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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

April 14, 1998

NANCY J. VICTORY
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DOCKET FILE COPY ORIGINAL

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

Nancy J. Victory

cc: service list on attached document

No. of Copies rec'd 1
List ABCDE

MOBILEMEDIA CORPORATION
Fort Lee Executive Park
One Executive Drive, Suite 500
Fort Lee, New Jersey 07024
(201) 969-4686
Fax: (201) 969-4506

April 14, 1998

The Honorable William E. Kennard
The Honorable Susan Ness
The Honorable Michael 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:

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 and an outline of the terms of the Plan was attached to the monthly report submitted to the Commission on March 6, 1998. This outline was also submitted to the Wireless Telecommunications Bureau staff at a meeting on March 3, 1998, at which counsel for MobileMedia discussed the status of the bankruptcy and the Plan.

As discussed in the March 6 report, the Plan does not have the support of the unsecured Creditors' Committee, which served subpoenas for the production of certain documents on MobileMedia and the other parties indicated in the order attached to that report as Exhibit B relating to potential objections by the unsecured Creditors Committee to the Plan. As was anticipated, the production of documents by the respondents was largely completed during March, although issues pertaining to the production of certain privileged documents have yet to be resolved. On April 1, the unsecured Creditors Committee also served MobileMedia and the Secured Lenders with a request to conduct the depositions of numerous individuals, including members of MobileMedia's management, board of directors, professionals involved in the reorganization proceedings, and members of the steering committee for MobileMedia's pre- and post-petition secured lenders.

MobileMedia is continuing to discuss its Plan for the stand-alone reorganization of the Company with the Secured Lenders and the unsecured Creditors Committee. MobileMedia, the Secured Lenders and the Committee also are considering certain possible third-party business combinations involving MobileMedia under a plan of reorganization. Accordingly, with the concurrence of MobileMedia, the Secured Lenders and the Committee, the Bankruptcy Court today adjourned the previously scheduled court hearing concerning the adequacy of the information contained in the Disclosure Statement. This hearing has been rescheduled on a standby basis for May 12, 1998. If MobileMedia is unable to secure the May 12 hearing date from the Bankruptcy Court, the Disclosure Statement hearing will be held on June 2, 1998.

Consistent with the scheduled Bankruptcy Court proceedings and as was contemplated in last month's report, on March 27, 1998, MobileMedia filed with the FCC a request for a six-month extension of the Commission's stay of the regulatory enforcement proceedings. As outlined in the extension request, MobileMedia believes that this extension is necessary to enable it to complete its bankruptcy process and to achieve greater certainty as to the contours of its plan of reorganization.

Finally, MobileMedia substantially completed its revised 5-year financial projections during the month of March. These projections were distributed in early April to, among others, the advisors for the unsecured Creditors' Committee and for MobileMedia's pre and post-petition secured lenders.

II. OTHER PROCEEDINGS IN THE BANKRUPTCY COURT

Activity in the Bankruptcy Court in March included a March 18 hearing on various motions previously filed with the Bankruptcy Court. There was no opposition to any of these motions, pursuant to which the Bankruptcy Court (a) approved MobileMedia's request that its exclusive solicitation period be extended to June 30, 1998, (b) expunged, reduced or reclassified approximately 150 claims filed against MobileMedia, (c) granted MobileMedia the authority to pay pre-petition property tax claims, (d) authorized MobileMedia to make payments under its 1997 employee bonus program, (e) authorized MobileMedia to assign to a third party the lease for the property that previously served as its corporate headquarters and (f) authorized the rejection of certain leases. The relief granted at the March 18 hearing is in the best interests of MobileMedia's estate and will facilitate MobileMedia's emergence from chapter 11.

MobileMedia also filed a motion in March to reject additional leases and contracts that are burdensome to the estate and to assume the lease for the property at which its Dallas call center -- the Company's main customer service center -- is located. This call center occupies approximately 108,000 square feet under a lease that expires in 2006.

On March 20, 1998, certain securities law plaintiffs filed a motion in the Bankruptcy Court requesting discovery of MobileMedia and other parties. On March 27, 1998, MobileMedia submitted an objection to this motion.

