

00-3144 (GMS)

(Official Form 1) (9/97)

FORM B1 United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Paging Network of Michigan, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): See attached list of other names used by the Debtor and affiliated entities incorporated herein by reference.		All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): 75-190-5024		Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City State & Zip Code): 33533 West 12 Mile Road, #300 Farmington, Hills, Michigan 48331		Street Address of Debtor (No. & Street, City State & Zip Code):
County of Residence or of the Principal Place of Business: Oakland County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): c/o Paging Network, Inc. 14911 Quorum Drive Dallas, Texas 75240-7599		Mailing Address of Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above): SAME		
Information Regarding the Debtor (Check the Applicable Boxes)		
Venue (Check any applicable box)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District		
Type of Debtor (Check all boxes that apply)		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		<input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding
Nature of Debts (Check one box)		Filing Fee (Check one box)
<input type="checkbox"/> Consumer Non-Business <input checked="" type="checkbox"/> Business		<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b). See Official Form No. 3
Chapter 11 Small Business (Check all boxes that apply)		
<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 112(e) (Optional)		
Statistical/Administrative Information (Estimates only)		THIS SPACE IS FOR COURT USE ONLY U.S. DISTRICT COURT DISTRICT OF DELAWARE Jul 21 2 23 PM '99
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds for distribution to unsecured creditors.		
Estimated Number of Creditors* 1-15 16-49 50-99 100-199 200-999 1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>		
<input checked="" type="checkbox"/> Consolidated for Paging Network, Inc. and its subsidiaries.		
Estimated Assets* \$0 to \$50,000 \$50,001 to \$50,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million More than \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>		
<input checked="" type="checkbox"/> Consolidated for Paging Network, Inc. and its subsidiaries.		
Estimated Debts* \$0 to \$50,000 \$50,001 to \$50,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million More than \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>		
<input checked="" type="checkbox"/> Consolidated for Paging Network, Inc. and its subsidiaries.		

(Official Form 1) (9/97)

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s): **Paging Network of Michigan, Inc.**

FORM B1, Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
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Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See attached list of affiliated entities incorporated herein by reference.	Case Number: As Filed.	Date Filed: Same
District: Same	Relationship: Parent/Director or Indirect Subsidiary	Judge:

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of each Debtor

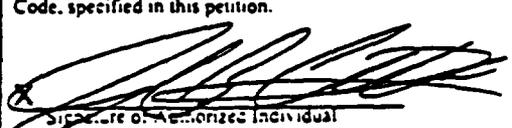
Telephone Number (if not represented by attorney)

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests in accordance with the chapter of title 11, United States Code, specified in this petition.



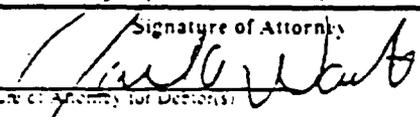
Signature of Authorized Individual

Julian B. Castelli
Printed Name of Authorized Individual

Vice President
Title of Authorized Individual

7/24/00
Date

Signature of Attorney

X 
Signature of Attorney for Debtor(s)

James L. Patton, Jr.
Jori A. Waite
Printed Name of Attorney for Debtor(s)

Young Conway Starrett & Taylor, LLP
Firm Name

1100 N. Market Street, Wilmington Trust Center
Address

Wilmington, DE 19801

302-571-6600
Telephone Number

7/24/00
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 1101, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document.

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s)

Date

X _____
Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 1101, 151 U.S.C. § 116

00-3176(6:5)

FORM B1 United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Paging Network of San Francisco, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): See attached list of other names used by the Debtor and affiliated entities incorporated herein by reference.		All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec. Tax I.D. No. (if more than one, state all): 04-275-6281		Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City State & Zip Code): 1820 Gateway Drive, Building 3, Suite 200 San Mateo, California 94404		Street Address of Debtor (No. & Street, City State & Zip Code)
County of Residence or of the Principal Place of Business: San Mateo County		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): c/o Paging Network, Inc. 14911 Quorum Drive Dallas, Texas 75240		Mailing Address of Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above): SAME		

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding
Nature of Debts (Check one box) <input type="checkbox"/> Consumer Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b). See Official Form No. 3.
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 112(e) (Optional)		

Statistical Administrative Information (Estimates only)

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds for distribution to unsecured creditors.

