

3400 CENTRE SQUARE WEST
1500 MARKET STREET
PHILADELPHIA, PA 19102
(215) 981-2000

1500 K STREET, N.W.
WASHINGTON, DC 20005
(202) 626-3300

TEN POST OFFICE SQUARE • SOUTH
BOSTON, MA 02109
(617) 728-7100

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800 NORTH THIRD STREET
HARRISBURG, PENNSYLVANIA 17102

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TELEX 84 5324 • BARDEP

TELECOPIER (717) 233-6321

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November 30, 1988

HAND DELIVERY

Jerry Rich, Secretary
Pennsylvania Public Utility Commission
North Office Building
Harrisburg, PA

Attn: New Filing Section
Room B-18

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NOV 30 1988

SECRETARYS OFFICE
Public Utility Commission

I am enclosing an original plus two copies of an Application For Commission Approval Of The Transfer By Or To An Affiliated Interest Of Tangible Or Intangible Property Used Or Useful In The Public Service.

A check in the amount of \$125.00 is also enclosed to cover the filing fee.

Please acknowledge your receipt of this filing by stamping the duplicate copy of this transmittal letter and filing.

Thank you.

Sincerely,

Pamela Bishop

Pamela K. Bishop
Legal Assistant

/pkb
Enclosures



DOCKETED

DEC 2 1988

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BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

NOV 30 1988

APPLICATION FOR COMMISSION APPROVAL OF
THE TRANSFER BY OR TO AN AFFILIATED
INTEREST OF TANGIBLE OR INTANGIBLE PROPERTY
USED OR USEFUL IN THE PUBLIC SERVICE

SECRETARYS OFFICE
Public Utility Commission

In re: Joint Application of :
COMMONWEALTH TELEPHONE COMPANY :
and COMMONWEALTH CELLULAR TELEPHONE :
SERVICES, INC. for certificates of :
public convenience authorizing the :
transfer by sale of certain radio :
paging equipment, the initiation of :
selective one-way radio-telephone :
common carrier service in a new :
territory by COMMONWEALTH CELLULAR :
TELEPHONE SERVICES, INC. and the :
surrender of such service in that :
territory by COMMONWEALTH TELEPHONE :
COMPANY. :

Application
Docket No.:

A-310800F004

To the Pennsylvania Public Utility Commission:

1. The names and addresses of the applicants are:

COMMONWEALTH TELEPHONE COMPANY
100 Lake Street
Dallas, PA 18612

and

COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.
46 Public Square
P.O. Box 3000
Wilkes-Barre, PA 18703

2. The names and addresses of Applicants' attorneys are:

FOR COMMONWEALTH TELEPHONE COMPANY AND
COMMONWEALTH CELLULAR TELEPHONE SERVICES

Raymond B. Ostroski, Esquire
c/o C-TEC Corporation
46 Public Square
P.O. Box 3000
Wilkes-Barre, PA 18703

and

DOCKETED

DEC 2 1988

DOCUMENT
FOLDER

Bernard A. Ryan, Jr., Esquire
Dechert Price & Rhoads
800 N. Third Street
Harrisburg, PA 17102

3. A brief corporate history of Commonwealth Telephone Company is as follows:

Commonwealth Telephone Company (herein sometimes called "Commonwealth") is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania. Letters Patent were issued to it under date of September 27, 1950. For complete data on Commonwealth's incorporation see Application Docket No. 76155, Folder No. 1, made a part hereof by reference thereto.

On October 30, 1953, Tioga County Bell Telephone Company merged into Commonwealth. For a brief corporate history of Tioga County Bell Telephone Company see Application Docket No. 80433.

Commonwealth purchased all of the outstanding securities of Pennsylvania Community Telephone Company on August 18, 1954 and on July 18, 1955 purchased all of the outstanding common stock of Blakeslee and Fernridge Telephone Company. On June 7, 1956, Pennsylvania Community Telephone Company and Blakeslee and Fernridge Telephone Company merged into Commonwealth. See Application Docket No. 83156. For a brief corporate history of Pennsylvania Community Telephone Company and data on the acquisition of its securities by Commonwealth, see Application Docket Nos. 80209 and 83156, respectively. For data on the acquisition by Commonwealth of the common stock of Blakeslee and Fernridge Telephone Company, see Application Docket No. 82160.

On May 11, 1959, Commonwealth acquired by purchase all of the telephone property and rights of Ferndale Telephone Company. For a brief corporate history of Ferndale Telephone Company and data on its acquisition by Commonwealth, see Application Docket No. 86332.

Commonwealth acquired Leesport Rural Telephone Company, effective as of December 31, 1971, principally through an exchange of 42,660 shares of its common stock for all of the outstanding common and preferred stock of Leesport. For a brief corporate history of Leesport Rural Telephone Company and data on its acquisition by Commonwealth, see Application Docket Nos. 96978 and 96989. Leesport Rural Telephone Company was thereafter merged into Commonwealth pursuant to the Commission's approval of such merger on April 24, 1981. See Application Docket No. 00102711.

Commonwealth acquired Lewisberry Telephone Company, effective as of February 14, 1977, primarily through an exchange of 50,583 shares of its stock for all of the outstanding common and preferred stock of Lewisberry Telephone Company. For a brief corporate history of Lewisberry Telephone Company and data on its acquisition by Commonwealth, see Application Docket No. 99980 (99981). Lewisberry Telephone Company was thereafter merged into Commonwealth pursuant to the Commission's approval, effective as

of the close of business on December 31, 1987. Said merger will be discussed at greater length in the following paragraphs.

C-TEC Corporation (herein sometimes called "C-TEC") is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania. C-TEC provides telephone, cable television, mobile, information and communications services through its wholly-owned subsidiary companies, one of which is Commonwealth.

C-TEC acquired Coopersburg Telephone Company ("Coopersburg"), effective December 28, 1984, by purchasing all of the issued and outstanding stock of Coopersburg. For a brief corporate history of Coopersburg and information on C-TEC's acquisition of Coopersburg, see Application Docket No. A-00025233.

Effective as of the close of business on December 31, 1987, Lewisberry, a wholly-owned subsidiary of Commonwealth, and Coopersburg, a wholly-owned subsidiary of C-TEC, merged into Commonwealth. For information on the merger, see Application Docket No. A-310800.

Commonwealth is vested with lawful authority to render telephone service of all kinds, including both local exchange and long distance service, in portions of the counties of Luzerne, Lackawanna, Wyoming, Bradford, Susquehanna, Sullivan, York, Columbia, Schuylkill, Tioga, Lycoming, Monroe, Northampton, Dauphin, Lancaster, Chester, Bucks and Carbon in the Commonwealth of Pennsylvania.

Additionally, Commonwealth is vested with lawful authority to render radio paging service, a one-way, tone only, tone and voice, or digital display paging service provided by/and radio telephone equipment to a personal paging receiver equipped for such service (hereinafter "Radio Paging Service") in portions of Luzerne, Carbon, Monroe, Lackawanna, Wyoming, Pike and Wayne counties in the Commonwealth of Pennsylvania. For information on the Commission's issuance of a Certificate of Public Convenience relative to Commonwealth's provision of Radio Paging Service, see Application Docket No. A-97564.

4. A brief corporate history of Commonwealth Cellular Telephone Services, Inc. is as follows:

Commonwealth Cellular Telephone Services, Inc. (hereinafter sometimes called "Cellular") is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania. A Certificate of Incorporation was issued to it on October 16, 1984. According to its Articles of Incorporation, Cellular was incorporated for the purpose of having "...unlimited power to engage in and do any lawful act concerning any or all lawful business, including funding, establishing and providing cellular service in and around Northeast Pennsylvania, for which corporations may be incorporated under the Act of May 5, 1933, P.L. 364, as amended, under the provisions of which the corporation is incorporated."

On October 1, 1987, Cellular acquired a 78.4% general partnership interest in the Northeast Pennsylvania SMSA Limited Partnership, a Delaware limited partnership, which provides cellular telephone service to the Pennsylvania Counties of Lackawanna, Luzerne and Monroe. Cellular is also the sole owner of the State College, Pennsylvania Cellular telephone franchise, which commenced operations on June 23, 1988 and which provides cellular telephone service to Centre County, Pennsylvania. Cellular does business as "Cellular Plus" and "Commonwealth Mobile Services" in all of the counties referred to in this paragraph.

Effective October 1, 1987, Cellular acquired a 4% limited partnership interest in the Allentown SMSA Limited Partnership (hereinafter, "Allentown"), and a 10% limited partnership interest in the Reading SMSA Limited Partnership (hereinafter, "Reading"), both of which were formed pursuant to the Limited Partnership Law of the State of Delaware. Allentown provides cellular telephone service to the Pennsylvania Counties of Carbon, Lehigh, Northampton and Warren. Reading provides cellular telephone service to Berks County, Pennsylvania.

5. Commonwealth furnished public service, as of December 31, 1987, to the number of access lines in the classes shown below:

Residential	143,601
Business	<u>26,195</u>
Total	169,796

The residential main stations were divided as follows: 135,870 single and 7,731 two and four party lines. In addition to the main station access lines designated above, there were 1,986 pay station access lines, 22,612 business access lines and 1,597 PBX access lines.

Commonwealth also furnished Radio Paging Service to 899 Subscribers, via a total of 1832 pagers, as of October 31, 1988. Commonwealth makes no differentiation at all between residential and business paging accounts.

6. Cellular furnished cellular telephone service to in excess of 3,000 subscribers, as of December 31, 1987.

7. Cellular has an affiliated interest with Commonwealth, pursuant to 66 Pa. C.S.A. Section 2101, in that C-TEC is the sole shareholder of both Commonwealth and Cellular.

8. Attached hereto as Exhibits A and B, respectively, are the balance sheets of Commonwealth and Cellular, both as of September 30, 1988.

9. Attached hereto as Exhibits C and D, respectively, are the income statements of Commonwealth and Cellular, both for the twelve months ending September 30, 1988.

10. All the annual reports, tariffs, certificates of notification, applications for certificates of valuation, applications for approval of the issuance of securities, and securities certificates, filed with your Honorable Commission by Commonwealth and Cellular and by their predecessor, constituent, and affiliated companies are made part hereof by reference.

11. Subject to the approval of the Commission, Cellular intends to purchase from Commonwealth the assets used to provide Radio Paging Service in portions of Luzerne, Carbon, Monroe, Lackawanna, Wyoming, Pike and Wayne Counties, Pennsylvania, which assets are identified on Exhibit E hereto. The Radio Paging customers now served by Commonwealth will thereafter be served by Cellular pursuant to the Cellular Business Plan which is attached hereto as Exhibit F.

12. The consideration to be paid by Cellular to Commonwealth for the radio paging assets, both tangible and intangible, is \$105,462.22. Said consideration was determined from the combined original purchase price of the Radio Paging Service transmission equipment, land, building and miscellaneous paging equipment, less booked depreciation.

13. There is attached hereto as Exhibit G a statement of all the fixed capital to be transferred, which shows (a) the book value thereof; (b) the original cost thereof when first devoted to public use; (c) the actual cash or cash equivalent cost thereof to Commonwealth; (d) the amount of depreciation reserve, or reserve for renewals and replacements, applicable to said book cost; and (e) the depreciation requirements applicable to the actual cash or cash equivalent cost to Cellular, if such actual cost is not identical with the book value, all as of December 31, 1988.

14. There is attached hereto as Exhibit H a pro forma balance sheet of Cellular, as of September 30, 1988, giving effect to the transfer of property used or useful in the public service.

15. Consolidated financial statements for Commonwealth and Cellular are not presented as part of this Application.

Both Commonwealth and Cellular are wholly-owned subsidiaries of C-TEC. The results of their operations are consolidated with those of other C-TEC subsidiaries to produce consolidated C-TEC Corporation financial statements. The consolidation of Commonwealth and Cellular would not produce meaningful financial data, since both companies represent separate and distinct industry segments for financial reporting and analytical purposes. To consolidate their results would distort the financial relevance of each segment.

There is no financial or managerial control of Cellular by Commonwealth. Both companies, as previously mentioned, come under the common financial and managerial control of C-TEC. Therefore, without financial or managerial control between the two companies, there is no basis for consolidation.

16. There are attached hereto as Exhibit I are certified copies of consents of the boards of directors and the sole shareholder of Commonwealth and Cellular, authorizing the transfer herein proposed.

17. The proposed transfer will have no effect on the Radio Paging Service to Commonwealth's customers other than as set forth in Exhibit F hereto.

18. The proposed transfer will have no effect on the rates for Radio Paging Service to Commonwealth's customers in the foreseeable future.

19. Approval of this application is necessary or proper for the following reasons:

- A. Commonwealth's Radio Paging Service is currently operated by Cellular. That is, while Commonwealth owns the equipment, etc. which is instrumental to its Radio Paging business and which is identified on Exhibit E hereto, it is Cellular that, at Commonwealth's request, actually handles the day-to-day sales and customer service operations of said business.
- B. The transfer contemplated herein is necessary in order to better group the similar services of the cellular telephone and Radio Paging businesses.
- C. The transfer contemplated herein is necessary in order to better support and serve the current Radio Paging Service customer base due to the synergies that exist between the cellular telephone and Radio Paging businesses.
- D. It will be in the best interest of the Radio Paging Service customers for Cellular to control the assets of the Radio Paging business, as well as its operations. Said control will permit Cellular to standardize its operations and will result in uniform charges.

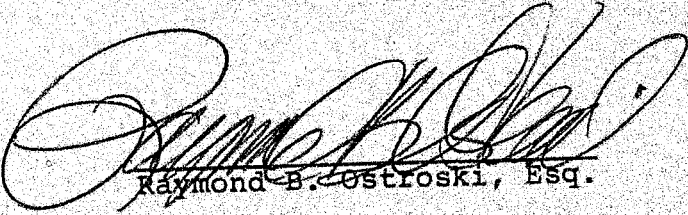
WHEREFORE, Commonwealth and Cellular respectfully request the Commission to issue certificates of public convenience pursuant to Section 1102 (a) of the Public Utility Code, 66 Pa. C.S.A. Section 1102 (a), as follows:

- A. To Commonwealth Cellular Telephone Services, Inc. evidencing its right to (i) acquire by purchase from Commonwealth all of the tangible and intangible property used in providing Radio Paging Service in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties, and (ii) to begin

providing Radio Paging Service to the customers in those counties in place of Commonwealth effective as of the close of business on December 31, 1988, upon completion of the transfer of those assets; and

- B. To Commonwealth Telephone Company evidencing its right (i) to transfer by sale to Cellular all of the tangible and intangible property used in providing Radio Paging Service to portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties, and (ii) to discontinue providing Radio Paging Service in those counties when Cellular begins to do so, effective as of the close of business on December 31, 1988, upon completion of the transfer of those assets.

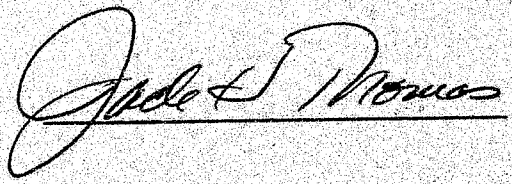
Dated: November 30, 1988



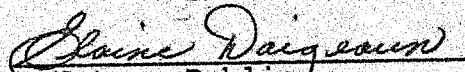
Raymond B. Ostroski, Esq.

COMMONWEALTH OF PENNSYLVANIA :
: :
: SS.
: :
COUNTY OF LUZERNE :

Jack H. Thomas, being duly sworn according to law, deposes and says that he/^{is} Executive Vice President of Commonwealth Telephone Company and that he is authorized to, and does, make this affidavit on its behalf; that he has read the foregoing application and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.



Sworn to and subscribed
before me this 30th day
of November, 1988.


Notary Public

My Commission Expires:
NOTARY PUBLIC
Wilkes-Barre, Luzerne County, Pa.
My Commission Expires January 15, 1990

COMMONWEALTH OF PENNSYLVANIA :

:
:
: SS.
:
:

COUNTY OF LUZERNE

Marc C. Elgaway, being duly sworn according to law, deposes and says that he/^{is} Vice President of Commonwealth Cellular Telephone Services, Inc. and that he is authorized to, and does, make this affidavit on its behalf; that he has read the foregoing application and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.

Marc C. Elgaway

Sworn to and subscribed
before me this 30th day
of November, 1988.

Blaine Daigneaud
Notary Public

My Commission Expires:

NOTARY PUBLIC

Wilkes-Barre, Luzerne County, Pa.

My Commission Expires January 16, 1990

COMMONWEALTH TELEPHONE COMPANY
BALANCE SHEET
ASSETS

EXHIBIT A

DESCRIPTION	09/30/68
CURRENT ASSETS:	
Cash & Temporary Cash Investments	16513384
Working Cash Advances	29084
Telecommunications Accounts Receivable	10047381
Accounts Receivable Allowance-Telecommunications	0
Accts. Receivable from Affiliated Cos.	680221
Other Accounts Receivable	12771464
Notes Receivable from Affiliated Cos.	0
Notes Receivable Allowance	0
Interest and Dividends Receivable	188085
Material and Supplies	1689747
Inventories	1051553
Prepaid Taxes	496544
Prepaid Insurance	112368
Prepaid Directory Expense	0
Other Prepayments	109212
Other Current Assets	0
Total Current Assets	43689043
NONCURRENT ASSETS:	
Investments in Affiliated Companies	0
Other Investments	5803367
Unamortized Debt Issuance Expense	212230
Sinking Funds	0
Other Noncurrent Assets	0
Deferred Maintenance & Retirements	496313
Deferred Charges	294546
Total Noncurrent Assets	6806456
PROPERTY, PLANT & EQUIPMENT:	
Telecommunications Plant in Service	284820465
Property Held for Future Telecommunications Use	74686
Telecomm Plant under Construction-Short Term	3409518
Telecomm Plant under Construction-Long Term	0
Telecommunications Plant Acquisition Adjustment	1885135
Total Operating Property, Plant & Equipment	290189804
Accumulated Depreciation	135399513
Net Operating Property, Plant & Equipment	154790291
Nonoperating Plant, Net	442491
Net Property, Plant & Equipment	155232782
TOTAL ASSETS	205728281

COMM HEALTH TELEPHONE COMPANY
 BALANCE SHEET
 CAPITALIZATION AND LIABILITIES

EXHIBIT "A"
 (CONTINUED)

DESCRIPTION	09/30/88
CURRENT LIABILITIES:	
Accts. Payable to Affiliated Companies	859923
Other Accounts Payable	5457743
Advance Billing and Payments	1144501
Customer Deposits	133843
Current Maturities	1212645
Taxes Accrued	2123362
Current Deferred Operating Income Taxes	-327495
Current Deferred Nonoperating Income Taxes	0
Accrued Interest - Funded Debt	363150
Accrued Interest - All Other	0
Other Accrued Liabilities	5521769
Other Current Liabilities	0
Total Current and Accrued Liabilities	16489441
LONG-TERM DEBT:	
Funded Debt	79130409
Other Long-Term Debt	0
Total Long-Term Debt	79130409
OTHER LIABILITIES & DEFERRED CREDITS:	
Other Long-Term Liabilities	351471
Noncurrent Deferred Operating Income Taxes	26398264
Noncurrent Deferred Nonoperating Income Taxes	39585
Other Deferred Credits	6915216
Total Other Liabilities & Deferred Credits	33704536
STOCKHOLDERS' EQUITY:	
Common Stock	8468762
Preferred Stock	388500
Additional Paid-in Capital	12635358
Unappropriated Retained Earnings	54911275
Total Stockholders' Equity	76403895
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	205728281

