

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF USA MOBILE)
COMMUNICATIONS, INC. ("USA"), MULTI-PAGE,)
INC., COMMONWEALTH TELECOMMUNICATIONS,)
INC., RADIO COMMUNICATIONS CORPORATION)
AND METRO TELECOMMUNICATIONS OF KENTUCKY,) CASE NO. 10034
INC. (COLLECTIVELY, THE "SELLERS"), TO,)
INTER ALIA, (1) ACQUIRE AND TRANSFER)
OWNERSHIP AND CONTROL OF THE SELLERS BY)
THE SALE OF THEIR ASSETS AND BUSINESS TO)
USA AND (2) TRANSFER AND ASSIGN THE)
CERTIFICATES OF CONVENIENCE AND NECESSITY)
GRANTED IN CASE NOS. 8692, 9418, 9837,)
8619, 9242, 7090 AND 8086)

O R D E R

Pursuant to motions filed by USA Mobile Communications, Inc. ("USA Mobile"), on December 3, 1987, and December 10, 1987, the Public Service Commission of Kentucky hereby amends its Order of November 23, 1987. This amended Order supersedes the Commission's Order of November 23, 1987. This Order imposes no new obligations on USA Mobile, but does not eliminate filing obligations that may exist under the prior Order. Underlined words and phrases in this Order reflect additions to the Commission's Order of November 23, 1987.

On September 24, 1987, Multi-Page, Inc. ("Multi-Page"), Commonwealth Telecommunications, Inc. ("ComTel"), Radio Communications Corporation ("RCC"), Metro Telecommunications of Kentucky, Inc. ("Metrotec") (collectively the "Sellers"), and USA Mobile filed a joint application requesting approval of the

transfer of radio common carrier assets of the Sellers to USA. Based on the evidence of record and being advised, the Commission is of the opinion and hereby finds that:

1. Multi-Page is a Kentucky corporation providing one-way automatic, direct dial radio paging and automatic two-way mobile telephone service in the counties of Hardin, Grayson, Warren, Christian, Todd, Logan, Simpson, McCracken, Marshall, Trigg, Caldwell, and Livingston, Kentucky.

2. ComTel is a Kentucky corporation providing radio paging service to the counties of Franklin, Fayette, and Madison, Kentucky. ComTel also provides radio paging service on and around the Fort Knox military reservation and Radcliff, Kentucky.

3. RCC is a Kentucky corporation providing radio paging and mobile telephone service in the counties of Fayette, Franklin and Harlan and in the City of Hazard, Kentucky.

4. Metrotec is a Kentucky corporation providing radio paging and mobile telephone service in and around Fayette County, Kentucky.

5. USA is a West Virginia corporation and operates as a radio common carrier in Matewan, West Virginia, providing the same services to its West Virginia customers as the Sellers provide to their Kentucky customers.

6. In Case No. 10025,¹ USA was granted authority to acquire the radio common carrier assets of Kentucky Radio Service, Inc.,

¹ Joint Application of USA Mobile Communications, Inc., and Johnny L. Wills, d/b/a Kentucky Radio Service, Inc. The order granting approval of the requested acquisition was issued on November 13, 1987.

Pursuant to that Order, USA is currently authorized to provide radio common carrier service to Kentucky customers formerly served by Kentucky Radio Service, Inc.

7. USA is ready, willing, and able to acquire and operate the radio common carrier assets of the Sellers.

8. USA possesses the financial, technical and managerial capability to provide reasonable service within the service areas of the Sellers. USA has indicated that all employees of each of the respective sellers who are currently responsible for providing and maintaining service will be retained by USA if the transfers are approved.²

9. USA should be authorized to provide radio common carrier service to those areas formerly served by the Sellers.

IT IS THEREFORE ORDERED that:

1. The sale and transfer of radio common carrier assets of the Sellers to USA be and it hereby is approved.

2. USA shall be authorized to offer those services formerly provided by the Sellers pursuant to authority granted by this Commission.

3. Within 5 days subsequent to the transfer, the Sellers and USA shall file with the Commission a joint notice setting forth the date of transfer. Until such notice is filed, the transferors shall remain subject to the jurisdiction of this Commission.

² Response to deficiency letter of October 2, 1987. (Response filed October 21, 1987.)

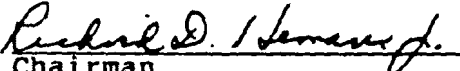
4. Within 30 days subsequent to the transfer, USA shall file a notice of adoption of each Sellers' tariff.

5. Each Seller shall have the responsibility of filing with the Commission an annual report for that portion of 1987 in which it operated the radio common carrier assets being transferred.

6. USA shall have the responsibility of filing with the Commission an annual report for that portion of 1987 in which it operates the radio common carrier assets acquired from these Sellers.

Done at Frankfort, Kentucky, this 22nd day of December, 1987.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Executive Director