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March 6, 1998

RECEIVED
MAR - 6 1998
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

The Honorable William E. Kennard
The Honorable Susan Ness
The Honorable Michael K. Powell
The Honorable Harold W. Furchtgott-Roth
The Honorable Gloria Tristani
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: MobileMedia Corporation *et al.* (WT Docket No. 97-115)

Dear Mr. Chairman and Commissioners:

Enclosed please find the monthly status report of MobileMedia Corporation, filed pursuant to the Commission's stay order in the above-referenced proceeding.

Should any questions arise concerning this filing, please contact the undersigned counsel for MobileMedia Corporation.

Sincerely,

Nancy J. Victory

cc: service list on attached document

No. of Copies rec'd 1
List ABCDE

MOBILEMEDIA CORPORATION
65 Challenger Road
Ridgefield Park, New Jersey 07660
(201) 393-4686
Fax: (201) 449-8969

March 6, 1998

RECEIVED
MAR - 6 1998
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

The Honorable William E. Kennard
The Honorable Susan Ness
The Honorable Michael Powell
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The Honorable Gloria Tristani
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: MobileMedia Corporation et al. (WT Docket No. 97-115)

Dear Mr. Chairman and Commissioners:

Pursuant to Paragraph 19 of the Stay Order entered by the Commission on June 6, 1997, MobileMedia submits this monthly report as to the progress of the bankruptcy proceedings:

I. PROGRESS TOWARD A CONFIRMED PLAN OF REORGANIZATION

As previously reported, MobileMedia filed its Joint Plan of Reorganization (the "Plan") with the Bankruptcy Court on January 27, 1998, and its related Disclosure Statement (the "Disclosure Statement") on February 2, 1998. Copies of the Plan and Disclosure Statement were attached to the monthly report submitted to the Commission on February 6, 1998. In essence, the Plan provides for a distribution of the stock of reorganized MobileMedia to its creditors consistent with the Commission's Second Thursday policy, the total cancellation of MobileMedia's existing Common Stock, and the election of a new Board of Directors. An outline of the terms of the Plan is attached hereto as Exhibit A. This outline was submitted to the Wireless Telecommunications Bureau staff at a meeting on March 3, 1998, at which MobileMedia discussed the status of the bankruptcy and the Plan.

While the Plan has the support of the Agent and the Steering Committee for the secured creditors, it remains opposed by the unsecured Creditors' Committee. The essence of the unsecured Creditors' Committee's position revolves around the valuation of MobileMedia for bankruptcy purposes, which determination may affect the relative equity distributed to secured and unsecured creditors under the Plan. In fact, as previously reported, on January 27, 1998, the unsecured Creditors' Committee indicated their intention to commence discovery in connection with possible objections to the Plan. An ex parte request for discovery, which was attached to the monthly report submitted to the Commission on February 6, 1998, was approved by the Bankruptcy Court on February 5, 1998. A copy of the order approving the unsecured Creditors' Committee's request for discovery is attached hereto as Exhibit B.

Consistent with such request for discovery, the unsecured Creditors' Committee served subpoenas for the production of documents on MobileMedia and the other parties indicated in the order attached as Exhibit B. The subpoenas set an objection date of February 20, 1998, which date has been consensually extended at least until March 2, 1998, and in some cases, beyond that. The parties subject to the subpoenas are working with the unsecured Creditors' Committee to address consensually issues relating to the scope of production and asserted privileges. It is anticipated that the production of documents will be completed by mid-March 1998.

Despite MobileMedia's request for an earlier date, as previously reported, the Bankruptcy Court set April 14, 1998 as the date for the hearing on the adequacy of the information contained in the Disclosure Statement. On February 23, 1998, the Bankruptcy Court fixed April 3, 1998 as the date by which objections to the Disclosure Statement must be filed. A notice regarding the hearing on the Disclosure Statement and the objection deadline was served on parties in interest in MobileMedia's bankruptcy proceedings on March 5, 1998. A copy of the notice is attached hereto as Exhibit C.

Tremendous progress has been made toward getting MobileMedia out of bankruptcy. Nevertheless, while MobileMedia had hoped to present the Commission with a consensual plan of reorganization at this time, obviously that has not yet occurred. Negotiations and the bankruptcy process will continue. However, in light of the current bankruptcy schedule and the potential for delay as a result of objections by the Creditors' Committee, MobileMedia anticipates that it will request an extension of the stay granted by the Commission in its order of June 6, 1997.