BALANCE SHEET
AS OF SEPTEMBER 1988
COMPANY: COMMONWEALTH CELLULAR TELEPHONE SERVICE

Current Assets:	
Cash & Temporary Investments	32,240
Accounts Receivable	2,054,310
Other Receivables	0
Materials & Supplies	464,451
Prepaid Expenses	5,113
Other Current Assets	<u>900</u>
Total Current Assets	2,557,014
Investments	403,040
Net Property, Plant & Equipmt	6,384,619
Intangible Assets	1,442,190
Other Assets	350
Deferred Charges	522
Min Lease Pay Rec After Reserv	<u>36,535</u>
Total Assets	<u><u>10,824,270</u></u>
Current Liabilities:	
Accounts Payable	2,736,541
Notes Payable — Current	7,125,041
Accrued Liabilities	31,516
Customer Advance Payments	419,109
Other Current Liabilities	<u>10,900</u>
Total Current Liabilities	10,323,107
Long Term Debt	0
Deferred Credits	358,579
Other Liabilities	<u>0</u>
Total Liabilities	10,681,686
Minority Interest	1,068,338
Capitalization:	
Stock	0
Additional Paid in Capital	0
Retained Earnings	<u>(925,754)</u>
Total Capitalization	(925,754)
Total Liab & Capitalization	<u><u>10,824,270</u></u>

DESCRIPTION	12 Months Ended 09/30/88
OPERATING REVENUES: *	
Local Network Services Revenues	17881592
Network Access Services Revenues	49195450
Long Distance Network Services	21004965
Miscellaneous Revenues	5761967
Uncollectible Revenues	-391608
Total Operating Revenues	93452366
OPERATING EXPENSES AND TAXES:	
Maintenance Expenses	2974695
Traffic Expenses	2427385
Commercial Expenses	668924
General Office Salaries and Expenses	2652699
Other Operating Expenses	331012
Depreciation Expense	24195294
Extraordinary Retirement	170587
Plant Specific Operations Expenses	11421233
Plant Non-Specific Operations Expenses	8985327
Customer Operations Expenses	3183080
Corporate Operations Expenses	9790141
Total Operating Expenses	66800377
Investment Tax Credit, Net	-1372425
State Income Tax	1754955
Gross Receipts Tax	-3259814
Capital Stock Tax	996759
Other State Taxes**	435893
Federal Income Tax	6996988
Other Federal Taxes**	268492
Deferred Federal Income Tax, Net	793931
Deferred State Income Tax, Net	424888
Total Operating Expenses and Taxes	73840044
Other Operating Income/(Expense)	3440
Regulated Operating Income, Net	19615762
Interest Expense	5670143
Nonoperating and Nonregulated Income, Net	5324011
Net Income	19269630
Preferred Stock Dividends	20759
Net Income Available for Common	19248871

*Operating revenues recorded prior to 1/1/88 have been reclassified to conform with USOAR (Part 32).
**Includes payroll taxes recorded prior to 1/1/88.

INCOME STATEMENT
12 MONTHS ENDED 9/30/88
COMMONWEALTH CELLULAR TELEPHONE SERVICE

Operating Revenues:

Monthly Service (Access/Serv)	387,469
Custom Calling Feature	8,873
Usage/Airtime	1,068,427
Usage/Airtime Supersystem	8,791
Roaming — Home	433,958
Roaming — Foreign	742,803
Equipment — Rental	194,039
Tolls	73,921
Installation/Repairs	36,064
Connection	33,300
Equipment — Sales	442,733
Bell of PA. Surcharge	716
Equipment/Lease	49,041
Miscellaneous Revenues	18,841
Total Operating Revenues	<u>3,498,976</u>

Cost of Operations:

Service Expense	2,052,269
Selling Expenses	799,270
General & Admin. Expenses	938,219
Amortization Expenses	44,820
Depreciation	786,171
Total Cost of Operations	<u>4,620,749</u>

Oper. Inc. B/F Interest/Tax	(1,121,773)
Interest Exp. (Income)	415,688
Net Income (Loss) Before Tax	(1,537,461)

Taxes:

Federal Income Tax	(600,678)
Deferred Federal Income Tax	103,485
Total Taxes	<u>(497,193)</u>
Net Income (Loss) After Tax	(1,040,268)

Income (Loss) From Partners

Net Inc — Allen Partner 4.0%	(16,018)
Net Inc — Reading Partner 10.0%	4,410
Total Inc/(Loss) From Partn	<u>(11,608)</u>

Less: Minority Interest

NEPA 21.60%	<u>(126,132)</u>
Net Income	(925,744)

Exhibit E

Radio Paging Service Assets to be Transferred
From Commonwealth to Cellular

1. Real Property:

All that certain two (2) acre piece or parcel of land situate in the Township of Kingston, County of Luzerne and State of Pennsylvania, conveyed by deed of Frank J. Donnelly and Katherine M. Donnelly, his wife, to Commonwealth Telephone Company, and recorded in the Office of the Recorder of Deeds of Luzerne County, PA in Deed Book 1806 at Page 48; and

All that certain 6345 square foot piece or parcel of land situate in the Township of Kingston, County of Luzerne and State of Pennsylvania, conveyed by deed of Eugene Prushko and Eleanor E. Prushko, his wife, to Commonwealth Telephone Company, and recorded in the Office of the Recorder of Deeds of Luzerne County, PA in Deed Book 1898 at Page 1003;

EXCEPTING AND RESERVING THEREFROM:

All that certain 0.1286 acre piece or parcel of land situate in the Township of Kingston, County of Luzerne and State of Pennsylvania, conveyed by deed of Commonwealth Telephone Company to Northeast Pennsylvania SMSA Limited Partnership, and recorded in the Office of the Recorder of Deeds of Luzerne County, PA in Deed Book 2163 at Page 365.

2. November 9, 1981 Antenna Tower Space Lease Agreement between Commonwealth Telephone Company and WEJL Radio Station.
3. Miscellaneous equipment as presently used to provide Radio Paging Service, including but not limited to all buildings, transmitters, antennae, receivers, cable, and paging units, including all components thereof.
4. Customer List/Accounts Receivable List, a copy of which is attached hereto.

120-0003-8	SWANSON	CURTIS L	00
120-0007-8			31.98
120-0015-8	GROBLEWSKI DR/KGIN	JOHN	63.96
120-0018-8			63.96
120-0020-8	BISHOP	ROBERT	00
120-0031-8	RUCKND	GEORGE L INC	159.93
120-0032-8	DALLAS WATER CO		50.23
120-0034-8	COMMUNITY COUNSELING		176.97
120-0037-8	DALLAS AREA SCHDOL		00
120-0040-8	ED MEDIA TEC		63.97
120-0041-8	W N A K RADIO		00
120-0042-8	GENERAL MEDICAL SERVICES	HAROLD C	108.48
120-0043-8	SNOWDEN		62.97
120-0050-8	WILKES-BARRE WINDOW		63.97
120-0052-8	HARDIK	JOE	143.88
120-0053-8	STATE CORRECTIONAL	THOMAS S	45.21
120-0061-8	MURRAY JR		127.94
120-0063-8	HILLMAN		159.90
120-0069-8	FELRA	SERVICE CO INC	00
120-0071-8	LEHMAN	GERALD A	31.98
120-0072-8	PETROLEUM SERV CO	DR CLINTON	31.98
120-0075-8			00
120-0079-8	SHADES	CHAS S	31.98
120-0084-8	ALLAN INDUSTRIES		63.97
120-0085-8	KOTCH MD	MICHAEL	32.17
120-0087-8	LISPI	GENE	-63.97
120-0089-8	EBERHARD FABER INC		32.17
120-0094-0			00
120-0096-8	LOHMAN	EARL M	00
120-0102-8	WASSEROTT'S MEDICARE SERV		63.97
120-0114-8	FAMILY PHYSICIANS		77.72
120-0117-8	HAZELTON NANTICOKE MENTAL		00
120-0118-8	NUTCHE TRUCKING		229.20
120-0120-8			31.07
120-0122-8	NULTON JR	PAUL	31.98
120-0136-8			00
120-0141-8	OTIS ELEVATOR		15.98
120-0144-8	VALLEY	VENDING	127.94
120-0145-8	MARTZ FRANK COACH CO		63.97
120-0147-8			31.98
120-0151-8			31.98
120-0153-8			31.98
120-0154-8			00
120-0158-8			14.78

EXHIBIT F
(CONTINUED)

120-0162-8	PARK CONSTRUCTION COMPANY		60.96
120-0168-8	UNITED HEALTH &		697.05
120-0180-8	COUNTRY CLUB ASSOCIATES		.00
120-0188-8	CASTERLINE	CHARLOTTE	75.71
120-0189-8	MOSES	GED P	31.98
120-0192-8	BODNERCHEVROLET		.00
120-0197-8	UNITED PENN BANK		.00
120-0201-8	REICH	DR HARRY	127.87
120-0204-0	DISTRICT ATTORNEYS OFFICE		10.69
120-0206-8	GROBLEWSKI	DR E A	47.88
120-0214-8	U.S. CUSTOMS/AVOCA AIRPORT		47.94
120-0217-8	GREENBAUM	SHELDON	121.86
120-0225-8	MARK	REALTY	135.36
120-0233-8	GRIND'S BODY SHOP		63.96
120-0235-8	CROMPTON	DR RICHARD	-8.17
120-0236-8			31.98
120-0239-8	KNAPLA	GERALD	31.98
120-0243-8	VALLEY DISTRIBUTING &		18.20
120-0244-8	PRASAD	SHISHIR C	.00
120-0245-8	BRENNAN ELECTRIC INC		31.98
120-0246-8	C K COFFEE SERVICE		.00
120-0248-8	PROGRESSIVE DESIGN SYSTEM		20.32
120-0254-8	NICHOLAS TRUCKING		95.95
120-0255-8	HANOVER AREA SCHOOL DIST		30.15
120-0256-8	BAIGIS	ALVIN	31.98
120-0262-8	ANZALONE	DR ANTHONY A	31.98
120-0263-8	QUALITY INN		63.96
120-0265-8	NEWELL FUEL		79.87
120-0271-8			.00
120-0279-8	WYOMING HOMES		.00
120-0289-8	OB GYN ASSOCIATES		-287.86
120-0291-8	RENAL ASSOC		117.25
120-0298-8			31.98
120-0308-8			31.98
120-0316-8	M E MOORE AND SON		31.98
120-0320-8	LEWELLYN AND MC KANE		32.17
120-0325-8			21.29
120-0332-8	NEWBERRY SERVICES CO INC		31.98
120-0335-8	WILKES BARRE AREA SCHOOL		31.98
120-0337-8	LOMBARDO JOSEPH		23.48
120-0344-8	L AND G ELECTRIC/PLYMOUTH		287.66
120-0350-8	WYOMING VALLEY WEST		63.96
120-0353-8	CEDAR VILLAGE LCL MGMT		31.98
120-0354-8	WYOMING SEMINARY		31.98
120-0357-8	SIBERSKI	DR JOHN	58.77
120-0363-8	BONE & JOINT ASSOCIATES D		60.30
120-0367-8	POWER ENGINEERING CORP		58.77
120-0372-8	LUZERNE WYOMING COUNTY		60.30
120-0384-8	BURAK	DR WILLIAM	26.44
120-0388-8	MANGANIELLO	DR CHAS	104.55
120-0390-8	OFFSET	PAPERBACK MFRS	.00
120-0404-8	BELL TEL CO		52.21
120-0408-8			19.27
120-0409-8	WORKE		18.20
120-0426-8	COLLEGE MISERICORDIA	HARRY	88.44
			31.98
			63.96
			31.98
			120.45

120-0434-8	PLAINS VOLUNTEER AMBULANC		-17.15
120-0451-8	LUZERNE COUNTY/MOON LAKE		30.00
120-0454-8	FLEISCHMAN	GILBERT	.00
120-0457-8	LOVE'S	THERMAL SYSTEMS	20.32
120-0471-8	THOMAS	C THOMAS CO	31.98
120-0478-8	HEAT RECOVERY SYSTEMS INC		.00
120-0488-8	CERTAIN TEED CORP		.00
120-0489-8	SOBECK CORP THE		83.23
120-0497-8	SILBERMAN	DR RICHARD	194.82
120-0496-8	AMERICAN BUILDING		.00
120-0497-8	ROSENN JENKINS E GREENMAL		289.13
120-0516-8	R D L M CORPORATION		21.29
120-0517-8	RURAL HEALTH CORP		95.95
120-0521-8			582.55
120-0522-8			15.07
120-0536-8	MONK	DAN	.00
120-0537-8			18.20
120-0541-8	BRUNO	DR JAMES R	31.98
120-0543-8	TUNKHANNOCK AREA SCHOOL		17.04
120-0544-8	FISCHER ELECTRIC CO		32.05
120-0549-8	DISQUE RICH D FUNERAL HO		63.97
120-0551-8	SIGMA ONE		17.04
120-0559-8	GOLDEN BUSINESS MACHINES		127.94
120-0561-8	JOSEPH	DR RAY	179.12
120-0562-8	RAKLEWICZ	DR MICHAEL	31.98
120-0566-8	GIRDAND	NICHOLAS DR/DAL	.00
120-0567-8	TRUCKSVILLE DGG & CAT		31.98
120-0571-8	HOUSING AUTHORITY OF		25.52
120-0573-8	CARPET CREATIONS		78.80
120-0581-8	K E K ELECTRIC INC		31.98
120-0583-8	LEHMAN	HW A JR	.00
120-0588-8	WESLEY VILLAGE		63.97
120-0590-8			31.98
120-0592-8			18.20
120-0593-8	THE BRIDGE		25.82
120-0594-8	MED X CLINIC		119.35
120-0599-8	ASSOCIATED	INTERNISTS OF	106.17
120-0606-8	DIAMOND VENDING		113.78
120-0613-8	EAR NOSE AND THROAT		.00
120-0616-8	CHILDRENS SERVICE CENTER		90.43
120-0630-8	LUZERNE	INTERMEDIATE UN	203.05
120-0647-8	NORTH CENTRAL X RAY		.00
120-0654-8	HANDLEY DDS	JOHN J	.00
120-0661-8			31.98
120-0665-8	PANZER	DR GLENN	16.08
120-0667-8	MOUNTAINTOP MANOR		31.98
120-0674-8	GEISINGER MEDICAL GROUP		1227.72
120-0677-8	PITTSFORD TWP SUPV		30.15
120-0679-8	ROGAN	E J AND SONS	-45.23
120-0683-8	PENELLEC		.00
120-0690-8	TELE-MEDIA COMPANY OF		79.68
120-0699-8	VICTIMS RESOURCES CENTER		38.14
120-0703-8	SORDONI	GOERGE	31.98
120-0706-8	WOOD	DALE	42.59
120-0726-8	SCHULTZ WM/CT CO		63.96

120-0728-8	KOLLAR	CARL	31.98
120-0730-8	SITAR	JOE	.00
120-0738-8	LUZERNE COUNTY PRISON		158.65
120-0739-8	KEM TEK		.00
120-0741-8	COMPUTERCONSULES SERVICE		32.95
120-0747-8	JEWELCOR INC		31.98
120-0761-8	SHERATON CROSSGATES HOTEL		.00
120-0763-8	VISITING NURSE ASSOCIATIO		-39.80
120-0778-8	BRIDON AMERICAN CORP		74.58
120-0780-8	SUNSHINE MARKET INC		95.77
120-0788-8	HOWARD ISAACS INC		.00
120-0789-8	NEUROSURGICAL ASSOC		97.81
120-0796-8	BUCKEYE PIPELINE CO		15.07
120-0801-8	BOROUGH OF FORTY FORT		30.15
120-0807-8	SKIRO		31.98
120-0810-8	ENVIRO-TROL SYSTEMS INC	GEORGE A PAINTE	36.41
120-0816-8	BAYO'S ICE CO		63.97
120-0818-8	GETSINGER WYOMING VALLEY		18.20
120-0825-8	FREEDMAN	LOUIS	703.52
120-0839-8	DESIDERIO	JAMES	.00
120-0843-8	KOJIMCKAK JR	JAMES	20.32
120-0844-8	MOORE	DR DAVID	63.97
120-0848-8	PRINGLE BORO POLICE		79.68
120-0853-8	DOMESTIC VIOLENCE SERV		-2.74
120-0854-8	CAMPENNI	LOUIS	31.98
120-0855-8	ANTHRACITE APTS		34.08
120-0860-8	BROHN	DR ROBERT	63.97
120-0861-8	RICH'S GOLF CENTER		21.29
120-0870-8	KNEE CENTER THE		9.62
120-0872-8	FIRST HOSPITAL		8.57
120-0876-8	LAURA FASHIONS INC		31.98
120-0878-8	METZGER	HOWARD	31.98
120-0884-8	COOK	LERDY	127.92
120-0896-8	DAKWOOD PARK BUILDERS		.00
120-0898-8	VALLEY RADIOLOGY ASSOCIAT		31.98
120-0908-8	ADAMS NOVELTY		21.29
120-0913-8	CLARKS SUMMIT STATE		30.92
120-0915-8	SOLOMON	CYNTHIA	.00
120-0920-8	HERBERT'S GARAGE		31.98
120-0925-8	KRASAVAGE	CARL	127.94
120-0931-8	LAKE TOWNSHIP POLICE		.00
120-0932-8	MOUNTAIN STREAM		.00
120-0938-8	DANIEL J FLOOD TOMER		63.97
120-0944-8	PISZCZEK FUNERAL HOME		63.78
120-0947-8	KEYSTONE EMERGENCY UNIT		.00
120-0953-8	MATHESON TRANSFER CO		63.96
120-0957-8	ROMANDOWSKI	LEN	27.84
120-0962-8	ALBERT ELI AGENCY INC		.00
120-0963-8	HUYNH		15.98
120-0968-8	KEYSTONE JUNIOR COLLEGE	CANG	31.98
120-0969-8	E E I INC		45.15
120-0998-8			31.98
120-0999-8			