Estimated Number of Creditors*	1-15	16-49	50-99	100-199	200-999	1000-over
	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

* Consolidated for Paging Network, Inc. and its subsidiaries.

Estimated Assets*	\$0 to \$50,000	\$50,001 to \$500,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

* Consolidated for Paging Network, Inc. and its subsidiaries.

Estimated Debts*	\$0 to \$50,000	\$50,001 to \$500,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

* Consolidated for Paging Network, Inc. and its subsidiaries.

THIS SPACE IS FOR COURT USE ONLY

U.S. Bankruptcy Court
District of Delaware

JUL 21 2 20 PM '00

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): FORM B1, Page 2 Paging Network of San Francisco, Inc.
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Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)		
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor: See attached list of affiliated entities incorporated herein by reference.	Case Number: As Filed.	Date Filed: Same

District: Same	Relationship: Parent/Director or Indirect Subsidiary	Judge:
-----------------------	---	---------------

Signatures

Signature(s) of Debtor(s) (Individual/Joint)
 I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (if not represented by attorney)

 Date

Signature of Debtor (Corporation/Partnership)
 I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

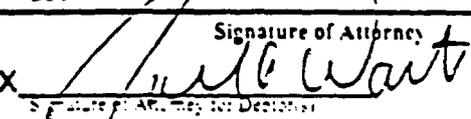
The debtor requests in accordance with the chapter of title 11, United States Code, specified in this petition

X 
 Signature of Authorized Individual

Julian B. Castelli
 Printed Name of Authorized Individual

Vice President
 Title of Authorized Individual

7/24/00
 Date

X 
 Signature of Attorney

 Signature of Attorney for Debtor(s)

James L. Patton, Jr.
Joel A. Waite
 Printed Name of Attorney for Debtor(s)

Young Conaway Stargatt & Taylor LLP
 Firm Name

1100 N. Market Street, Wilmington Trust Center
 Address

Wilmington, DE 19801

302-571-6600
 Telephone Number

7/24/00
 Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

 Printed Name of Bankruptcy Petition Preparer

 Social Security Number

 Address

 Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document.

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter

X _____
 Signature of Attorney for Debtor(s)

 Date

X _____
 Signature of Bankruptcy Petition Preparer

 Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110, 18 U.S.C. § 1566

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

JUN 06 2001

OFFICE OF
MANAGING DIRECTOR

James Freeman, Esquire
Kelley Drye & Warren LLP
1200 19th Street, N.W.
Fifth Floor
Washington, D.C. 20036

RE: Paging Network, Inc., Debtor-in Possession:
Petition for Waiver of Regulatory Fees, Fee Control No. 00000CDMG-00-001

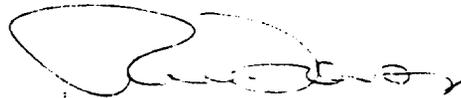
Dear Mr. Freeman:

We reviewed your September 20, 2000 petition that we waive the fiscal year (FY) 2000 regulatory fees related to Paging Network, Inc., Debtor-in-Possession and further, that we defer payment of the fees until we reach a decision on the request for waiver. The fees were estimated at \$350,000.

Based on your submitted proof of bankruptcy pursuant to Chapter 11 of the Federal Bankruptcy Code of the United States, we find that it establishes good cause for waiver of the FY 2000 regulatory fees. *Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees). Moreover, waiver of the regulatory fees will serve the public interest by enabling Paging Network to preserve assets that may accrue to creditors. Thus, under the circumstances of this case, we find that waiver of the regulatory fees is appropriate. As it was also appropriate to the case based on the submitted documentation, we deferred payment of the fees pending our disposition of the waiver request.

If you have any questions concerning this letter, you may write me at the Commission or call the Revenue and Receivables Operation Group at (202) 418-1995.

