

last recorded address of each member not less than ten (10) days, nor more than sixty (60) days, prior to the time fixed for the meeting, but no failure or defect in the delivery of the notice shall invalidate the meeting or any action taken thereat.

SECTION 3. The presence in person, or by proxy, of ten percent (10%) of the Association's active membership shall constitute a quorum.

SECTION 4. Each Active Member present, in person or by proxy, shall be entitled to one vote.

#### ARTICLE VI: Board of Directors

SECTION 1. General management of the property, funds, and business of the Association shall be the responsibility of the Board of Directors. The Board of Directors shall also be responsible for:

- (a) Establishing general policies, goals, programs, and operating procedures for the Association, including, but not limited to, policies governing the undertaking of special projects affecting the membership of the Association.
- (b) Establishing annual dues and payment schedules as listed under Article IV.
- (c) Approving the Association's budgets, financial reports and investment plans, and effecting the preparation of an audited financial statement reflecting the Association's operations, said statement to be made available to the Board of Directors within ninety (90) days after the close of each fiscal year.
- (d) Approving the selection of auditors, banking establishments, and investment counsellors for the Association.
- (e) Appointing other ad hoc committees, apart from those standing committees designated under Article IX, that the Board of Directors deems necessary.
- (f) Doing other acts and things deemed to be in the interests of the Association.

SECTION 2. The Board of Directors shall be composed of up to nineteen (19) entities, each of which holds a ~~Private-Carrier~~

████████████████████ system license and is an Active Member of the Association. Each Director shall be represented on the Board by an individual who is an owner or employee of that entity. Under no circumstances may any one Active Member hold more than one seat on the Board of Directors.

SECTION 3. Fifteen (15) non-equipment manufacturer Directors shall be elected at-large from among the active membership. Up to four (4) Private-Carrier equipment manufacturers which are Active Members shall be elected as National Directors.

- (a) Any Active Member may nominate a Director-at-Large and/or National Director. To be placed on the ballot (or to constitute a valid write-in candidate), each nominee must be nominated (or write-in candidate must be voted for) by five (5) Active Members
- (b) For the election of Directors-at-Large and National Directors, each Active Member shall be entitled to a number of votes equal to the number of Directors-at-Large and National Directors being elected. Members shall have the right of cumulative voting within each Directors class. The Director-at-Large and National Directors will be those candidates receiving the greatest number of votes cast, except that no candidate receiving less than ten (10) percent of the votes cast may be elected.

SECTION 4. Each Director's term of office shall consist of three (3) years, each term of which shall conclude with the commencement of the Board of Directors' Annual Meeting. Directors-at-Large may serve no more than two (2) consecutive terms. After the completion of any such term and after having then not served as a Director for at least two (2) years, an Active Member may again be nominated as a Director. The 1990-1991 ██████████ term of current Directors shall be considered the first of the two consecutive terms permitted. No existing Director may run for election prior to expiration of its existing term without first resigning its existing position on the Board.

SECTION 5. The election of Directors shall be completed within three (3) months before the commencement of the ensuing term.

SECTION 6. In the event of a tie in any election, a runoff election will be conducted within sixty (60) days from the date that the Director would have been seated. In the event of a second tie, the winning Director will be determined by lot by the Chairman within twenty-four (24) hours.

**SECTION 7.** If the office of any Director shall for any cause become vacant, the unexpired portion of the term may be filled by the Board of Directors or may be filled through a Special Election upon a two-thirds (2/3) vote by the Board.

**ARTICLE VII: Board Meetings**

**SECTION 1.** The Board of Directors shall meet at least once each fiscal year. This mandatory meeting shall be referred to as the annual Board of Directors' Meeting and shall be held during the first quarter of each fiscal year. The Board of Directors may meet at other times during the year at the call of any eight (8) Directors or the Chairman of the Association.

**SECTION 2.** Three-quarters of the current Directors shall constitute a quorum to transact business at any meeting of the Board of Directors. A vote of the majority present will be required in any action taken by the Board of Directors, except as otherwise provided herein.