120-1003-8	SHARMA		15.98
120-1011-8	HOOKER	DR MEERA	18.20
120-1012-8	COURT ADMINISTRATORS OFC	CHARLES J	60.30
120-1013-8	REFRIGERATION SERVICE		63.96
120-1014-8	ERTLEY DEALERSHIP		316.88
120-1015-8	SCARANO		31.98
120-1017-8	PATIENT CARE MEDICARE	D	42.68
120-1023-9	ULTRA CLEAN		15.98
120-1034-8	BARROWS ELECTRIC		.00
120-1044-8	KEYSTONE AMBULANCE SVC		.00
120-1045-8	LUZERNE COUNTY WORK RELEA		90.30
120-1048-8	A B F FREIGHT		53.97
120-1049-8	LIBERTY MUTUAL INSURANCE		.00
120-1051-8	KOD	HOOK HON	.00
120-1065-8	CLEARFIELD	BILL	.00
120-1069-8	MEMBERRY ESTATES		15.90
120-1073-8	MOOD ELECTRICAL ASSOC		127.92
120-1074-8	DUNBAR	EDW	.00
120-1079-8	PITSTON TOWNSHIP AMBULAN	RAY	.00
120-1080-8	AYERS		31.98
120-1081-8	CLINICAL LAB INC		104.48
120-1082-8	AMERICAN RED CROSS		15.07
120-1086-8	KIRALY		.00
120-1089-8	MANGIA	LASZLO	32.17
120-1090-8	KOPICKI FUNERAL HOME	BONNIE	.00
120-1093-8	LILIK	KENNETH W	10.68
120-1095-8	KONDASH	DENNIS J	19.24
120-1097-8	BESEN	LEE	15.98
120-1104-8	SHASKAS	JOHN	47.96
120-1117-8	PENNA STATE UNIVERSITY		243.24
120-1128-8	MORRIS	ADRIAN	.00
120-1132-8	MEREDICK	RICHD	18.20
120-1134-8	URZEN	AL	9.62
120-1143-8	NABISCO BRANDS INC		42.58
120-1146-8	S P C A		15.98
120-1150-8	F M HENRY ASSDC		.00
120-1157-8	BIANCA	VINCENT	.00
120-1163-8	LIM MICHAEL		42.58
120-1181-8	LEARNED	E	.00
120-1183-8	SCRANTON LACKAWANNA HUMAN		15.07
120-1184-0	KOERNER	GEORGE	15.98
120-1201-8	XEROX CORP		85.19
120-1203-8	MC MANUS	MRS JOHN	18.20
120-1210-8	HOMECALL OF NORTHEASTERN		367.02
120-1211-8	A T AND T INFORMATION		326.51
120-1216-8	ZALATIMO D R	AKRAM	21.29
120-1219-8	ANEJA	DR KRISKAN	15.98
120-1220-8	HOSEY LEN APPLIANCE		.00
120-1222-8	UNIFIED OFFICE EQUIPMENT		18.20
120-1224-8	D*TORIO	JAMES	-13.05
120-1225-8	FERRI	VICTOR	31.98
120-1227-0	MOSLER SAFE CO		151.36
120-1235-8	MERCY CENTER CONVENT		.00
120-1248-8	GIBBONS	JOHN	31.98
120-1249-8	SILVERLINE		-296.80
120-1257-8	RITE -TEMP ASSDC		63.94

120-1259-0	MC GRANE	DR MARLA	-22.88
120-1261-8	COGSIAS FOOD MANAGEMENT		.00
120-1265-8	STERNLIZB	DR JEFF	21.29
120-1271-8	P P S L		.00
120-1277-8	NANTIDKE CITY HALL		191.91
120-1296-8	COHEN	CARL	.00
120-1297-9	HANOVER HOMES WEST CORP	TOM	31.98
120-1304-8	MENID	JOHN N	31.98
120-1308-8	COUNTRY MANDR		31.96
120-1312-8	SNAPKOWSKI	DICK	.00
120-1314-8	JOHN HEINZ INSTITUTE		219.77
120-1320-8	KEYSTON JR COLLEGE		31.98
120-1329-8	WILKES-BARRE POLICE		140.68
120-1332-9	T C LLOYD CONSTRUCTION IN		63.97
120-1333-8	RIZZO D R	SAMUEL	.00
120-1338-9	E AND M REALTY		31.98
120-1339-8	PENN D O T		31.98
120-1341-8	NORTHEAST CABLE		45.35
120-1342-8	MEADOWS NURSING CENTER TH		17.05
120-1347-8	WALSH-REGAN FUNERAL		30.15
120-1348-9	VILLAGE PARK APARTMENTS		15.98
120-1349-8	LUCAS	JON	53.28
120-1354-8	HILLTOP MOBIL		32.90
120-1356-8	NUMBER ONE CONTRACT CORP		53.52
120-1364-8	BISHOP HOBAN HIGH SCHOOL		31.98
120-1365-8	BOYLE	PHIL	63.97
120-1369-8	KELLY	JOSEPH	15.98
120-1373-8	COUNTIES INC		15.98
120-1375-8	SPACE LABS		.00
120-1378-8	MC CARTHY TIRE SERV CO		15.98
120-1380-8	CITIZENS VOICE THE		.00
120-1384-8	COMPUTOR REPORTS CO		.00
120-1394-8	DULSKY	JOHN	.00
120-1397-8	MESKO GLASS CO		31.98
120-1400-8	NORTHEASTERN SURGICAL		.00
120-1402-0	ADVANCED MONITORING SYS		238.69
120-1403-8	HOZEMPA	CATHERINE	31.08
120-1413-8	HUSBANDS TREE SERVICE		18.20
120-1416-8	ALLIED SERVICES FOR THE		604.64
120-1421-8	RYDER TRUCK RENTAL		.00
120-1422-8	FITCH R N & SONS INC		95.95
120-1430-8	CLIMATE EQUIPMENT CO		18.20
120-1433-8	MACKRELL	JAMES	63.97
120-1435-8	MINSAVAGE	JOHN	19.80
120-1438-8	MANAGEMENT ENTERPRISES		.00
120-1461-8	BALDASSARI JR	HENRY	.00
120-1467-8	SORDONI CONSTRUCTION CD		50.08
120-1477-8	DELVAL EQUIPMENT CORP		18.20
120-1478-8	CITY HEIGHTS		21.29
120-1484-8	PUCILOWSKI	DAVID	95.95
120-1487-8	GENDELL	WILLIAM	.00
120-1490-8	TARTAN FOODS		31.98
120-1491-8	ARGENTID	DR	21.29
120-1492-5	CAREY III	JOHN T	.00
120-1493-8	BRANIN	DR BRUCE	31.98
			50.23

120-1496-8	DELEURS BACK TO BASICS IN	31.98
120-1502-0	ELLSWORTH DISPOSAL SERVIC	506.01
120-1508-8	MUBERRY TOWER	177.27
120-1519-8	WHITE	31.98
120-1521-8	R G'S INC	31.98
120-1535-8	UNITED REHABILITATION	127.94
120-1537-8	LAVELLE	18.20
120-1538-8	PEDIATRIC ASSOCIATES OF	.00
120-1540-0	STOLZ	31.98
120-1541-8	WENDY'S	15.98
120-1542-2	MOTTS	9.62
120-1547-8	ANDREW SEMIAN+JR FUNERAL	63.97
120-1552-6	TACO BANDIDO	31.98
120-1554-8	PARRISH OPTICAL	32.17
120-1556-8	J & H CONCRETE	48.25
120-1557-8	EHRlich	18.20
120-1558-8	J C EHRlich CO	63.97
120-1559-8	LARRY'S	31.98
120-1561-8	WILLIAMS	181.15
120-1562-8	HOWANITZ	9.62
120-1567-8	B E S ENVIRONMENTAL	36.40
120-1569-8	LANGDON	.00
120-1576-0	NESBITT MEMORIAL HOSPITAL	.00
120-1577-8	KISH	.00
120-1582-8	G I CONSULTANTS INC	36.40
120-1585-8	KOVACH	.00
120-1586-3	KULBASKI	36.40
120-1593-8	DECKER	21.29
120-1596-8	IDER'S PAVING CO	.00
120-1597-8	LAKE LEHMAN SCHOOL DISTRI	127.92
120-1598-8	J ROBERT BOMBERGER FUNERA	9.62
120-1599-8	BLUM	.00
120-1600-8	DAN PAROBY AUTO	21.29
120-1603-3	DATA VEST	.00
120-1604-0	QUALITY CARE	95.95
120-1609-8	MERCY CONSULTATION CENTER	.00
120-1615-8	MANRIQUE SHOPF &	31.98
120-1620-8	RAVERT	.00
120-1624-8	A T & T COMMUNICATIONS	.00
120-1632-8	NDRTHEAST MEDICAL	43.65
120-1648-9	LUZERNE LUMBER CO	.00
120-1651-0	DURVEA AUTO PARTS	31.98
120-1669-8	REMITCH FLORAL & GIFT	20.95
120-1670-8	KOSAR APPLIANCE SERVICE	15.98
120-1671-8	SKURJUNIS	.00
120-1673-6	GRABLEC	9.62
120-1681-8	PELCZAR	.00
120-1683-8	MERCY HOSPITAL	8.57
120-1684-8	MID VALLEY HOME HEALTH	97.01
120-1687-8	WHEATLY	769.80
120-1689-9	CHODLAK JR	.00
120-1689-8	MILKES COLLEGE BUS OFC	.00
120-1690-8	HURST HOMES SPECIALTY CO	.00
120-1693-8	DEVINE	15.01
120-1695-9	A.T.&T INFORMATION	.00
120-1705-8	HUGHES LIMD & TOWING	63.89
		.00

120-1705-8	KOSKO	CYRIL	15.98
120-1707-8	LUZERNE WYOMING COUNTY		50.21
120-1710-8	BELL & HOWELL		31.98
120-1711-8	MANTA		.00
120-1717-0	MAHAFFEY OIL CO		.00
120-1718-8	METCALF	BARBARA F	.00
120-1719-8	JERRYMAN MILL & GRAIN CO		127.78
120-1722-8	BURROUGHS CORPORATION		.00
120-1725-8	LANGDON DR/D.C.	RICHARD	31.98
120-1728-8	BEVACO FOOD SERVICE		63.89
120-1732-8	HOWELL	LESLIE	20.32
120-1734-8	LOMMA ENTERPRISES		.00
120-1735-8	TANS-MED AMBULANCE		63.94
120-1740-8	LA PORTA	GUIDO A	21.29
120-1749-8	BANDISH	JOHN	9.62
120-1751-0	WEISS FOOD SERVICE		327.35
120-1754-0	CALI JR	ANTHONY	.00
120-1760-8	LESNIAK	DR JOHN	15.98
120-1767-9	AUTOMATIC VENDING		127.94
120-1771-8	LACKAMANNA COUNTY CHILDR		461.95
120-1772-8	CRYSTAL SODA WATER		15.98
120-1780-8	SATELITE AD NET		15.98
120-1783-8	MARKDATA INC		21.29
120-1789-8	ALLEY	DR RICHARD	-36.40
120-1790-8	PLASTIC ARTS-SIGNS		.00
120-1791-8	MEEKER JR	HERBERT	63.96
120-1792-8	A DIVISION OF THE NEW YORK		378.92
120-1796-8	AUGST	CLIFF	42.58
120-1810-8	A I AMBULANCE INC		144.77
120-1816-8	GABE'S MOTORS		18.20
120-1817-8	COMCAST SOUND COMMUNICATI	DONALD	15.90
120-1819-8	DAVIS	DR WAYNE	31.98
120-1820-8	CHIAYACCI		9.62
120-1821-8	INTER METRO		-49.17
120-1825-8	WYOMING VALLEY		79.68
120-1826-8	COURT ADVOCATE PROGRAM		30.15
120-1827-8	FIRST EASTERN PLAZA		159.93
120-1829-0	MANAGEMENT ALLIANCE		.00
120-1829-8	VITO ELECTRICAL SVC		.00
120-1836-8	COOLBAUGH	HAROLD	31.98
120-1837-8	MILKES COLLEGE BUS OFC		31.98
120-1838-8	WESNER	NEIL	10.60
120-1841-8	KRESGE	WILLIAM	15.98
120-1843-8	LUCAS PLUMBING & HEATING		.00
120-1847-8	CAVANAUGH	DAVID	9.62
120-1852-8	RELIABLE DISPOSAL		15.98
120-1859-8	NATIONAL MANAGEMENT		21.29
120-1853-8	SUNDAY INDEPENDENT		34.30
120-1866-8	ROYER FOUNDRY & MACHINE C		18.20
120-1867-8	ATLANTIC FINANCIAL PRINTI		21.29
120-1873-8	A R A HOME HEALTH CARE IN	JOHN	31.97
120-1879-8	PETERS		31.97
120-1883-8	C T CD HARASS CENTER		.00
120-1888-8	HARRIS	LORRAINE	7.50
120-1891-8	CLAUS ELECTRIC		.00
120-1893-8	BOSCOVS		.00

120-1896-8	KLECKNER	CHRIS	21.29
120-1898-8	JOSEPH L BERTI PLUMBING & GREY	BETTY LOU	.00
120-1900-8	NEWBERRY MAINTENANCE SVCS		18.20
120-1901-8	PATRICK MEDIA GROUPS		31.98
120-1903-8	F R H MALONEY & SONS		10.68
120-1910-0	SCRANTON CTR MGMT OFC		239.90
120-1913-8	HAZZOURI JR	ALBERT A	21.29
120-1914-8	S & K VENDING		21.29
120-1916-8	HIGHLAND MANOR NURSING		.00
120-1918-8	HOME MEDICAL SUPPLY		16.08
120-1920-8	THE COUNTRY CLUB OF		34.08
120-1929-8	TEMPLE APARTMENTS		.00
120-1933-8	KINGSTON MONUMENT WORKS		.00
120-1939-8	SMISHER MD		15.98
120-1941-8	GORDON	CHARLES L	17.04
120-1942-8	HUGH B HUGHES & SONS INC	DANIEL	8.57
120-1943-8	COMMUNITY HEALTH CENTER		9.62
120-1949-8	NETWORK DISTRIBUTION		15.98
120-1958-8	SHURMAITIS		21.29
120-1963-8	FRUEHAUF CORP	JOE	.29
120-1978-8	CARMEN BOLIN LTD		.00
120-1979-8	SHAFFER	STEPHEN	27.84
120-1980-8	APPLIANCE SERVICE		22.35
120-1982-8	COMMUNICATION INSURANCE		115.07
120-1988-8	LESNIAK	ROBERT	.00
120-1989-8	SCARTELLI	PAUL	.00
120-1990-8	R & M COLLISION	M J	15.98
120-1991-8	MC LAUGHLIN		31.96
120-1993-8	PUGLIESE EYE CLINIC		31.98
120-1998-6	MORANCA SAMUEL J GENERAL		58.68
120-2003-8	PLAINS TOWNSHIP BOARD OF		25.61
120-2005-8	FERRETTI'S GULF		31.97
120-2006-8	MC MENAHEIN	DEBRA	.00
120-2012-8	SIEMENS MEDICAL SYSTEMS		10.90
120-2022-8	COMPLETE HOME CARE		42.59
120-2023-8	VALLEY REF & AIR COND INC	THOMAS	211.11
120-2027-8	DELEHANTY	JANUSZ M D	.00
120-2031-8	WCLANIN		42.59
120-2035-8	DUNMORE ELECTRIC SECURITY		.00
120-2041-8	LACKAWANNA COUNTY COMM		15.98
120-2043-9	LACKAWANNA COUNTY COMM		100.40
120-2044-8	LACKAWANNA COUNTY COMMRS		160.64
120-2045-8	WEISSBERGER	GARY	417.12
120-2046-8	C T CD		10.68
120-2048-8	LEE	BRIAN	53.28
120-2050-8	HAROLD HUGGLER PLUMBING		21.29
120-2057-8	KIELTY'S FUNERAL HOME		.00
120-2065-8	PRESTWOOD PHOTO INC		147.12
120-2068-8	RADICCHI	ERNIE	21.26
120-2071-8	LEHMAN	JOHN	42.59
120-2073-8	JANES	LOIS	21.29
120-2074-8	DEVINE	THOMAS	17.04
120-2076-8	LUTERNE CTY SHERIFF OFFIC		112.21
120-2078-8	WEISS	DR JEFFREY P	-421.89
120-2079-8	GELB	ERNEST R D O	21.29
			32.90

120-2082-8	QUAKER LEASING		42.59
120-2085-8	H E C ELECTRICAL CONT		63.96
120-2086-8	TAYLOR	PAT	111.76
120-2090-8	AMENDOLA	PAT	21.29
120-2094-8	TIMES LEADER		42.59
120-2095-8	TIMES LEADER		42.59
120-2096-8	BELL ATLANTICOM		92.46
120-2097-8	THERMO GUARD		38.34
120-2100-8	LESLIE FAY CO		42.59
120-2102-8	PARKER FUEL		57.76
120-2104-8	ROBERTS	FRED	15.00
120-2105-8	CONWAY	MALCOLM	.00
120-2109-8	KAY MARKETING SERVICES IN		31.97
120-2110-8	COUNTRY DAY APTS		7.50
120-2113-8	RYMAN	RICK	31.98
120-2118-8	MAINTOGL & MACHINE CO		-.05
120-2120-8	HELENA	WILLIAM P	31.98
120-2121-8	FTORKOWSKI	RITA	10.68
120-2122-8	IREM TEMPLE COUNTRY CLUB		41.73
120-2124-8	PETE KOLOGIE'S AUTO PART		17.64
120-2128-8	FREHMONT	JEFF	9.62
120-2130-8	DAVIES	TOM	.00
120-2131-8	ASSOCIATED PRESS		.00
120-2133-8	MARIA	CARL J	21.29
120-2134-8	SPURLIN DALLAS EXXON		17.04
120-2135-8	PENN JERSEY	ANN MARIE	71.72
120-2139-8	RICHARDS	CHARLES J	21.29
120-2141-8	RIVERSTREET ASSOCIATED		42.58
120-2144-8	LENTINI		.00
120-2146-8	SOLEANELLI FUNERAL HOME		9.62
120-2147-8	STOP-N-GO SUNOCO		.00
120-2149-8	CERRETA	MARY ALICE	8.56
120-2151-8	NEWELL & CO INC		140.98
120-2152-8	OH	DONG J	7.50
120-2153-8	NANTICOKE STATE GENERAL		4.67
120-2154-8	CIRCLE BOLT AND NUT CO		9.62
120-2156-8	BOBECK	JOHN	31.98
120-2157-8	ROBERT M KERR MD INC		.00
120-2159-8	NEWPORT TWP SEWER AUTHORI		32.17
120-2162-8	BILKO	THOMAS M D	31.98
120-2164-8	LINDEN MEDICAL GROUP		.00
120-2166-8	FREDERICK	BILL	42.58
120-2172-8	MANCIA DDS	PAUL	.00
120-2173-8	MICHAEL DOMBROSKI		.00
120-2175-8	MAY	JAMES R	176.73
120-2177-8	MODERN LANES		31.98
120-2178-8	TOTAL SERVICE CO		31.97
120-2180-0	SUPERIOR FIREPROOF DOOR I	BERNARD	7.50
120-2182-9	ANDREJACK JR		111.90
120-2183-8	SCHOTT GLASS TECHNOLOGIES	EUGENE	7.50
120-2184-8	KACZOROWSKI MD		15.01
120-2186-8	SEARS	JOHN	31.98
120-2188-8	ANGLOVICH	GEORGE	19.26
120-2189-8	TSOUTSOPRIDES		95.95
120-2190-8	YELLOW FREIGHT SYSTEMS	KEN	15.98
120-2192-8	KERTESZ		

