

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

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

O R D E R

On November 29, 1989, USA Mobile Communications, Inc. II ("USA II") filed its application for authority to assume obligations of certain notes ("Notes") as described in Exhibit A of the application and to issue and sell the Notes to certain accredited investors.

The purpose of said Notes is to refinance existing debt and to fund capital improvements and working capital needs of USA II.

In connection with the application, USA II filed the following two documents: (1) petition for confidentiality pursuant to 807 KAR 5:001, Section 7, requesting the Commission to issue an Order directing that Exhibit A of the application be afforded confidential treatment; and (2) motion to dispense with certain requirements of 807 KAR 5:001, Section 11.

The Commission, having considered the evidence of record and being sufficiently advised, finds that the issuance and sale of the above securities by USA II are for the lawful object within the corporate purposes of USA II operations, are necessary or appropriate for and consistent with the proper performance of its

service to the public, will not impair its ability to perform that service, are reasonably necessary and appropriate for such purposes, and should therefore be approved.

IT IS THEREFORE ORDERED that:

1. USA II's motion to dispense with certain requirements of 807 KAR 5:001, Section 11, is granted and USA II is authorized to dispense with the requirements of 807 KAR 5:001, Sections 11(1)(a) and 11(2), relating, respectively, to the filing of the following information with the Commission in support of its verified application: (i) the original cost of the personal and real property acquired or to be acquired by USA II; (ii) a financial exhibit; (iii) trust deeds or mortgages; and (iv) engineering maps and plans of the proposed property to be acquired.

2. USA II be and it hereby is authorized to issue, sell, and assume the obligations of the Notes as described in the application, Exhibit A.

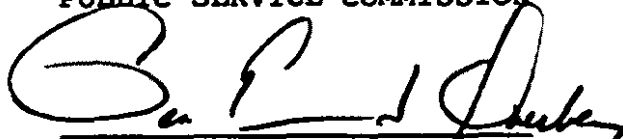
3. USA II shall, as soon as reasonably possible after the issuance of the securities referred to herein, file with the Commission a statement setting forth the date or dates of issuance of the securities authorized herein, the price paid, the interest rates, the purchasers, and all fees and expenses, including underwriting discounts or commission or other compensation, involved in the issuance and distribution.


4. The proceeds from the transactions authorized herein shall be used only for the lawful purposes as set out in the application.

Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this 15th day of December, 1989.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman

Commissioner

ATTEST:



Executive Director, Acting