II. OTHER PROCEEDINGS IN THE BANKRUPTCY COURT

Activity in the Bankruptcy Court in February included the filing of a number of routine motions and the filing of the Debtors' Third Omnibus Claims Objection, which relates to approximately 150 proofs of claim failed against the Debtors. In addition, the Debtors filed two motions specifically related to the solicitation, after approval of the Disclosure Statement, of votes on the Plan: a motion to approve the retention of Bankruptcy Services, Inc. as solicitation

agent for the Debtors, and a motion to extend the period prescribed by the Bankruptcy Code within which the Debtors have the exclusive right to solicit acceptances of the Plan. As previously reported, by prior orders of the Bankruptcy Court, the Debtors' exclusive period to solicit acceptances of the Plan had been extended to March 30, 1998. Given the hearing schedule for approval of the Disclosure Statement and the expected 60-90 day solicitation period thereafter, the Debtors have requested that their exclusive solicitation period be extended to June 30, 1998. Copies of the motion to retain Bankruptcy Services, Inc. as solicitation agent and the motion to extend the Debtors' exclusive solicitation period are attached hereto as Exhibit D. A hearing will be held on these motions on March 18, 1998.

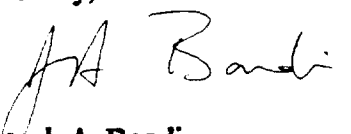
In addition, because the Debtors did not receive any objections to the extension until July 31, 1998 of their debtor-in-possession financing, on February 13, 1998, the Debtors obtained final approval of such extension. (As of the date of this report, no amounts are outstanding under this facility.)

III. FINANCIAL PERFORMANCE

As previously reported, the Debtors are required to file Monthly Operating Reports with the United States Trustee. The Monthly Operating Report provides information relating to the Debtors' financial performance for the prior month. The Debtors' Monthly Operating Report for January 1998 has not yet been filed, and will be provided separately to the Commission as soon as it is available, which is expected to be no later than March 13, 1998.

We hope that this information is helpful. We very much appreciate the Commission's patience as MobileMedia proceeds through the final steps of the bankruptcy process. If we can provide any additional information or if you have any questions with regard to the foregoing, please let me know.

Sincerely,



Joseph A. Bondi
Chairman-Restructuring

cc: Daniel Phythyon, Esq.
David Solomon, Esq.
Rosalind K. Allen, Esq.
Gary Schonman, Esq.
John J. Riffer, Esq.
John Harwood, Esq.
Philip Spector, Esq.
Ky E. Kirby, Esq.
David Spears, Esq.
Ms. Magalie Roman Salas (for inclusion with WT Docket No. 97-115)

:ODMA\PCDOCS\NEWYORK\9101\11 March 5, 1998 (5:03pm)

MAR. 5. 1998 5:27PM Sidley & Austin

A

MOBILEMEDIA COMMUNICATIONS

JOINT PLAN OF REORGANIZATION

FCC APPROVAL TO BE OBTAINED FOR THE FOLLOWING:

- Existing Common Stock to be Cancelled
- New Shares to be Issued to Creditors on "Effective Date" of Reorganization
    - Class A Shares (voting) - representing 97 - 99 percent of equity to Secured Creditors (primarily banks)
    - Common Shares (voting) - representing 1-3 percent of equity to certain unsecured creditors
    - Class A and Common Shares have identical voting rights
    - No single shareholder to control company
- New Board of Directors to be Elected by Secured Creditors
- Rights Issued to Unsecured Creditors
    - Rights exercisable for a 60 day period after "Effective Date" of reorganization (Rights terminate after exercise period)
    - Each Right entitles the holder to one Class B Share (convertible non-voting) upon payment of "Right Exercise Price" to company at conclusion of rights exercise period
    - Number of Rights issued will equal number of Class A Shares outstanding
    - Upon exercise of a Right, Company redeems, on a *pro rata* basis, a Class A Share
    - Certain restrictive covenants apply to actions of Company during rights exercise period
- Class A shares not redeemed automatically convert to Common (voting)
- Class B shares convert to Common (voting) upon (i) determination that no FCC approval is needed; or (ii) obtaining necessary FCC and other approvals
- Warrants Issued to Unsecured Creditors
    - Holder entitled to purchase a Common Share of company
    - Warrants exercisable over seven year period
    - Warrants represent approximately 16% of equity of company

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.