III. FINANCIAL PERFORMANCE

As previously reported, MobileMedia is required to file Monthly Operating Reports with the United States Trustee. The Monthly Operating Report provides information relating to MobileMedia's financial performance for the prior month. MobileMedia's Monthly Operating Report for February 1998 is attached hereto as Exhibit A.

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,

JA Bondi

Joseph A. Bondi
Chairman-Restructuring

cc: Daniel Phythyon, Esq.
David Solomon, Esq.
Rosalind K. Allen, Esq.
Gary Schonman, Esq.
John I. 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)

A

OFFICE OF THE U.S. TRUSTEE - REGION 3
MONTHLY OPERATING REPORT

For the month ended February 28, 1998

Debtor Name: **MobileMedia Corporation et al.**

Case Number: **97-174 (PJW)**

Required Attachments:	**Document Attached**	**Previously Submitted**	**Explanation Attached**
1. Tax Receipts	( )	(X)	(X)
2. Bank Statements	( )	( )	(X)
3. Most recently filed Income Tax Return	( )	(X)	( )
4. Most recent Annual Financial Statements prepared by accountant	( )	(X)	( )

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING MONTHLY OPERATING REPORT AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE.

RESPONSIBLE PARTY:

David R. Gibson
SIGNATURE OF RESPONSIBLE PARTY

Senior Vice President/Chief Financial Officer
TITLE

David R. Gibson
PRINTED NAME OF RESPONSIBLE PARTY

March 30, 1998
DATE

OFFICE OF THE U.S. TRUSTEE - REGION 3
ATTACHMENT
For the month ended February 28, 1998

Debtor Name: **MobileMedia Corporation et al.**

Case Number: **97-174 (PJW)**

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1. Payroll tax filings and payments are made by Automated Data Processing, Inc. (an outside payroll processing company). Evidence of tax payments are available upon request. Previously, the Debtors filed copies of such evidence for the third quarter of 1996 with the US Trustee.

   Please see the Status of Post Petition Taxes attached hereto for the month's activity.

2. The Debtors have 52 bank accounts. In order to minimize costs to the estate, the Debtors have included a GAAP basis Statement of Cash Flows in the Monthly Operating Report. The Statement of Cash Flows replaces the listing of cash receipts and disbursements, copies of the bank statements, and bank account reconciliations.

OFFICE OF THE U.S. TRUSTEE - REGION 3
CONDENSED CONSOLIDATED
STATEMENT OF OPERATIONS
For the month ended February 28, 1998

Debtor Name: **MobileMedia Corporation et al.**

Case Number: **97-174 (PJW)**

See Statement of Operations for reporting period attached.

HEADNOTES:

These financial statements have not been prepared in accordance with GAAP because Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-lived Assets and for Long-lived Assets, to be Disposed of" ("SFAS 121") has not been applied. Upon the application of SFAS 121, the Company expects to be required to write down the carrying value of its long-lived assets to their fair value. The Company believes the amount of the write-down will be material; however, it is not possible at this time to determine such amount. There may also be year end audit adjustments and adjustments to certain other accounts as a result of the Debtors' filing for protection under Chapter 11 of the US Bankruptcy Code on January 30, 1997.

(1) Operating expense and EBITDA for December 1997 include the favorable impact of (i) a $4.0 million reversal of previously recorded 1997 telephone expense accruals, primarily due to the Federal Communication Commission's recent clarification of interconnection rules, issued in December 1997 and (ii) a reduction in bad debt expense. Bad debt expense is $1.5, $1.5 and $0.8 million, respectively in February, January and December. The lower December bad debt expense reflects a change in the provision due to higher cash collections in the fourth quarter of 1997 than originally forecast.