Sincerely,



Mark Reger
Chief Financial Officer

cc: Carolyn W. Groves, Esquire
Wilkinson Barker Knauer LLP
2300 N Street, N.W.
Suite 700
Washington, D.C. 20037-1128

00000 CDNG-00-001

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
PAGING NETWORK, INC.,)
DEBTOR-IN-POSSESSION)
and Its)
LICENSEE SUBSIDIARIES)
)
Petition for Waiver of Certain Sections)
of the Commission's Rules Pertaining to)
Regulatory Fees for Fiscal Year 2000)

RECEIVED
SEP 20 3 53 PM '00
ASSOC. MNG. DIR.
FINANCIAL OPERATIONS

To: Managing Director

PETITION FOR WAIVER OF REGULATORY FEES

Paging Network, Inc., Debtor-in-Possession, together with its licensee subsidiaries identified below (collectively, "PageNet"), by its attorneys, hereby seeks a waiver of Sections 1.1152 and 1.1156 of the Federal Communications Commission's ("Commission's") rules which would require PageNet to pay annual fees so that the Commission may recover its costs for regulatory activities. PageNet holds licenses in the wireless and international telecommunications services. PageNet's request for this waiver is necessitated by its July 24, 2000 bankruptcy filing and appointment as Debtor-in-Possession. In accordance with Commission precedent, due to its bankruptcy status, PageNet respectfully requests that the Commission waive its fiscal year 2000 Regulatory Fee requirements and defer payment of any fees until the Commission has acted upon this waiver request.

I. PAGENET'S BANKRUPTCY STATUS.

On July 14, 2000, certain creditors of Paging Network, Inc. filed an involuntary petition for bankruptcy in the United States Bankruptcy Court, District of Delaware.¹ On July 24, 2000, Paging Network, Inc. filed an answer to this involuntary petition, and filed voluntary petition forms for seven of its wholly-owned subsidiaries.² The filings on July 24, 2000, served to convert the legal status of Paging Network, Inc. and its above-mentioned subsidiaries to "debtors-in-possession." Five of these corporate entities currently hold radio licenses granted them by the Commission in connection with PageNet's provision of messaging services to the public. These licensees are: PageNet, Inc.; Paging Network of America, Inc.; Paging Network of Colorado, Inc.; Paging Network of Michigan, Inc.; and Paging Network of San Francisco, Inc. These licensees will file *pro forma* applications to assign their licenses to their respective "Debtors-in-Possession" entities.

In addition, two licensees in the domestic satellite service, Paging Network of Dallas-Ft. Worth, Inc. and Paging Network of Los Angeles, Inc., are not themselves in Chapter 11 status but their parent, Paging Network, Inc., is. As a result, *pro forma* transfer of control applications to Paging Network, Inc., Debtor-in-Possession will be filed.

¹ The Commission has approved a merger between PageNet and Arch Communications Group, Inc. but this merger has not yet been consummated. *See In the Matter of Arch Communications Group, Inc. and Paging Network, Inc. for Consent to Transfer Control of Paging, Narrowband and Other Licenses*, WT Docket No. 99-365, File No. 0000053846, DA 99-3028 (rel. April 25, 2000).

² *See In re Paging Network, Inc., Debtor, et al.*, Chapter 11 Case No. 00-03098 (GMS), United States Bankruptcy Court District of Delaware. The corporate entities that filed bankruptcy documents that served to give them Debtor-in-Possession status were: (1) Paging Network, Inc.; (2) Paging Network Finance Corp.; (3) PageNet, Inc.; (4) Paging Network of America, Inc.; (5) Paging Network of Colorado, Inc.; (6) Paging Network of Northern California, Inc.; (7) Paging Network of Michigan, Inc.; and (8) Paging Network of San Francisco, Inc; *see also Attachment A.*

On August 22, 2000, PageNet filed a request for extension of time to October 23, 2000, to file its *pro forma* assignment and transfer of control applications, pursuant to recommendations by Wireless Telecommunications Bureau staff members made during an August 21, 2000 meeting at the Commission. This extension was granted on August 24, 2000.³ With this extension, PageNet and Commission staff will have an opportunity to resolve certain outstanding licensing matters prior to filing the *pro forma* applications.

