

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF USA MOBILE)
COMMUNICATIONS, INC. ("USA") AND ALLTEL)
MOBILE COMMUNICATIONS OF KENTUCKY, INC.)
("ALLTEL"), TO, INTER ALIA, (a) TRANSFER) CASE NO. 10186
OWNERSHIP AND CONTROL OF THE ASSETS OF)
ALLTEL TO USA AND (b) TRANSFER AND ASSIGN)
THE CERTIFICATE OF CONVENIENCE AND)
NECESSITY GRANTED IN CASE NO. 9672)

ORDER

On March 9, 1988, USA Mobile Communications, Inc. ("USA"), and Alltel Mobile Communications of Kentucky, Inc. ("Alltel"), filed a joint application requesting that the Public Service Commission approve the sale of the assets of Alltel to USA and grant USA the authority to operate the radio paging business of Alltel. By Order issued May 10, 1988, granting a motion of USA, the Commission acknowledged an amendment to the Joint Application. The proposed transferee is now USA Mobile Communications, Inc. ("USA II"), a sister corporation of USA. The change in identity reflects merely a pro forma corporate restructuring. USA II has been substituted as a Joint Applicant. A conforming amended application was filed on May 20, 1988.

Alltel currently provides one-way communications paging and signaling services in Central Kentucky. Alltel's tariff on file does not reflect the offering of any two-way conventional mobile radio telephone service, or any other jurisdictional utility

service. In the Commission's May 12, 1988, Order in Administrative Case No. 322, Commission Jurisdiction Over One-Way Radio Paging Services, it found that persons providing only one-way radio paging services were not utilities within the meaning of KRS 278.010(3)(e).

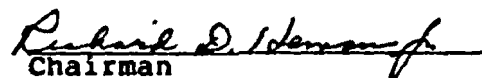
The current operation of Alltel is not that of a utility. Therefore, Commission approval of the proposed transfer is not required.

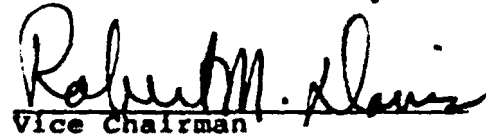
IT IS THEREFORE ORDERED that the joint petition for confidentiality, regarding Exhibit A to the Joint Application, filed in accordance with 807 KAR 5:001, Section 7, be and it hereby is granted.

IT IS FURTHER ORDERED that this case be and it hereby is dismissed.

Done at Frankfort, Kentucky, this 23rd day of May, 1988.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Executive Director