**SECTION 3.** A minimum of thirty (30) days notice, except when waived, must be provided for all meetings of the Board of Directors.

**SECTION 4.** Minutes of each Board of Directors meeting shall be prepared and distributed to each member of the Board of Directors by the Secretary. The Secretary shall distribute Minutes of any meeting to any Association member upon reasonable request.

**SECTION 5.** The Directors may be represented at meetings by proxy designated in writing, provided that the named proxy is eligible for Board of Director membership in his or her own right. No entity may act as proxy for more than one Director.

**SECTION 6.** Any Director which has failed to have a representative in attendance at two consecutive Board of Directors meetings will be removed from the Board, even if the Director has voted at those meetings by proxy.

**ARTICLE VIII: Appointed and Elected Officers**

**SECTION 1.** The appointed officer of the Association shall be the President who shall serve as Chief Executive Officer and shall be selected by a majority vote of the Board of Directors. The President shall be responsible for the day-to-day management of the Association's business, including its financial management under the direction of the Financial Management Committee, shall implement the policies adopted by the Board of Directors, and shall

06/94

perform such other duties as are necessary to carry out the authorized activities of the Association.

SECTION 2. The elected officers of the Association shall be the Chairman, Vice Chairman, Secretary and Treasurer. Only members of the Board of Directors may serve as elected officers. Elected officers of the Association shall serve without compensation.

SECTION 3. The elected officers of the Association shall serve for one (1) year which shall conclude with the commencement of the Board of Directors Annual Meeting. The first order of business of each Board of Directors Annual Meeting shall be the nomination and election of the officers for the ensuing year.

SECTION 4. The responsibilities and duties of the Chairman shall include presiding at all Board of Directors Meetings, speaking and acting on behalf of the Association, appointing the chairpersons of all standing and ad hoc committees, and other duties set forth in these By-Laws.

SECTION 5. The Vice Chairman shall assist the Chairman and is authorized to exercise the Chairman's responsibilities and functions in the event the Chairman is unable to do so.

SECTION 6. The Treasurer shall have the responsibility for insuring that full and correct accounts of the receipts and disbursements of the Association are kept, and shall have the authority to sign a check, draft or other order or otherwise make such disbursements of Association funds as are required in the conduct of its affairs. Such orders and disbursements shall be counter-signed or approved in writing as specified in the Association's bank records. The President, in concert with the Treasurer, shall be responsible for preparing the budget for consideration and approval by the Financial Management Committee and by the Board of Directors. Such appointed and elected officers and members of committees responsible for collection, disbursement, investment or safekeeping of funds shall give bond for the faithful performance of their duties, the bond to be in such form and amount as shall be approved by the Board of Directors.

SECTION 7. The Secretary shall assist the Chairman and Vice Chairman and shall distribute minutes for all meetings of the Association and the Board of Directors.

SECTION 8. The offices of Treasurer and Secretary may be held by a single officer who shall be designated Treasurer/Secretary, upon approval by the Board of Directors.

SECTION 9. In the event both the Chairman and Vice Chairman are unable to complete their year of service as officers, the Board of Directors shall convene a special meeting to elect other Board members to serve as Chairman and Vice Chairman for the balance of the term.

**ARTICLE IX: Committees**

SECTION 1. The Financial Management, Membership, Nominating, Regulatory Affairs, Technical [REDACTED], Compensation, and Executive Committees shall be the standing committees of the Association. The Chairman shall appoint the Chairperson of each standing committee and any other ad hoc committees created by the Board of Directors.

SECTION 2. The Financial Management Committee shall have the responsibility for assuring that full and correct accounts of the receipts and disbursements of the Association are kept, and shall be responsible for overseeing the preparation of an annual budget by the President for consideration and approval by the Board of Directors.

SECTION 3. The Membership Committee shall have the responsibility for promoting membership in the Association.

SECTION 4. The Nominating Committee shall have the responsibility for the preparation of a slate of officers to be elected by the Board of Directors at each Board of Directors Annual Meeting. This slate will be circulated two weeks prior to the annual meeting.