1010

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

William H. Sudell, Jr. (No. 463)
Robert J. Dehney (No. 3578)
Derek C. Abbott (No. 3376)
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 658-9200

and

JONES, DAY, REAVIS & POGUE
David S. Kurtz (Ill. No. 03126561)
Richard A. Chesley (Ill. No. 06249766)
Timothy R. Pohl (Ill. No. 06208157)
77 West Wacker
Chicago, Illinois 60601-1692
(312) 782-3939

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.

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::

Thomas Ambro, Esq.
RICHARDS, LAYTON & FINGER
One Rodney Square
Wilmington, DE 19899
(BY FAX: 1/29/98)

James L. Patton, Jr., Esq.
YOUNG, CONAWAY, STARGATT & TAYLOR
11th Floor, Rodney Square North
P.O. Box 391
Wilmington, DE 19899
(BY FAX: 1/29/98)

J. Ronald Trost, Esq.
SIDLEY & AUSTIN
875 Third Avenue
New York, NY 10022
(BY FAX: 1/29/98)

Michael Chertoff, Esq.
LATHAM & WATKINS
One Newark Center
Newark, NJ 07101
(BY FAX 1/29/98)

Marie D. Giannirakis, Esq.
Office of the U.S. Trustee
601 N. Walnut Street
Curtis Street, Suite 950 West
Philadelphia, PA 19106
(BY FAX: 1/29/98)

Michael Q. Egan, Esq.
Three Embarcadero Center, Suite 940
San Francisco, CA 94111
(BY FEDERAL EXPRESS 1/30/98)

Gregory L. Curmer, Esq.
A. Michael Palizzi, Esq.
MILLER, CANFIELD, PADDOCK
AND STONE, P.L.C.
156 West 56th Street, Suite 1901
New York, NY 10019
(BY FEDERAL EXPRESS 1/30/98)

D. Abbott

Derek C. Abbott

:374623\1

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: Feb. 5 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.

C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	
MobileMedia Communications, Inc.	)	
Tax I.D. No.:22-3379712	)	
MobileMedia Corporation	)	
Tax I.D. No.:22-3253006	)	
MobileMedia Communications, Inc.	)	
(California)	)	
Tax I.D. No.:95-1930271	)	
MobileMedia DP Properties, Inc.	)	
Tax I.D. No.:22-3374208	)	
MobileMedia PCS, Inc.	)	
Tax I.D. No.:22-3319667	)	
Dial Page Southeast, Inc.	)	
Tax I.D. No.:57-0978866	)	
Radio Call Co. of Virginia, Inc.	)	
Tax I.D. No.:62-1084207	)	
MobileMedia Paging, Inc.	)	
Tax I.D. No.:22-3323281	)	
Mobile Communications Corporation	)	
of America	)	
Tax I.D. No.:64-0439988	)	Chapter 11
MobileComm of the Southeast, Inc.	)	
Tax I.D. No.:11-2686968	)	Case No. 97-174 (PJW)
MobileComm of the Northeast, Inc.	)	
Tax I.D. No.:64-0821544	)	(Jointly Administered)
MobileComm Nationwide Operations, Inc.	)	
Tax I.D. No.:64-0821546	)	
MobileComm of Tennessee, Inc.	)	
Tax I.D. No.:64-0821549	)	
MobileComm of the Southeast	)	
Private Carrier Operations, Inc.	)	
Tax I.D. No.:64-0821547	)	
MobileComm of the Southwest, Inc.	)	
Tax I.D. No.:11-2126122	)	
MobileComm of Florida, Inc.	)	
Tax I.D. No.:59-1197602	)	
MobileComm of the Midsouth, Inc.	)	
Tax I.D. No.:43-1051112	)	
FWS Radio, Inc.	)	
Tax I.D. No.:75-1302068	)	
MobileComm of the West, Inc.	)	
Tax I.D. No.:94-1389602,	)	
	)	
Debtors.	)	

NOTICE OF HEARING ON APPROVAL OF DISCLOSURE STATEMENT

NOTICE IS HEREBY GIVEN THAT:

