SCHEDULE 6

Terms of Reorganized MobileMedia Warrants

Description:	The Reorganized MobileMedia Warrants shall be issued, in accordance with a Reorganized MobileMedia Warrant Agreement (which agreement shall be reasonably acceptable to the Pre-Petition Agent) such that the aggregate number of Reorganized MobileMedia Common Shares issuable upon the exercise of such warrants shall equal the product of (i) 16.5% and (ii) the sum of (a) the aggregate number of Reorganized MobileMedia Capital Shares issued under this Plan on the Effective Date and (b) the aggregate number of Reorganized MobileMedia Shares issuable upon the exercise of such warrants (assuming such warrants are exercised in full). Each Reorganized MobileMedia Warrant shall entitle the holder thereof during the Exercise Period to purchase one Reorganized MobileMedia Common Share for the Exercise Price, subject to the terms and conditions thereof. Reorganized MobileMedia shall be under no obligation to repurchase the Reorganized MobileMedia Warrants.
Exercise Price:	$35.00 per share of Reorganized MobileMedia Common Shares (assuming the issuance on the Effective Date of an aggregate of 20 million Reorganized MobileMedia Capital Shares.
Exercise Period:	Reorganized MobileMedia Warrants will be exercisable until 5:00 p.m. Eastern Standard Time on the date that is the seventh anniversary of the Effective Date; provided, that if such day is not a Business Day, then such period shall conclude on the next succeeding Business Day.
Voting Rights; Distributions	The Reorganized MobileMedia Warrants will have no voting rights, will not be entitled to receive dividends or other distributions declared on the Reorganized MobileMedia Common Shares and will not be entitled to share in any of the assets of Reorganized MobileMedia upon any liquidation, dissolution or winding-up of Reorganized MobileMedia.
Anti-Dilution Provisions:	The Reorganized MobileMedia Common Shares for which a Reorganized MobileMedia Warrant will be exercisable and the Exercise Price of the Reorganized MobileMedia Warrants will be subject to adjustment or change upon the occurrence of certain events, including, without limitation, (i) stock dividends,

subdivisions and combinations affecting the Reorganized MobileMedia Common Shares, and (ii) reorganizations, reclassifications, consolidations and mergers involving Reorganized MobileMedia; provided, that no such adjustment shall be made upon the exercise of any other Reorganized MobileMedia Warrants or the exercise of any Reorganized MobileMedia Rights.

SCHEDULE 7

Management, Employment and Benefits Agreements
to be (a) Assumed as of the Effective Date and
(b) Rejected as of the Effective Date

(a) Assumed Agreements

(b) Rejected Agreements

B

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE:	:	
	:	
MOBILEMEDIA COMMUNICATIONS INC., et al.,	:	**Chapter 11**
	:	**Jointly Administered**
	:	**Case No. 97-174 (PJW)**
	:	
Debtors.	:	
	:	

THE OFFICIAL COMMITTEE OF CREDITORS' EX PARTE MOTION FOR ORDER REQUIRING FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004 EXAMINATIONS AND COMPELLING PRODUCTION OF DOCUMENTS

The Official Committee of Creditors (the "Committee") of the debtor MobileMedia Communications, Inc. and its affiliate, subsidiary and related corporations (the "Debtors"), for its Ex Parte Motion for Order Requiring Federal Rule of Bankruptcy Procedure 2004 Examinations and Compelling Production of Documents (the "Motion"), hereby avers and states as follows:

1. These proceedings commenced on January 30, 1997, with the filing by the Debtors of voluntary petitions (the "Petition") under chapter 11 of the United States Bankruptcy Code (the "Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors have remained in possession of their respective properties and have continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Code.

2. On January 27, 1998, the Debtors filed a Plan of Reorganization (the "Plan"). Among other deficiencies, the Plan provides for the Debtors' senior secured creditors (the "Bank Group") to be paid more than in full, which renders the Plan unconfirmable as a matter of law. The Plan is premised upon the erroneous assumption that the claims of the Bank Group are oversecured and that Bank Group claim holders are entitled to postpetition interest on their claims, as well as an erroneous valuation of the Debtors' enterprise and thus the securities proposed to be issued under the Plan. For these reasons, the Committee anticipates that it will, among other things, file a motion requesting that the Court determine the amount of the Bank Group members' secured claim, pursuant to Section 506 of the Bankruptcy Code, prior to the Plan solicitation and confirmation process going forward. Resolution of these complex issues requires the Committee to conduct discovery of, at a minimum, the parties and subject matter listed below.