SECTION 4. The Regulatory Affairs Committee shall have the responsibility for reviewing all regulatory and legislative matters and identifying those that may impact the Association's membership. With the assistance of the Association's General Counsel, this Committee is also responsible for preparing the Association's regulatory positions, and for submitting its recommendations to the full Board of Directors for their consideration in a manner such that timely Comments may be filed with the appropriate agency or body.

SECTION 5. The Technical [REDACTED] Committee shall have the responsibility for advising the Association on technical developments and issues that may impact the Association's membership and providing technical analysis of industry-related issues when asked to do so by the Board or by the Chairperson of any other standing committee.

SECTION 6. The Compensation Committee shall be comprised of the Chairman, the Vice-Chairman and the past Chairman. It will be responsible for recommending to the Finance Committee the President's salary for each fiscal year.

SECTION 7. The Executive Committee shall be comprised of members of the Board of Directors and shall be responsible for giving specific direction to the President in all matters of interest to the Association and for meeting regularly with the President to discuss those matters.

#### ARTICLE X: Amendments

SECTION 1. These By-Laws may be amended at any annual or special meeting of the Board of Directors upon the affirmative vote of two-thirds of the Directors present in person or by proxy.

SECTION 2. An amendment to these By-Laws may be proposed by any Association member and acted upon at any Board of Directors meeting, provided that each Director is provided with a copy of the proposed amendment at least thirty (30) days prior to the meeting at which the amendment is proposed for adoption.

#### ARTICLE XI: Advocacy

SECTION 1. (a) The Association shall not take advocacy positions before ~~the Federal Communications Commission or elsewhere~~, except upon the affirmative vote of two-thirds of the Directors present in person or by proxy at a duly constituted meeting of the Board of Directors or, alternatively, when such authorization is given by all Directors in response to a request for instructions submitted by mail. When a request for authority to take an advocacy position is properly submitted to the Board of Directors by mail, any Director not responding within the time prescribed in the mail request shall be deemed to have voted with the majority of those who responded. No request for authority to take an advocacy position shall afford the Board of Directors less than seven (7) days in which to respond.

(b) In the event that the Board takes an advocacy position, then affirmative vote by a majority of Directors is required before the Board may consider reversing or substantially modifying that advocacy position. Upon such an affirmative vote, the provisions of Article XI Section 1(a) shall apply.

**Exhibit 3**

**AMTA BOARD OF DIRECTORS**



**BOARD OF DIRECTORS**

**Chairman of the Board**  
Richard H. Stewart  
Transit Communications

**Vice Chairman**  
Q. Irving Roberts  
Roberts Communications, Inc.

**Secretary/Treasurer**  
Wm. Tom Gerrard, Advanced Radio  
Comm. Services of Florida, Inc.

Steven T. Apicella, RAM Mobile Data  
USA Limited Partnership

George Calhoun, PowerSpectrum

Harold Chamberlin, Western Tech.  
Communications, Inc.

John A. Daskalakis  
TRS Communications

Lee Dick, Metrolink Communications  
Corporation

Richard F. Feser, E.F. Johnson Company

Martin T. Franke, Jr.  
Midwest Mobile Systems, Inc.

Steven E. Fulford, Uniden America Corp.

Warren Harkins, A&B Electronics

Michael D. Kennedy, Motorola Inc.

Bruce A. LeVasseur  
D & L Communications, Inc.

Don Lindsly, Ericsson GE

William R. Neville  
Crescent Communications

Morgan E. O'Brien, Esq., Nextel, Inc.

Steve Schovee, OneComm Corp.

Richard G. Somers  
American Mobile Systems, Inc.