1. On January 27, 1998, MobileMedia Corporation, MobileMedia Communications, Inc., MobileMedia Communications, Inc. (California), MobileMedia DP Properties, Inc., MobileMedia PCS, Inc., Dial Page Southeast, Inc., Radio Call Co. of Virginia, Inc., MobileMedia Paging, Inc., Mobile Communications Corporation of America, MobileComm of the Southeast, Inc., 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. and MobileComm of the West, Inc., which companies have also operated under the names MobileMedia, MobileComm, Mobile Communications, Dial Page, Ram Paging, Ram Paging of Hawaii, DMC, Digital Mobile Communications and Personal Pager (collectively, the "Debtors"), whose corporate headquarters have a mailing address of 65 Challenger Road, Ridgefield Park, New Jersey 07660, filed their Joint Plan of Reorganization under chapter 11 of the United States Bankruptcy Code (the "Plan"). On February 2, 1998, pursuant to section 1125 of the Bankruptcy Code, the Debtors filed a disclosure statement relating to the Plan (the "Disclosure Statement"). Copies of the Plan and Disclosure Statement are available for review at the office of the Clerk, United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Wilmington, Delaware, or at the offices of the Debtors' undersigned counsel.[1]

2. A hearing will be held on April 14, 1998 at 9:30 a.m. (Prevailing Eastern Time) before the Honorable Peter J. Walsh, United States Bankruptcy Judge, 824 N. Market Street, 6th Floor, Wilmington, Delaware 19801 to consider the adequacy of the information contained in the Disclosure Statement (the "Disclosure Statement Hearing"). Any objection to the Disclosure Statement must be in writing, must be in conformity with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, must state with particularity the legal and factual basis for the objection, must reference with specificity the text of the Disclosure Statement to which objection is made, must provide proposed language changes or insertions to the Disclosure Statement to resolve the objection and must be filed with the Court and served upon (i) counsel to the Debtors at the three addresses listed on the signature page of this Notice, (ii) David S. Kurtz, Esq., Jones, Day, Reavis & Pogue, 77 West Wacker, Chicago, Illinois 60601, counsel to the Official Committee of Unsecured Creditors, (iii) Lillian E. Kraemer, Esq., Simpson, Thacher & Bartlett, 425 Lexington Avenue, New York, New York 10017, counsel to the agent to the Debtors' pre- and post-petition secured lenders and (iv) the office of the United States Trustee, John D. McLaughlin, Esq., 601 Walnut Street, Curtis Center, Suite 950 West, Philadelphia, Pennsylvania 19106, in each case so as to be received on or before April 3, 1998 at 4:00 p.m. (Prevailing Eastern Time). Only those objections that are timely filed and served will be considered by the Court.

3. The Disclosure Statement Hearing may be adjourned from time to time by announcement in open Court without any further notice to parties in interest.

---

[1] Requests for copies of the Disclosure Statement (including the Plan) must be in writing and sent to Bankruptcy Services, LLC, 70 E. 55th Street, New York, New York 10022, telephone no. (212) 376-8494 and facsimile no. (212) 376-8989, Attn: Diane M. Rocano.

SIDLEY & AUSTIN
J. Ronald Trost
Shelley C. Chapman
Lee M. Stein
Marshall S. Huebner
875 Third Avenue
New York, New York 10022

LATHAM & WATKINS
Samuel A. Fishman
John B. Duer
885 Third Avenue
New York, New York 10022

YOUNG CONAWAY STARGATT & TAYLOR, LLP
/s/ James L. Patton, Jr.
James L. Patton, Jr. (No. 2202)
Joel A. Waite (No. 2925)
11th Floor, Rodney Square North
P.O. Box 391
Wilmington, Delaware 19899

Co-Counsel to the Debtors and
Debtors-in-Possession

Dated: March 2, 1998

D

Hearing Date: **3/18/98 at 2:30 p.m.**
Only if objections are filed.
Objection Deadline: **3/6/98 at 4:00 p.m.**

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.	)	

MOTION TO LIMIT NOTICE
AND APPROVE FORM AND MANNER OF NOTICE

The above-captioned debtors (the "Debtors"), by and through their undersigned counsel, hereby move this Court, pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and section 102 of title 11, United States Code (the "Bankruptcy Code"), for an order (i) providing that notice of the attached Application for Order Under 11 U.S.C. § 327(a) Appointing Bankruptcy Services, Inc. As Solicitation Agent (the "Application") be given only to the parties designated below, and (ii) approving the attached form of notice.

In support of this motion, the Debtors represent that to give notice of the Application to each and every creditor and interested party would require a mailing to numerous addresses at a significant expense to the estates. The Debtors believe that notice to (i) the United States Trustee for the District of Delaware, (ii) counsel for the Agent for the Debtors' pre-petition secured lenders, (iii) counsel for the Agent in connection with the Debtors' post-petition debtor-in-possession financing, (iv) counsel for the Official Committee of Unsecured Creditors ("Committee"), and (v) all parties