120-2196-8	PAVIA TRUCKING & BUILDERS		.00
120-2201-8	CRAIG	THOMAS	.00
120-2203-8	J M A S		2.12
120-2209-8	BEVERAGE WORLD		104.48
120-2211-8	PAGE	JEFFREY G	18.20
120-2212-8	FERDIE PHOTOGRAPHY		.00
120-2215-8	LACKAWANNA COUNTY DATA		20.08
120-2218-8	RED ROOF INN		96.02
120-2220-8	EBER	DAVID M	.00
120-2222-8	MANGAN	ELEEN JO	.00
120-2227-8	COMMONWEALTH COMMUNICATIO		191.80
120-2228-8	RICK REESE EXCAVATING		117.18
120-2229-8	RENT AMERICA		255.89
120-2232-8	DUNN & BRADSTREET		64.03
120-2233-8	GREEN VALLEY LANDSCAPING		31.98
120-2234-8	RISTAGNO'S INC		.00
120-2235-8	BONSER	CHUCK	31.80
120-2236-8	COLWELL	RICHARD A	31.97
120-2237-8	ALLIED SERVICES HOME HEAL		127.94
120-2239-8	ST JOHN THE BAPTIST		.00
120-2240-8	BIRK	BOB	149.03
120-2246-8	IRIZARRY	MICHAEL	15.98
120-2250-8	PHILBIN M D P	JOSEPH F	21.29
120-2255-8	SPACE	MARK	16.08
120-2267-0	CONFILITTI	PATRICK G	21.29
120-2276-8	STERLING INDUSTRIAL CORP		345.23
120-2280-8	D'ANCA	ALFRED F MD	8.82
120-2281-8	PARAKIA	DR PERIN	16.44
120-2282-8	MT AIRY LODGE		49.65
120-2288-8	ELSMORTH ENTERPRISES		.00
120-2287-8	EDDIE	MACK CONSTRUCTI	58.70
120-2290-8	COUNTRY CLUB APARTMENTS		38.35
120-2291-8	SNOLOW	MITCHELL A	16.44
120-2292-8	NABISCO BRANDS		634.38
120-2298-8	MITCHELL	ARTHUR B	.00
120-2299-0	COMMONWEALTH MOBILE		2145.19
120-2300-8	STEWART	EDWARD	32.88
120-2302-8	AARDN	JAMES	32.88
120-2304-8	BRENNAN ELECTRIC		.00
120-2308-8	NORTHEASTERN BANK OF PA		.00
120-2310-8	D W CONSTRUCTION CO		.00
120-2313-8	FRIENSHIP HOUSE		109.50
120-2319-8	YENASON JOHN A INC		.00
120-2321-8	BELL OF PAVDICK DEUSCHLE		-16.57
120-2322-8	CARBONARD	NICK	18.73
120-2323-8	SMITH MD	GARY M	21.90
120-2328-8	KINGSTON TOWNSHIP POLICE	LEO P	32.90
120-2329-8	CONWAY		16.44
120-2330-8	PLISCOIT ELECTRIC INC		16.55
120-2334-8	SETON CATHOLIC		.00
120-2335-8	SPICCIOLI	DR LOUIS J	21.90
120-2336-8	MARWORTH		40.16
120-2337-8	AIRCORN SERVICE CO		66.86
120-2338-8	HERRMANN MD	WILLIAM	.00
120-2340-8	LIPPERT FENCE CO		.00
120-2344-8	NORTHEAST LUMBER		16.35

120-2346-8	SCHMIDT'S ANOCO		16.44
120-2348-8	KIRBY CENTER FOR THE	CHARLES	43.81
120-2352-8	DESIDERIO		18.20
120-2353-8	MEDICAL ONCOLOGY		-53.28
120-2355-8	GOWDEN	LT WILLIAM	21.29
120-2367-8	KOVACH	MIKE	93.95
120-2369-8	ARCURI	MICHAEL J	21.90
120-2371-8	WHITNEY	MADE	7.72
120-2372-8	FIRST BANK OF PITTSSTON		.00
120-2373-8	C T CG		131.44
120-2375-8	SAROL PAINTING		131.11
120-2376-8	TRANSFIGURATION OF OUR LD		32.90
120-2378-8	HUMAN SERVICES CONSULTANT		18.73
120-2379-8	ADULT SERVICES UNLIMITED		21.90
120-2382-8	KOSTELANSKY	MICHAEL R	8.57
120-2388-8	LUZERNE BOROUGH POLICE		31.98
120-2389-8	ST MARIE GORETTI CHURCH		7.07
120-2391-8	DRESSLER	ROBERT	7.42
120-2393-8	HART MEDICAL CENTER		7.50
120-2396-8	HY-TECH WINDOW INC	ROBERT A	63.97
120-2397-8	WILLAKSON	EDWARD J	36.41
120-2398-8	DZIELAK	A PATRICIA	15.00
120-2401-8	JONES		21.29
120-2403-0	CHAMBER OF COMMERCE		500.81
120-2405-0	MC INTYRE	KAREN	.00
120-2406-0	JERRYSTONE BEAUTY SCHOOL		63.68
120-2408-8	MAHAFFEY OIL COMPANY		18.20
120-2410-8	WILLIAMS	DAVID A	.00
120-2413-8	CHECKPOINT COMMUNICATIONS		45.21
120-2415-8	POPE JOHN PAUL T I SCHOOL		95.95
120-2416-8	REGION NINE HOUSING CORP		9.62
120-2421-8	MEMOILD	CHARLES ATTORNE	144.45
120-2423-8	LUZERNE COUNTY COURT HOU		17.14
120-2425-9	SINGLETARY	S M REAL ESTATE	.00
120-2426-8	PHILLIPS TIRE SALES INC	RICHARD	59.99
120-2427-8	THOMA	KEN	42.58
120-2428-8	CLASSIC INTERIOR AND DESI		58.32
120-2429-8	JAMES	PHYLLIS	63.96
120-2430-8	DROZD	LYNN	.00
120-2435-8	ROTHSTEIN CONSTRUCTION		9.62
120-2439-8	FREDERICK PAYING INC		91.00
120-2440-8	WYOMING AVENUE CORPORATIO		95.96
120-2442-8	LION INC		93.80
120-2443-8	RAVES NURSERY		68.18
120-2444-8	DWYER ADJUSTMENT COMPANY		.00
120-2445-8	BISCOTTI	MAVER MD	.00
120-2446-8	TONEDI	JOHN M D	20.08
120-2447-8	DORTON	KEITH C	17.04
120-2451-8	WEBER	DREM	18.20
120-2452-8	CARDIAC ULTRASOUND		.00
120-2453-8	EXETER ANIMAL HOSPITAL		.00
120-2456-8	KINGSTON TOWNSHIP		54.61
120-2461-8	MATRESS MAN SLEEP CENTERS		49.13
120-2464-8	CENTRAL WAREHOUSE SALES		9.62
120-2465-8	BRUNI AUTO SALES		.00

120-2468-8	LOCAL 542 I U D E		15.98
120-2469-8	OLD FORGE GULF	IRENE	31.98
120-2472-8	LUCAS		16.08
120-2473-8	NDQ'S PIZZA		15.98
120-2474-8	J D AUDIO AND DISCOUNT	FRANK C	31.98
120-2475-8	DLSHENSKI MD		16.08
120-2479-8	NORTHEASTERN NEWS		.00
120-2480-8	LACKAWANNA COUNTY COMM		40.15
120-2482-8	PAYNE PRINTING		.00
120-2486-8	CATHOLIC SOCIAL SERVICES		15.98
120-2487-8	SAVAGE & SHARKEY		18.20
120-2488-8	NANCY FASHIONS		31.98
120-2490-8	TEL PLUS		31.98
120-2491-8	SIMONCAVAGE	HENRY	16.08
120-2493-8	WEYERHAUSER COMPANY		95.95
120-2497-8	ACERNESE TRUCKING		31.98
120-2498-8	PRECISION ART AND PHOTO	GEORGE R	15.98
120-2499-8	GWILLIAM		31.98
120-2500-8	STANDARD WASHER SERVICE	LEN	31.98
120-2501-8	GRAMFORD		15.98
120-2502-8	GOSPEL MEDIA INSTITUTE		31.98
120-2503-8	E J ROGAN & SONS INC		31.98
120-2505-8	S & B RESTAURANT		21.29
120-2506-8	WILKES COLLEGE PURCHASING	DR JOSEPH	.00
120-2508-8	THEK		42.59
120-2510-8	GENERAL MEDICAL SERVICES		20.08
120-2513-8	WAGNER FUEL COMPANY	FRANK	.00
120-2514-8	MURGALLIS JR		85.16
120-2516-8	CHEMICAL WASTE MANAGEMENT		15.98
120-2518-8	ON TAP SYSTEMS		63.92
120-2519-8	KLEM A J+M D	THREE	.00
120-2520-8	ONE TWO		16.71
120-2521-8	DANCHECK A INC		.00
120-2522-8	NABISCO BRANDS DATA CENTE		575.40
120-2523-8	DIVERSIFIED RECORDS		15.98
120-2525-8	K & K FIRE PROTECTION		15.98
120-2527-8	COMMONWEALTH TELEPHONE CO		143.70
120-2528-8	COMMONWEALTH TELEPHONE		.00
120-2531-8	KLASSNER	PHIL	.00
120-2532-8	LOPEZ	JOSE	80.05
120-2533-8	REICH	DR HARRY	.00
120-2535-8	ELLIS INVESTMENTS INC	BARRY E	16.08
120-2536-8	LAMSON		21.29
120-2537-8	TIMES LEADER TRUCKING		.00
120-2538-8	G & S CAR WASH		42.59
120-2539-8	84 LUMBER		21.29
120-2540-8	FREZZOLINI	JOACHIM	31.98
120-2541-0	ACE AMBULANCE SERVICES IN		213.49
120-2544-8	SMOYERSVILLE BOROUGH		47.98
120-2546-8	DOMBROSKI JR	THOMAS W	.00
120-2548-8	SURGICAL SPECIALISTS		127.44
120-2550-8	DOMINO'S PIZZA		21.29
120-2551-8	WILKES COLLEGE SECURITY		.00
120-2552-8	WILKES COLLEGE RECEIVING		.00
120-2554-8	PENNSYLVANIA AMERICAN WAT		63.89
120-2555-8	UNIVERSAL MANAGEMENT CARE		21.29

120-2571-8	CLARKS SUMMIT TAXI INC	15.98
120-2539-8	MERCY HOSPITAL M I C U	31.98
120-2561-8	HIGHWAY EQUIPMENT CO	10.69
120-2562-8	LYOYD'S HARDWARE CTR	.00
120-2564-8	LUTERNE COUNTY BLDG AND	234.50
120-2565-8	COMMERCIAL CLEANING SERVI	31.98
120-2566-8	K & L CONTRACTING CO	21.29
120-2567-8	C-TEC INFORMATION SERVICE	85.18
120-2568-8	C-TEC INFORMATION SERVICE	85.18
120-2570-8	MAHER	15.98
120-2573-8	WILKES-COLLEGE-DEANS OF	15.07
120-2574-8	WIMMER	.00
120-2575-8	COMPREHENSIVE PSYCHOLOGIC	21.29
120-2576-8	DARLING	152.95
120-2577-8	HELPHREY	15.98
120-2579-8	LIFE CARE CENTERS	82.17
120-2580-0	NEELY	490.27
120-2582-8	MALSH	15.98
120-2584-8	BIG TOP RENTALS	63.97
120-2585-8	ROBACZEWSKI	.00
120-2586-0	AMERICAN ASPHALT PAVING C	63.97
120-2587-8	AIR TECH MECHANICAL CORP	63.97
120-2589-8	LEE	.00
120-2590-8	BERTEI	63.97
120-2592-8	HUMANE SOCIETY OF	31.98
120-2593-8	GRECCO	16.44
120-2594-8	REDY-CARE MEDICAL CENTER	31.98
120-2595-8	COULBAUGH ROBERT	15.98
120-2596-8	MARION TERRACE APTS	31.96
120-2597-0	BRIDGEWATER RESOURCES INC	170.54
120-2598-8	ACTION LIFE INC	111.90
120-2599-8	GRINER	.00
120-2600-8	TRANSCONTINENTAL	21.29
120-2601-8	EXETER BOROUG POLICE DEP	48.92
120-2602-8	KRASAVAGE ED CONST CO	47.09
120-2603-8	TIFFANY'S RESTAURANT	30.15
120-2604-8	P R N INC	31.98
120-2605-8	WILKES-COLLEGE HEALTH SVC	76.18
120-2606-8	PENSIERI	42.59
120-2608-8	KUGLERS AMOCO	66.24
120-2609-8	WALTERS HARDWARE	16.08
120-2610-8	LAMBERTI ELECTRICAL CONT	21.29
120-2611-8	MAURER	31.98
120-2612-0	STRACHAN	96.13
120-2613-8	SCHILLING	22.36
120-2614-8	PLIGER	.00
120-2615-0	YOCUM	42.18
120-2616-8	CHRISTOPFORATDS	15.98
120-2617-8	CARLS BODY SHOP	72.72
120-2618-8	JUDGE	40.65
120-2619-8	NORTHEAST ENERGY	15.98
120-2620-8	SCARANTINO	72.72
120-2621-8	MARYWOOD COLLEGE	47.31
120-2622-8	INTERIOR CONTRACT DESIGNE	47.74
120-2624-8	STROUDS	23.28
120-2625-8	AIR PROD & CHEMICALS INC	36.88
		175.51

120-2626-8	OKONSKI	TOM	22.35
120-2627-8	JENKINS	KEN	72.72
120-8603-8	KRASAVAGE CONSTRUCTION CO		47.98
120-8604-8	REILLY PLATING CO INC		.00
120-8605-8	MC GRADY	THOMAS D	31.98
120-8606-8	HOYT	LEE	.00
120-8607-8	NEYHARD	EDWARD	97.20
120-8608-8	SPELA		15.98
120-8609-8	UNITED STANDARD OF PA		85.18
120-8610-0	M B I SUBSIDIARY OF BANK		6.25
120-8611-6	HALSH AUTO SUPPLY		21.29
120-8612-8	MORRIS CUSTOM MANAGEMENT		63.97
120-8613-8	SCHOTTENFELD	ALAN	15.98
120-8614-8	C T CO		224.05
120-8615-8	METROPOLITAN LIFE INSURAN		489.56
120-8616-8	SKI-VALLEY INC		.00
120-8619-3	DORAN	CHIEF	21.29
120-8621-8	NOVA PLAST		63.87
120-8622-0	KONRAD	JOSEPH A	146.02
120-8623-8	P D M CO INC	JOHN	.00
120-8623-8	HOLENA		169.57
120-8623-8	DI MAGGIO ELECTRIC		.00
120-8628-8	CASTERLIN	PAUL B	63.96
120-8630-8	PARKWAY CATERING		1.34
120-8631-9	CONCRETE STEP UNITS INC		35.20
120-8633-8	ALLIED FOODS INC	EDWARD	42.58
120-8633-8	LYNCH		15.98
120-8634-8	SHERBIN FUNERAL HOME		18.20
120-8635-0	AL'S RUG SERVICE	JAMES R	56.70
120-8636-8	YARNAL D O		21.90
120-8638-8	S SALES CO	MICHAEL	20.19
120-8639-0	STOLARICK		31.98
120-8640-8	WATER SPECIALTIES		315.89
120-8641-8	POLYCHEM PRODUCTS LTD		63.96
120-8642-8	HILTON AT LACKAMANNA STAT	ANTHONY	149.95
120-8644-8	MENCHIO		33.30
120-8645-8	CARDIAC ULTRA SOUND MOB		.00
120-8646-8	CATLEN ENTERPRISES		31.98
120-8647-8	FLEET CO INC	JOSEPH	31.98
120-8648-8	UNICE		42.59
120-8649-8	SYSCO FROSTED FOODS INC		31.98
120-8650-8	MARCY	KEVIN	21.29
120-8651-8	MCHUGH	BRIAN	21.29
120-8652-8	WILKES COLLEGE		2.12

DSNE6101 NUMBER OF RBMS DISPLAYED IS 818
DSNE6151 STATEMENT EXECUTION WAS SUCCESSFUL, SQLCODE IS 100

DSNE6171 COMMIT PERFORMED, SQLCODE IS 0
DSNE6161 STATEMENT EXECUTION WAS SUCCESSFUL, SQLCODE IS 0

DSNE6011 SQL STATEMENTS ASSUMED TO BE BETWEEN COLUMNS 1 AND 72

DSNE6201 NUMBER OF SQL STATEMENTS PROCESSED IS 1

DSNE6211 NUMBER OF INPUT RECORDS READ IS 8

DSNE6221 NUMBER OF OUTPUT RECORDS WRITTEN IS 899

BASIC BUSINESS PLAN

Current Situation.

Currently, CCTS handles all sales and service for the CTCo paging operations. CCTS provides a sales effort through their cellular sales representatives and customer service support through their cellular customer service representatives. Pagers are turned into CCTS and one agent of CCTS for repair. CCTS maintains and operates the pager modax. CCTS customer service representatives handle all customer inquiries and sales, process service orders, maintain pager inventory, maintain all customer files, make minor repairs on pagers and order all pagers and parts.

CTCo enters the service orders into the pager system, provides pager repair for major components, provides engineering and maintenance for the pager terminal and modax, and handles bill generation and treatment.

All assets are in CTCo.

After Transfer.

We believe that by consolidating all business aspects and physical assets under one control group, the customers will be better serviced and the business will operate on a more cohesive basis. It has been generally proven by the industry that cellular and paging tend to work hand in hand. Thus, we desire to consolidate all mobile communications under CCTS.

Since the majority of day-to-day operations are currently handled by CCTS, there will be little operation changes required. An unconfirmed listing of the assets to be transferred is listed in Incl. 1.

The transfer will be transparent to the current customer base. All customers will be notified of the transfer through a letter placed in their bill package. The assets transferred will be paid for in cash. The purchase price will be based on the tax value. (This is simply an inter-company transfer of assets.)

No staff will be required to be transferred. Engineering support for the pagers, the terminal and the modax will be purchased from the telco on an arms length basis.

FIXING ASSET TRANSFER ANALYSIS

TRANSFER DATE: 12/31/88

Location: Trucksville C.D.