John Wehmann, Questar Corporation

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# OPEN CHANNELS

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AMTA Open Channels is the official publication of the American Mobile Telecommunications Association (formerly ASNA), a non-profit, membership-based trade association serving the Private Carrier Telecommunications Industry. Published monthly by AMTA, 1150 18th Street, N.W., Suite 250, Washington, D.C. 20036; telephone (202) 331-7773. Subscriptions are available to non-members at \$99 per year. Send advertising and editorial materials to AMTA, 1150 18th Street, N.W., Suite 250, Washington, D.C. 20036. Copyright 1994 by the American Mobile Telecommunications Association. All rights reserved. Reproduction in whole or in part without written permission is strictly forbidden. The opinions expressed in the articles of this magazine do not necessarily represent the views of the American Mobile Telecommunications Association, its Board of Directors, or staff.

**Exhibit 4**

**RCR ARTICLE, "JUSTICE SEEKING ADDITIONAL INFO ON SMR DEALS"**

# Justice seeking additional info on SMR deals

By Tracy Anderson Ford

Concern over potential antitrust violations has led the Justice Department to ask for more information from Motorola Inc. and several other specialized mobile radio operators that plan to sell or buy operations.

But the requests are being characterized as standard, and most companies say they don't expect Justice to slow down any of the impending sales.

Justice has requested more information about a series of transactions announced late last year, as Motorola—the largest SMR operator in the country—announced plans to exit the carrier market and focus on its manufacturing responsibilities for the industry.

Motorola said it would sell 2,500 radio channels in 21 states to Nextel Communications Inc. as well as \$260 million toward equipment purchases for Nextel's digital enhanced SMR network. In exchange, Motorola will receive a 20 percent stake in Nextel. Motorola also is set to get a 30 per-

Turn to...Justice, Page 21

## ...Justice

From Page 1

cent stake in OneComm Corp., an Englewood, Colo.-based SMR operator, and a 34.5 percent stake in Greenville, S.C.-based Dial Page Inc.

Nextel, Dial Page and OneComm are all planning to offer enhanced SMR services that will compete with cellular operators for customers. The three companies are planning to link their networks to offer roaming coverage to the top 45 markets in the country.

The Justice Department and the Federal Trade Commission investigate all transactions valued at more than \$15 million for antitrust violations. All three planned acquisitions qualify.

A Nextel spokesman said that Justice has asked for more information in many, if not all, of Nextel's sizeable acquisitions. Earlier this month, Nextel's purchase of PowerFone Holdings Inc., valued at \$300 million, was approved by the government.

Justice requested more information because "people (at the department) didn't understand the industry and all of a sudden they got a plethora" of acquisition proposals, said Robert Foosaner, Nextel's vice president of government relations.

SMR dispatch units total 1.3 million, but total dispatch units in the United States amount to 15 million, Foosaner said. Once the Justice Department found that out, it seems satisfied that no antitrust laws were being violated, he added. Justice could have stopped the Nextel-PowerFone deal if it had any antitrust concerns, but chose not to, he explained.

The requests for more information

RCR

April 25, 1994

are "fairly routine," commented Motorola spokesman Michael Doheny. The requests shouldn't slow down the sale of Motorola's properties, he added. "We don't see any problems at this point."

Likewise, spokeswoman Louise Major of Dial Page said that Justice asked for more information, which Dial Page supplied. But Dial Page said the request should not be an obstacle in any of the sales.

OneComm said it is also providing the Justice Department with information for a comprehensive evaluation, but would not comment on whether the investigation will slow down the acquisitions.

April 25, 1994 RCR

April 25, 1994 RCR

Exhibit 5

**NEXTEL NOVEMBER 15, 1993, NEWS RELEASE**

# News Release



**Nextel Communications Inc.**  
201 Route 17 North  
Rutherford, NJ 07070  
201 438-1400

For Immediate Release

Contact: **Jack Markell**  
**201-438-1400**

(Rutherford, NJ, November 15, 1993) -- Nextel Communications, Inc. (NASD-CALL) reported that for the quarter ended September 30, 1993 revenues increased over 25% to \$17,032,000 from \$13,613,000 in the comparable period of the prior year. Revenues for the six months ending September 30, 1993 were \$29,804,000 versus \$26,863,000 for the same period of the prior year.