II. GRANT OF THE REQUESTED WAIVER WOULD BE IN THE PUBLIC INTEREST.

Pursuant to Section 1.3 of its rules, the Commission may waive any provision of its rules or orders upon finding that there is “good cause” to do so.⁴ The Commission “may exercise its discretion to waive a rule where particular facts would make strict compliance inconsistent with the public interest.”⁵ Indeed, the Commission’s “discretion to proceed in difficult areas through general rules is intimately linked to the existence of a safety valve procedure for consideration of an application for exemption based on special circumstances.”⁶ The Commission, therefore, has an “obligation to seek out the ‘public interest’ in particular, individualized cases.”⁷ Thus, in requesting a waiver, a petitioner must demonstrate that special circumstances warrant deviation

³ Letter to Michael J. Francesconi, Esq., Counsel to Paging Network, Inc., Debtor-in-Possession, from William W. Kunze, Chief, Commercial Wireless Division, FCC (Aug. 24, 2000).

⁴ 47 C.F.R. § 1.3.

⁵ *Northeast Cellular Tel. Co., v. FCC*, 897 F.2d 1164, 1166 (1990) (“*Northeast Cellular*”) (citing *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969), *cert. denied* 409 U.S. 1027 (1972) (“*WAIT Radio*”).

⁶ *WAIT Radio*, 418 F.2d at 1157 (citations omitted), 1159 (noting that a general “rule is more likely to be undercut if it does not in some way take into account considerations of hardship, equity, or more effective implementation of overall policy”).

⁷ *Id.* at 1157.

from a rule and that grant of a waiver would better serve the public interest than would application of the rule.⁸ Here, that is the case.

A. Waiver of the Regulatory Fees under Section 1.1166.

PageNet seeks relief from the Commission's fiscal year 2000 Regulatory Fees. Under Section 1.1166 of the Commission's rules, regulatory fees may be "waived, reduced or deferred in specific instances, on a case-by-case basis, where good cause is shown and where waiver, reduction or deferral of the fee would promote the public interest."⁹ As shown below, both the good cause and public interest criteria are satisfied in this case.

In addressing annual regulatory fee filings, the Commission has stated that it will grant waivers of fees on a "sufficient showing of financial hardship" and a finding that the "impact of the regulatory fee will affect a regulatee's ability to serve the public."¹⁰ The Commission further found that "[e]vidence of bankruptcy or receivership is sufficient to establish financial hardship,"¹¹ and concluded that it will waive the regulatory fees for licensees that are "bankrupt, undergoing Chapter 11 reorganizations or in receivership."¹² Subsequently, the Commission has approved specific waiver requests based on bankruptcy status.¹³

⁸ *Northeast Cellular*, 897 F.2d at 1166 (citing *WAIT Radio*, 418 F.2d at 1159).

⁹ 47 C.F.R. § 1.1166; *see also* 47 U.S.C. 159(d).

¹⁰ *In re Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion and Order, MD Docket No. 94-19, ¶ 13 (rel. June 22, 1995).

¹¹ *Id.* ¶ 14.

¹² *Id.*

¹³ *See, e.g.*, Letter to Ronald R. Grawert, CEO, MobileMedia, from Marilyn J. McDermott, Associate Managing Director for Operations, FCC (Sept. 12, 1997) (granting a waiver of FY 1997 Regulatory Fees for MobileMedia in light of its bankruptcy status).

As shown above, PageNet is in Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. *See Attachment A.* In the absence of a waiver, PageNet will be forced to pay approximately three hundred and fifty thousand dollars (\$350,000.00) in regulatory fees.¹⁴ This is a most substantial financial burden for a licensee in bankruptcy. Further, this expenditure would divert funds better used to sustain operations, and the impact of this expenditure ultimately would have to be borne by innocent creditors whose claims are already being compromised in the bankruptcy proceedings. Accordingly, PageNet seeks relief by waiver under Section 1.1166 of the Commission's rules.

