

ORIGINAL

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

RECEIVED
MAY 19 1997

DOCKET FILE COPY ORIGINAL
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY

In the Matter of

Revision of Part 22 and Part 90)
of the Commission's Rules to)
Facilitate Future Development)
of Paging Systems)
)
Implementation of Section 309(j))
of the Communications Act --)
Competitive Bidding)

WT Docket No. 96-18

PP Docket No. 93-253

To: The Commission

**MOTION FOR LEAVE TO RESPOND AND
RESPONSE TO REPLY TO OPPOSITION**

AirTouch Paging ("AirTouch"), by its attorneys, hereby seeks leave of the Commission and responds to new arguments presented for the first time in the reply pleading filed in this proceeding on April 21, 1997, by American Paging, Inc. ("API") entitled Reply to Opposition of AirTouch Paging to Petition of American Paging, Inc. for Partial Reconsideration (the "API Reply"). The following is respectfully shown:

I. Background

1. On April 9, 1997, API filed a petition (the "API Petition")^{1/} seeking partial reconsideration of the Paging Auction Order^{2/} to the extent that it

^{1/} See Petition of American Paging, Inc. for Partial Reconsideration filed April 9, 1997.

^{2/} Revision of Part 22 and Part 90 of the Commission's Rules to Facilitate Future Development of Paging Systems (WT Docket No. 96-18), FCC 97-59, released February 24, 1997.

No. of Copies rec'd
List ABCDE

0/11

granted AirTouch nationwide exclusivity on 929.4875 MHz. In response, AirTouch timely filed its opposition pleading (the "AirTouch Opposition")^{3/} in which it demonstrated inter alia that:

a. The API Petition suffers from a fatal procedural defect in that API is raising for the first time on reconsideration issues that it was obligated to address in the course of the proceeding to preserve its rights;^{4/}

b. API seeks procedural and substantial protections to which it was not entitled because the regional exclusivity request of API and the nationwide exclusivity request of AirTouch were not "mutually exclusive" as a matter of law or practicality;^{5/}

c. API's claims of lack of notice are unfounded given the manner in which PCIA, the PCP frequency coordinator, disseminates information concerning exclusivity requests;^{6/} and

^{3/} See Opposition of AirTouch Paging to Petition of American Paging, Inc. for Partial Reconsideration filed April 9, 1997.

^{4/} The API Reply concedes this point by failing to offer any explanation or justification for waiting until the conclusion of the proceeding to comment on the issue of whether carriers like AirTouch who completed construction of nationwide systems after February 8, 1996 were entitled to exclusivity. Instead, API alleges that AirTouch violated the ex parte rules by discussing this issue with the Commission. As demonstrated in AirTouch's Opposition, API's claims are unfounded.

^{5/} The API Reply fails to address the dispositive AirTouch showing that previously-coordinated PCP stations licensed prior to the August 10, 1996 date for reclassification of such stations as CMRS are not subject to the same Ashbacker-type procedures as common carrier paging stations licensed under Part 22 of the rules.

^{6/} The API Reply concedes this point by failing to challenge in any fashion the fact that PCP exclusivity information was routinely available from PCIA and should have been secured by API in the exercise of due diligence. Indeed, up until the August 10, 1996 reclassification date for commercial PCP systems, PCIA followed its normal

(continued...)

d. AirTouch advocated its request for nationwide exclusivity in an open, above-the-board fashion in compliance with the Commission's ex parte rules.^{7/}

2. In its Reply, API generally reiterates arguments that already were fully addressed in the AirTouch Opposition.^{8/} However, in two respects API makes entirely new arguments. First, API challenges for the first time on reply the finding in the Paging Auction Order that AirTouch was "conditionally qualified" for nationwide exclusivity as of February 8, 1996.^{9/} Second, API argues, also for the first time, that AirTouch lacked a legal basis to continue to construct new transmitters on 929.4875 MHz after February 8, 1996 and should not, therefore, be allowed to claim these transmitters in support of its exclusivity request.^{10/} API goes so far as

^{6/}(...continued)

procedure with respect to requests for exclusivity. Instead, API slept on its rights, and now attempts to blame its lack of diligence on others -- PCIA, the Commission and AirTouch.

^{7/} The API Reply abandons earlier claims that AirTouch proceeded in a surreptitious fashion. API continues to claim that AirTouch should have served copies of its 929.4875 Mhz exclusivity request on API, but fails to cite any authority for this proposition, and indeed it cannot.

