could otherwise give rise to a conflict of interest or the appearance of one. This would include hiring a family member into an operation supervised at any level by another member of the family, unless specific authorization is given by the unit's senior Human Resources executive or CEO. In addition, TDS' Vice President of Human Resources must be informed of such hiring.

  With respect to non-Company relationships, associates/employees must avoid entering into any associations with any other person or business enterprise that could or might give the appearance of conflict with their Company duties or responsibilities, or that might tend to affect their independence or judgment with respect to transactions between the Company or one of its business units and any other person or business enterprise.

  More specifically, relationships with outside vendors, suppliers, contractors and other personnel that the Company does or seeks to do business with must not, in the view of the Company, adversely affect the business interests of the Company, create or appear to create a situation of divided loyalty, or reflect unfavorably on the associate/employee and/or the Company. Accordingly:

  - No associate/employee or immediate family member of an associate/employee shall personally benefit, either directly or indirectly, from Company sales, purchases or other activities of the Company, except when such a transaction has been specifically approved in writing by the President and CEO of TDS. This prohibition does not apply to normal incentive compensation programs and sales of used equipment, furniture or

other property that have been approved by the associate's/employee's unit senior Human Resources executive or CEO.

- No associate/employee shall have any material personal involvement with, or financial interest in, any business enterprise with which the Company competes or does business, except as follows:

  - ✓ An investment representing less than one percent of the outstanding securities of a publicly owned corporation;

  - ✓ A loan from an established financial institution at normal rates for such loans; or

  - ✓ The Company determines after full disclosure of all the facts that the personal involvement or financial interest reported does not conflict with the interests of the Company or could not reasonably be expected to influence the associate's/ employee's actions for or obligations to the Company.

- No associate/employee shall hold a position with, or perform work for, a competitor, customer or supplier, or shall provide any services to outside business enterprises that could adversely affect the proper performance of his/her work for the Company or that might jeopardize the interests of the Company. This prohibition includes acting as an officer, director or consultant or other comparable capacity with an organization that the Company is currently doing or is seeking to do business with or is in competition with, without the specific written approval of the President and CEO of TDS.

- Associates/employees must use good judgment and act with moderation in all of their dealings with outside concerns with which the Company does business. More specifically, the guidelines below must be followed:

  - ✓ Associates/employees may accept entertainment, but only if the entertainment involves reasonable expenditures, occurs infrequently and would enhance or maintain a legitimate business relationship. This would include occasional attendance at athletic, theatrical and cultural functions.

  - ✓ Associates/employees may accept occasional meals or refreshment from outside concerns, should that be appropriate in the normal course of conducting business. Whenever possible, alternating meals and refreshments should be paid for by the Company on a reciprocal basis.

  - ✓ Associates/employees may only accept gifts of nominal value. An item has "nominal" value when it is promotional in nature, imprinted with corporate advertising and is also distributed to others in the Company as a promotional item. To be considered "nominal", any gift must have a retail value of $200 or less or be specifically approved by the President and CEO of TDS or the CEO of the business unit.

Hence, associates/employees may not accept anything of value that is primarily intended to gain favor or influence. Rather, all gifts, entertainment, etc. must be reasonably related to a business relationship and be consistent with social norms and business customs. Things that associates/employees are prohibited to accept include bribes; "kickbacks"; gifts of other than nominal value (as discussed immediately above); loans; money; special privileges; personal favors, services or benefits; and unusual hospitality or entertainment.

If there is any doubt as to whether what is being offered is appropriate in light of the above guidelines, it should not be accepted or the decision should be referred to the associate's/employee's business unit senior Human Resources executive or CEO.

- No associate/employee shall place any Company business of any kind with another business enterprise in which the associate/employee, a member of his/her family or a close relative has a significant ownership position or serves in a leadership capacity, without the specific prior written approval of the President and CEO of TDS.