ORDER	YEAR	MTH.	AMOUNT	SL RATE	SL DEPR.	YR1-YR.X SL DEPR.	TOTAL SL DEPR.
30-1001	1977	4	\$ 7424.97	5.60	294.52	6601.54	\$ 6896.06
30-1003	1981	10	\$ 80.48	5.80	0.97	53.04	\$ 54.02
30-1002	1981	12	\$ 18047.10	5.80	43.61	11824.84	\$ 11938.46
30-1004	1981	12	\$ 9305.34	5.80	22.49	6133.15	\$ 6155.63
30-1004	1982	2	\$ 67.81	5.99	3.55	40.63	\$ 44.19
30-1005	1982	11	\$ 4058.53	5.99	30.39	2431.87	\$ 2462.26
30-1005	1982	12	\$ 140.64	5.99	0.35	84.27	\$ 84.62
30-1006	1983	2	\$ 40080.52	8.00	2805.64	20809.81	\$ 23615.44
30-1008	1985	12	\$ 18119.79	8.00	53.73	5790.23	\$ 5843.96
30-1009	1985	12	\$ 9550.11	8.00	31.83	3430.40	\$ 3462.23
30-1017	1988	4	\$ 7259.23	13.96	717.82	1013.39	\$ 1731.21
30-1018	1988	4	\$ 718.18	13.96	71.01	100.26	\$ 171.27
							\$ 62459.35
			\$ 112852.68				\$ 62459.35

Location: Bunker Hill

ORDER	YEAR	MTH.	AMOUNT	SL RATE	SL DEPR.	YR1-YR.X SL DEPR.	TOTAL SL DEPR.
30-1001	1977	4	\$ 6617.92	5.60	262.31	5883.99	\$ 6146.50
30-1001	1977	5	\$ 739.40	5.60	25.68	657.40	\$ 683.28
13-2588	1977	10	\$ 470.16	5.60	5.49	418.02	\$ 423.50
13-2588	1977	11	\$ 40.99	5.60	0.29	36.44	\$ 36.73
13-2588	1977	12	\$ 110.45	5.60	0.26	98.20	\$ 98.46
30-1002	1981	12	\$ 4734.66	5.80	11.44	3120.61	\$ 3132.06
30-1002	1982	12	\$ 407.04	5.99	1.02	245.90	\$ 244.91
30-1007	1984	6	\$ 3279.95	8.00	142.13	1440.55	\$ 1582.69
							\$ 12348.13
			\$ 16400.57				\$ 12348.13

Location: Scranton Transmitter Site

ORDER	YEAR	MTH.	AMOUNT	SL RATE	SL DEPR.	YR1-YR.X SL DEPR.	TOTAL SL DEPR.
30-1002	1981	12	\$ 10449.49	5.80	25.25	6887.26	\$ 6912.51
30-1007	1984	6	\$ 3279.95	8.00	142.13	1440.55	\$ 1582.69
							\$ 8495.20
TOTAL:			\$ 142982.69				\$ 83302.68

PAGING ASSET TRANSFER ANALYSIS

TRANSFER DATE: 12/31/88

Location: BUNKER HILL BUILDING

ORDER	YEAR	MTH.	AMOUNT	RATE	DEPR.	YR1-YR.X DEPR.	TOTAL DEPR.
30-1001	1977	4	\$ 20360.16	2.90	418.23	7058.87	7477.10
30-1001	1977	5	\$ 49.84	2.90	0.90	17.28	18.18
30-1001	1977	12	\$ 3445.00	2.90	4.16	1194.38	1198.54
30-1001	1980	1	\$ 2397.07	2.63	60.42	635.46	695.88
06-2064	1980	10	\$ 175.00	2.63	0.96	46.39	47.35
			\$ 26427.07				\$ 9437.06

NET BOOK VALUE: \$ 16990.01

Location: BUNKER HILL LAND

ORDER	YEAR	MTH.	AMOUNT	RATE	DEPR.	YR1-YR.X DEPR.	TOTAL DEPR.
28-0029	1973	12	\$ 6272.21				
28-0029	1974	1	\$ 72.99				
			\$ 6345.20				

TRANSFER DATE: 12/31/88

Location: Hand Held Pagers

=====

ORDER	YEAR	MTH.	AMOUNT	SL RATE	SL DEPR.	YR1-YR.X SL DEPR.	TOTAL SL DEPR.
	1976		\$ 6890.06		0.00		
	1977		\$ 58087.25		0.00		
	1978		\$ 33080.10		0.00		
	1979		\$ 49011.37		0.00		
	1980		\$ 28174.82		0.00		
	1981		\$ 73596.48		0.00		
	1982		\$ 80185.91		0.00		
	1984		\$ 163120.71		0.00		
	1985		\$ 4235.36		0.00		
	1986		\$ 37171.56		0.00		
	1988		\$ 25854.57		0.00		\$ 0.00
			-----				-----
			\$ 559408.19				\$536961.19

NET BOOK VALUE \$ 22447.00
=====

SUMMARY TOTAL

ORIGINAL COST \$ 735163.15

ACCUMULATED BOOK DE \$ 629700.93
=====

NET BOOK 'BOOK' \$105462.22
=====

BALANCE SHEET
AS OF SEPTEMBER 1988
COMPANY: COMMONWEALTH CELLULAR TELEPHONE SERVICE
With Paging

Current Assets:	
Cash & Temporary Investments	32,240
Accounts Receivable	1,998,889
Other Receivables	0
Materials & Supplies	464,451
Prepaid Expenses	5,113
Other Current Assets	<u>900</u>
Total Current Assets	2,501,593
Investments	403,040
Net Property, Plant & Equipmt	6,258,857
Intangible Assets	1,442,190
Other Assets	350
Deferred Charges	522
Min Lease Pay Rec After Reserv	<u>36,535</u>
Total Assets	<u><u>10,643,087</u></u>
Current Liabilities:	
Accounts Payable	2,555,358
Notes Payable — Current	7,125,041
Accrued Liabilities	31,516
Customer Advance Payments	419,109
Other Current Liabilities	<u>10,900</u>
Total Current Liabilities	10,141,924
Long Term Debt	0
Deferred Credits	358,579
Other Liabilities	<u>0</u>
Total Liabilities	10,500,503
Minority Interest	1,068,338
Capitalization:	
Stock	0
Additional Paid in Capital	0
Retained Earnings	<u>(925,754)</u>
Total Capitalization	<u>(925,754)</u>
Total Liab & Capitalization	<u><u>10,643,087</u></u>

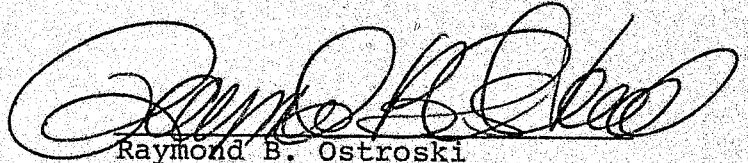
Exhibit I

Certificate of Secretary

I, Raymond B. Ostroski, Assistant Secretary of Commonwealth Telephone Company ("Commonwealth") and Secretary of Commonwealth Cellular Telephone Services, Inc. ("Cellular"), hereby certify that certain consents to the purchase of Commonwealth's radio paging system business (the "Business"), substantially in the form attached hereto, will be executed by the Boards of Directors of Commonwealth and Cellular (the "Boards"), as well as by C-TEC Corporation, the sole shareholder of Commonwealth and Cellular, at a special meeting of the Boards to be held as early in December, 1988 as is possible. Further, I hereby certify that said consents will be forwarded under separate cover to the Pennsylvania Public Utility Commission immediately upon their execution, and shall be docketed to the matter which is the subject of the foregoing Petition.

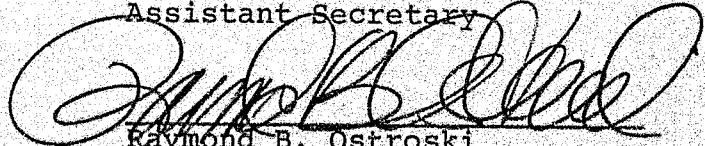
IN WITNESS WHEREOF, I have hereunto set my hand and the corporate Seals of Commonwealth and Cellular this 30th day of November, 1988.

(Seal)



Raymond B. Ostroski
Assistant Secretary

(Seal)



Raymond B. Ostroski
Secretary

Consent in Writing in Lieu of Meeting
of the Board of Directors

The undersigned, being all of the directors of Commonwealth Telephone Company, a Pennsylvania corporation (the "Company"), hereby consent in writing to the taking of the following actions and the adoption of the following resolutions pursuant to Section 402(7) of the Pennsylvania Business Corporation Law, and agree that such actions and resolutions shall have the same force and effect as though taken and adopted at a meeting of the Board of Directors duly called and held:

WHEREAS, Commonwealth Cellular Telephone Services, Inc. ("CCTS") has offered to purchase the Company's radio paging system business (the "Business") on the terms presented to this Board of Directors (the "Board"); and

WHEREAS, the Board considers that CCTS has offered a fair valuable consideration for the Business, and that it is in the best interest of the Company, its directors and shareholder, to accept said offer;

NOW, THEREFORE, it is

RESOLVED, that the actions taken by the officers of the Company in negotiating the sale of the Business to CCTS, on the terms presented to the Board, are hereby ratified and approved; and further

RESOLVED, that the officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the sale of the Business to CCTS, and take any and all actions they deem necessary and appropriate to finalize said sale, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

Dated:

Andrew J. Sordoni, III, Chairman

William B. Sordoni, Vice Chairman

Willard S. Boothby, Jr.

Clarence J. Fitze

Frank M. Henry

Richard Maslow

William L. Moyer

Edward H. Owlett, Esquire

Filed with the minutes
of the Company this
day of

Charles E. Pancoast, III

Charles E. Parente

Raymond B. Ostroski,
Assistant Secretary

Richard L. Pearsall

COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.

Consent in Writing in Lieu of Meeting
of the Board of Directors

The undersigned, being all of the directors of Commonwealth Cellular Telephone Services, Inc., a Pennsylvania corporation (the "Company"), hereby consent in writing to the taking of the following actions and the adoption of the following resolutions pursuant to Section 402(7) of the Pennsylvania Business Corporation Law, and agree that such actions and resolutions shall have the same force and effect as though taken and adopted at a meeting of the Board of Directors duly called and held:

RESOLVED, that the actions taken by the officers of the Company in submitting an offer to acquire Commonwealth Telephone Company's radio paging system business (the "Business") on the terms presented to this Board of Directors (the "Board") are hereby ratified and approved; and further

RESOLVED, that the officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the acquisition of the Business, and take any and all actions they deem necessary and appropriate to finalize said acquisition, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

Dated:

Andrew J. Sordoni, III, Chairman

William B. Sordoni

Charles E. Parente

Filed with the minutes
of the Company this
day of

William L. Moyer

Raymond B. Ostroski,
Secretary

COMMONWEALTH TELEPHONE COMPANY
SHAREHOLDER'S CONSENT TO ACTION

The undersigned, being the sole shareholder of Commonwealth Telephone Company (the "Company"), hereby consents in writing and in accordance with Section 1513 of the Pennsylvania Business Corporation Law to the action taken as set forth in the following resolutions:

WHEREAS, Commonwealth Cellular Telephone Services, Inc. ("CCTS") has offered to purchase the Company's radio paging system business (the "Business") on the terms presented to the Company's Board of Directors (the "Board"); and

WHEREAS, the Board considers that CCTS has offered a fair valuable consideration for the Business, and that it is in the best interest of the Company, its directors and shareholder, to accept said offer;

NOW, THEREFORE, it is

RESOLVED, that the actions taken by the officers of the Company in negotiating the sale of the Business to CCTS, on the terms presented to the Board, are hereby ratified and approved; and further

RESOLVED, that the appropriate officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the sale of the Business to CCTS, and take any and all actions they deem necessary and appropriate to finalize said sale, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

Dated:

C-TEC CORPORATION

By:

William L. Moyer
Executive Vice-President

Filed with the minutes of
the Company this day
of , 1988.

COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.

SHAREHOLDER'S CONSENT TO ACTION

The undersigned, being the sole shareholder of Commonwealth Cellular Telephone Services, Inc. (the "Company"), hereby consents in writing and in accordance with Section 1513 of the Pennsylvania Business Corporation Law to the action taken as set forth in the following resolutions:

RESOLVED, that the actions taken by the officers of the Company in submitting an offer to acquire Commonwealth Telephone Company's radio paging system business (the "Business") on the terms presented to the Company's Board of Directors (the "Board") are hereby ratified and approved; and further

RESOLVED, that the appropriate officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the acquisition of the Business, and take any and all actions they deem necessary and appropriate to finalize said acquisition, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

Dated:

C-TEC CORPORATION

By:

William L. Moyer
Executive Vice-President

Filed with the minutes of
the Company this day
of , 1988.



December 7, 1988

IN REPLY PLEASE
REFER TO OUR FILE

A-310800, F.4

Bernard A. Ryan, Jr., Esquire
Dechert, Price & Rhoads
800 North Third Street
Harrisburg, PA 17102

DOCKETED

DEC 7 1988

bm

Application of the Commonwealth Telephone Company and the Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer by sale of certain radio paging equipment of Commonwealth Telephone Co. to Commonwealth Cellular Telephone Services, Inc., (2) the right of Commonwealth Cellular Telephone Services, Inc. to begin to offer or furnish radio paging service to the public in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties and (3) the abandonment by Commonwealth Telephone Company of radio paging services to the public in the above counties.

Dear Mr. Ryan:

Receipt is acknowledged of your letter of November 30, 1988, together with an original and two copies of the application of Commonwealth Telephone Company and the Commonwealth Cellular Telephone Services, Inc. which has been captioned and docketed to the above number.

It will be necessary for you to serve copies of the application upon the carriers involved and file proof of service with the Commission.

You are directed upon receipt of this letter to publish the enclosed notice once during each of the weeks of December 19 and 26, 1988, in a newspaper having a general circulation in the area involved and file proof of publication with the Commission on or before January 6, 1989.

The matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

Very truly yours,

Janet E. Patrick
for Jerry Rich
Secretary */bm*

cc: Raymond B. Ostroski, Esquire

Enclosure

JEP:bjm

**DOCUMENT
FOLDER**

PENNSYLVANIA PUBLIC UTILITY COMMISSION

DOCKETED

DEC 7 1988

bm

NOTICE TO BE PUBLISHED

Notice is hereby given that application has been made to the Pennsylvania Public Utility Commission, under the provisions of the Public Utility Code, by Commonwealth Telephone Company and the Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer by sale of certain radio paging equipment of Commonwealth Telephone Company to Commonwealth Cellular Telephone Services, Inc. (2) the right of Commonwealth Cellular Telephone Service to begin to offer or furnish radio paging service to the public in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties and (3) the abandonment by Commonwealth Telephone Company of radio paging services to the public in the above counties. (A-310800F004)

Notice is hereby also given that this application has been considered by the Commission without a hearing. Protests or petitions to intervene may, however, be filed with the Public Utility Commission, Harrisburg, on or before January 6, 1989, pursuant to Title 52 of the Pennsylvania Code.

**DOCUMENT
FOLDER**

COMMONWEALTH TELEPHONE COMPANY

AND

COMMONWEALTH CELLULAR TELEPHONE
SERVICES, INC.

Counsel for the applicant:

Bernard A. Ryan, Jr., Esquire
Dechert, Price & Rhoads
800 North Third Street
Harrisburg, PA 17102

PENNSYLVANIA PUBLIC UTILITY COMMISSION



RECEIPT

The addressee named hereunder has paid Pennsylvania Public Utility Commission for the following bill, subject to final collection of check or money order tendered for such payment.

Pamela K. Bishop
Dechart Price and Rhoads
800 North Third St.
Harrisburg, PA 17102

Date December 8, 1988

DOCKET CR 131363 A

DEC 11 1988

RECEIVED
FOLDFP

In re application for Commission approval of the transfer by
or to an affiliated interest of tangible or intangible property
used or useful in the public service
A-310800, F.A. \$125.00

Revenue account 001780-017601-102 9ck1

Check 2732 \$125.00 Currency _____

Utility account 50128

C. Joseph Weisniger
For Department of Revenue



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

December 15, 1988

IN REPLY PLEASE
REFER TO OUR FILE

A-310800, F. 4

Bernard A. Ryan, Esquire
Dechert, Price & Rhoads
Twenty North Market Square
Harrisburg, Pa. 17101

DOCKETED
DEC 20 1988

**DOCUMENT
FOLDER**

Application of the Commonwealth Telephone Company and the Commonwealth
Cellular Telephone Services, Inc.

Dear Mr. Rhoads:

Under date of December 7, 1988, we acknowledged receipt of the
above application and advised you to serve copies of the application
upon the carriers involved.

This is to advise you that rather than serving the application
upon the carriers involved, it will be necessary for you to serve upon
the authorities of the counties of Luzerne, Carbon, Monroe, Pike, Wayne,
Lackawanna and Wyoming and their planning commissions, if any, and file
proof of service with the Commission.

Very truly yours,

for Jerry Rich
Secretary

JEP

DECHERT PRICE & RHODS

TWENTY NORTH MARKET SQUARE
HARRISBURG, PENNSYLVANIA 17101

TELEPHONE: (717) 237-2000

TELECOPIER: (717) 237-2040

3400 CENTRE SQUARE WEST
1500 MARKET STREET
PHILADELPHIA, PA 19102
(215) 981-2000

1500 K STREET, N.W.
WASHINGTON, DC 20005
(202) 626-3300

TEN POST OFFICE SQUARE • SOUTH
BOSTON, MA 02109
(617) 728-7100

BERNARD A. RYAN, JR.
DIRECT DIAL: (717) 237-2029

477 MADISON AVENUE
NEW YORK, NY 10022
(212) 326-3500

214 CARNEGIE CENTER
PRINCETON, NJ 08540
(609) 520-3200

32 BEDFORD SQUARE
LONDON WC1B 3EX, ENGLAND
(01) 831-3383

250 AVENUE LOUISE
1050 BRUSSELS, BELGIUM
(02) 647-8565

January 6, 1989

RECEIVED

JAN 6 1989

SECRETARYS OFFICE
Public Utility Commission
HAND DELIVER

Secretary
Pennsylvania Public Utility Commission
North Office Building
Harrisburg, PA 17120

Attn: Mrs. Janet E. Patrick

Re: Application of Commonwealth Telephone
Company and Commonwealth Cellular
Telephone Services, Inc. (A-310800.F.4)

Dear Janet:

As you know, I represent the applicants in this proceeding. I am delivering the following items for filing today:

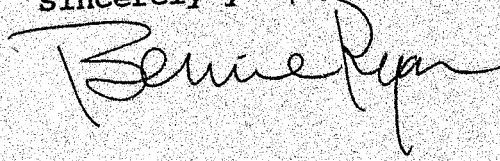
1. The affidavit of Raymond B. Ostroski, Esquire, concerning the service of copies of this application on the authorities of the Counties of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming, and their planning commissions, if any; and
2. Proofs of publication from 10 newspapers in which the prescribed notice was published in December of 1988. There are 3 additional newspapers in which the notice was published that have not as yet provided the necessary proofs of publication. We have discussed that matter with each of those papers and expect to

URGENT
FOLDER

Secretary
January 6, 1989
Page 2

have the proofs from them by the middle of next week.
I will deliver those additional proofs just as soon as
I receive them.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Benjie Ryan". The signature is written in dark ink and is positioned below the typed name "Benjie Ryan".

BAR, Jr./srl

cc: Ms. Deborah A. Kapral
C-TEC Corporation

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Joint Application of
COMMONWEALTH TELEPHONE COMPANY
and COMMONWEALTH CELLULAR TELEPHONE
SERVICES, INC. for certificates of
public convenience authorizing the
transfer of sale of certain radio
paging equipment, the initiation of
selective one-way radio-telephone
common carrier service in a new
territory by COMMONWEALTH CELLULAR
TELEPHONE SERVICES, INC. and the
surrender of such service in that
territory by COMMONWEALTH TELEPHONE
COMPANY.