^{8/} For example, API continues to contend that the failure of the Commission to list 929.4875 MHz as a nationwide exclusive channel on the May 10 Public Notice (DA 96-748) precluded the Commission from further consideration of the AirTouch request. The AirTouch Opposition pointed out that the May 10 Public Notice expressly indicated that it pertained only to channels as to which construction was completed as of February 8, 1996, which was not the case with 929.4875 MHz. Nothing in the notice suggested that other channels were not under consideration for nationwide exclusivity, and in fact five other channels not on the May 10 list ultimately were granted as exclusive on a nationwide basis.

^{9/} API Reply, pp. 1-4.

^{10/} Id. p. 3.

to suggest that AirTouch has conceded these points by failing to address them in the Opposition,^{11/} when in fact these are new issues raised by API in reply on which AirTouch was given no fair opportunity to comment.

II. Good Cause Is Shown For Allowing AirTouch to Respond to API's New Allegations

3. If the Commission does not summarily dismiss the API Petition based upon the fatal procedural defects previously identified by AirTouch and left unrebutted by API, then AirTouch should be allowed to respond to the new arguments advanced by API for the first time in reply. Section 1.106(h) of the Commission's Rules^{12/} specifically provides that a reply pleading in a reconsideration proceeding shall be "limited to matters raised in the opposition," in order to avoid the untimely interjection of new issues to which parties to the proceeding are denied a fair opportunity to respond.

4. As is set forth in detail within, the new claims by API reflect its continuing misperception of the 929 MHz PCP licensing process, and a complete misreading of the Notice of Proposed Rulemaking^{13/} (the "Paging Auction NPRM") that led to the Paging Auction Order. Consequently, allowing AirTouch to respond will be conducive to the proper dispatch of the Commission's business and serve the public interest by fostering the development of a complete record.

^{11/} Id. p. 4.

^{12/} 47 C.F.R. § 1.106(h).

^{13/} 11 FCC Rcd. 3108 (1996).

5. AirTouch notes that the pleading cycle with reference to other petitions for reconsideration in this proceeding is still underway^{14/} which means that the acceptance of this supplemental pleading will not disrupt or delay the proceeding. Accordingly, the Commission should accept these Reply Comments of AirTouch.

III. AirTouch Was "Conditionally Qualified" for Nationwide Exclusivity by February 8, 1996

6. API contends that AirTouch was not "conditionally qualified" for nationwide exclusivity by February 8, 1996, because certain of the applications upon which AirTouch was relying to meet the transmitter count and dispersion requirements on 929.4875 MHz were tendered to the Commission by the frequency coordinator, PCIA, only shortly before this date and had not been granted by the Commission. This argument reflects a fundamental misunderstanding by API of the PCP licensing process and is patently wrong as a matter of law.

7. Prior to their reclassification as CMRS, 929 MHz PCP channels were subject to prior frequency coordination and special pre-grant conditional licensing procedures that allowed applicants to commence construction and operation of coordinated facilities **when their applications were tendered to the Commission.**^{15/} Consequently, the important date for the purpose of determining

^{14/} Comments on petitions for reconsideration listed in the Commission's Public Notice (Mimeo 73646, released April 21, 1997) were filed May 9, 1997. Replies are due May 19, 1997.

^{15/} See 47 C.F.R. § 90.159. Indeed, in some cases, entire systems were constructed before all the underlying applications were granted. This construction authority was grounded, in part, on the fact that public notice was not required prior to grant of the license.

whether AirTouch had conditionally qualified for exclusivity was the date that PCIA forwarded the applications to the Commission along with a favorable recommendation that the nationwide exclusivity criteria were satisfied.^{16/}

8. Significantly, the PCP exclusivity rules explicitly allowed carriers to count pending applications -- not just authorized stations -- toward their exclusivity requirement.^{17/} Under these circumstances, it would make no sense for the Commission to disadvantage AirTouch on its exclusivity request because certain of its facilities were pending before the Commission as of the date of the Paging Auction NPRM.