MobileMedia Corporation and Subsidiaries
Consolidated Statements of Operations
For the Months Ended February 28, 1998, January 31, 1998 and December 31, 1997
(Unaudited)
(in thousands)

	February 1998	January 1998	December 1997	
Paging Revenues				
Service, Rents & Maintenance	$35,198	$36,241	$35,843	
Equipment Sales				
Product Sales	2,137	2,233	1,979	
Cost of Products Sold	1,671	2,037	2,214	
Equipment Margin	466	196	(235)	
Net Revenue	35,664	36,438	35,608	
Operating Expense				
Service, Rents & Maintenance	9,615	9,809	6,556	
Selling	5,113	5,106	5,499	
General & Administrative	12,305	12,627	11,998	
Operating Expense Before Depr. & Amort.	27,034	27,542	24,053	(1)
EBITDA Before Reorganization Costs	8,630	8,896	11,556	(1)
Reorganization Costs	1,444	1,595	1,412	
EBITDA after Reorganization Costs	7,186	7,301	10,143	(1)
Depreciation	7,770	8,527	8,682	
Amortization	8,245	8,246	9,244	
Total Depreciation and Amortization	16,015	16,773	17,926	
Operating Loss	(8,829)	(9,472)	(7,783)	
Interest Expense	4,576	5,138	5,394	
Other Expense	0	(1)	0	
Tax	42	42	324	
Net Loss	($13,446)	($14,650)	($13,501)	

See Accompanying Notes.

OFFICE OF THE U.S. TRUSTEE - REGION 3
CONDENSED CONSOLIDATED BALANCE SHEET
For the month ended February 28, 1998

Debtor Name: **MobileMedia Corporation et al.**

Case Number: **97-174 (PJW)**

See balance sheet attached.

HEADNOTES:

These financial statements have not been prepared in accordance with GAAP because Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-lived Assets and for Long-lived Assets, to be Disposed of" ("SFAS 121") has not been applied. Upon the application of SFAS 121, the Company expects to be required to write down the carrying value of its long-lived assets to their fair value. The Company believes the amount of the write-down will be material; however, it is not possible at this time to determine such amount. There may also be year end audit adjustments and adjustments to certain other accounts as a result of the Debtors' filing for protection under Chapter 11 of the US Bankruptcy Code on January 30, 1997.

MobileMedia Corporation and Subsidiaries
Consolidated Balance Sheets
As of February 28, 1998, January 31, 1998 and December 31, 1997
(Unaudited)
(in thousands)

	February 1998	January 1998	December 1997
Assets:			
Current Assets:			
Cash	$4,166	$5,929	$10,907
Accounts Receivable, Net	48,394	50,771	53,111
Inventory	609	713	868
Prepaid Expenses	1,443	1,410	1,439
Other Current Assets	5,182	5,039	2,782
Total Current Assets	59,794	63,863	69,108
Noncurrent Assets:			
Property and Equipment, Net	245,384	251,069	257,937
Deferred Financing Fees, Net	22,332	22,636	22,939
Investment In Net Assets Of Equity Affiliate	1,766	1,766	1,788
Intangible Assets, Net	990,411	998,623	1,006,835
Other Assets	495	528	561
Total Noncurrent Assets	1,260,387	1,274,621	1,290,060
Total Assets	$1,320,182	$1,338,484	$1,359,168
Liabilities and Stockholders' Equity:			
Liabilities Not Subject to Compromise:			
DIP Credit Facility	$0	$3,000	$10,000
Accrued Reorganization Costs	5,486	6,078	4,897
Accrued Wages, Benefits and Payroll Taxes	15,408	15,191	13,999
Accounts Payable - Post Petition	3,252	4,444	3,633
Accrued Interest (Chase & DIP Facilities)	4,280	4,765	4,777
Accrued Expenses and Other Current Liabilities	33,416	32,707	35,075
Advance Billings and Customer Deposits	34,467	34,939	34,252
Total Liabilities Not Subject To Compromise	96,309	101,126	106,634
Liabilities Subject to Compromise:			
Accrued Wages, Benefits and Payroll Taxes	3,093	3,093	3,093
Chase Credit Facility	649,000	649,000	649,000
Notes Payable - 10 1/2%	174,125	174,125	174,125
Notes Payable - 9 3/8%	250,000	250,000	250,000
Notes Payable - Yampol	986	986	986
Notes Payable - Dial Page 12 1/4%	1,570	1,570	1,570
Accrued Interest On Notes Payable	20,423	20,423	20,423
Accounts Payable- Pre Petition	19,158	19,159	19,647
Accrued Expenses and Other Current Liabilities - Pre Petition	21,519	21,520	21,520
Other Liabilities	4,745	4,783	4,820
Total Liabilities Subject To Compromise	1,144,619	1,144,659	1,145,184
Deferred Tax Liability	72,097	72,097	72,097
Stockholders' Equity			
Class A Common Stock	39	39	39
Class B Common Stock	2	2	2
Additional Paid-In Capital	671,459	671,459	671,459
Accumulated Deficit - Pre Petition	(437,127)	(437,127)	(437,127)
Accumulated Deficit - Post Petition	(221,094)	(207,648)	(192,998)
Total Stockholders' Equity	13,280	26,726	41,375
Less:			
Treasury Stock	(6,123)	(6,123)	(6,123)
Total Stockholders' Equity	7,157	20,603	35,252
Total Liabilities and Stockholders' Equity	$1,320,182	$1,338,484	$1,359,168

