

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATION OF USA MOBILE)	
COMMUNICATIONS, INC. II FOR AN)	CASE NO.
ORDER AUTHORIZING THE ISSUANCE)	89-352
AND SALE OF SECURITIES)	

O R D E R

On November 29, 1989, USA Mobile Communications, Inc. II ("USA II") filed an application for the issuance and sale of securities. Accompanying the application was Exhibit A containing financing information. USA II also filed a petition for confidential treatment of Exhibit A. The Commission issued an Order holding the petition in abeyance to allow USA II to supplement it with a statement identifying its competition and describing the reasons why the disclosure of the information would cause USA II substantial competitive injury. USA II did supplement the petition.

On April 23, 1990, Commission issued an Order denying the petition for confidentiality of Exhibit A finding that the petition did not establish that the information sought to be protected could be used by USA II's competitors to gain an unfair business advantage. USA II sought for and obtained the return of the Exhibit A material.

The Commission, having reviewed the petition, supplemental material and USA II's application for financing, and having been

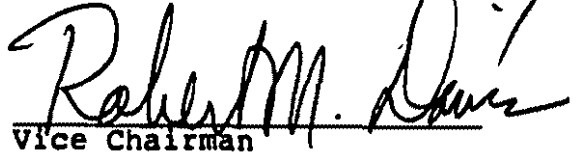
otherwise sufficiently advised, finds that the material contained in Exhibit A is necessary for the completeness of this proceeding.

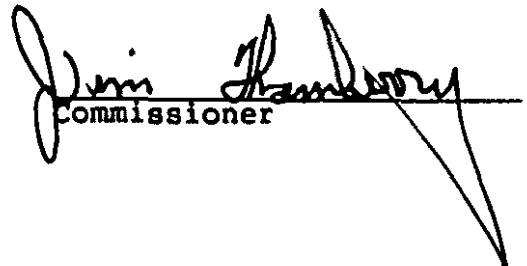
IT IS THEREFORE ORDERED AND COMPELLED that USA II return to the Commission a complete and unaltered copy of Exhibit A originally filed November 29, 1989 within 10 days from the date of this Order.

Done at Frankfort, Kentucky, this 3rd day of July, 1990.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director