9. The fact that AirTouch was able to construct and operate 929.4875 MHz facilities under the conditional licensing procedure is not merely of academic interest. The decision to grant nationwide exclusivity status to AirTouch and others was based in large part on the fact that these carriers proceeded to construct extensive systems in reliance upon the pre-existing rules and with the reasonable expectation that their exclusive status would be recognized.^{18/} AirTouch undertook its construction in large measure based upon the conditional licensing procedures that

^{16/} API repeatedly claims that the AirTouch exclusivity request was "defective" for failing to demonstrate compliance with the anti-hoarding rule. API Reply, pp. 3-4. In truth, all of the information necessary to evaluate the AirTouch request was available to PCIA and the Commission. Notably, API has failed to rebut AirTouch's claim in its Opposition that, with 3900 multi-frequency transmitters in operation nationwide, AirTouch had more than enough transmitters in service to justify all of its pending exclusivity requests on a single count basis. Apparently API did not realize that AirTouch had so many facilities in service or it would not have raised this "hoarding" claim.

^{17/} 47 C.F.R. § 90.495(c).

^{18/} Paging Auction Order, ¶ 51.

allow pre-grant operations. Under these circumstances it would be unfair to deprive AirTouch, and perhaps others,^{19/} of exclusivity rights.

10. API correctly notes that Section 90.495 of the rules accords exclusivity rights upon "initial licensing," subject to divestment if a compliant system is not built by the applicable construction deadline. This language does not deprive AirTouch of exclusivity rights for many reasons. First, the phrase "initial licensing" refers to the conditional licensing which occurs under Section 90.159 of the rules when a fully-coordinated PCP application is filed with the Commission. Second, the Commission ruled in the Paging Auction Order that AirTouch and others were "conditionally qualified" for nationwide exclusivity, not that they were "initial[ly] license[d]" for such exclusivity, as of February 8, 1996. Thus, the language from the rule supports the Commission's ultimate conclusion: that a grant of nationwide exclusivity is appropriate. Third, whether AirTouch's applications were acted upon before or after February 8, 1996 does not alter the fact that (i) they were filed with the Commission prior to February 8, 1996, (ii) AirTouch received conditional authority, and (iii) they were ultimately granted. Fundamental fairness requires that carriers be allowed to complete authorized construction and retain exclusivity rights

^{19/} Although the API Petition is directed at AirTouch, the issues raised may implicate other similarly-situated carriers who were granted exclusivity based upon applications granted and stations built after February 8. It would violate principles of fundamental fairness, and would constitute discrimination, for AirTouch to be denied exclusivity while others in virtually identical situations retain exclusivity.

that were duly requested based upon filings made before the Paging Auction NPRM.^{20/} The bright line for determining exclusivity rights should be the date upon which the exclusivity request and associated applications were filed with the Commission -- a date over which the applicant has some control -- not the date of FCC action -- over which the applicant has no control.

**IV. AirTouch Was Entitled to Build Facilities
Reflected in Applications Filed but
Not Granted Before February 8, 1996**

11. API contends that, under the Paging Auction NPRM, "AirTouch's exclusivity request and associated applications for its proposed nationwide system were frozen until the conclusion of [the] proceeding."^{21/} API then claims that it "[does] not know on what basis AirTouch continued to construct new transmitters on 929.4875 MHz while its request was frozen."^{22/}

12. Once again, API has completely misstated the pertinent facts. The Paging Auction NPRM indicated that the Commission would "suspend action on all pending exclusivity requests until the conclusion of this rulemaking,"^{23/} but gave absolutely no indication that previously-filed applications would be frozen, or that pre-grant operating rights with respect to those applications were being suspended.

^{20/} Moreover, API had until at least July 31, 1996 in which to file applications to expand its existing system. Public information indicates that API filed only a hand full, at most, of applications pertaining to that system. Based upon this information, it is disingenuous for API to argue that the system was highly valued by API.

^{21/} API Reply, p. 3 (emphasis supplied).

^{22/} Id.

^{23/} NPRM, ¶ 148.

Indeed, the Commission continued to process applications in due course that were on file when the Paging Auction NPRM was adopted, and even accepted new applications from incumbents to expand service on a previously-licensed frequency under later-adopted interim application rules.^{24/}

13. Moreover, the Commission has explicitly recognized that pre-grant construction rights survived the adoption of the Paging Auction NPRM. As the August 10, 1996 date approached after which PCP stations would be reclassified as CMRS, several carriers went to the Commission and requested blanket STAs to enable them to continue to operate stations placed in service under the Part 90 conditional licensing rules and for which permanent authority had not yet been granted. The Commission granted these requests for relief.^{25/} In so doing, it recognized that carriers like AirTouch were continuing to initiate service pursuant to conditional authority long after the Paging Auction NPRM was adopted. Under these circumstances, the suggestion by API that AirTouch was not authorized to construct the 929.4875 MHz facilities that were reflected in pending applications is demonstrably incorrect.