The improved revenues reflect a record number of units in service (180,800) at September 30, 1993 as well as an increase in the average rate per unit. The increase in the number of units on service is a result of both the consummation of the merger with Dispatch Communications, Inc. (DisCom) in July, 1993 and a 52% increase in the number of 900 MHz units served at September 30, 1993 as compared to September 30, 1992.

"I am very pleased with the continued growth of our private network dispatch business," said Brian D. McAuley, president and chief executive officer. "We are successfully managing our existing business while also laying a solid foundation for the deployment of our Digital Mobile networks. I am particularly pleased with the internal

- more -

growth as evidenced by the significant increase in the number of 900 MHz units in service. That growth coupled with a reduction of our churn rate in the traditional Nextel dispatch business is a strong indication of the health of our business."

Radio service revenues, which represent the Company's core business, increased by 26.8% to \$10,817,000 for the three months ended September 30, 1993 and by 15.7% to \$19,536,000 for the six month period, as compared to comparable periods of the prior year.

The Company's gross profit increased by 27.7% to \$10,090,000 and by 12.1% to \$17,999,000 for the three and six month periods, respectively.

"The last several months have been very significant for Nextel," Mr. McAuley said. "We consummated our merger with DisCom. A subsidiary of Comcast Corporation invested an additional \$114 million in equity in Nextel and we raised \$300 million from a public issuance of debt. Also, in the last month we announced a series of expansion-oriented transactions, which was culminated by our announcement of the pending acquisition of frequencies from Motorola. These transactions will increase our coverage to areas that are home to 180 million people across the United States. And finally, Nextel and Nippon Telegraph and Telephone Corporation have agreed to form a strategic technical alliance."

The Company's net loss for the three month period ended September 30, 1993 was \$13,788,000 (\$0.17 per share) versus \$2,902,000 (\$0.05 per share) for the similar period of the prior year. The net loss includes a income tax charge for \$7,374,000 (\$0.09 per share) resulting from a change in the tax law enacted August 10, 1993. Excluding that charge, the net loss would have been \$0.08 per share. For the six months ended September 30, 1993, the net loss was \$18,690,000 (\$0.26 per share) versus \$3,704,000 (\$0.07 per share) for the similar period of the prior year.

The major reasons for the increased net loss were the \$7,364,000 tax charge mentioned above and \$6,681,000 of higher depreciation and amortization charges resulting from the DisCom merger. The net loss also increased due to higher general and administrative expenses related to the Company's start-up of Digital Mobile operations and to increased corporate charges for stock appreciation rights and performance shares resulting from an increase in Nextel's stock price from \$11.25 on September 30, 1992 to \$42.375 on September 30, 1993.

After consummation of its recently announced transactions with Questar, Advanced MobileComm, PowerFone, and Motorola, Nextel will be the largest operator of Specialized Mobile Radio (SMR) systems in the United States, with approximately 400,000 units on service.

- more -

**NEXTEL COMMUNICATIONS, INC.**  
**SELECTED FINANCIAL DATA**  
(Dollars in thousands, except per share amounts)

	<u>Three Months Ended September 30,</u>	
	<u>1992</u>	<u>1993</u>
<b>Income Statement Data:</b>		
Revenues		
Radio Service	\$ 8,533	\$ 10,817
Equipment Sales & Maintenance	<u>5,080</u>	<u>6,215</u>
Total Revenues	13,613	17,032
Cost of Revenues	<u>5,709</u>	<u>6,942</u>
Gross Profit	7,904	10,090
Selling, General and Administrative Contribution from Operations	<u>2,701</u> 5,203	<u>4,601</u> 5,489
Depreciation & Amortization	(6,514)	(13,572)
Corporate Expense & SARs	(1,863)	(3,810)
Interest & Other, Net	<u>120</u>	<u>(1,472)</u>
Net Loss Before Income Tax Benefit	(3,054)	(13,365)
Income Tax (Expense) Benefit	<u>152</u>	<u>(423)</u>
Net Loss	<u>\$ (2,902)</u>	<u>\$ (13,788)</u>
Net Loss Per Share	<u>\$ ( 0.05)</u>	<u>\$ ( 0.17)</u>
Average Number of Common Shares Outstanding During the Period	56,657,222	79,300,459