- Company business shall be awarded to suppliers based on competitive bidding wherever feasible and on quality, cost and timeliness considerations, and not on the basis of personal friendship or favor. At least three qualified bidders shall be obtained whenever feasible and the lowest possible price shall be obtained for a given quality level.

In summary, all associates/employees are expected to avoid any investment or involvement that could adversely influence their actions on behalf of the Company, or give the appearance of doing so. Any actual or potential conflict of interest situation, whether of a Company or a non-Company nature, should be immediately reported by the associate/employee to a supervisor or unit head for resolution.

- ***Corporate Opportunities:***

Associates/employees are prohibited from taking for themselves opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position. Associates/employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

- ***Political Contributions and Activities:***

No Company funds or assets shall be used for federal political contributions; nor shall such assets or funds be used for state or local political contributions, even where permitted by applicable state or local laws, without the prior written approval of the President and CEO of TDS or the President and CEO of the respective business unit.

The above prohibitions are in no way intended to discourage associates/employees from making personal contributions to candidates, parties or political action committees of their choice. However, political contributions must not be made with Company funds or reimbursed with Company funds by any means, direct or indirect, except as discussed in the preceding paragraph. Without the approval of the Government Relations officer of the

business unit, associates/employees shall not solicit contributions for political candidates from other associates/employees. However, associates/employees may solicit contributions to a Company-sponsored political action committee. In addition, associates/employees who elect to become involved in partisan political activities must also make it clear that they are not speaking or acting for the Company.

Every jurisdiction in which the Company operates has a variety of rules that prohibit or severely restrict giving gifts to public officials/employees/associates and political candidates. There are exceptions, but the rules vary greatly between jurisdictions. Under no circumstances should an associate/employee either provide to or receive from a public official or political candidate any payment, gift or entertainment that might possibly be construed as improper or illegal, such as a bribe or kickback. Associates/employees should take care to avoid even the appearance of improper conduct in their relationships with public officials/members of their staffs and political candidates. Hence, any entertainment of, or other contact with, a public official or member of their staff, or political candidate must comply with the policies and limits set by applicable local, state and federal laws and regulations. Before any gift is made, an associate/employee must discuss the planned gift with his/her unit CEO or senior Human Resources executive and obtain approval. It is the responsibility of the business unit CEO or senior Human Resources executive to work with the unit Government Relations officer or with the General Counsel of TDS, USCC or TDS Telecom to ensure that competent legal advice is provided to the appropriate parties.

ACCOUNTING, INTERNAL ACCOUNTING CONTROLS AND AUDITING MATTERS

The Audit Committee of the TDS Board of Directors is committed to ensuring full compliance by the Company with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. In that regard, the Audit Committee has established procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by associates/employees of concerns regarding questionable accounting or auditing matters. A further explanation of such matters can be found in this Code, under the headings “Retention of Records, Recording Information and Protecting Company Funds” (see above) and “Use of Company Facilities, Equipment and Property” (see above). Any associate/employee wishing to submit a report of the type contemplated in the procedures shall be free to do so without fear of dismissal or retaliation.

The term “questionable accounting or auditing matters” includes, without limitation, (i) fraud, deliberate error or misrepresentation in the preparation, evaluation, review or audit of any financial statement of the Company, (ii) fraud, deliberate error or misrepresentation in the recording and maintaining of financial records of the Company, (iii) deficiencies in or noncompliance with the Company's internal accounting controls, (iv) misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the Company’s financial records, financial reports or audit reports, or (v) deviation from full and fair reporting of the Company’s financial condition.

Complaints and reports arising under this procedure may be made in the same manner as other complaints and reports arising under the Code, as described below in the section captioned "Administration of the Code." In addition, such complaints and reports may be made directly to the Company's Ethics Line (800)589-3254, which is staffed by an independent outside service provider and to which contact may be made anonymously. Retaliation against any person who reports an unlawful or unethical act will not be tolerated.