3. Pursuant to Federal Rule of Bankruptcy Procedure 2004 ("Rule 2004"), on motion of any party in interest, the Court may order the examination of any entity. The scope of Rule 2004 discovery, much like discovery under the applicable Federal Rules, is exceedingly broad. In re Ionosphere Clubs, Inc., 156 B.R. 414, 432 (S.D.N.Y 1993); In re Valley Forge Plaza Associates, 109 B.R. 669, 674 (Bankr. E.D.Pa. 1990). The scope of the inquiry is the same whether the debtor or another entity is being examined. See Freeman v. Seligson, 405 F.2d 1326, 1333 (D.C.Cir. 1968). To this end, Rule 2004(b) provides in pertinent part:

> The examination of an entity under this rule or of the debtor under section 343 of the [Bankruptcy] Code may relate only to the acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtor's estate . . . In a . . . reorganization case under chapter 11 of the [Bankruptcy] Code . . . the examination may also relate to the operation of any business and the desirability of its continuance, the source of any money or property

acquired or to be acquired by the debtor for purposes of consummating a plan and the consideration given or offered therefor, and any other matter relevant to the case or to the formulation of the plan.

4. In this Motion, the Committee is requesting that the Court order the following entities (collectively the "Rule 2004 entities") to produce those documents listed in Exhibit A:

a. The Debtors, including each member of their Board of Directors;

b. Alvarez and Marsal, Inc., the Debtors' financial advisors;

c. The Blackstone Group, the Debtors' financial advisors;

d. Arthur Andersen, the Debtors' accounts and financial advisors;

e. Ernst & Young, the Debtors' accounts and financial advisors;

f. Hellman and Friedman, the Debtors' largest stockholder and Chairman of its Board of Directors;

g. Chilmark Partners, the Bank Group's financial advisors;

h. Goldman Sachs & Co., a large Bank Group claim holder;

i. Chase Manhattan Bank, a large Bank Group claim holder;

h. Van Kampen, a large Bank Group claim holder;

i. Merrill Lynch, a large Bank Group claim holder;.

j. D.K. Acquisition Partners L.P. by M.H. Davidson & Co., its General Partner; and

k. Intermarket c/o John Beiter, 667 Madison Avenue, New York, New York 10021.

5. Following review of the documents produced, the Committee is also requesting that the Court order that the representative or representatives of the Rule 2004 entities

most knowledgeable about the formulation of the Debtors' Plan of Reorganization, the valuation of the Debtors' enterprise and all assets, any offers to acquire, or any inquiries regarding any potential transaction involving, the Debtors' business or any of its assets, any claims that the Debtors may have against any third-parties (including insiders), the acquisition and sale of any claims against the Debtors and any other matters relevant to the administration of the Debtors' chapter 11 estate, appear for a Rule 2004 examination at a mutually convenient time and location.

6. The production of documents by the Rule 2004 entities, as well as the Rule 2004 examinations requested in this Motion, are essential to permit the Committee to discover the bases of the Plan's principal economic provisions (including the value of each component of the proposed recovery to the unsecured creditors and members of the Bank Group and the propriety of the broad releases contained in the Plan), the values used in formulating the Plan, the propriety of the assumption contained in the Plan regarding the value of the collateral that secures the Bank Group claims, the propriety of the payment of postpetition interest on Bank Group claims, any viable alternates that may exist to the Plan, and any and all potential transactions involving the Debtors' assets.

7. For these reasons, the Committee submits that production of documents and examinations of the Rule 2004 entities are appropriate under Rule 2004, and an order authorizing such examinations and compelling the production of documents should be entered by the Court.

8. Notice of the filing of this Motion has been given to the Debtors, as well as the United States Trustee. The Motion may be presented on an ex parte basis. See In re Hickman, 151 B.R. 125, 128 (Bankr. N.D. Ohio 1993); In re GHR Energy Corp., 35 B.R. 534,

535 n.2 (Bankr. D. Mass. 1983). Thus, the Committee submits that no further notice or hearing with respect to this Motion need be given.

WHEREFORE, the Committee respectfully requests that the Court enter the Order attached hereto authorizing Rule 2004 examinations of the Rule 2004 entities, and compelling these entities to produce those documents described in Exhibits A. In order to effectuate this Order, the Committee also requests that the Court allow counsel for the Committee to issue all necessary subpoenas to compel the production of documents and the attendance of witnesses.