- more -

**NEXTEL COMMUNICATIONS, INC.**  
**SELECTED FINANCIAL DATA**  
(Dollars in thousands, except per share amounts)

	<u>Six Months Ended September 30,</u>	
	<u>1992</u>	<u>1993</u>
<b>Income Statement Data:</b>		
Revenues		
Radio Service	\$ 16,886	\$ 19,536
Equipment Sales & Maintenance	<u>9,977</u>	<u>10,268</u>
Total Revenues	26,863	29,804
Cost of Revenues	<u>10,801</u>	<u>11,805</u>
Gross Profit	16,062	17,999
Selling, General and Administrative Contribution from Operations	<u>5,540</u> 10,522	<u>8,351</u> 9,648
Depreciation & Amortization	(12,624)	(20,230)
Corporate Expense & SARs	( 3,480)	( 6,603)
Gain on Sale of Assets	622	1
Interest & Other, Net	<u>148</u>	<u>(996)</u>
Net Loss Before Income Tax Benefit	( 4,812)	(18,180)
Income Tax (Expense) Benefit	<u>1,108</u>	<u>(510)</u>
Net Loss	<u><u>\$ ( 3,704)</u></u>	<u><u>\$ (18,690)</u></u>
Net Loss Per Share	<u><u>\$ ( 0.07)</u></u>	<u><u>\$ ( 0.26)</u></u>
Average Number of Common Shares Outstanding During the Period	56,201,291	71,236,625
	<u>March 31,</u> 1993	<u>Sept. 30,</u> 1993
<b>Selected Balance Sheet Data:</b>		
Cash, Cash Equivalents, and Short-term Investments	\$ 31,851	\$396,794
Current Assets	39,932	407,375
Intangibles, Net	144,666	806,005
Total Assets	333,557	1,441,029
Long Term Obligations	55,024	416,936
Shareholders' Equity	255,224	811,875

# # #

**Exhibit 6**

**NEXTEL OCTOBER 27, 1993, NEWS RELEASE**

# News Release



**Nextel Communications Inc.**  
201 Route 17 North  
Rutherford, NJ 07070  
201 438-1400

For Immediate Release

Contact: **Walt Piecyk**  
201-438-1400

## **NEXTEL TO ACQUIRE MID-WEST SMR ASSETS OF POWERFONE**

October 27, 1993, Rutherford, New Jersey -- Nextel Communications, Inc. (NASD-CALL), announced today a key acquisition which will enable the company to extend the reach of its Digital Mobile service offering to Detroit, Cleveland, Cincinnati, Pittsburgh and other markets in the midwest. Nextel currently offers its advanced digital wireless communications services in southern California.

Nextel announced that its Board of Directors, along with the Board of Directors of PowerFone Holdings, Inc. (PowerFone) has approved a binding letter agreement to effect a tax-free merger of PowerFone with a subsidiary of Nextel in a transaction valued at approximately \$370 million.

"PowerFone's markets are strategically situated", said Brian D. McAuley, Nextel president and chief executive officer. "Michigan, Ohio, and western Pennsylvania form an important trading market of their own, and also serve as a heavily traveled corridor between our east coast markets and our midwest region, centered in Chicago".

"This industry must move very rapidly toward a nationwide network," he added. "Nextel sees an opportunity to build a single nationwide all-digital network, utilizing compatible technologies and providing common services across all geographic areas. We have always focused on serving the best U.S. markets -- and we believe these transactions add to the excellent markets in which we are already licensed."

PowerFone is licensed to provide service in Michigan, Ohio, western Pennsylvania, New York (including Buffalo and Rochester), parts of Kentucky, parts of Missouri and Indiana (including Indianapolis). After this transaction, Nextel will be licensed to provide service in markets home to 115 million people in addition to the population covered by American Mobile Systems, in which Nextel has an agreement to acquire a controlling interest.

