

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

By Order issued November 23, 1987, the Commission authorized USA Mobile Communications, Inc. ("USA I") to acquire and operate the radio common carrier businesses of Multi-Page, Inc., Commonwealth Telecommunications, Inc., Radio Communications Corporation, and Metro Telecommunications of Kentucky, Inc. (collectively, the "Sellers"). The closing of these acquisitions has not yet occurred.

On May 4, 1988, USA I filed a "Notice of Change in Identity, Not Control, of Utility" in which USA I requested the Commission to approve USA Mobile Communications, Inc. II ("USA II"), a sister corporation of USA I, as the corporation which will acquire and operate the Sellers instead of USA I.

USA II is a Delaware corporation authorized to do business in Kentucky. Certified copies of the Certificate of Incorporation of

USA II and its Certificate of Authority to transact business in the Commonwealth of Kentucky were filed with the Commission in the above-styled case on May 13, 1988 and May 24, 1988, respectively. USA II has been substituted for USA I in other transfer applications filed with the Commission, involving the proposed acquisitions of other utilities providing conventional mobile telephone services. USA II has previously been acknowledged as fit to provide reasonable service.

Based on the evidence of record and being advised, the Commission is of the opinion and hereby finds that:

1. The ownership of USA I and USA II is virtually identical, except for minor shifts in ownership interests and in the identities of the shareholders of USA I and USA II.

2. The directors and officers of USA I and USA II are precisely the same.

3. The change in identity of the entity authorized to acquire the Sellers from USA I to USA II reflects merely a pro forma corporate restructuring.

4. The ability of USA II to deliver the radio common carrier ("RCC") services offered by the Sellers will not be affected by the change in identity of the entity authorized to acquire the Sellers from USA I to USA II.

5. USA II possesses the requisite financial, managerial and technical abilities to provide reasonable service, as required by the Sellers 278.020(4).