Dated: January 29, 1998
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNEL

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ATTORNEYS FOR THE OFFICIAL COMMITTEE OF CREDITORS

EXHIBIT A

1. All documents that refer, relate or pertain in any way to the negotiation, creation, drafting, preparation and formulation of the Debtors' Plan of Reorganization that was filed on January 27, 1998.

2. All documents that refer, relate or pertain in any way to the valuation of either (i) the Debtors' enterprise; (ii) any security proposed to be issued under the Plan; (iii) the collateral securing of the claims of the Debtors' senior secured creditors; (iv) all licenses provided by the Federal Communications Commission ("FCC") or applied for by the Debtors and not yet approved by the FCC; and (v) all property, real and personal owned in whole or in part by the Debtors, including, but not limited to, all communication towers owned by the Debtors.

3. All documents that refer, relate or pertain in any way to any offers made to any party or representative of any party, whether formal or informal, regarding the acquisition of the Debtors' business or any of the Debtor' assets, either in whole or in part, by any related party or any third party, or any business combination between the Debtors and any related party or any third party.

4. All documents that refer, relate or pertain in any way to any conversations or other communications involving any person or entity, whether made by such person or entity or any representative thereof, including without limitation any person or entity engaged in any aspect of the communications industry, regarding any potential transaction involving the Debtors or any of the Debtors' assets, whether before or after the effectiveness of the Plan.

5. All documents that refer, relate or pertain in any way to any actual or potential claims that the Debtors may have against any related or third party.

6. All documents that refer, relate or pertain in any way to the purchase of any claims against the Debtors, including, but not limited to, the date on which the claims were purchased, the entity from which the claims were purchased and the amount paid for the claims.

7. All documents that refer, relate or pertain in any way to any potential sale of claims against the Debtors.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

IN RE:	:	
	:	
MOBILEMEDIA COMMUNICATIONS INC., et al.,	:	**Chapter 11**
	:	**Jointly Administered**
	:	**Case No. 97-174 (PJW)**
	:	
Debtors.	:	
	:	

EX PARTE ORDER REQUIRING FEDERAL RULE OF BANKRUPTCY PROCEDURE 2004 EXAMINATIONS AND COMPELLING PRODUCTION OF DOCUMENTS

This matter having come before the Court on the Official Committee of Creditors' (the "Committee") Ex Parte Motion for Order Requiring Federal Rule of Bankruptcy Procedure 2004 Examinations and Compelling Production of Documents (the "Motion"); the Court having reviewed the Motion; and the Court being fully advised in the premises;

NOW, THEREFORE, IT IS HEREBY ORDERED that, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure ("Rule 2004"), the Debtors, including each member of their Board of Directors, Alvarez and Marsal, The Blackstone Group, Arthur Andersen, Ernst & Young, Hellman and Friedman, Chilmark Partners, Goldman Sachs & Co., Chase Manhattan Bank, Van Kampen, , Merrill Lynch, D.K. Acquisition Partners L.P. by M.H. Davidson & Co., its General Partner, and Intermarket c/o John Beiter, 667 Madison Avenue, New York, NY 10021 (the "Entities") are directed to produce for inspection and copying, at a mutually convenient time and location, those documents listed on Exhibits A.

IT IS FURTHER ORDERED that the Committee is hereby authorized and empowered to undertake and cause the examination, pursuant to Rule 2004, of the representative or representatives of the Entities most knowledgeable about the formulation of the Debtors' Plan of Reorganization, the valuation of the Debtors' enterprise and all assets, any offers to acquire the Debtors' enterprise or assets, any claims that the Debtors may have against any third parties (including insiders), the acquisition and sale of the claims of the Debtors and any other matters relevant to the administration of the Debtors' chapter 11 estate.

IT IS FURTHER ORDERED that, pursuant to Rule 45(a)(3) of the Federal Rules of Civil Procedure, as made applicable to this action by Rule 9016 of the Federal Rules of Bankruptcy Procedure, counsel to the Committee may issue subpoenas to compel the production of documents and the attendance of witnesses.

IT IS FURTHER ORDERED that the Entities be and they hereby are directed and requested to appear and to submit to examinations at the times and places set forth in the subpoenas to be served upon them, as well as any adjournments thereof, and to produce any and all documents described in such subpoenas to the Committee for inspection and copying.

Dated: _____, ___1998
Wilmington, Delaware

_____
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

1. All documents that refer, relate or pertain in any way to the negotiation, creation, drafting, preparation and formulation of the Debtors' Plan of Reorganization that was filed on January 27, 1998.