- more -

Under terms of the PowerFone agreement, Nextel will issue an aggregate of 8.0 million shares, subject to adjustment, to shareholders of PowerFone and will become the sole shareholder of PowerFone. Consummation of the merger is subject to, among other things, Federal Communications Commission (FCC) and other regulatory approvals and the approval of Nextel's shareholders. The closing of the merger is expected to take place in the first quarter of 1994.

"Nextel has achieved critical mass in its effort to build a nationwide system", said Meade Sutterfield, president of PowerFone. "We are pleased that the PowerFone properties will be a highly valued part of Nextel's network -- and look forward to our participation in the growth of this industry as Nextel shareholders."

Nextel is the second largest operator of SMR systems in the United States. Nextel and AMS currently serve more than 200,000 subscribers.

# # #

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Exhibit 7

**NEXTEL OCTOBER 18, 1993, NEWS RELEASE**

# News Release



**Nextel Communications Inc.**  
201 Route 17 North  
Rutherford, NJ 07070  
201 438-1400

For Immediate Release

Contact: Jack Markell  
201-438-1400

## **NEXTEL TO ACQUIRE WEST COAST SMR ASSETS OF QUESTAR AND ADVANCED MOBILECOMM, INC.**

October 18, 1993, Rutherford, New Jersey -- Nextel Communications, Inc. (NASD-CALL), announced today two key acquisitions which will enable the company to extend the reach of its Digital Mobile service offering to San Diego, Las Vegas and other western markets. Nextel has already started to offer its advanced wireless communications services in southern California.

Nextel announced that its Board of Directors, along with the Board of Directors of Questar Corporation (Questar) and Advanced MobileComm, Inc. (AMI) have approved a binding letter agreement to effect tax-free mergers of an AMI subsidiary and Questar Telecom, Inc., a Questar subsidiary (QTI) into a subsidiary of Nextel in a transaction valued at approximately \$290 million.

"These transactions reflect our belief that Nextel and the SMR industry have a unique opportunity in this rapidly changing world of wireless communications," said Brian D. McAuley, Nextel president and chief executive officer. "Recent events such as the FCC's personal communications services (PCS) decision, the further consolidation of SMR operations into large regional networks, and the activation of our first Digital Mobile system in Los Angeles, have all increased our confidence that a nationwide Digital Mobile network will quickly evolve. The expansion of our southern California market region, to include San Diego and Las Vegas, brings us one step closer to that goal."

"This industry must move very rapidly toward a nationwide network," he added. "Nextel sees an opportunity to build a single nationwide all-digital network, utilizing compatible technologies and providing common services across all geographic area. We have always focused on serving the best U.S. markets -- and we believe these transactions add to the excellent markets in which we are already licensed."

After the merger, Nextel, along with American Mobile Systems Incorporated (AMS), with which Nextel has an agreement to acquire a controlling interest, and CenCall Communications, Inc. (CenCall) with whom Nextel announced today an agreement to exchange properties for an equity interest in CenCall, will be able to offer

- more -

high quality digital mobile communications services (mobile telephone, dispatch, paging and data) in areas home to approximately 134 million people.

Under terms of the QTI/AMI agreement, Nextel will issue an aggregate of 5.8 million shares to shareholders of QTI and the AMI subsidiary and will become the sole shareholder of each of those companies. Questar will receive 67% of the Nextel shares and AMI will receive the balance. Consummation of the merger is subject to, among other things, Federal Communications Commission (FCC) and other regulatory approvals. The closing of the merger is expected to take place in the first quarter of 1994.

"QTI is a firm believer that nationwide wireless networks are the wave of the future," said R. D. Cash, chairman of Questar Corporation. "Nextel has achieved the momentum which we believe will enable it to be a leading provider of wireless communications services throughout the country."

