

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF USA MOBILE)
COMMUNICATIONS, INC. ("USA") AND TELE-)
PAGE CORPORATION ("TPC"), TO, INTER ALIA,)
(a) ACQUIRE AND TRANSFER OWNERSHIP AND) CASE NO. 10206
CONTROL OF TPC BY THE SALE OF ITS ASSETS)
TO USA AND (b) TRANSFER AND ASSIGN THE)
CERTIFICATE OF CONVENIENCE AND NECESSITY)
TRANSFERRED TO TPC IN CASE NO. 8304)

O R D E R

On March 22, 1988, the joint applicants, USA Mobile Communications, Inc. ("USA"), and Tele-Page Corporation ("TPC") filed a joint application seeking approval of the acquisition of ownership and control of TPC by the sale of its assets to USA, and the authorization of USA to operate the public utility business currently owned by TPC. 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.

TPC is an Ohio corporation providing one-way radio paging and two-way conventional mobile radio telephone service in and around Cincinnati, Ohio, and northern Kentucky.

USA II is a Delaware corporation, authorized to do business in Kentucky. A certified copy of the Certificate of Incorporation of USA II was filed on May 13, 1988. A certified copy of the Articles of Incorporation of USA, the aforementioned sister corporation of USA II, has been filed in the record of Case Nos. 10025¹ and 10034² involving the transfer of other radio common carrier businesses to USA.

Pursuant to an asset purchase agreement,³ TPC desires to sell and USA II desires to purchase the business and assets of TPC identified therein.

USA, the sister corporation of USA II, has previously sought and been granted approval to purchase the assets of other radio paging and mobile communications providers within Kentucky. The managerial, financial and technical fitness of USA has been examined and found to be adequate in such cases. The Commission has granted USA substantially the same relief as is requested by USA II in the current application, with respect to the proposed acquisition of other radio common carriers.

¹ Joint Application of USA Mobile Communications, Inc., and Johnny L. Wills, d/b/a Kentucky Radio Service, Inc.

² The Joint Application of USA Mobile Communications, Inc. ("USA"), Multi-Page, Inc., Commonwealth Telecommunications, Inc., Radio Communications Corporation and Metro Telecommunications of Kentucky, 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.

³ Exhibit A of the Joint Application.

The Commission finds that USA II possesses the requisite financial, managerial and technical abilities to provide reasonable service, as required by KRS 278.020(4).

IT IS THEREFORE ORDERED that:

1. 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.

2. The transfer of ownership and control of the utility assets of TPC to USA II be and it hereby is approved.

3. USA II shall be authorized to offer those utility services formerly provided by TPC pursuant to authority granted by this Commission.

4. Within 5 days subsequent to the transfer, TPC and USA II shall file a joint notice setting forth the date of transfer.

5. Within 30 days subsequent to the transfer, USA II shall file an adoption notice with the Commission adopting the tariffs, rules and regulations of TPC, pursuant to 807 KAR 5:011, Section 11.

6. TPC shall file an annual report for that portion of 1988 in which it operated the system.

7. USA II shall file an annual report for that part of 1988 in which it operates the system.

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

PUBLIC SERVICE COMMISSION

Richard D. Thompson
Chairman

Robert M. Davis
Vice Chairman

Spencer W. Williams
Commissioner

ATTEST:

Executive Director