:
:
:
:
:
: Application
: Docket No.:A-310800F004
:
:

CERTIFICATE OF SERVICE

I, RAYMOND B. OSTROSKI, Attorney for both Applicants in the above-captioned matter, certify that on December 19, 1988, I served a true and correct copy of the Applicants' Application for Commission Approval of the Transfer by or to an Affiliated Interest of Tangible or Intangible Property Used or Useful in the Public Service upon each of the entities indicated below, via U.S. Mail, First Class Mail, postage prepaid, addressed as follows:

Carbon County Commissioners' Office
Carbon County Courthouse
Broadway
Jim Thorpe, PA 18229

Carbon County Planning and Development Commission
Carbon County Courthouse Annex
Broadway
Jim Thorpe, PA 18229

Lackawanna County Commissioners' Office
County Administrators Building
200 Adams Avenue
Scranton, PA 18503

Lackawanna County Planning Commission
County Administrators Building
200 Adams Avenue
Scranton, PA 18503

Luzerne County Commissioners' Office
Luzerne County Courthouse
North River Street
Wilkes-Barre, PA 18711

DOCKETED

JAN 09 1989

RECEIVED
JAN 10 1989

Luzerne County Planning Commission
Luzerne County Courthouse Annex
Jackson and N. River Streets
Wilkes-Barre, PA 18711

Monroe County Commissioners' Office
Monroe County Courthouse
7th and Monroe Avenue
Stroudsburg, PA 18360

Monroe County Planning Commission
Monroe County Courthouse
7th and Monroe Avenue
Stroudsburg, PA 18360

Pike County Commissioners' Office
Pike County Administration Building
506 Broad Street
Milford, PA 18337

Pike County Planning Commission
Pike County Administration Building
506 Broad Street
Milford, PA 18337

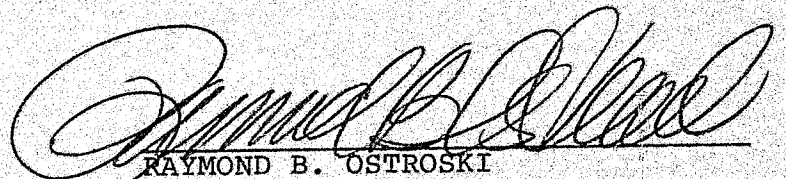
Wayne County Commissioners' Office
Wayne County Courthouse Annex
Honesdale, PA 18431

Wayne County Planning Commission
Wayne County Courthouse Annex
Honesdale, PA 18431

Wyoming County Commissioners' Office
Wyoming County Courthouse
Tunkhannock, PA 18657

Wyoming County Planning Office
Wyoming County Courthouse
Tunkhannock, PA 18657

DATE: January 4, 1989



RAYMOND B. OSTROSKI
Attorney for Applicants
46 Public Square
Wilkes-Barre, PA 18703-3000

PHONE IN THE
 OF SCRANTON PA
 1917

The Scranton Times

(Under Act No. 587, approved May 16th, 1929)

COMMONWEALTH OF PENNSYLVANIA } ss:
 COUNTY OF LACKAWANNA

CLARE MISSETT

being duly sworn according to law deposes and says that

5 he is AN ACCOUNTING CLERK

for The Scranton Times, a newspaper published in the City of Scranton, County and State aforesaid; that the said Scranton Times was established in 1870 and published continuously since that time in the said City, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said Scranton Times on the following dates, viz.:

DECEMBER 20, 27, 1988

Affiant further deposes and says that The Scranton Times is a newspaper of general circulation, and that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

DOCKETED
JAN 09 1989

Sworn and subscribed to before me this 29th day of DECEMBER A.D. 19 88

Clare Missett
Romayne A. Washner
 Notary Public.

My Commission Expires Notarial Seal
Romayne A. Washner, Notary Public
Scranton, Lackawanna County
date: Commission Expires Sept. 23, 1991

TO THE SCRANTON TIMES

For publishing attached notice on above stated
 Publishers Record for Advertising Costs:

THE SCRANTON TIMES, a newspaper of general circulation, hereby acknowledges receipt of the costs as above and certifies that the same have been duly paid.

THE SCRANTON TIMES,

Per _____, 1988

STATE OF PENNSYLVANIA
DEPARTMENT OF REVENUE
NOTICE OF INTENTION TO TAKE OVER

Notice is hereby given that the Public Utility Commission has received an application from the Commonwealth Telephone Company and Commonwealth Cellular Telephone Company for approval of (1) transfer of title of certain radio paging service to Commonwealth Cellular Telephone Services, Inc. and (2) the right of Commonwealth Cellular Telephone Services, Inc. to be authorized to offer of air-mob radio paging service to the public in portions of Berks, Carbon, Monroe, Luzerne, Wayne, Lackawanna and Wyoming counties and the abandonment by Commonwealth Telephone Company of radio paging service to the public in the above counties. (A 3/28/89/000)

Notice is hereby also given that this application has been considered by the Commission without hearing, protests or petitions to the contrary and the Commission has found that the Public Utility Commission has the right to take over the ownership and control of the Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc.

Commonwealth Telephone Company
and
Commonwealth Cellular Telephone Services, Inc.

Application for approval of (1) transfer of title of certain radio paging service to Commonwealth Cellular Telephone Services, Inc. and (2) the right of Commonwealth Cellular Telephone Services, Inc. to be authorized to offer of air-mob radio paging service to the public in portions of Berks, Carbon, Monroe, Luzerne, Wayne, Lackawanna and Wyoming counties and the abandonment by Commonwealth Telephone Company of radio paging service to the public in the above counties. (A 3/28/89/000)

Application for approval of (1) transfer of title of certain radio paging service to Commonwealth Cellular Telephone Services, Inc. and (2) the right of Commonwealth Cellular Telephone Services, Inc. to be authorized to offer of air-mob radio paging service to the public in portions of Berks, Carbon, Monroe, Luzerne, Wayne, Lackawanna and Wyoming counties and the abandonment by Commonwealth Telephone Company of radio paging service to the public in the above counties. (A 3/28/89/000)

Application for approval of (1) transfer of title of certain radio paging service to Commonwealth Cellular Telephone Services, Inc. and (2) the right of Commonwealth Cellular Telephone Services, Inc. to be authorized to offer of air-mob radio paging service to the public in portions of Berks, Carbon, Monroe, Luzerne, Wayne, Lackawanna and Wyoming counties and the abandonment by Commonwealth Telephone Company of radio paging service to the public in the above counties. (A 3/28/89/000)

Application for approval of (1) transfer of title of certain radio paging service to Commonwealth Cellular Telephone Services, Inc. and (2) the right of Commonwealth Cellular Telephone Services, Inc. to be authorized to offer of air-mob radio paging service to the public in portions of Berks, Carbon, Monroe, Luzerne, Wayne, Lackawanna and Wyoming counties and the abandonment by Commonwealth Telephone Company of radio paging service to the public in the above counties. (A 3/28/89/000)

NOTICE TO THE PUBLIC

PUBLIC NOTICE

NOTICE IS HEREBY GIVEN that application has been made to the Pennsylvania Public Utility Commission under the provisions of the Public Utility Code by Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer by title of certain radio paging equipment to Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. (2) the right of Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. to begin to offer of certain radio paging services to the public in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna, and Wyoming Counties; and (3) the abandonment by Commonwealth Telephone Company of radio paging services to the public in the above counties. (A-31000-004)

Notice is hereby also given that this application has been considered by the Commission without a hearing. Objections or petitions to intervene may, however, be filed with the Public Utility Commission, Harrisburg, on or before January 6, 1989, pursuant to Title 62 of the Pennsylvania Code.

COMMONWEALTH TELEPHONE COMPANY AND COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.

Counsel for the applicants:
Raymond B. Ostroski Esquire
c/o TEC Corporation
76 Public Square
P. O. Box 6000
Wilkes-Barre, PA 18708

and
Bernard A. Ryan Jr. Esquire
Deenham Place & Wood
Kew-Forest Manor Square
Harrisburg, PA 17101

Dec. 20, 77

PROOF OF PUBLICATION

THE TIMES NEWS

LEHIGHTON, CARBON COUNTY, PENNSYLVANIA
TAMAQUA, SCHUYLKILL COUNTY, PENNSYLVANIA

Commonwealth of Pennsylvania)

County of Carbon)

ss.

Fred L. Masenheimer, being duly sworn according to law does

depose and say:

1. THAT The Times News is a newspaper of general circulation published each weekday, except holidays, by Pencor Services, Inc. Its places of business are Lehighton, Carbon County, Pennsylvania and Tamaqua, Schuylkill County, Pennsylvania.

2. THAT The Times News was established on May 1, 1967, as the immediate successor to the Jim Thorpe Times-News, which was established on April 1, 1927.

3. THAT the affiant is the General Manager of the Times News and as such is authorized by the publisher, Pencor Services Inc., to take this affidavit.

4. THAT the affiant is not interested in the subject matter of the notice or advertising.

5. THAT all of the allegations of this affidavit as to time, place and character of publication are true.

6. THAT copy of the notice or advertising attached hereto was printed and published in the regular daily editions and issues of The Times News on the following dates:

December 20, 27, 1988

Fred L. Masenheimer

Sworn to and subscribed before me, this 27th day of Dec. A.D., 1988

Joann Polk

SECRETED
JAN 03 1989

NOTARIAL SEAL
Joann Polk, Notary Public
City of Lehighton, Carbon County, Pa.
My Commission Expires Mar. 14, 1989

CITIZENS' VOICE

75 NORTH WASHINGTON STREET
WILKES-BARRE, PA 18711

PROOF OF PUBLICATION (Under Act No. 160, Approved July 9, 1976, P.L.877)

STATE OF PENNSYLVANIA, }
COUNTY OF LUZERNE, } as:

Jeanie Ardo being duly sworn according to law,

deposes and says that he is Bookkeeper of the **CITIZENS' VOICE** of Wilkes-Barre, Pa., a daily newspaper published in the city of Wilkes-Barre, county and state aforesaid; that the said **CITIZENS' VOICE** was established in 1978, and that the printed notice of publication hereto attached is as exactly as printed in the regular editions of the **CITIZENS' VOICE** on the following dates, viz:

December 19, 26, 1988

Affiant further deposes and says that the **CITIZENS' VOICE** is a newspaper of general circulation, and that neither the affiant nor the **CITIZENS' VOICE** is interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION

K. J. Locke NOTARY PUBLIC
Wilkes-Barre, Luzerne County, Pa.
My Commission Expires December 17, 1990

Sworn so before me this 26th. day
of December, 19 88

DOCKETED
JAN 09 1989

TO CITIZENS' VOICE, Dr.

For publishing attached notice on above stated dates \$

PUBLISHERS RECEIPT for ADVERTISING COSTS:

The **CITIZENS' VOICE**, a newspaper of general circulation, hereby acknowledges receipt of the costs as above and certifies that the same have been duly paid.

CITIZENS' VOICE

Per _____

HAZLETON
Standard-Speaker, Inc.

Hazleton, Pennsylvania
Federal Identification No. 24-0859891

(Under Act No. 587, Approved May 16th, 1929).

State of Pennsylvania
County of Luzerne

Jane N. Walsler, being duly sworn according to law deposes and says that she is the publisher of the "HAZLETON STANDARD-SPEAKER," a daily newspaper of general circulation published in Hazleton, Luzerne County, Pa., that the said HAZLETON STANDARD-SPEAKER was established in 1866, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the HAZLETON STANDARD-SPEAKER on the following dates, viz:

December 21, 28, 1988

Affiant, to wit Jane N. Walsler, further deposes and says that the HAZLETON STANDARD-SPEAKER is a newspaper of general circulation and that neither the affiant nor the HAZLETON STANDARD-SPEAKER is interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Jane N. Walsler

Sworn to before me this 28th day

of December, 19 88

Stanley E. Wagner

STANLEY E. WAGNER, Notary Public
Hazleton, Luzerne County, Pennsylvania
My Commission Expires January 15, 1989

DOCKETED
JAN 09 1989

NOTICE IS HEREBY GIVEN
that application has been made to the
Public Utility Commission under the provisions
of the Public Utility Code by
Commonwealth Telephone Company and Commonwealth Cellular
Telephone Services, Inc. for approval of (1) transfer of rights of
control and possession of certain radio paging equipment of
Commonwealth Telephone Company to Commonwealth Cellular
Telephone Services, Inc. (2) the
right of Commonwealth Cellular
Telephone Services, Inc. to begin
to offer or furnish radio paging
service to the public in portions of
Luzerne, Carbon, Berks, Pike,
Wayne, Lackawanna and Wyoming
Counties and (3) the above
mentioned by Commonwealth
Telephone Company and Cellular
Telephone Services, Inc. to the public in the
above counties. (A-10007004)
Notice is hereby also given
that this application has been
considered by the Commission
without a hearing. Petitions or
objections to this application may now
ever be filed with the Public Utility
Commission, Harrisburg, on or
before January 21, 1989 pursuant
to Rule 53 of the Pennsylvania
Code.
COMMONWEALTH TELEPHONE
COMPANY
AND
COMMONWEALTH CELLULAR
TELEPHONE SERVICES, INC.
Counsel for the applicants:
Raymond B. Orlowski Esq.
c/o CTECS Corporation
48 Public Square
P.O. Box 3000
Wilkes-Barre, PA 17703
and
Bernard B. Ryan Esq.
Dechant Price & Roberts
Twenty North Market Square
Harrisburg, PA 17101

NOTARIAL SEAL
STANLEY E. WAGNER, Notary Public
Hazleton, Luzerne County, Pennsylvania
My Commission Expires Jan. 15, 1989

Hazleton Standard-Speaker, Inc.

For publishing attached notice on above stated dates 63 lines, 2 days \$ 126.00

Publisher's Receipt for Advertising Costs:

The HAZLETON STANDARD-SPEAKER, Inc., hereby acknowledges receipt of the costs as above and certifies that the same have been duly paid.

HAZLETON STANDARD-SPEAKER, INC.

Per _____

Proof of Publication
The Times Leader

(Under Act No. 587, approved May 16th, 1929)

STATE OF PENNSYLVANIA,
COUNTY OF LUZERNE, ss:

..... Kathleen Sweetra being duly sworn according to law, deposes and says that ^{he} _{she} is bookkeeper for the Times Leader of Wilkes-Barre, Pa., a daily newspaper published in the city of Wilkes-Barre, County of Luzerne and State aforesaid, by THE WILKES-BARRE TIMES LEADER; that the said TIMES LEADER was established in 1939, and that the printed notice for publication hereto attached is exactly as printed in the regular editions of the TIMES LEADER on the following dates, viz:

..... December 21, 1988; December 28, 1988

Affiant further deposes and says that the TIMES LEADER is a newspaper of general circulation, and that neither the affiant nor the TIMES LEADER is interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

..... Kathleen Sweetra
Sworn to before me this 28th day
of December 19 88

COPY OF NOTICE OR
PUBLICATION



..... Mary E. Evan
NOTARIAL SEAL
MARY E. EVAN, NOTARY PUBLIC
WILKES-BARRE, LUZERNE COUNTY, PA.
MY COMMISSION EXPIRES NOV. 4, 1990

The Times Leader

DOCKETED
JAN 09 1989

For publishing attached notice on above stated dates - - - - - \$

Publishers Receipt for Advertising Costs:

The TIMES LEADER, a newspaper of general circulation, hereby acknowledges receipt of the costs as above and certifies that the same have been duly paid.

The Times Leader

Per.

NOTICE IS HEREBY GIVEN
that the Commission on Public Utility
Matters of the Commonwealth of Pennsylvania
has approved the application of the
Commonwealth Telephone Company for
the right of Commonwealth Telephone
Company to offer or furnish telephone
service to the public in the
counties of Luzerne, Carbon,
Pike, Wayne, East
and Wyoming Counties.
The abandoned
Commonwealth Telephone
Company is desisting service to
the public in the above counties
(62100004).
Notice is hereby given that
the application has been approved
by the Commission without
requiring a public hearing.
Notwithstanding, however, the
Public Utility Commission
shall hold a public hearing on or before
January 14, 1962 pursuant to
Article 22 of the Pennsylvania Code
Commonwealth Telephone
Company and
Commonwealth Cellular
Telephone Service, Inc.
consent to the applicant
Raymond B. Strosch, Esquire,
Ray B. Strosch Corporation
46 Public Square
P.O. Box 5000
Wilkes-Barre, PA 18703
and
Bernard A. Ryan, Jr., Esquire
Dechert, Roca & Associates
100 North 4th Street
Harrisburg, Pa 17102

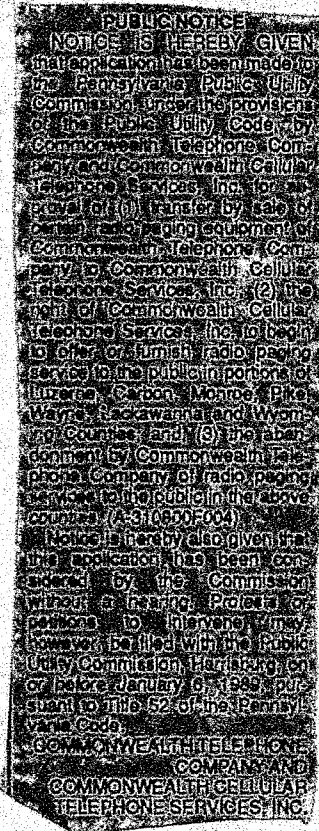
AFFIDAVIT OF PUBLICATION

Carbondale News

41 N. Church St., Carbondale, Pa. 18407

Commonwealth of Pennsylvania,
County of Lackawanna

SS.



Before me, a notary public in and for Lackawanna County, personally appeared *Philip Heth* who being duly sworn according to law, doth depose and say that he/she is office manager of the Carbondale News, a newspaper of general circulation, published at Carbondale, in Lackawanna County; that its place of business was established May, 1872; that the notice, of which annexed clipping from one of the said newspapers is a copy, was printed and published in said newspaper on the following date(s):

..... *Dec. 21, Dec. 28, 1988*; that the affiant is not interested in the subject matter of said advertisement; and that all of the allegations of this statement as to time and character of publication are true.

..... *Philip Heth*
Signature of Affiant

Sworn and subscribed before me this *28th* day of *December* 198*8*

..... *Rosemary Heth*

Notary Public
ROSEMARY HETH, Notary Public
Carbondale, Lackawanna County, Pa.
My Commission Expires June 18, 1990

DOCKETED
JAN 09 1989

Proof of Publication

COMMONWEALTH of PENNSYLVANIA
COUNTY of WAYNE

SS.

Legal Notices

NOTICE

NOTICE IS HEREBY GIVEN that application has been made to the Pennsylvania Public Utility Commission, under the provisions of the Public Utility Code, by Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer by C.T. of certain radio paging equipment of Commonwealth Telephone Company to Commonwealth Cellular Telephone Services, Inc. (2) the right of Commonwealth Cellular Telephone Services, Inc. to begin to offer or furnish radio paging service to the public in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties; and (3) the abandonment by Commonwealth Telephone Company of radio paging service to the public in the above counties. (A-310300-004)

Notice is hereby also given that this application has been considered by the Commission without a hearing. Protests or petitions to intervene may, however, be filed with the Public Utility Commission, Harrisburg, on or before January 6, 1989, pursuant to Title 52 of the Pennsylvania Code.

COMMONWEALTH TELEPHONE
COMPANY
AND
COMMONWEALTH CELLULAR
TELEPHONE SERVICES, INC.

Counsel for the applicant:
Raymond B. Ostrowski, Esquire
c/o C-TEC Corporation
46 Public Square
P.O. Box 9000
Wilkes-Barre, PA 19703
and
Bernard A. Ryan, Jr., Esquire
Dechert Price & Rhoads
Twenty North Market Square
Harrisburg, PA 17101

98, 95c

JAMES D. DYSON

being duly sworn, according to law, deposes and says that

HE is PUBLISHER

of THE NEWS EAGLE, a newspaper of general circulation, established in 1956, and published twice weekly in the Borough of Hawley, Wayne County, Pennsylvania; and that the advertising notice hereto annexed was published in said newspaper on the following dates:

DOCKETED

December 21, 1988

JAN 09 1989

December 25, 1988

And the affiant further declares that he is not interested in the subject matter of the notice, and that all of the allegations as to the time, place and character of publications are true and correct.