"We are excited to be placing a large part of our investment in the wireless communications industry with Nextel," said Jim Hynes, Managing Director of Fidelity Capital, a parent company of AMI. "The wireless communications industry is an exciting area of investment and the SMR industry in particular is a unique opportunity."

"These transactions represent a critical step toward our goal of building a nationwide system," said Morgan E. O'Brien, Nextel chairman. "In light of the changing regulatory and competitive environments, we believe it is critical to deploy Digital Mobile systems throughout the country as soon as possible. We will leave no stone unturned to make that happen."

Nextel is the second largest operator of SMR systems in the United States. Nextel and AMS currently serve more than 200,000 subscribers.

QTI is a subsidiary of Questar (NYSE: STR), an integrated natural gas company headquartered in Salt Lake City, with assets of approximately \$1.3 billion. QTI was organized in 1989 to market the corporation's extensive experience with telecommunications in the Intermountain West.

QTI has SMR properties in Seattle, Portland, Phoenix, Las Vegas, Salt Lake City and in other communities around the west. It serves more than 26,000 subscriber units.

AMI is a subsidiary of Fidelity Capital, the new-business development unit of Fidelity Investments. Based in Boston, Fidelity Investments is the nation's largest mutual fund company with over \$230 billion in assets under management.

The AMI SMR properties are located in San Diego, Las Vegas and Denver, among other locations.

# # #

**CERTIFICATE OF SERVICE**

I, Vicky Chandor, a secretary in the law firm of Becker & Madison, Chartered, hereby certify that I have on this 21st day of July, 1994, sent by First Class United States mail, postage prepaid, copies of the foregoing **"EMERGENCY PETITION TO DISMISS COMMENTS AND REPLY COMMENTS OF AMERICAN MOBILE TELECOMMUNICATIONS ASSOCIATION, INC."** to the following:

Chairman Reed E. Hundt\*  
Federal Communications Commission  
1919 M Street, N.W., Room 814  
Washington, DC 20554

Commissioner James H. Quello\*  
Federal Communications Commission  
1919 M Street, N.W., Room 802  
Washington, DC 20554

Commissioner Andrew C. Barrett\*  
Federal Communications Commission  
1919 M Street, N.W., Room 826  
Washington, DC 20554

Commissioner Rachelle B. Chong\*  
Federal Communications Commission  
1919 M Street, N.W., Room 844  
Washington, DC 20554

Commissioner Susan Ness\*  
Federal Communications Commission  
1919 M Street, N.W., Room 832  
Washington, DC 20554

Ralph Haller, Chief\*  
Private Radio Bureau  
Federal Communications Commission  
2025 M Street, N.W., Room 5002  
Washington, DC 20554

Beverly Baker, Deputy Chief\*  
Private Radio Bureau  
Federal Communications Commission  
2025 M Street, N.W., Room 5002  
Washington, DC 20554

David Furth, Acting Chief\*  
Rules Branch, Private Radio Bureau  
Federal Communications Commission  
2025 M Street, N.W., Room 5202  
Washington, DC 20554

A. Richard Metzger, Jr., Acting Chief\*  
Common Carrier Bureau  
Federal Communications Commission  
1919 M Street, N.W., Room 500  
Washington, DC 20554

John Cimko, Jr., Chief\*  
Mobile Services Division  
Common Carrier Bureau  
Federal Communications Commission  
1919 M Street, N.W., Room 644  
Washington, DC 20554

William E. Kennard, Esquire\*  
General Counsel  
Federal Communications Commission  
1919 M Street, N.W., Room 614  
Washington, DC 20554

Alan R. Shark, President\*  
American Mobile Telecommunications  
Association, Inc.  
1150 18th Street, N.W., Suite 250  
Washington, DC 20036

Elizabeth R. Sachs, Esquire\*  
Lukas, McGowan, Nace & Gutierrez  
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Washington, DC 20006

Robert S. Foosaner, Esquire\*  
Lawrence Krevor, Esquire  
Nextel Communications, Inc.  
800 Connecticut Avenue, N.W., Suite 1001  
Washington, DC 20006