

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION

Nashville, Tennessee

December 11, 1995

IN RE: THE JOINT PETITION OF:

BELLSOUTH CORPORATION, BELLSOUTH ENTERPRISES, INC., BELLSOUTH MOBILE SYSTEMS, INC., MOBILE COMMUNICATIONS CORPORATION OF AMERICA, AND MOBILECOMM OF TENNESSEE, INC.; AND

MOBILEMEDIA CORPORATION, MOBILEMEDIA COMMUNICATIONS, INC., AND MOBILEMEDIA DP PROPERTIES, INC.

FOR TRANSFER OF CONTROL OF MOBILECOMM OF TENNESSEE, INC.'S TENNESSEE RADIO COMMON CARRIER CERTIFICATES TO MOBILEMEDIA COMMUNICATIONS, INC.; AND

IN CONNECTION THEREWITH, APPROVAL TO MOBILEMEDIA COMMUNICATIONS, INC. FOR PUBLIC DEBT OFFERING; AND

APPROVAL TO MOBILE COMMUNICATIONS CORPORATION OF AMERICA AND/OR MOBILECOMM OF TENNESSEE, INC. FOR CREDIT FACILITY, GUARANTEES, PLEDGES AND ASSIGNMENTS;

AND APPROVAL TO MOBILEMEDIA DP PROPERTIES, INC., FOR CREDIT FACILITY, GUARANTEES, PLEDGES AND ASSIGNMENTS.

Docket No. 95-03804

SUPPLEMENTAL ORDER

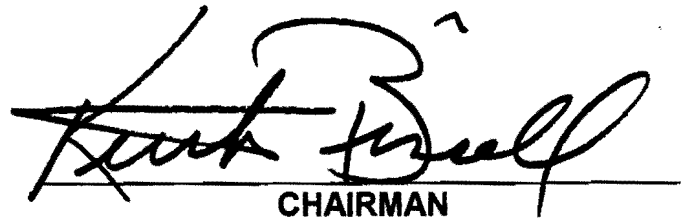
The Tennessee Public Service Commission approved the above captioned matter filed October 18, 1995 and supplemented by the filing of November 6, 1995, at its Commission Conference of November 7, 1995. The Commission's Order approving the Joint Petition issued November 15, 1995.

The Order omitted reference to the November 6, 1995, Supplemental Filing.

IT IS THEREFORE ORDERED:

1. That the Joint Petition of BellSouth Corporation, *et al*, and MobileMedia Corporation, *et al*, filed October 18, 1995 and supplemented November 6, 1995, is hereby approved and ratified.

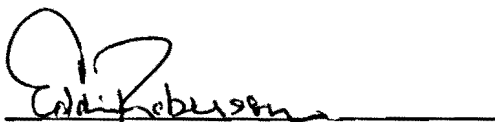
2. That the Tennessee Public Service Commission's Order in this matter dated November 15, 1995 shall otherwise remain unchanged.


CHAIRMAN


COMMISSIONER


COMMISSIONER

ATTEST:


EDDIE ROBERSON
INTERIM EXECUTIVE DIRECTOR

Prepared by:
Ralph B. Christian, II
General Transportation Counsel