See Accompanying Notes

Footnotes to the Financial Statements:

1. These financial statements have not been prepared in accordance with GAAP because Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-lived Assets and for Long-lived Assets, to be Disposed Of" ("SFAS 121") has not been applied. Upon the application of SFAS 121, the Company expects to be required to write down the carrying value of its long-lived assets to their fair value. The Company believes the amount of the write-down will be material; however, it is not possible at this time to determine such amount. There may also be year end audit adjustments and adjustments to certain other accounts as a result of the Debtors' filing for protection under Chapter 11 of the US Bankruptcy Code on January 30, 1997.

   In March 1995, the Financial Accounting Standards Board issued SFAS 121, which is effective for financial statements for fiscal years beginning after December 15, 1995. Under certain circumstances, SFAS 121 requires companies to write down the carrying value of long-lived assets recorded in the financial statements to the fair value of such assets. A significant amount of the assets of the Company, which were acquired as a result of the acquisitions of businesses, including the Dial Page and MobileComm acquisitions, were recorded in accordance with principles of purchase accounting at acquisition prices and constitute long-lived assets. The Company has determined, and its independent auditors have concurred, that SFAS 121 is applicable to the Company, and therefore the Company expects to be required to write down the carrying value of its long-lived assets to their fair value. The Company believes the amount of the write down will be material; however, it is not possible at this time to determine such amount. Since the Company cannot comply with SFAS 121 at this time, it is unable to issue audited financial statements in compliance with generally accepted accounting principles. Consequently, the Company will not file its Report on Form 10-K or its other periodic reports under the Securities Exchange Act of 1934, as amended.

2. On January 30, 1997 (the "Filing Date"), MobileMedia Corporation (the "Company"), MobileMedia Communications, Inc. ("MobileMedia Communications") and all seventeen of MobileMedia Communications' subsidiaries (collectively with the Company and MobileMedia Communications, the "Debtors"), filed for protection under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are operating as debtors-in-possession and are subject to the jurisdiction of the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

   The Bankruptcy Court has authorized the debtors to pay certain pre-petition creditors. These permitted pre-petition payments include: (i) employee salary and wages; (ii) certain employee benefits and travel expenses; (iii) certain amounts owing to essential vendors; (iv) trust fund type sales and use taxes; (v) trust fund payroll taxes; (vi) customer refunds; and (vii) customer rewards.

Footnotes to the Financial Statements (continued):

On January 27, 1998, the Company filed its Joint Plan of Reorganization with the Bankruptcy Court. On February 2, 1998, the Company filed its Disclosure Statement with the Bankruptcy Court.

3. Since the Filing Date, the Debtors have continued to manage their business as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code. During the pendency of the Chapter 11 cases, the Bankruptcy Court has jurisdiction over the assets and affairs of the Debtors, and their continued operations are subject to the Bankruptcy Court's protection and supervision. The Debtors have sought, obtained, and are in the process of applying for, various orders from the Bankruptcy Court intended to stabilize and reorganize their business and minimize any disruption caused by the Chapter 11 cases.