^{24/} Revision of Part 22 and Part 90 of the Commission's Rules to Facilitate Future Development of Paging Systems, First Report and Order, 11 FCC Rcd. 16570 (1996).

^{25/} Request for Special Temporary Authority to Permit Continued Conditional Operation of Part 90 Facilities to be Reclassified as CMRS as of August 10, 1996, Order, 11 FCC Rcd. 9352 (1996), and extended by Order, DA 96-2168, released December 26, 1996.

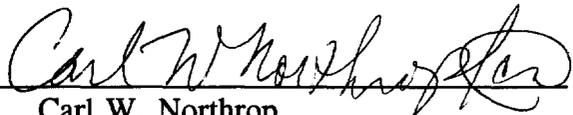
Conclusion

14. In sum, the Commission must reject API's reconsideration request and reiterate its finding that AirTouch was entitled to nationwide exclusivity on 929.4875 MHz. The public interest demands that reasonable licensing expectations not be shattered by abrupt changes in the rules and carriers who construct extensive nationwide systems in good faith reliance upon existing procedures not be prejudiced. API has failed to provide any procedural, substantive or public policy reason for this reasonable result to be changed.

Respectfully submitted,

AirTouch Paging

Mark A. Stachiw, Esquire
Vice President, Senior Counsel
and Secretary
AirTouch Paging
Three Forest Plaza, Suite 800
12221 Merit Drive
Dallas, TX 75251

By: 
Carl W. Northrop
PAUL, HASTINGS, JANOFSKY &
WALKER LLP
1299 Pennsylvania Ave., N.W.
Tenth Floor
Washington, D.C. 20004-2400
(202) 508-9500

Its Attorney

May 19, 1997

CERTIFICATE OF SERVICE

I, Yvette Omar, a secretary in the law firm of Paul, Hastings, Janofsky & Walker LLP, hereby certify that a copy of the foregoing **Motion for Leave to Respond and Response to Reply to Opposition**, was sent via first class U.S. mail, postage prepaid, or hand-delivered on this 19th day of May 1997, to the following:

- * Chairman Reed E. Hundt
Federal Communications Commission
1919 M Street, N.W., Room 814
Washington, D.C. 20554
- * Commissioner James H. Quello
Federal Communications Commission
1919 M Street, N.W., Room 802
Washington, D.C. 20554
- * Commissioner Rachelle B. Chong
Federal Communications Commission
1919 M Street, N.W., Room 844
Washington, D.C. 20554
- * Commissioner Susan Ness
Federal Communications Commission
1919 M Street, N.W., Room 832
Washington, D.C. 20554
- * Daniel B. Phythyon, Acting Chief
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 5002
Washington, D.C. 20554
- * D'Wana Speight, Legal Advisor
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 5002
Washington, D.C. 20554

- * Jonathan V. Cohen
Federal Communications Commission
Office of Plans and Policy
1919 M Street, N.W., Room 822
Washington, D.C. 20554

- * Rosalind K. Allen, Deputy Bureau Chief
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 5002
Washington, D.C. 20554

- * David Furth, Esquire
Federal Communications Commission
2025 M Street, N.W., Room 7002
Washington, D.C. 20554

Veronica M. Ahern, Esquire
J. Breck Blalock, Esquire
Nixon, Hargrave, Devans & Doyle
One Thomas Circle
Washington, D.C. 20005
Counsel for Consolidated Communications Mobile Services, Inc.

Richard S. Becker & Associates
Eighth Floor
1915 Eye Street, N.W.
Washington, D.C. 20006
Counsel for TSR Paging

Caressa D. Bennet, Esquire
Michael R. Bennet, Esquire
Bennet & Bennet, PLLC
1831 Ontario Place, N.W., Suite 200
Washington, D.C. 20009
Counsel for Border to Border Communications, Inc.

Jerome K. Blask, Esquire.
Gurman, Blask & Freedman, Chartered
1400 Sixteenth Street, N.W., Suite 500
Washington, D.C. 20006
Counsel to Pronet, Inc.

Amelia L. Brown, Esquire
Henry A. Solomon, Esquire
Haley, Bader & Potts, P.L.C.
4350 North Fairfax Drive, Suite 900
Arlington, VA 22203-1633
Counsel for Pass Word, Inc. and its affiliate Coeur d'Alene Answering, and
Western Radio Services Co.