2. All documents that refer, relate or pertain in any way to the valuation of either (i) the Debtors' enterprise; (ii) any security proposed to be issued under the Plan; (iii) the collateral securing of the claims of the Debtors' senior secured creditors; (iv) all licenses provided by the Federal Communications Commission ("FCC") or applied for by the Debtors and not yet approved by the FCC; and (v) all property, real and personal owned in whole or in part by the Debtors, including, but not limited to, all communication towers owned by the Debtors.

3. All documents that refer, relate or pertain in any way to any offers made to any party or representative of any party, whether formal or informal, regarding the acquisition of the Debtors' business or any of the Debtor' assets, either in whole or in part, by any related party or any third party, or any business combination between the Debtors and any related party or any third party.

4. All documents that refer, relate or pertain in any way to any conversations or other communications involving any person or entity, whether made by such person or entity or any representative thereof, including without limitation any person or entity engaged in any aspect of the communications industry, regarding any potential transaction involving the Debtors or any of the Debtors' assets, whether before or after the effectiveness of the Plan.

5. All documents that refer, relate or pertain in any way to any actual or potential claims that the Debtors may have against any related or third party.

6. All documents that refer, relate or pertain in any way to the purchase of any claims against the Debtors, including, but not limited to, the date on which the claims were purchased, the entity from which the claims were purchased and the amount paid for the claims.

7. All documents that refer, relate or pertain in any way to any potential sale of claims against the Debtors.

CERTIFICATE OF SERVICE

I, Derek C. Abbott, hereby certify that a true and correct copy of the foregoing Ex Parte Motion for Order Requiring Federal Rule of Bankruptcy Procedure 2004 Examinations and Compelling Production of Documents was served upon the following individuals as indicated below::

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37462\1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
MobileMedia Communications, Inc., et al.,	)	Case No. 97-174 (PJW)
	)	
	)	(Jointly Administered)
Debtors.	)	

DISCLOSURE STATEMENT TO DEBTORS' JOINT PLAN OF REORGANIZATION

February 2, 1998

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Submitted by: MOBILEMEDIA COMMUNICATIONS, INC.,
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MOBILEMEDIA PCS, INC.,
DIAL PAGE SOUTHEAST, INC.,
RADIO CALL CO. OF VIRGINIA, INC.,
MOBILEMEDIA PAGING, INC.,
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MOBILECOMM OF THE NORTHEAST, INC.,
MOBILECOMM NATIONWIDE OPERATIONS, INC.,
MOBILECOMM OF TENNESSEE, INC.,
MOBILECOMM OF THE SOUTHEAST PRIVATE CARRIER OPERATIONS, INC.,
MOBILECOMM OF THE SOUTHWEST, INC.,
MOBILECOMM OF FLORIDA, INC.,
MOBILECOMM OF THE MIDSOUTH, INC.,
FWS RADIO, INC.,
MOBILECOMM OF THE WEST, INC.,

Debtors and Debtors-in-Possession

NOTICE:

11 U.S.C. § 1125(b) PROHIBITS SOLICITATION OF AN ACCEPTANCE OR REJECTION OF A PLAN OF REORGANIZATION UNLESS A COPY OF THE PLAN OF REORGANIZATION OR A SUMMARY THEREOF IS ACCOMPANIED OR PRECEDED BY A COPY OF A DISCLOSURE STATEMENT APPROVED BY THE BANKRUPTCY COURT.

[THIS DISCLOSURE STATEMENT HAS NOT BEEN APPROVED OR DISAPPROVED BY THE BANKRUPTCY COURT, AND] THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH OR APPROVED OR RECOMMENDED BY, THE SECURITIES AND EXCHANGE COMMISSION OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE, NOR HAS [THE BANKRUPTCY COURT] OR THE SECURITIES AND EXCHANGE COMMISSION OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE PASSED UPON THE ACCURACY OR ADEQUACY OF THE STATEMENTS CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THIS DISCLOSURE STATEMENT AND THE DISCUSSIONS AND INFORMATION CONTAINED HEREIN ARE NOT AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY OF THE REORGANIZED MOBILEMEDIA DEBT OR EQUITY SECURITIES THAT ARE CONTEMPLATED TO BE DISTRIBUTED PURSUANT TO THE PLAN.

