

# UNITED STATES CELLULAR CORPORATION

## LONG-TERM INCENTIVE COMPENSATION COMMITTEE CHARTER\*

### I. PURPOSE

The primary functions of the Long-Term Incentive Compensation Committee (the “Committee”) are: to discharge the Board’s responsibilities relating to the long-term equity-based compensation of the executive officers<sup>1</sup> and other key employees of United States Cellular Corporation and its subsidiaries (the “Company”); to perform all functions designated to be performed by a committee of the Board under any of the Company’s Long-Term Incentive Plans and programs; to review and recommend to the Board the Long-Term Incentive Plans and programs for employees of the Company; and to report on long-term equity-based compensation in the Company’s annual proxy statement or otherwise to the extent required under any applicable rules and regulations.

### II. COMPOSITION/ELIGIBILITY

The Committee will be comprised of at least two non-employee members of the Board, each of whom shall be an “outside director” within the meaning of section 162(m) of the Internal Revenue Code of 1986, as amended, and a “Non-Employee Director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Board may appoint one or more additional members of the Committee, so long as each such additional member is an “outside director” and a “Non-Employee Director”, and designate one member to be the Chair of the Committee. Committee members may be replaced and the Chair may be changed from time to time by the Board.

### III. MEETINGS

The Committee will meet as often as required to fulfill its responsibilities as set forth in this Charter. The Committee may meet in person or telephonically or via similar communications equipment. A quorum for the transaction of business at any meeting of the Committee shall consist of two members, unless the Committee has more than two members in which case a quorum shall consist of a majority of the members of the Committee.

Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force and effect as a unanimous vote of the Committee.

### IV. ADVISORS

The Committee shall obtain advice and assistance from the Chairman, the Chief Executive Officer and/or the Chief Human Resources Officer and from any other officer or employee of the Company, as it determines is appropriate. The Committee also may obtain advice and assistance as it determines is appropriate from advisors engaged by the Company.

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<sup>1</sup> For purposes of this Charter, “executive officers” means all officers who are employees who are or will be identified in the Company’s annual proxy statement as “executive officers.”

## **V. FUNDING**

The Company shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **VI. OVERSIGHT RESPONSIBILITIES AND DUTIES**

To fulfill its oversight responsibilities and duties, the Committee will:

1. Review and recommend to the Board the Long-Term Incentive Plans and programs for the employees of the Company, including changes to the Company's Long-Term Incentive Plans and programs.
2. Interpret and administer the Company's Long-Term Incentive Plans and programs, including designating which affiliates of the Company that may have employees eligible to receive grants thereunder, establishing rules and regulations relating thereto, determining if someone is disabled for purposes thereof, approving persons to whom an award may be transferred, selecting employees who will be granted awards, establishing performance measures and restriction periods, and determining the form, amount and timing of each grant of an award, the number of shares of stock subject to an award, the purchase price or base price per share of stock associated with the award, the exercise price of an option award, the time and conditions of exercise or settlement of the award and all other terms and conditions of the award, including, without limitation, the form and terms of the agreement evidencing the award. Perform any other functions designated to be performed by a committee of the Board under the Company's Long-Term Incentive Plans and programs. The Committee may delegate some or all of its responsibilities and duties with respect to the Company's Long-Term Incentive Plans and programs under this Item 2 to the Chairman of the Company or any executive officer of the Company as the Committee deems appropriate, to the extent permitted by law and applicable listing standards and the applicable Long-Term Incentive Plan or program, but not regarding any award to officers of the Company who are subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended.
3. Review disclosures regarding long-term equity-based compensation made in the Company's annual proxy statement and annually report on executive officer long-term equity-based compensation in the annual proxy statement or otherwise to the extent required under any applicable rules or regulations.
4. Report to the Board of Directors of the Company on the Committee's actions.
5. Perform any other activities consistent with this Charter, the Company's Bylaws, the Company's Certificate of Incorporation and governing law as the Board of Directors of the Company considers appropriate and delegates to the Committee.

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\*As adopted by the Board of Directors on December 8, 2009.