

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION

Nashville, Tennessee

December 22, 1995

IN RE: THE JOINT PETITION OF MOBILEMEDIA COMMUNICATIONS, INC., MOBILEMEDIA DP PROPERTIES, INC., MOBILECOMM OF TENNESSEE, INC. AND MOBILEMEDIA PAGING, INC. FOR TRANSFER OF CERTIFICATES OF AUTHORITY TO MOBILEMEDIA PAGING, INC. AND IN CONNECTION THEREWITH, APPROVAL TO MOBILEMEDIA PAGING, INC. FOR CREDIT FACILITY, GUARANTEES, PLEDGES AND ASSIGNMENTS.

Docket No. 95-04054

ORDER

This matter is before the Tennessee Public Service Commission upon the Joint Petition of MobileMedia Communications, Inc., MobileMedia DP Properties, Inc., MobileComm of Tennessee, Inc., and MobileMedia Paging, Inc. for transfer of MobileMedia DP Properties, Inc. And MobileComm of Tennessee, Inc.'s Radio Common Carrier certificates to MobileMedia Paging, Inc. as set forth in the above caption.

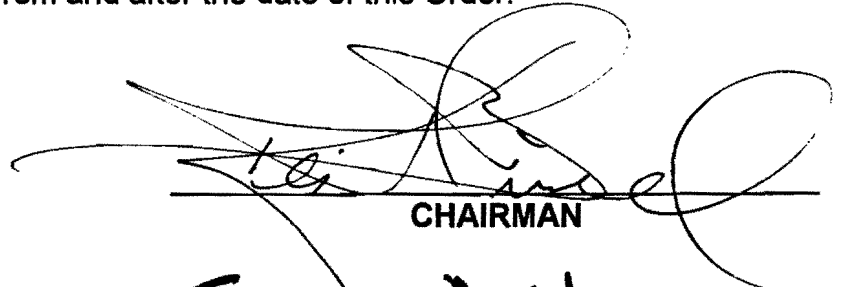
This matter was considered at the December 19, 1995 Commission Conference. Given recent changes in Federal law preempting certain state law provisions governing radio common carriers, it is not clear whether the Tennessee Public Service Commission's approval of the instant matter is necessary to finalize these transactions. However, at the request of the parties

and from an abundance of caution, the Public Service Commission's Staff has reviewed the instant Petition and recommends its approval.

IT IS THEREFORE ORDERED:

1. That the Joint Petition filed November 20, 1995 by MobileMedia Communications, Inc., MobileMedia DP Properties, Inc., MobileComm of Tennessee, Inc., and MobileMedia Paging, Inc. for transfer of MobileMedia Communications, Inc., MobileMedia DP Properties, Inc. And MobileComm of Tennessee, Inc.'s Radio Common Carrier certificates to MobileMedia Paging, Inc. is hereby approved.
2. That MobileMedia Paging, Inc.'s status as a party to the credit facility (Tranches of Credit Agreement and revolving credit), its guarantees, pledges, and assignments, including but not limited to assignment of its stock and radio common carrier certificates in connection with the credit facility of MobileMedia Communications, Inc. Is hereby ratified and approved to the extent required by T.C.A. §§65-4-109 and 112.
3. That any party aggrieved by the Commission's decision in this matter may file a Petition for Reconsideration with the Tennessee Public Service Commission within ten (10) days from and after the date of this Order.

4. That any party aggrieved by the Commission's decision in this matter may file a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.


CHAIRMAN


COMMISSIONER


COMMISSIONER

ATTEST:


EXECUTIVE DIRECTOR

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