4. Operating expense and EBITDA for December 1997 include the favorable impact of (i) a $4.0 million reversal of previously recorded 1997 telephone expense accruals, due primarily to the Federal Communication Commission's recent clarification of interconnection rules, issued in December 1997 and (ii) a reduction in bad debt expense. Bad debt expense is $1.5, $1.5 and $0.8 million, respectively, in February, January and December. The lower December bad debt expense reflects a change in the provision due to higher cash collections in the fourth quarter of 1997 than originally forecast.

5. The Company is one of the largest paging companies in the U.S., with approximately 3.3 million system reported units in service at February 28, 1998, and offers local, regional and national paging services to its subscribers. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. The Company's business is conducted primarily through the Company's principal operating subsidiary, MobileMedia Communications, and its subsidiaries. The Company markets its services primarily under the "MobileComm" brand name. All significant intercompany accounts and transactions have been eliminated.

Footnotes to the Financial Statements (continued):

6. As previously announced in its September 27, 1996 and October 21, 1996 releases, the Company discovered misrepresentations and other violations which occurred during the licensing process for as many as 400 to 500, or approximately 6% to 7%, of its approximately 8,000 local transmission one-way paging stations. The Company caused an investigation to be conducted by its outside counsel, and a comprehensive report regarding these matters was provided to the FCC in the fall of 1996. In cooperation with the FCC, outside counsel's investigation was expanded to examine all of the Company's paging licenses, and the results of that investigation were submitted to the FCC on November 8, 1996. As part of the cooperative process, the Company also proposed to the FCC that a Consent Order be entered which would result, among other things, in the return of certain local paging authorizations then held by the Company, the dismissal of certain pending applications for paging authorizations, and the voluntary acceptance of a substantial monetary forfeiture.

   On January 13, 1997, the FCC issued a Public Notice relating to the status of certain FCC authorizations held by the Company. Pursuant to the Public Notice, the FCC announced that it had (i) automatically terminated approximately 185 authorizations for paging facilities that were not constructed by the expiration date of their construction permits and remained unconstructed, (ii) dismissed approximately 94 applications for fill-in sites around existing paging stations (which had been filed under the so-called "40-mile rule") as defective because they were predicated upon unconstructed facilities and (iii) automatically terminated approximately 99 other authorizations for paging facilities that were constructed after the expiration date of their construction permits. With respect to the approximately 99 authorizations where the underlying station was untimely constructed, the FCC granted the Company interim operating authority subject to further action by the FCC.

   On April 8, 1997, the FCC adopted an order commencing an administrative hearing into the qualification of the Company to remain a licensee. The order directed an Administrative Law Judge to take evidence and develop a full factual record on directed issues concerning the Company's filing of false forms and applications. The Company was permitted to operate its licensed facilities and provide service to the public during the pendency of the hearing.

   On June 6, 1997, the FCC issued an order staying the hearing proceeding for ten months in order to allow the Company to develop and consummate a plan of reorganization that provides for a change of control of the Company and a permissible transfer of the Company's FCC licenses. The order, which is based on an FCC doctrine known as *Second Thursday*, provides that if there is a change of control that meets the conditions of *Second Thursday*, the Company's FCC issues will be resolved by the transfer of the Company's FCC licenses to the new owners of the Company and the hearing will not proceed. The Company believes that a reorganization plan that provides for either a conversion of certain existing debt to equity, in which case existing MobileMedia shares will be substantially diluted or eliminated, *Footnotes to the Financial Statements (continued):*

or a sale of the Company will result in a change of control. The Company filed its Joint Plan of Reorganization with the Bankruptcy Court on January 27, 1998, which provides for such a change of control. The Company believes that the Joint Plan of Reorganization will meet the conditions of *Second Thursday* if consummated, but there can be no assurance that the Joint Plan of Reorganization will be consummated. The Company has requested that the FCC grant an extension of the order staying the hearing for an additional six months to October 6, 1998. In the event that the Company were unable to consummate a Plan of Reorganization that satisfies the conditions of *Second Thursday*, or should the FCC not grant an extension of the stay of the hearing, the Company would be required to proceed with the hearing, which, if adversely determined, could result in the loss of the Company's licenses or substantial monetary fines, or both. Such an outcome would have a material adverse effect on the Company's financial condition and results of operations.