A. Thomas Carroccio, Esquire
Bell, Boyd & Lloyd
1615 L Street, N.W., Suite 1200
Washington, D.C. 20036
Counsel for A+ Communications

William Ciuffo
John Sieber
Comp Comm, Inc.
One Echelon Plaza, Suite 100
227 Laurel Road
Voorhees, NJ 08043-2331

David Cosson, Esquire
L. Marie Guillory, Esquire
National Telephone Cooperative Association
2626 Pennsylvania Avenue, N.W.
Washington, D.C. 20037

John L. Crump
d/b/a ACE Communications
11403 Waples Mill Road
Post Office Box 3070
Oakton, VA 22124

Joe D. Edge, Esquire
Tina M. Pidgeon, Esquire
Drinker Biddle & Reath
901 15th Street, N.W.
Washington, D.C. 20005
Counsel for Puerto Rico Telephone Company

William L. Fishman, Esquire
Sullivan & Worcester LLP
Suite 1000
1025 Connecticut Avenue, N.W.
Washington, D.C. 20036
Counsel for Diamond Page Partnerships, AmericaOne and Affiliated Entities

William J. Franklin, Chartered
1200 G Street, N.W., Suite 800
Washington, D.C. 20005-3814
Counsel for Caraway Communications

Margaret E. Garber, Esquire
Pacific Telesis Group-Washington
1275 Pennsylvania Avenue, N.W., Suite 400
Washington, D.C. 20004-2496
Counsel for Pacific Bell

Louis Gurman, Esquire
Andrea S. Miano, Esquire
Gurman, Blask & Freedman, Chartered
1400 Sixteenth Street, N.W., Suite 500
Washington, D.C. 20036
Counsel for Western Paging I Corporation, Western Paging II Corporation and Schuylkill Mobile Fone, Inc.

Thomas Gutierrez, Esquire
Lukas, McGowan, Nace & Gutierrez, Chartered
Suite 1200
1111 Nineteenth Street, N.W.
Washington, D.C. 20036
Counsel for Preferred Networks, John D. Word, Pioneer Telephone, Mobile Telecomms. Techn., Libert Cellular, and PageMart

Kenneth E. Hardman, Esquire
Moir & Hardman
2000 L Street, N.W., Suite 512
Washington, D.C. 20036-4907
Counsel for United Paging Resources, Air Star Paging, Inc., Advance Paging, Inc.

David L. Hill, Esquire
Audrey P. Rasmussen, Esquire
O'Connor & Hannan, L.L.P.
1919 Pennsylvania Avenue, N.W., Suite 800
Washington, D.C. 20006-3483
Counsel for PageMart II

Heather Hipsley, Esquire
Federal Trade Commission
Bureau of Consumer Protection
6th Street & Pennsylvania Avenue, Room 200
Washington, D.C. 20580

Katherine M. Holden, Esquire
Wiley, Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006
Counsel for PCIA

Lloyd D. Huffman
Huffman Communicatioins
2929 W. 7th Avenue, Box 1753
Corsicana, TX 75151-1753

David C. Jatlow, Esquire
Young & Jatlow
2300 N Street, N.W., Suite 600
Washington, D.C. 20037
Counsel for AT&T Wireless Services

Frederick M. Joyce, Esquire
Christine McLaughlin, Esquire
Joyce & Jacobs
14th Floor, PH-2
1019 19th Street, N.W.
Washington, D.C. 20036
Counsel for Metrocall, Morris Communications, Inc., Nationwide Paging, Inc.

David J. Kaufman, Esquire
Scott C. Cinnamon, Esquire
Brown Nietert & Kaufman, Chtd.
1920 N Street, N.W., Suite 660
Washington, D.C. 20036
Counsel for PSWF Corporation

Robert J. Keller, Esquire
Law Office of Robert J. Keller P.C.
2000 L Street, N.W., Suite 200
Washington, D.C. 20036
Counsel for Western Maryland Wireless Co.

Brian G. Kiernan, Vice President
InterDigital Communications Corp.
781 Third Avenue
King of Prussia, PA 19406

Rhonda Lien, Esquire
Commercial Wireless Division
Federal Communications Commission
2025 M Street, N.W., Room 7002
Washington, D.C. 20554

Ellen S. Mandell, Esquire
Pepper & Corazzini, L.L.P.
1776 K Street, N.W., Suite 200
Washington, D.C. 20006
Counsel for Priority Communications, Inc.