B. Deferral of Payment.

Section 1.1166 of the Commission's rules requires that a carrier seeking a waiver of annual regulatory fees must nonetheless submit the specified fees along with the waiver petition. As set forth above, it is precisely the payment of these fees that PageNet seeks to avoid due to its financial hardship / bankruptcy status. In order to husband its resources, PageNet requests that it not be required to submit fees concurrent with its waiver request, and asks that the Commission defer this payment requirement until the Commission has acted upon the above request for waiver.

The Commission has recognized that there may be circumstances, such as we have here, in which requiring payment of the regulatory fees could itself impose additional financial hardship, and has held that no concurrent payment will be required with petitions for waiver "so

¹⁴ As of December 31, 1999, PageNet had 8,711,913 messaging units, 3168 SMR units and three earth stations for which it would be required to pay 2000 regulatory fees. In sum, PageNet's total regulatory fee would be approximately \$350,000.00.

long as they are filed no later than by the date payment is due.”¹⁵ Here, PageNet’s waiver request is being submitted during the payment window for regulatory fees, with evidence of its financial hardship (Chapter 11 status), and therefore satisfies the Commission’s condition for deferment of payment.

III. CONCLUSION.

For all the foregoing reasons, PageNet respectfully requests that the Commission grant this petition for waiver of the annual regulatory fee requirements under Sections 1.1152 and 1.1156 of the Commission’s rules and deferment of payment until the Commission acts on this waiver request.

Respectfully submitted,

**PAGING NETWORK, INC., DEBTOR-IN-POSSESSION
AND ITS LICENSEE SUBSIDIARIES**

By: 

Judith St. Ledger-Roty
James Freeman
Michael J. Francesconi 935 9780
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W.
Fifth Floor
Washington, D.C. 20036
(202) 955-9600

Their Attorneys

September 14, 2000

¹⁵ *In re Implementation of Section 9 of the Communications Act*, MD Docket No. 94-19, ¶ 34, *Report and Order* (rel. June 8, 1994). “The filing of the deferment request will toll the requirement to pay the regulatory fee until disposition of the deferment request.” *Id.*

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

JUL 21 2 08 PM '00

In re:) Chapter 11
)
PAGING NETWORK, INC.) Case No. 00-03098 (GMS)
)
Debtor.)

ANSWER OF PAGING NETWORK, INC. TO INVOLUNTARY PETITION

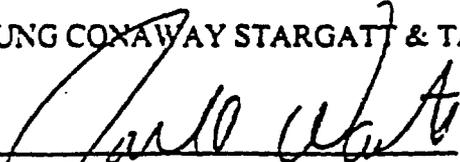
Paging Network, Inc. ("PageNet") files this answer to the involuntary petition (the "Involuntary Petition") for an order for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") filed against PageNet on July 14, 2000 by Everest Capital Master Fund L.P., Everest Capital Senior Debt Fund L.P. and Quantum Energy Growth Partners C.V. (collectively, the "Involuntary Petitioners") and states:

1. PageNet reserves all its rights against the Involuntary Petitioners and their attorneys to obtain a judgment under Bankruptcy Code Section 303(i).
2. PageNet does not object from and after July 24, 2000 to the entry of an order for relief under Chapter 11 of the Bankruptcy Code.
3. PageNet is without knowledge and information sufficient to form a belief as to the truth of Allegation No. 1 of the Involuntary Petition.
4. PageNet admits Allegation No. 2 of the Involuntary Petition.
5. PageNet denies Allegation No. 3 of the Involuntary Petition, except it admits that it is in arrears with respect to certain senior subordinated notes and certain secured bank debt.

WHEREFORE, PageNet requests that this Court enter an Order for Relief in the form attached hereto and grant such further relief as is necessary or appropriate.