OFFICE OF THE U.S. TRUSTEE - REGION 3
CONSOLIDATED STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

For the month ended February 28, 1998

Debtor Name: **MobileMedia Corporation et al.**

Case Number: **97-174 (PJW)**

The Debtors have 52 bank accounts. In order to minimize costs to the estate, the Debtors have included a GAAP basis Statement of Cash Flows for the reporting period which is attached. The Statement of Cash Flows replaces the listing of cash receipts and disbursements, copies of the bank statements, and bank account reconciliations.

HEADNOTES:

These financial statements have not been prepared in accordance with GAAP because Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-lived Assets and for Long-lived Assets, to be Disposed of" ("SFAS 121") has not been applied. Upon the application of SFAS 121, the Company expects to be required to write down the carrying value of its long-lived assets to their fair value. The Company believes the amount of the write-down will be material; however, it is not possible at this time to determine such amount. There may also be year end audit adjustments and adjustments to certain other accounts as a result of the Debtors' filing for protection under Chapter 11 of the US Bankruptcy Code on January 30, 1997.

MobileMedia Corporation and Subsidiaries
Consolidated Statements Of Cash Flows
For The Months Ended February 28, 1998, January 31, 1998 and December 30, 1997
(Unaudited)
(in thousands)

	February 1998	January 1998	December 1997
Operating Activities			
Net Loss	($13,446)	($14,650)	($13,501)
Adjustments To Reconcile Net Loss To Net Cash Provided By (Used In) Operating Activities:			
Depreciation And Amortization	16,015	16,773	17,926
Provision For Uncollectible Accounts And Returns	3,300	3,300	2,532
Undistributed Earnings Of Affiliate	0	23	176
Deferred Financings Fees, Net	304	304	554
Change In Operating Assets and Liabilities:			
Accounts Receivable	(922)	(960)	1,180
Inventory	104	155	637
Prepaid Expenses And Other Assets	(176)	(2,229)	(315)
Accounts Payable, Accrued Expenses and Other	(1,856)	965	(1,894)
Net Cash Provided By (Used In) Operating Activities	3,323	3,681	7,294
Investing Activities			
Construction And Capital Expenditures, Including Net Change In Pager Assets	(2,085)	(1,659)	(1,585)
Net Cash Used In Investing Activities	(2,085)	(1,659)	(1,585)
Financing Activities			
Borrowings (Repayments) of DIP Credit Facility	(3,000)	(7,000)	(2,000)
Net Cash Provided By (Used In) Financing Activities	(3,000)	(7,000)	(2,000)
Net Increase (Decrease) In Cash And Cash Equivalents	(1,763)	(4,978)	3,708
Cash And Cash Equivalents At Beginning Of Period	5,929	10,907	7,198
Cash And Cash Equivalents At End Of Period	$4,166	$5,929	$10,907

See Accompanying Notes

OFFICE OF THE U.S. TRUSTEE - REGION 3
STATEMENT OF ACCOUNTS RECEIVABLE AGING AND AGING OF POSTPETITION ACCOUNTS PAYABLE

For the month ended February 28, 1998

Debtor Name: **MobileMedia Corporation et al.**

Case Number: **97-174 (PJW)**

ACCOUNTS RECEIVABLE AGING		
	$ 30,857,912	0 - 30 days old
	15,937,927	31 - 60 days old
	8,092,425	61 - 90 days old
	18,980,621	91+ days old
	73,868,885	TOTAL TRADE ACCOUNTS RECEIVABLE
	(26,459,771)	ALLOWANCE FOR UNCOLLECTIBLE ACCOUNTS
	47,409,114	TRADE ACCOUNTS RECEIVABLE (NET)
	984,586	OTHER NON-TRADE RECEIVABLES
	$ 48,393,700	ACCOUNTS RECEIVABLE, NET