ADMINISTRATION OF THE CODE

In order for TDS to operate its various businesses according to the highest possible ethical standards, all associates/employees must take their responsibilities under this Code seriously, with respect to both their own personal conduct and that of their fellow associates/employees. Violations of the standards and policies contained in the Code will subject the associate/employee to appropriate disciplinary actions, up to and including discharge. Therefore, every associate/employee must:

- Understand the policies and practices contained in the Code and observe them at all times.

- Bring any substantive questions related to the Code, or its applicability to a given situation, or any other relevant ethical question or concern, to the attention of management. This Code will provide guidance on many issues, but it does not cover all of the situations with which associates/employees will be confronted.

- Report any violation of the Code as well as any perceived irregularities in ethics or accounting transactions that may not be specifically covered by its policies and standards.

The associate/employee should refer such ethical questions and concerns to his/her immediate supervisor for resolution. If for any reason the associate/employee chooses not to do so, the matter may be referred to the unit head, Human Resources representative, Vice President of Human Resources, Vice President - Internal Audit, President and CEO of TDS, or Audit Committee[*] of the Company's Board of Directors. No waiver of any provision of the Code may be authorized by anyone unless such waiver is made in writing by one of the officers listed in the previous sentence (or as otherwise expressly provided in the Code) and is immediately copied to the Audit Committee of the TDS Board of Directors. No waiver of the "Accounting, Internal Accounting Controls and Auditing Matters" section of this Code may be authorized by anyone except the Company's Board of Directors, acting as group. Associates/employees may also report concerns or questions concerning possible violations of the Code to the Company's Ethics Line at (800)589-3254. Such reports may be made anonymously, but should contain sufficient information to allow the Company to take appropriate action.

Company management is committed to administering the Code fairly, objectively and conscientiously. The identity of associates/employees about whom or against whom an alleged violation of the Code has been made will remain confidential unless or until it has been

[*] Information for contacting the Audit Committee members is available by calling the Ethics Line at 800-589-3254.

determined that a violation has occurred that requires disciplinary action. At such time, the information will only be released on a "need-to-know" basis.
Associates/employees reporting a possible violation of the Code will be protected from retaliation, such as being demoted, suspended, threatened, harassed, mistreated or terminated. Confidentiality of the identity of the associate/employee reporting a possible violation will be maintained to the greatest extent possible.

Any associate/employee, who has initiated, participated in or encouraged retaliation against an associate/employee who reports known or suspected Code violations will be subject to disciplinary action up to and including discharge. An act of retaliation against any reporting associate/employee is, in and of itself, a violation of the Code and must be reported.

To ensure that the Code and its enforcement receive appropriate ongoing attention from Company management:

- Each TDS operation will undertake various activities to ensure compliance with the Code, to include:

  - Requiring all new associates/employees to read the Code and complete an online Acknowledgment Form, as a condition of employment.

  - Requiring annually that all current associates/employees review the Code and complete an online Acknowledgment Form when there are revisions to the Code, or as management determines is necessary to help ensure that associates/employees remain knowledgeable about the Code's standards and policies.

  - Ensuring that all actual or alleged violations of the Code have been thoroughly reviewed and that appropriate action has been taken.

- The TDS Vice President of Human Resources and the Internal Audit department will periodically remind all TDS operations of their responsibilities with respect to the Code.

- The Internal Audit department, under the direction of the Audit Committee of the TDS Board of Directors, will periodically monitor compliance with the Code.

- The Audit Committees of the Company Board of Directors will annually review the Internal Audit department's monitoring activities in connection with the Code. The Committees will also review any other material Code-related activities that occurred during the year, including any significant events concerning the standards and policies it contains. Its findings will be reported to the Company's Board of Directors.

CONCLUSION

The continued success of TDS and its subsidiary operations and associated service companies requires that it retain the trust of its major constituencies: customers, associates/employees, shareholders, suppliers, communities we serve and the government associates/employees and

agencies with whom we interact. To accomplish this goal, all associates/employees must conduct themselves with the highest standards of honesty, integrity and business ethics. To ensure this result, all associates/employees must read, understand and comply with the Code of Business Conduct.