#2412

This FINANCING STATEMENT is presented to THE FILING OFFICER for filing for record in the real estate records:

1 Debtor(s) (Last Name First) and address(es) United States Cellular Operating Company-Des Moines c/o United States Cellular Corporation 8410 West Bryn Mawr Avenue Suite 700 Chicago, IL 60631

2 Secured Party(ies) and address(es) United States Cellular Corporation

8410 West Bryn Mawr Avenue Suite 700 Chicago, IL 60631 3 For Filing Officer (Date Time Symber, and Time Office)

Ucc Resor 3 PAGE 705

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MICHELLE UTSLER Madison Collin County Conder, IA

4 This Financing Statement covers the following types or items of property:

Chattel paper, rights to payment, instruments, contract rights, inventory, equipment, software, software licenses, fixtures and general intangibles, all as more particularly described on Exhibit A attached hereto and incorporated herein. FIXTURE FILING: This financing statement covers goods that are or may be affixed to the real property described on Exhibit B hereto. The record owner is described on Exhibit B. FILE IN REAL ESTATE RECORDS.

5 Name and Address of Assignee

NTFC Capital Corporation 220 Athens Way Nashville, TN 37228

REC \$32 UD

CONDITION V

The name of a record owner isTHE_RECORD_OWNER_IS_DESCR 7 7 Products of collateral are covered.	IBED ON EXHIBIT B. 3 pep.
United States Cellular Operating Company - les Moines	United States Cellular Corporation
By: A Debtar He H Donald Notson	Algnature of XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
Type or Print all names (Iowa Code 335.2) Secured party or other appropriate signature may be substituted for debtor(must be identified when substituted.	Type of Print all names (Iowa Code 335.2)

Form Approved (7-1-76) By: MARY JANE ODELL, Secretary of State.

1. FILING OFFICER COPY-ALPHABETICAL

EXHIBIT A

Debtor:
United States Cellular Operating
Company - Des Moines
c/o United States Cellular
Corporation
8410 West Bryn Mawr Avenue
Suite 700
Chicago, Illinois 60631

Secured Party: United States Cellular Corporation 8410 West Bryn Mawr Avenue Suite 700 Chicago, Illinois 60631

Assignee:

NTFC Capital Corporation 220 Athens Way Nashville, TN 37228

> The Collateral consists of all of Debtor's right, title and interest in, to and under the following, whether now existing or hereafter acquired or arising and wherever located: chattel paper, rights to payment, instruments, contract rights, inventory, equipment, software, software licenses (to the extent permitted by the applicable licensor), fixtures, general intangibles and all accessions and additions to, substitutions for and replacements, products and proceeds of the foregoing, but excluding in all cases the Excluded Collateral (collectively, the "Collateral"). The term "Excluded Collateral" shall mean all now owned or hereafter acquired (i) accounts receivable arising from, and contracts for, the sale or lease of goods (other than goods purchased by Debtor from Northern Telecom Inc.) or rendition of services by the Debtor, (ii) instruments or general intangibles representing or evidencing ownership interests in any other entity holding a license or permit from the Federal Communications Commission to construct or operate a cellular radio communications system and (iii) rights to construction permits and operating licenses issued by the Federal Communications Commission or any state public utilities commission regarding the Debtor's or other entity's construction or operation of any cellular radio communications system.

United S	States	Cellular	Operating
Company	- Des	Moines	•

ADNEL BY:

UNITED STATES CELLULAR CORPORATION

Madison County, IA

Exhibit B to Financing Statement

Debtor:

United States Cellular
Operating Company - Des Moines
8410 West Bryn Mawr Avenue
Suite 700
Chicago, IL 60631
Attn: Kenneth R. Meyers,
Vice President, Finance

Secured Party:

United States Cellular
Corporation
8410 West Bryn Mawr Avenue
Suite 700
Chicago, IL 60631
Attn: Kenneth R. Meyers,
Vice President, Finance

Assignee of Secured Party:

NTFC Capital Corporation 220 Athens Way Nashville, TN 37228 Attn: Legal Department

Description of Real Property

Parcel 1 of 1 (Commerce)

Name of a Record Owner: David E. Enos and Mary Lou Enos Description of Real Property:

A percel in the South Thirteen and one-half (13½) Acres of the SE.

Quarter of the NW Quarter of Section 1, Township 77 N, Range 26W of the 5th

Principal Meridian, Madison County, Iowa more precisely described as follows:

Commencing at the West Quarter corner of said Section 1, then North

84°08'18" East along the South line of the Northwest Quarter of said Section,

1301.63 feet to the Point of Beginning; thence continuing North 84°08'18" East

350.16 feet; thence North 0°00'00" 431.81 feet; thence South 84°51'19" West

349.74 feet; thence South 0°00'00" 436.21 feet to the Point of Beginning,

containing 3.471 acres, including 0.251 acres of County Road Right of Way.

