

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF JOHNNY L.)
WILLS, d/b/a KENTUCKY RADIO SERVICE,)
INC. ("KRS"), TO INTER ALIA, (1) ACQUIRE)
AND TRANSFER OWNERSHIP AND CONTROL OF)
KRS BY THE SALE OF ITS ASSETS TO USA) CASE NO. 10025
AND (2) TRANSFER AND ASSIGN THE)
CERTIFICATES OF CONVENIENCE AND NECESSITY)
GRANTED IN CASE NOS. 7091, 9333, 8289)
AND 8786)

O R D E R

By Order issued November 13, 1987, the Commission authorized USA Mobile Communications, Inc. ("USA I") to acquire and operate the radio common carrier business of Kentucky Radio Service, Inc. ("KRS"). The closing of this acquisition 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 KRS 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 KRS 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 KRS will not be affected by the change in identity of the entity authorized to acquire KRS from USA I to USA II.

5. 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 USA Mobile Communications, Inc. II is authorized to take the place of USA Mobile Communications, Inc. I as the entity authorized to acquire ownership and control of Kentucky Radio Service, Inc.

Done at Frankfort, Kentucky, this 3rd day of June, 1988.

PUBLIC SERVICE COMMISSION

Richard D. Hemmery
Chairman

Robert M. Davis
Vice Chairman

James R. Williams
Commissioner

ATTEST:

Executive Director