James D. Dyson

Sworn to and subscribed before me this 24th day of

December 1988

Carol B. Krane

NOTARIAL SEAL
CAROL B. KRANE, Notary Public
Hawley, Wayne County, Pa.
My Commission Expires October 17, 1989

ABINGTON JOURNAL

RECORDED
JAN 09 1989

Paste Clipping
of Notice Here

Proof of Publication ABINGTON JOURNAL

Under Act of No. 587, Approved May 16, 1929

State of Pennsylvania,

County of Lackawanna, ss:

..... Ronald Bartizek being duly sworn according to law, deposes and says that he is the publisher of the Abington Journal, weekly newspaper, published in the Borough of Clarks Summit, County and State aforesaid, that said Abington Journal was established in 1948, and the printed notice or publication hereto attached is exactly as printed in the regular editions and issues of the Abington Journal on the following dates, to-wit:

12/21/88, 12/28/88

Affiant further deposes and says that the Abington Journal is a weekly newspaper of general circulation and that neither the affiant nor the Abington Journal is interested in the subject matter of the aforesaid notice of advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

Sworn and subscribed to before me this 79th day of Dec. 1988

..... Robert L. Besecker

..... Ronald Bartizek

Ronald Bartizek

ROBERT L. BESECKER, NOTARY PUBLIC

DALLAS BORO. LUZERNE COUNTY

MY COMMISSION EXPIRES JAN 15 1989

To THE ABINGTON JOURNAL

For publishing notice attached hereto on above stated dates. \$36.86

Publisher's Receipt For Advertising Costs:

THE ABINGTON JOURNAL, Weekly Newspaper, Hereby acknowledges receipt of the costs as above and certifies that the same have been duly paid.

THE ABINGTON JOURNAL

Per Publisher

LEGAL NOTICE

NOTICE IS HEREBY GIVEN that application has been made to the Pennsylvania Public Utility Commission under the provisions of the Public Utility Code, by Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer by sale of certain radio paging equipment of Commonwealth Telephone Company to Commonwealth Cellular Telephone Services, Inc.; (2) the right of Commonwealth Cellular Telephone Services, Inc. to begin to offer or furnish radio paging service to the public in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties; and, (3) the abandonment by Commonwealth Telephone Company of radio paging services to the public in the above counties.

(A-310800-68-2)
Notice is hereby also given that this application has been considered by the Commission without a hearing. Protests or petitions to intervene may, however, be filed with the Public Utility Commission, Harrisburg, on or before January 6, 1989, pursuant to Title 52 of the Pennsylvania Code.

COMMONWEALTH TELEPHONE COMPANY
AND

COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.

Counsel for the applicants:
Raymond B. Ostroski Esquire
c/o C-TEC Corporation
46 Public Square
P.O. Box 3000
Wilkes-Barre, PA 18703

and
Bernard A. Ryan, Jr. Esquire
Dechert Price & Rhoads
Twenty North Market Square
Harrisburg, PA 17101

WYOMING COUNTY PRESS, Inc.

16 East Tioga Street

Tunkhannock, PA 18657

PUBLISHING

TUNKHANNOCK NEW AGE EXAMINER

PHONE 836-2123

7 BILLED/ACCOUNT NO.
6683

5 BILLING PERIOD
12/23/88 12/23/88
3 INVOICE NO. 4 BILLING DATE
12/23/88

2 BILLED ACCOUNT
C-TEC CORP
46 PUBLIC SQUARE
WILKES-BARRE PA
18703-3000

6 TERMS OF PAYMENT
SEE OTHER SIDE

10 LEGAL BILL

10 DATE	11 REFERENCE NUMBER	12 CHARGES OR CREDITS DESCRIPTION/PRODUCT CODE	13 SAU/ DIMENSIONS	14 TIMES	15 BILLED UNITS	16 RATE	17 GROSS AMOUNT	18 NET AMOUNT
23	36980	APPLICATION GIVEN	54	1	54.00	.60		32.40
23	36981	AFFID. 12-23. 1988	54	1	54.00			1.00

WYOMING COUNTY PRESS
COMMONWEALTH OF PENNSYLVANIA
(UNDER ACT P.L. 877 NO. 160, JULY 9, 1976)
COUNTY OF WYOMING

Bridget VanHouten BEING DULY SWORN ACCORDING TO LAW DEPOSES AND SAYS THAT SHE IS ACCOUNTING CLERK FOR WYOMING COUNTY PRESS, OWNER AND PUBLISHER OF THE NEW AGE EXAMINER, A NEWSPAPER OF GENERAL CIRCULATION, ESTABLISHED IN 1869, PUBLISHED IN THE CITY OF TUNKHANNOCK COUNTY AND STATE AFORESAID, AND THAT THE PRINTED NOTICE OR PUBLICATION HERETO ATTACHED IS EXACTLY AS PRINTED IN THE REGULAR EDITIONS OF THE SAID NEWSPAPER ON THE FOLLOWING DATES, VIZ.: 12-23. 1988

AFFIANT FURTHER DEPOSES AND SAYS THAT NEITHER THE AFFIANT NOR WYOMING COUNTY PRESS IS INTERESTED IN THE SUBJECT MATTER OF THE AFORESAID NOTICE OR ADVERTISEMENT AND THAT ALL ALLEGATIONS IN THE FOREGOING STATEMENT AS TO TIME, PLACE AND CHARACTER OF PUBLICATION ARE TRUE

SWORN AND SUBSCRIBED TO BEFORE ME
THIS 23 DAY OF DEC. A.D. 1988.

Diane K. Saylor (NOTARY PUBLIC)
NOTARIAL SEAL
DIANE K. SAYLOR, Notary Public
Wyoming County, Tunkhannock Boro
My Commission Expires April 23, 1990

24 AGING
JAN 03 1989

21 CURRENT GROSS AMOUNT
22 CURRENT NET AMOUNT
33.40

28 CONTRACT PERFORMANCE

EXPIRATION DATE	REQUIREMENT	CURRENT MONTH	CUMULATIVE

25 TOTAL NET AMOUNT DUE
PLEASE PAY THIS AMOUNT

AMOUNT OF PAYMENT
26 BILLED/ACCOUNT NO. 6683
27 BILLED ACCOUNT NAME C-TEC Corp.

DETACH AND RETURN THIS PORTION WITH YOUR PAYMENT

WYOMING COUNTY PRESS, Inc.
16 East Tioga Street
PUBLISHING
TUNKHANNOCK NEW AGE EXAMINER
Tunkhannock, PA 18657
PHONE 836-2123

REMITTANCE ADVICE
CT1008

TERMS OF PAYMENT

MONTHLY

PAYABLE LAST DAY OF MONTH FOLLOWING BILLING DATE.
A 1% PER MONTH FINANCE CHARGE WILL BE ADDED TO PAST
DUE BALANCES. THIS IS AN ANNUAL PERCENTAGE RATE OF 12%

WEEKLY: PAYABLE ON RECEIPT OF THIS INVOICE

LEGEND

The 29 elements of the

1. Name and Address of Newspaper, Phone No.
2. Billed Account Name and Address
3. Invoice Document Number
4. Billing Date
5. Billing Period
6. Terms of Payment
7. Billed Account Number
8. Advertiser Client Number
9. Advertiser Client Name
10. Date of Insertion
11. Newspaper's Reference Number
12. Other Charges or Credits
13. Description
14. Product

NOTICE
NOTICE IS HEREBY GIVEN that application has been made to the Pennsylvania Public Utility Commission, under the provisions of the Public Utility Code, by Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer by sale of certain radio paging equipment of Commonwealth

Telephone Company to Commonwealth Cellular Telephone Services, Inc.; (2) the right of Commonwealth Cellular Telephone Services, Inc. to begin to offer or furnish radio paging service to the public in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties; and (3) the abandonment by Commonwealth Telephone Company of radio paging services to the public in the above counties. (A-310800E004)

Notice is hereby also given that this application has been considered by the Commission without a hearing. Protests or petitions to intervene may, however, be filed with the Public Utility Commission, Harrisburg, on or before January 6, 1989, pursuant to Title 52 of the Pennsylvania Code.
**COMMONWEALTH TELEPHONE COMPANY
 COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.
 RAYMOND OSTROSKI
 Esquire
 C.C. TEC Corp**

46 Public Square, N.L.
 PO Box 3000
 Wilkes-Barre, Pa. 18703
**BERNARD A. RYAN, JR., Esquire
 DECHERT PRICE AND RHOADS
 20 N. Market Square
 Harrisburg, Pa. 17101**
 12-23

Net Amount Due
 Gross Amount
 Past Due Amounts
 Amount Due
 Amount Number
 Amount Name
 Address for Remittance
 Performance

The elements
 * NOT APPLI

are identified by number.

WASHINGTON COUNTY PRESS, Inc.

REMITTANCE ADVICE

Commonwealth of Pennsylvania }
County of Pike, } ss.

NOTICE
NOTICE IS HEREBY GIVEN that application has been made to the Pennsylvania Public Utility Commission, under the provisions of the Public Utility Code by Commonwealth Telephone Company and Commonwealth Cellular Telephone Service, Inc. for approval of the plan by the Commission for the removal of the plan of Commonwealth Telephone Company, Commonwealth Cellular Telephone Service, Inc. (2) the right of Commonwealth Cellular Telephone Service, Inc. to be a utility for public use and to be a public utility in portions of Adams, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties, and (3) the abandonment by Commonwealth Telephone Company of telephone services to the public in the above counties. (A-G-100-0-0001)
Notice of the proposed plan of removal has been considered by the Commission without a hearing. Protests or objections to the proposed plan may be filed with the Public Utility Commission, 1500 Market Street, Philadelphia, Pa. 19102, on or before January 6, 1989, pursuant to rule 52 of the Pennsylvania Code.
Commonwealth Telephone Company and Commonwealth Cellular Telephone Service, Inc.
Counsel for the applicants:
Raymond R. Orben, Esquire
400 East Chestnut Street
4th Floor
P.O. Box 3300
Wilkes-Barre, Pa. 18703
and
Bernard A. Ryan, Jr., Esquire
P.O. Box 100
100 North Main Street
Hamburg, PA 17346
10/17/88

..... Raymond R. Orben
being duly sworn, according to law, deposes and says that he is the
Business Manager of "Pike County Dispatch", a weekly
newspaper of general circulation established in the year 1826 and
published at No. 105 West Catharine Street, in the Borough of
Milford, County and State aforesaid; and that a printed notice, an
exact copy of which is hereto annexed, was published in said
newspaper two

times, to wit, in its issues of... Dec. 22, 29
.....
A.D. 19⁸⁸.....; and the affidavit further states that he is not in-
terested in the subject matter of this notice or advertisement and
that all of the allegations of the statement as to time, place and
character of publication are true.

PIKE COUNTY DISPATCH

DUCKETED
JAN 09 1989

Sworn to and subscribed to before me this
29th day of December A.D. 19 88

Elizabeth M. Lovett

Commission Expires.....

NOTARIAL SEAL
ELIZABETH M. LOVETT, NOTARY PUBLIC
MILFORD, TOWNSHIP, PIKE COUNTY
MY COMMISSION EXPIRES MAY 29, 1989

DOCUMENT
FOLDER

DECHERT PRICE & RHOADS

TWENTY NORTH MARKET SQUARE
HARRISBURG, PENNSYLVANIA 17101

TELEPHONE: (717) 237-2000

TELECOPIER: (717) 237-2040

3400 CENTRE SQUARE WEST
1500 MARKET STREET
PHILADELPHIA, PA 19102
(215) 981-2000

1500 K STREET, N.W.
WASHINGTON, DC 20005
(202) 628-3300

TEN POST OFFICE SQUARE • SOUTH
BOSTON, MA 02109
(617) 728-7100

477 MADISON AVENUE
NEW YORK, NY 10022
(212) 328-3500

214 CARNEGIE CENTER
PRINCETON, NJ 08540
(609) 520-3200

52 BEDFORD SQUARE
LONDON WC1B 3EX, ENGLAND
(01) 831-3383

250 AVENUE LOUISE
1050 BRUSSELS, BELGIUM
(02) 647-8565

BERNARD A. RYAN, JR.
DIRECT DIAL: (717) 237-2029

**DOCUMENT
FOLDER**

January 11, 1989

HAND DELIVER

Secretary
Pennsylvania Public Utility Commission
North Office Building
Harrisburg, PA 17120

Attn: Mrs. Janet E. Patrick

Re: Application of Commonwealth Telephone
Company and Commonwealth Cellular
Telephone Services, Inc. (A-310800, F.4)

RECEIVED

JAN 11 1989

SECRETARYS OFFICE
Public Utility Commission

Dear Janet:

Here are four additional proofs of publication that we received in this matter. With the proofs of publication and the affidavit of service that I delivered to you on January 6, 1989, we have now complied with the service and publication requirements set forth in your letters of December 7 and December 15, 1988 to me about this matter.

I am today separately filing a minor amendment to the application and certain documents in support of the application that were not available when the application was filed on November 30, 1988. You will want to include those items with the other materials you forward for review by the technical staff.

Would you please acknowledge your receipt of these enclosures by stamping the extra copy.

Sincerely yours,

Bernard Ryan

BAR, Jr./srl
Enclosures

cc: Ms. Deborah Kapral

Proof of Publication of Notice in The Pocono Record

Under Act No. 587, Approved May 16, 1929

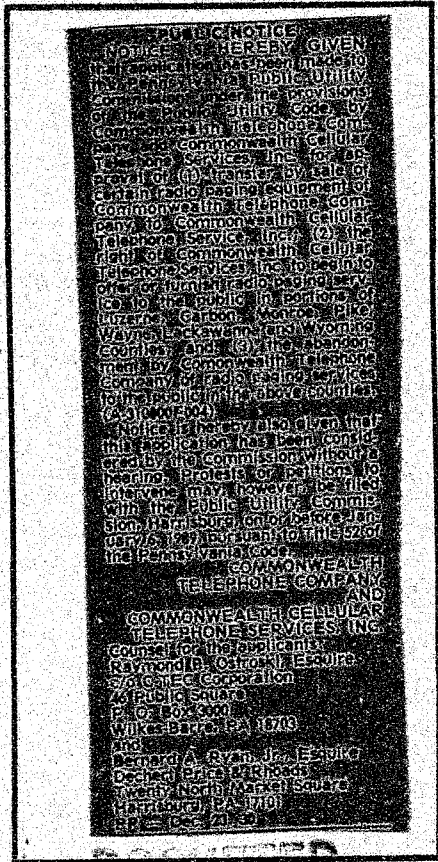
State of Pennsylvania
County of Monroe ss:

Robert A. Pugh An Executive of Pocono Record, of the County and State aforesaid, being duly sworn, deposes and says that THE POCONO RECORD, a newspaper of general circulation published at 511 Lenox Street, Borough of Stroudsburg, County and State aforesaid, was established April 2, 1894, since which date THE POCONO RECORD has been regularly issued in said County, and that the printed notice of publication attached hereto is exactly the same as was printed and published in the regular editions and issues of the said THE POCONO RECORD on the following dates, viz:—

December 23rd,
and the 30th day of December, 1988

Affiant further deposes that he is duly authorized by the POCONO RECORD, a newspaper of general circulation, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statements as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION



For The Pocono Record

Sworn to and subscribed before me this 5th day of January, 1989

My Commission Expires:

Mary K. Bennett
Notary Public

NOTARIAL SEAL
MARY K. BENNETT, NOTARY PUBLIC
STROUDSBURG, MONROE COUNTY
MY COMMISSION EXPIRES JUNE 24, 1991

Statement of Advertising Costs

G-Tec Corporation
Notice Application to PUC

	To POCONO RECORD	
For publishing the notice or publication attached hereto on the above stated dates	\$	42.84
Probating Same	\$	1.00
Total	\$	43.84

DUPLICATED

JAN 12 1989

Receipt for Advertising Costs

THE POCONO RECORD, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid notice and publication cost and certifies that the same have been duly paid.

The Pocono Record
a Newspaper of General Circulation

By

DUPLICATED
FOLDED

Before me, a Notary Public in and for the county aforesaid, personally appeared Ruth Holder, who being duly sworn according to law, doth depose and say that she is publisher of the Triboro Banner, a newspaper of general circulation, published at Taylor, in Lackawanna County; that its place of business was established August 1970; that the notice, of which annexed clipping from one of the said newspapers is a copy, was printed and published in said newspaper on the following dates:

12/22/88

That the affiant is not interested in the subject matter of said advertisement; and that all of the allegations of this statement as to time and character of publication are true.

Ruth E. Holder

Signature of Affiant

Sworn and subscribed before me this 5th day of January 1989.

Jerome S. Coffee
Notarial Seal
Jerome S. Coffee, Notary Public
Old Forge Boro, Lackawanna County
My Commission Expires Nov. 30, 1989
Member, Pennsylvania Association of Notaries

DOCUMENT
FOLDER

DUCKETED
JAN 12 1989

NOTICE IS HEREBY GIVEN that application has been made to the Pennsylvania Public Utility Commission under the provisions of the Public Utility Code by Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer of sale of certain radio paging equipment of Commonwealth Telephone Company to Commonwealth Cellular Telephone Services, Inc. (2) the right of Commonwealth Cellular Telephone Services, Inc. to begin to offer or furnish radio paging services to the public in the above counties (A-11088-7001).
Notice is hereby also given that this application has been considered by the Commission without hearing. Protests or objections to intervene may, however, be filed with the Public Utility Commission, Harrisburg, on or before January 8, 1989 pursuant to Title 52 of the Pennsylvania Code.
COMMONWEALTH TELEPHONE COMPANY
AND
COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.
Raymond B. O'Stook, Esquire
c/o C-TEC Corporation
46 Public Square
P.O. Box 8000
Wilkes-Barre, PA 18703
and
Bernard A. Ryan, Jr., Esquire
Bernard Ryan & Rhoads
17 West North Market Square
Harrisburg, PA 17101

Proof of Publication of Notice in the Monroe Legal Reporter

State of Pennsylvania,
County of Monroe—ss:

Michael R. Muth, Editor of the Monroe Legal Reporter of the County and State aforesaid, being duly sworn, deposes and says that the Monroe Legal Reporter is the official legal newspaper for Monroe County with its place of business at Stroudsburg, Monroe County, and was established May 6, 1938, since which date it has been regularly issued in said County and that the printed notice or publication attached hereto is exactly the same as was printed and published in the regular issues of the Monroe Legal Reporter on the following dates, viz:

..... 23rd
and the..... 30th day of..... December 19 88

Affiant further deposes that he is the designated agent of the publisher of the Monroe Legal Reporter to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and all of the allegations in the foregoing statement as to time, place and character of publication are true.

Michael R. Muth
.....
Editor, Monroe Legal Reporter

Copy of Notice or Publication

PUBLIC NOTICE
NOTICE IS HEREBY GIVEN that application has been made to the Pennsylvania Public Utility Commission, under the provisions of the Public Utility Code, by Commonwealth Telephone Company and Commonwealth Cellular Telephone Services, Inc. for approval of (1) transfer by sale of certain radio paging equipment of Commonwealth Telephone Company to Commonwealth Cellular Telephone Services, Inc.; (2) the right of Commonwealth Cellular Telephone Services, Inc. to begin to offer or furnish radio paging service to the public in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties; and, (3) the abandonment by Commonwealth Telephone Company of radio paging services to the public in the above counties. (A-310500F004)

Notice is hereby also given that this application has been considered by the Commission without a hearing. Protests or petitions to intervene may, however, be filed with the Public Utility Commission, Harrisburg, on or before January 6, 1989, pursuant to Title 52 of the Pennsylvania Code.

COMMONWEALTH
TELEPHONE COMPANY
AND
COMMONWEALTH CELLULAR
TELEPHONE SERVICES, INC.