AGING OF POSTPETITION ACCOUNTS PAYABLE

	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
ACCOUNTS PAYABLE	**$ 3,013,470**	**238,874**	**0**	**0**	**$ 3,252,344**

OFFICE OF THE U.S. TRUSTEE - REGION 3
STATEMENT OF OPERATIONS, TAXES, INSURANCE AND PERSONNEL

For the month ended February 28, 1998

Debtor Name: **MobileMedia Corporation et al.**

Case Number: **97-174 (PJW)**

STATUS OF POSTPETITION TAXES

	BEGINNING TAX LIABILITY	AMOUNT WITHHELD OR ACCRUED	AMOUNT PAID	ENDING TAX LIABILITY	DELINQUENT TAXES
FEDERAL					
WITHHOLDING	$ 0	$ 1,091,079	$ 1,080,735	$ 10,344	$ 0
FICA-EMPLOYEE	0	657,361	657,361	0	0
FICA-EMPLOYER	158,756	1,442,228	1,442,196	158,788	0
UNEMPLOYMENT	16,252	68,835	73,481	11,606	0
INCOME	0	0	0	0	0
TOTAL FEDERAL TAXES	175,008	3,259,503	3,253,773	180,738	0
STATE AND LOCAL					
WITHHOLDING	0	186,475	178,549	7,926	0
SALES	891,222	199,557	404,087	686,692	0
UNEMPLOYMENT	52,771	197,413	203,594	46,590	0
REAL PROPERTY	4,396,235	383,695	928	4,779,002	0
OTHER	1,066,292	413,181	632,420	847,053	0
TOTAL STATE AND LOCAL	6,406,520	1,380,321	1,419,578	6,367,263	0
TOTAL TAXES	$ 6,581,528	$ 4,639,824	$ 4,673,351	$ 6,548,001	$ 0

PAYMENTS TO INSIDERS AND PROFESSIONALS
For the month ended February 28, 1998

INSIDERS				
Payee Name	Position	Salary/Bonus/ Auto Allowance	Reimbursable Expenses	Total
Alvarez & Marsal Inc. - Joseph A. Bondi	Chairman - Restructuring	$ -	$ -	$ -
Boykin, Roberta	Assistant Corporate Counsel	8,800	-	8,800
Burdette, H. Stephen	Senior VP Corporate Development and Senior VP Operations	15,000	4,269	19,269
Cross, Andrew	Executive VP Sales and Marketing	17,500	4,859	22,359
Grawert, Ron	Chief Executive Officer	30,769	3,081	33,850
Gray, Patricia	Secretary/Acting General Counsel	13,085	1,822	14,907
Gross, Steven	Senior VP Strategic Planning	14,865	2,663	17,528
Hilson, Debra	Assistant Secretary	4,662	-	4,662
Hughes, Curtis	Assistant VP Mgmt. Information Systems	9,615	1,488	11,103
Pascucci, James	Treasurer	8,677	2,581	11,258
Panzella, Vito	VP / Controller	9,230	607	9,834
Witsaman, Mark	Senior VP and Chief Technology Officer	15,269	5,842	21,111
			TOTAL PAYMENTS TO INSIDERS	$ 174,681

PAYMENTS TO INSIDERS AND PROFESSIONALS (Continued)
For the month ended February 28, 1998