Lucille M. Mates, Esquire
140 New Montgomery Street, Room 1526
San Francisco, CA 94105
Counsel for Pacific Bell

Mary McDermott
U.S. Telephone Association
1401 H Street, N.W., Suite 600
Washington, D.C. 20005

Lawrence M. Miller, Esquire
Schwartz, Woods & Miller
1350 Connecticut Avenue, N.W., Suite 300
Washington, D.C. 20036
Counsel for Datafon II, Inc. and Zipcall Long Distance

Harold Mordkofsky, Esquire
John Prendergast, Esquire
Blooston, Mordkofsky, Jackson & Dickens
2120 L Street, N.W.
Washington, D.C. 20037
On behalf of Blooston, Mordkofsky, Jackson & Dickens and as counsel for
thePaging Licensees, Teletouch Licenses, Inc., The Paging Coalition, National
Telephone Cooperative, Radiofone, Nucla-Naturita, Big Bend Telephone
Company, Mid-Rivers Telephone Cooperative, Inc., Lincoln County Telephone
System, Inc., and Century Telephone Enterprises, Inc.

Dennis L. Myers, Esquire
Vice President/General Counsel
Ameritech Mobile Services, Inc.
Location 3H78
2000 West Ameritech Center Drive
Hoffman Estates, IL 60195

John D. Pellegrin, Esquire
Robert E. Kelly, Esquire
1140 Connecticut Avenue, N.W., Suite 606
Washington, D.C. 20036
On behalf of Robert Kester, et al.

Laura H. Phillips, Esquire
Christina H. Burrow, Esquire
Dow, Lohnes & Albertson
1200 New Hampshire Avenue, N.W., Suite 800
Washington, D.C. 20036-6802
Counsel for Sunbelt Transmission Corp. and Snider Comms. Corp.

Richard O. Pullen, Esquire
Vice President and General Counsel
Communication Innovations Corporation
145 Huguenot Street, Suite 401
New Rochelle, NY 10801

James F. Rogers, Esquire
Kevin C. Boyle, Esquire
Latham & Watkins
Suite 1300
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Counsel for PageAmerica Group, Inc. and Mobilemedia Communications, Inc.

Robert R. Rule
Rule Radiophone Service, Inc. and
Robert R. Rule d/b/a/ Rule Communications
2232 Dell Range Boulevard
Cheyenne, WY 82009

Mika Savir, Esquire
Commercial Wireless Division
Federal Communications Commission
2025 M Street, N.W., Room 7002
Washington, D.C. 20554

Judith St. Ledger-Roty, Esquire
Paul G. Madison, Esquire
Kelley, Drye & Warren
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Counsel for Paging Network, Inc.

Robert H. Schwaninger, Jr., Esquire
Brown and Schwaninger
1835 K Street, N.W., Suite 650
Washington, D.C. 20006
Counsel for Small Business in Telecommunications

Larry Shaefer, President
SMR Systems, Inc.
4212 Mt. Vernon
Houston, TX 77006-5416

Dallas Vanderhoof
General Manager
TeleBEEPER of New Mexico, Inc.
P.O. Box 25161
Albuquerque, NM 87125

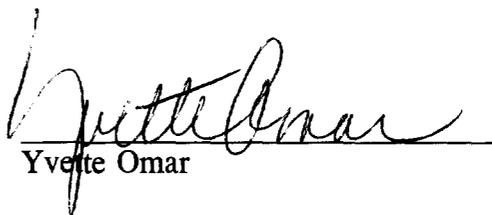
Timothy E. Welch, Esquire
Hill & Welch
Suite 113
1330 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Counsel for Mashell Tel, B&B, Wilkinson, PAI, Benkelman/Wauneta, Supercom,
Inc., Chequamegon, Baldwin/Amery, etc.

George Y. Wheeler, Esquire
Kotten & Naftalin
1150 Connecticut Avenue, N.W.
Washington, D.C. 20036
Counsel for American Paging, Inc.

Kathryn A. Zachem, Esquire
Wilkinson, Barker, Knauer & Quinn
1735 New York Avenue, N.W.
Washington, D.C. 20006
Counsel for Arch Communications Group, Inc.

Lisa M. Zaina, Esquire
OPASTCO
21 Dupont Circle, N.W, Suite 700
Washington, D.C. 20036

* By hand delivery


Yvette Omar