Counsel for the applicants:
Raymond B. Ostroski, Esquire
c/o C-TEC Corporation
46 Public Square
P. O. Box 3000
Wilkes-Barre, PA 18703
and
Bernard A. Ryan, Jr., Esquire
Dechert Price & Rhoads
Twenty North Market Square
Harrisburg, PA 17101
PR 12/23/88

Sworn to and subscribed before me this..... 30th
day of..... December..... 19 88

Mary Ann Werkheiser
.....
Notary Public NOTARIAL SEAL
MARY ANN WERKHEISER, NOTARY PUBLIC
East Stroudsburg, Monroe Co., Pennsylvania
MY COMMISSION EXPIRES FEB. 15, 1990

Statement of Advertising Costs

PUBLIC NOTICE

c/o G-Tec Corp.

Notice of Application

To MONROE LEGAL REPORTER, Dr.

For publishing the notice or publication attached hereto on the above stated dates - - - - -	\$ 34.44
Affidavit to Proof of Publication - - - - -	\$ 2.00
TOTAL - - - - -	\$ 36.44

Receipt for Advertising Costs

..... 19.....
MONROE LEGAL REPORTER,
the official legal newspaper for Monroe County, hereby acknowledges receipt of the aforesaid notice and publication cost and certifies that the same have been duly paid.

DOCKETED
JAN 12 1989

DOCUMENT
FOLDER

By.....
Editor

ORIGINAL

LAW OFFICES OF

DECHERT PRICE & RHOADS
TWENTY NORTH MARKET SQUARE
HARRISBURG, PENNSYLVANIA 17101
TELEPHONE: (717) 237-2000
TELECOPIER: (717) 237-2040

3400 CENTRE SQUARE WEST
1300 MARKET STREET
PHILADELPHIA, PA 19102
(215) 981-2000

1500 K STREET, N.W.
WASHINGTON, DC 20005
(202) 626-3300

TEN POST OFFICE SQUARE • SOUTH
BOSTON, MA 02109
(617) 728-7100

BERNARD A. RYAN, JR.
DIRECT DIAL: (717) 237-2029

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NEW YORK, NY 10022
(212) 326-3500

214 CARNEGIE CENTER
PRINCETON, NJ 08540
(609) 520-3200

52 BEDFORD SQUARE
LONDON WC1E 3EX, ENGLAND
0044 031-3383

250 AVENUE LOUISE
1050 BRUSSELS, BELGIUM
(021) 647-8565

January 11, 1989

HAND DELIVERY

Jerry Rich, Secretary
Pennsylvania Public Utility Commission
North Office Building
Harrisburg, PA

Attn: New Filing Section
Room B-18

RECEIVED

JAN 11 1989

SECRETARYS OFFICE
Public Utility Commission

Re: Application of Commonwealth
Telephone Company and Commonwealth
Cellular Telephone Services, Inc.
(A-310800, F.4)

Dear Secretary Rich:

On November 30, 1988, my legal assistant filed the above application with the Commission. I am now enclosing for filing today the original and two copies of each of the following items relating to that application:

1. An Amendment to Application which requests that Commonwealth Cellular Telephone Services, Inc., as the transferee of the radio paging service rights involved in the application be permitted to issue a tariff reflecting the same rates and conditions as in the presently effective tariff for this service upon one days notice after the Commission has approved the transfer.
2. The Certificate of the Secretary of Commonwealth Cellular Telephone Services, Inc. and the attached copies of that corporation's board of directors resolutions and shareholder's consent.

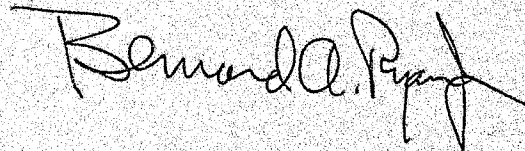
**DOCUMENT
FOLDER**

3. The Certificate of the Secretary of Commonwealth Telephone Company and the attached copies of that corporation's board of directors resolutions and shareholder's consent.

Items 2 and 3 were not available when the application was filed on November 30, 1988. As promised in the application, these copies are now being submitted to be attached to the application.

Would you please acknowledge your receipt of these items by stamping the extra copy of this letter.

Sincerely yours,



BAR, Jr./srl
Enclosures

cc: Ms. Deborah Kapral

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Joint Application of
COMMONWEALTH TELEPHONE COMPANY
and COMMONWEALTH CELLULAR TELEPHONE
SERVICES, INC. for certificates of
public convenience authorizing the
transfer of sale of certain radio
paging equipment, the initiation of
selective one-way radio-telephone
common carrier service in a new
territory by COMMONWEALTH CELLULAR
TELEPHONE SERVICES, INC. and the
surrender of such service in that
territory by COMMONWEALTH TELEPHONE
COMPANY.

RECEIVED

JAN 11 1989

SECRETARYS OFFICE
Public Utility Commission

Application
Docket No.: A-310800, F.4

DOCKETED

JAN 1 2 1989

AMENDMENT TO
APPLICATION

COMMONWEALTH TELEPHONE COMPANY ("Commonwealth") and
COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC. ("Cellular") amend
their Joint Application filed November 30, 1988 (the
"Application") as follows:

1. Paragraph 17 of the Application is amended in its
entirety to read as follows:

"17. The proposed transfer will have no effect on the
Radio Paging Service to Commonwealth's customers other than as
set forth in Exhibit F hereto. Promptly upon approval of this
application, Cellular will file a tariff to become effective on
one days notice to offer Radio Paging Service on the terms and
conditions that are set forth in Commonwealth's current tariff
for providing Radio Paging Service."

2. The WHEREFORE clause of the Application is amended
in its entirety to read as follows:

"WHEREFORE, Commonwealth and Cellular respectfully
request the Commission to issue certificates of public
convenience pursuant to Section 1102 (a) of the Public Utility
Code, 66 Pa. C.S.A. Section 1102 (a), as follows:

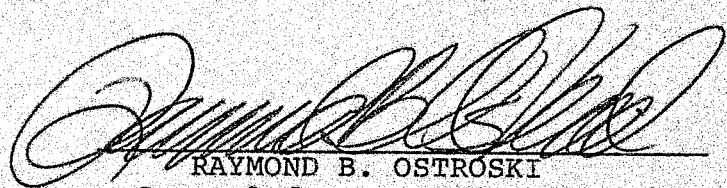
- A. To Commonwealth Cellular Telephone Services, Inc.
evidencing its right to (i) acquire by purchase
from Commonwealth all of the tangible and

DOCUMENT
FOLDER

intangible property used in providing Radio Paging Service in portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties, and (ii) to begin providing Radio Paging Service to the customers in those counties in place of Commonwealth, effective upon completion of the transfer of those assets pursuant to a tariff containing the same terms and conditions of service as those set forth in Commonwealth's then-effective tariff, with Cellular's tariff to become effective on one days notice; and

- B. To Commonwealth Telephone Company evidencing its right (i) to transfer by sale to Cellular all of the tangible and intangible property used in providing Radio Paging Service to portions of Luzerne, Carbon, Monroe, Pike, Wayne, Lackawanna and Wyoming Counties, and (ii) to discontinue providing Radio Paging Service in those counties when Cellular begins to do so upon completion of the transfer of those assets."

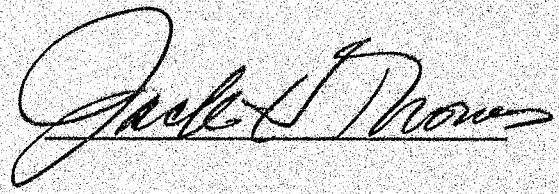
DATE: January 10, 1989



RAYMOND B. OSTROSKI
Counsel for Commonwealth
and Cellular

COMMONWEALTH OF PENNSYLVANIA :
: :
: SS.
: :
COUNTY OF LUZERNE :

Jack H. Thomas, being duly sworn according to law, deposes and says that he is Executive Vice President of Commonwealth Telephone Company and that he is authorized to, and does, make this affidavit on its behalf; that he has read the foregoing Amendment to Application and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.



Sworn to and subscribed
before me this 10th day
of January, 1989.

Audrey Gerlach
Notary Public

My Commission Expires:

NOTARIAL SEAL
AUDREY GERLACH, NOTARY PUBLIC
KINGSTON, LUZERNE COUNTY, PA.
My Commission Expires November 23, 1992

COMMONWEALTH OF PENNSYLVANIA :
:
: SS.
:
COUNTY OF LUZERNE :

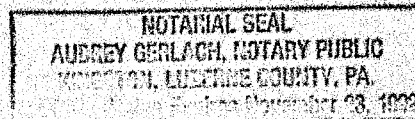
Marc C. Elgaway, being duly sworn according to law, deposes and says that he is Vice President of Commonwealth Cellular Telephone Services, Inc. and that he is authorized to, and does, make this affidavit on its behalf; that he has read the foregoing Amendment to Application and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.

Marc C. Elgaway

Sworn to and subscribed
before me this 10th day
of January, 1989.

Audrey Gerlach
Notary Public

My Commission Expires:



RECEIVED

JAN 11 1989

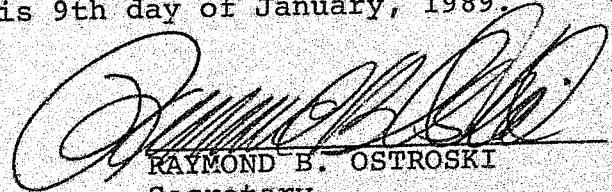
SECRETARYS OFFICE
Public Utility Commission

CERTIFICATE OF SECRETARY

I, Raymond B. Ostroski, secretary of Commonwealth Cellular Telephone Services, Inc. (the "Company"), hereby certify that Exhibit I hereto is a true copy of a certain Consent in Writing in Lieu of Meeting of the Board of Directors (the "Board"), which Consent was given by the Board on December 1, 1988, and duly entered in the book of minutes of the Company, and that the resolutions contained therein are in conformity with the Articles of Incorporation and By-Laws of the Company, and are now in full force and effect.

I further certify that Exhibit II hereto is a true copy of a certain Shareholder's Consent to Action, which Consent was given by the Company's sole shareholder, C-TEC Corporation, on December 1, 1988, and duly entered in the book of minutes of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of the Company this 9th day of January, 1989.



RAYMOND B. OSTROSKI
Secretary

(Seal)

DOCKETED
JAN 12 1989

DOCUMENT
FOLDER

COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.

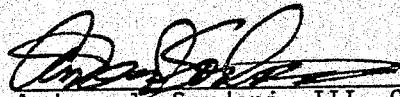
Consent in Writing in Lieu of Meeting
of the Board of Directors


The undersigned, being all of the directors of Commonwealth Cellular Telephone Services, Inc., a Pennsylvania corporation (the "Company"), hereby consent in writing to the taking of the following actions and the adoption of the following resolutions pursuant to Section 402(7) of the Pennsylvania Business Corporation Law, and agree that such actions and resolutions shall have the same force and effect as though taken and adopted at a meeting of the Board of Directors duly called and held:

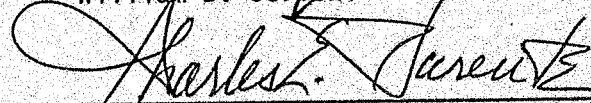
RESOLVED, that the actions taken by the officers of the Company in submitting an offer to acquire Commonwealth Telephone Company's radio paging system business (the "Business") on the terms presented to this Board of Directors (the "Board") are hereby ratified and approved; and further


RESOLVED, that the officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the acquisition of the Business, and take any and all actions they deem necessary and appropriate to finalize said acquisition, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

Dated: December 1, 1988



Andrew J. Sordoni, III, Chairman


William B. Sordoni


Charles E. Parente


William L. Moyer

Filed with the minutes
of the Company this 1st
day of December, 1988.


Raymond B. Ostroski,
Secretary

COMMONWEALTH CELLULAR TELEPHONE SERVICES, INC.

SHAREHOLDER'S CONSENT TO ACTION

The undersigned, being the sole shareholder of Commonwealth Cellular Telephone Services, Inc. (the "Company"), hereby consents in writing and in accordance with Section 1513 of the Pennsylvania Business Corporation Law to the action taken as set forth in the following resolutions:

RESOLVED, that the actions taken by the officers of the Company in submitting an offer to acquire Commonwealth Telephone Company's radio paging system business (the "Business") on the terms presented to the Company's Board of Directors (the "Board") are hereby ratified and approved; and further

RESOLVED, that the appropriate officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the acquisition of the Business, and take any and all actions they deem necessary and appropriate to finalize said acquisition, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

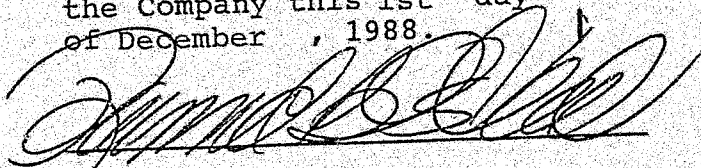
Dated: December 1, 1988

C-TEC CORPORATION

By: 

William L. Moyer
Executive Vice-President

Filed with the minutes of
the Company this 1st day
of December, 1988.



RECEIVED

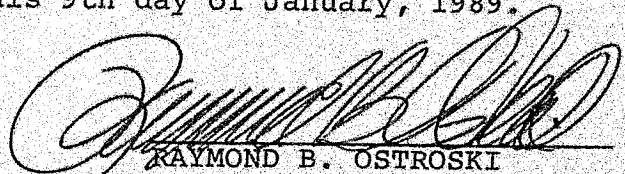
JAN 1 1989

CERTIFICATE OF ASSISTANT SECRETARY SECRETARYS OFFICE
Public Utility Commission

I, Raymond B. Ostroski, Assistant secretary of Commonwealth Telephone Company (the "Company"), hereby certify that Exhibit I hereto is a true copy of a certain Consent in Writing in Lieu of Meeting of the Board of Directors (the "Board"), which Consent was given by the Board on December 1, 1988, and duly entered in the book of minutes of the Company, and that the resolutions contained therein are in conformity with the Articles of Incorporation and By-Laws of the Company, and are now in full force and effect.

I further certify that Exhibit II hereto is a true copy of a certain Shareholder's Consent to Action, which Consent was given by the Company's sole shareholder, C-TEC Corporation, on December 1, 1988, and duly entered in the book of minutes of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of the Company this 9th day of January, 1989.


RAYMOND B. OSTROSKI
Assistant Secretary

(Seal)

DOCKETED

JAN 12 1989

DOCUMENT
FOLDER

COMMONWEALTH TELEPHONE COMPANY

Consent in Writing in Lieu of Meeting
of the Board of Directors

The undersigned, being all of the directors of Commonwealth Telephone Company, a Pennsylvania corporation (the "Company"), hereby consent in writing to the taking of the following actions and the adoption of the following resolutions pursuant to Section 402(7) of the Pennsylvania Business Corporation Law, and agree that such actions and resolutions shall have the same force and effect as though taken and adopted at a meeting of the Board of Directors duly called and held:

WHEREAS, Commonwealth Cellular Telephone Services, Inc. ("CCTS") has offered to purchase the Company's radio paging system business (the "Business") on the terms presented to this Board of Directors (the "Board"); and


WHEREAS, the Board considers that CCTS has offered a fair valuable consideration for the Business, and that it is in the best interest of the Company, its directors and shareholder, to accept said offer;


NOW, THEREFORE, it is

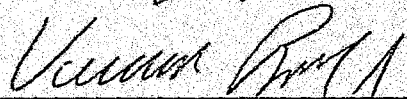
RESOLVED, that the actions taken by the officers of the Company in negotiating the sale of the Business to CCTS, on the terms presented to the Board, are hereby ratified and approved; and further


RESOLVED, that the officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the sale of the Business to CCTS, and take any and all actions they deem necessary and appropriate to finalize said sale, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

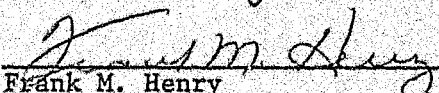
Dated: December 1, 1988



Andrew J. Sordoni, III, Chairman



William B. Sordoni, Vice Chairman


Willard S. Boothby, Jr.


Clarence J. Fitzg

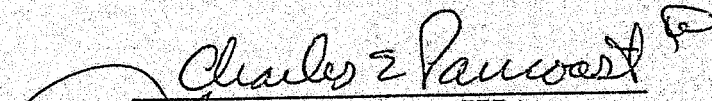

Frank M. Henry


Richard Maslow

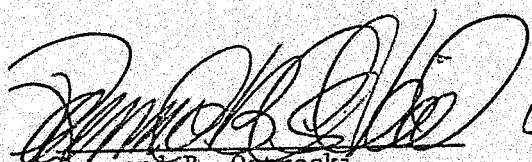

William L. Moyer

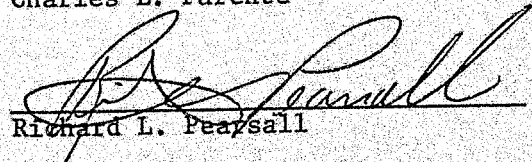

Edward H. Owlett, Esquire

Filed with the minutes
of the Company this 1st
day of December, 1988.


Charles E. Pancoast, III


Charles E. Parente


Raymond B. Ostroski,
Assistant Secretary


Richard L. Pearysall

COMMONWEALTH TELEPHONE COMPANY

SHAREHOLDER'S CONSENT TO ACTION

The undersigned, being the sole shareholder of Commonwealth Telephone Company (the "Company"), hereby consents in writing and in accordance with Section 1513 of the Pennsylvania Business Corporation Law to the action taken as set forth in the following resolutions:

WHEREAS, Commonwealth Cellular Telephone Services, Inc. ("CCTS") has offered to purchase the Company's radio paging system business (the "Business") on the terms presented to the Company's Board of Directors (the "Board"); and

WHEREAS, the Board considers that CCTS has offered a fair valuable consideration for the Business, and that it is in the best interest of the Company, its directors and shareholder, to accept said offer;

NOW, THEREFORE, it is

RESOLVED, that the actions taken by the officers of the Company in negotiating the sale of the Business to CCTS, on the terms presented to the Board, are hereby ratified and approved; and further

RESOLVED, that the appropriate officers of the Company are hereby authorized and empowered to engage in further negotiations with respect to the sale of the Business to CCTS, and take any and all actions they deem necessary and appropriate to finalize said sale, including but not limited to entering into any agreement(s) on behalf of the Company, consistent with the terms presented to the Board.

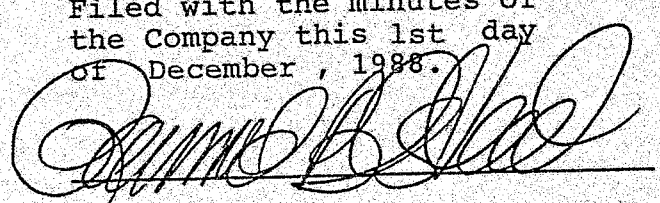
Dated: December 1, 1988

C-TEC CORPORATION

By: 

William L. Moyer
Executive Vice-President

Filed with the minutes of
the Company this 1st day
of December, 1988.





COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

April 20, 1989

IN REPLY PLEASE
REFER TO OUR FILE
A-310800, F.004

Bernard A. Ryan, Jr., Esquire
Dechert, Price & Rhoads
20 North Market Square
Harrisburg, PA 17101

Pennsylvania Public Utility Commission
v.
Commonwealth Telephone Company

To Whom It May Concern:

This is to advise you that an Opinion and Order has been adopted by the Commission in public meeting held April 20, 1989 in the above entitled proceeding.

Two Executed Opinion and Orders and Certificates of Public Convenience have been enclosed for your records.

Very truly yours,

Jerry Rich, Secretary



fao
Encls.
Cert. Mail
OSA
Mr. Patrick