PROFESSIONALS				
Name and Relationship	Date of Court Approval	Invoices Received (1)	Invoices Paid	Holdback and Invoice Balances Due
1. Ernst & Young - Auditor, Tax and Financial Consultants to Debtor	1/30/97	$ -	$ -	$ 263,186
2. Latham & Watkins - Counsel to Debtor	1/30/97	-	-	73,306
3. Alvarez & Marsal Inc.- Restructuring Consultant to Debtor (2)	1/30/97	229,636	-	536,820
4. Sidley & Austin - Bankruptcy Counsel to Debtor	1/30/97	-	205,739	447,827
5. Young, Conway, Stargate & Taylor - Delaware Counsel to Debtor	1/30/97	12,920	9,538	13,992
6. Wiley, Rein & Fielding - FCC Counsel to Debtor	1/30/97	46,932	-	112,969
7. Koteen & Naftalin - FCC Counsel to Debtor	6/11/97	-	-	3,945
8. Houlihan, Lokey, Howard & Zukin - Advisors to the Creditors' Committee	6/04/97	-	-	161,771
9. Jones, Day, Reavis & Pogue - Counsel to the Creditors' Committee	4/03/97	-	46,065	25,087
10. Morris, Nichols, Arsht & Tunnell - Delaware Counsel to the Creditors' Committee	4/03/97	-	-	2,293
11. Paul, Weiss, Rifkind, Wharton & Garrison - FCC Counsel to the Creditors' Committee	4/25/97	-	-	2,986
12. The Blackstone Group LP - Financial Advisors to Debtor	7/10/97	125,000	-	500,000
13. Gerry, Friend & Sapronov, LLP. - Counsel to Debtor	10/27/97	-	-	149,196
TOTAL		$ 414,488	$ 261,342	$ 2,293,378

(1) Excludes invoices for fees and expenses through February 28, 1998 that were received by the Debtors subsequent to February 28, 1998.

(2) Includes fees and expenses for David R. Gibson, Senior Vice President and Chief Financial Officer (effective June 24, 1997).

ADEQUATE PROTECTION PAYMENTS For the month ended February 28, 1998			
NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENTS DUE	AMOUNTS PAID DURING MONTH	TOTAL UNPAID POSTPETITION
The Chase Manhattan Bank - (Interest)	$ 4,257,938	$ 4,257,938*	$ 0

* Payment made on 3/2/98.

QUESTIONNAIRE For the month ended February 28, 1998	YES	NO
1. Have any assets been sold or transferred outside the normal course of business this reporting period?		No
2. Have any funds been disbursed from any account other than a debtor in possession account?		No
3. Are any postpetition receivables (accounts, notes, or loans) due from related parties?		No
4. Have any payments been made of prepetition liabilities this reporting period?	Yes	
5. Have any postpetition loans been received by the debtor from any party?	Yes	
6. Are any postpetition payroll taxes past due?		No
7. Are any postpetition state or federal income taxes past due?		No
8. Are any postpetition real estate taxes past due?		No
9. Are any postpetition taxes past due?		No
10. Are any amounts owed to postpetition creditors past due?		No
11. Have any prepetition taxes been paid during the reporting period?	Yes	
12. Are any wage payments past due?		No

If the answer to any of the above questions is "YES", provide a detailed explanation of each item.

Item 4 & 11. The Court has authorized the Debtors to pay certain pre-petition creditors. These permitted pre-petition payments include (i) employee salary and wages; (ii) certain employee benefits and travel expenses; (iii) certain amounts owing to essential vendors; (iv) trust fund type sales and use taxes; (v) trust fund payroll taxes; (vi) customer refunds; and (vii) customer rewards.

Item 5. During the month of February 1997, the Debtors drew down $45 million of borrowings under the DIP facility with The Chase Manhattan Bank, as agent for the lenders thereunder. During the months of March and April 1997, the Debtors repaid $25 million and $5 million, respectively, of borrowings under the DIP facility. The Debtors drew down an additional $2 million under the DIP facility during the month of August and repaid $5 million, $2 million, $7 million and $3 million of borrowings under the DIP facility during the months of October 1997, December 1997, January 1998 and February 1998 respectively. As of February 28, 1998 there were no funded borrowings under the DIP facility and a $0.5 million letter of credit issued in 1997 remained a contingent obligation of the Debtors under the DIP facility.

INSURANCE **For the month ended February 28, 1998**
There were no changes in insurance coverage for the reporting period.

PERSONNEL **For the month ended February 28, 1998**		
	Full Time	Part Time
1. Total number of employees at beginning of period	3,428	40
2. Number of employees hired during the period	25	3
3. Number of employees terminated or resigned during the period	82	4
4. Total number of employees on payroll at end of period	3,371	39