INTRODUCTORY STATEMENT

THIS DISCLOSURE STATEMENT CONTAINS A SUMMARY OF CERTAIN PROVISIONS OF THE DEBTORS' JOINT PLAN OF REORGANIZATION DATED JANUARY 27, 1998 (THE "PLAN"), PROPOSED BY MOBILEMEDIA CORPORATION, MOBILEMEDIA COMMUNICATIONS, INC. AND THE SUBSIDIARIES OF MOBILEMEDIA COMMUNICATIONS, INC., AS DEBTORS AND DEBTORS-IN-POSSESSION (COLLECTIVELY, THE "DEBTORS"), AND SUMMARIES OF CERTAIN OTHER DOCUMENTS RELATING TO THE CONSUMMATION OF THE PLAN OR THE TREATMENT OF CERTAIN PARTIES IN INTEREST, AND CERTAIN FINANCIAL INFORMATION RELATING THERETO. WHILE THE DEBTORS BELIEVE THAT THESE SUMMARIES PROVIDE ADEQUATE INFORMATION WITH RESPECT TO THE DOCUMENTS SUMMARIZED, SUCH SUMMARIES ARE QUALIFIED TO THE EXTENT THAT THEY DO NOT SET FORTH THE ENTIRE TEXT OF SUCH DOCUMENTS. EACH HOLDER OF AN IMPAIRED CLAIM SHOULD REVIEW THE ENTIRE PLAN BEFORE CASTING A BALLOT. THE TERMS OF THE PLAN GOVERN IN THE EVENT OF ANY INCONSISTENCY WITH THE SUMMARIES CONTAINED IN THIS DISCLOSURE STATEMENT.

NO PARTY IS AUTHORIZED BY THE DEBTORS TO PROVIDE ANY INFORMATION WITH RESPECT TO THE PLAN OTHER THAN THAT CONTAINED IN THIS DISCLOSURE STATEMENT. OTHER THAN AS SET FORTH IN THIS DISCLOSURE STATEMENT, THE DEBTORS HAVE NOT AUTHORIZED ANY REPRESENTATIONS CONCERNING THE DEBTORS, THEIR ANTICIPATED FINANCIAL POSITION OR OPERATIONS AFTER CONFIRMATION OF THE PLAN OR THE VALUE OF THEIR BUSINESS AND PROPERTY. TO THE EXTENT INFORMATION IN THIS DISCLOSURE STATEMENT RELATES TO THE DEBTORS, THE DEBTORS OR THEIR ADVISORS HAVE PROVIDED THE INFORMATION IN THIS DISCLOSURE STATEMENT.

THE INFORMATION IN THIS DISCLOSURE STATEMENT IS BEING PROVIDED SOLELY FOR PURPOSES OF VOTING TO ACCEPT OR REJECT THE PLAN OR OBJECTING TO CONFIRMATION. NOTHING IN THIS DISCLOSURE STATEMENT MAY BE USED BY ANY PERSON OR ENTITY FOR ANY OTHER PURPOSE.

THE DEADLINE FOR VOTING TO ACCEPT OR REJECT THE PLAN IS 5:00 P.M., NEW YORK CITY TIME, ON _____, 1998, UNLESS EXTENDED

NOTHING CONTAINED IN THIS DISCLOSURE STATEMENT, EXPRESS OR IMPLIED, IS INTENDED TO GIVE RISE TO ANY COMMITMENT OR OBLIGATION OF THE DEBTORS OR CONFERS UPON ANY PERSON ANY RIGHTS, BENEFITS OR REMEDIES OF ANY NATURE WHATSOEVER (OTHER THAN AS SET FORTH IN THE PLAN), NOR SHOULD THE CONTENTS OF THIS DISCLOSURE STATEMENT BE CONSTRUED AS PROVIDING ANY LEGAL, BUSINESS, FINANCIAL OR TAX ADVICE.

HOLDERS OF CLAIMS AND INTERESTS SHOULD CONSULT WITH THEIR OWN ADVISORS.

EXCEPT AS HEREAFTER NOTED, THE INFORMATION CONTAINED HEREIN IS GENERALLY INTENDED TO DESCRIBE FACTS AND CIRCUMSTANCES ONLY AS OF _____, 1998, AND NEITHER THE DELIVERY OF THE DISCLOSURE STATEMENT NOR THE CONFIRMATION OF THE PLAN WILL CREATE ANY IMPLICATION, UNDER ANY CIRCUMSTANCES, THAT THE INFORMATION CONTAINED HEREIN OR THEREIN IS CORRECT OR COMPLETE AT ANY TIME AFTER THE DATE HEREOF OR THEREOF, OR THAT THE DEBTORS ARE OR WILL BE UNDER ANY OBLIGATION TO UPDATE SUCH INFORMATION IN THE FUTURE.

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