Dated: July 24, 2000

YOUNG COXAWAY STARGATT & TAYLOR, LLP



James L. Patton, Jr. (No. 2202)

Joel A. Waite (No. 2925)

11th Floor, Wilmington Trust Center

1100 North Market Street

P.O. Box 391

Wilmington, Delaware 19899-0391

Tel: (302) 571-6600

Fax: (302) 571-1253

Counsel for Debtors and Debtors-In-Possession

**RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
PAGING NETWORK, INC.**

The directors of Paging Network, Inc. (the "Company"), a Delaware corporation, hereby adopt the following resolutions, as the action of the Board of Directors of the Company.

WHEREAS, pursuant to resolutions of the Board of Directors of the Company dated November 7, 1999, the Company entered into a Merger Agreement, dated November 7, 1999 (as amended, the "Merger Agreement"), among PageNet, Arch Communications Group, Inc., a Delaware corporation ("Arch"), and St. Louis Acquisition Corp., a Delaware corporation;

WHEREAS, at the direction of the Board of Directors and pursuant to the Merger Agreement, the officers of and advisors to the Company have prepared, and the Board of Directors has reviewed, a Chapter 11 plan of reorganization to be proposed by the Company (as the same may hereafter be modified or amended, the "Plan") and a related Disclosure Statement and all material documents related thereto;

WHEREAS, on July 14, 2000 an involuntary petition for an order for relief under the provisions of Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code") was filed against the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");

WHEREAS, the Board of Directors has considered the financial and operational condition and related aspects of the Company's business.

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interest of the Company, its creditors, stockholders and other interested parties to not object to the entry of an order for relief under the provisions of Chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED, that the each of the Chief Executive Officer, the President, each Executive or Senior Vice President of the Company (the "Authorized Officers"), and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and hereby is, authorized and empowered to execute and file on behalf of, and in the name of, the Company all answers, schedules, lists, applications, motions and other papers or documents as may be deemed necessary or appropriate in such Chapter 11 case and to take any and all action which may be deemed necessary or appropriate in connection with the Company's Chapter 11 case.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to file with the Bankruptcy Court the Plan and related Disclosure Statement and all materials related thereto, and to seek confirmation of the Plan as expeditiously as possible.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as

general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Young, Conaway, Stargatt & Taylor, LLP.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the law firm of Mayer, Brown & Platt as special corporate and reorganization counsel to the Company to represent and assist the Company in implementing the Merger Agreement and otherwise assisting the Company with respect to all matters related thereto; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Mayer, Brown & Platt.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the firm of Houlihan Lokey Howard & Zukin Capital as financial advisors to and investment bankers for the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Houlihan Lokey Howard & Zukin Capital.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the firm of Ernst & Young LLP as accountants, auditors and tax consultants for the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Ernst & Young LLP.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the firm of Ernst & Young Restructuring LLC as financial restructuring advisors for the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Ernst & Young Restructuring LLC.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and empowered to employ such other professionals on behalf of the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code as may be deemed necessary or appropriate; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such professionals.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to execute on behalf of the Company such documents, instruments and ancillary agreements as may be required to obtain the debtor-in-possession financing on the terms negotiated (or to be negotiated) by management of the Company.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each such Officer, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions and any action heretofore taken by such Officers consistent with the purpose and intent of the foregoing resolutions is hereby approved and ratified.

CERTIFICATE

The undersigned, Julian B. Castelli, Secretary of Paging Network, Inc. (the "Company"), a Delaware corporation, hereby certifies as follows:

1. I am the duly qualified and elected Secretary of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Company.
2. Attached hereto is a true, complete and correct copy of the resolutions of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on July 24, 2000, by unanimous vote of the directors there present, in accordance with the by-laws of the Company.
3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other resolutions of the Board of Directors of the Company relating to the matters set forth in the resolution attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 24th day of July, 2000.


Julian B. Castelli, Secretary

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:) Chapter 11
)
 PAGING NETWORK, INC., et al.,) Case No. 00-03098 (GMS)
)
 Debtors.) Jointly Administered

**CONSOLIDATING LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

Following is a consolidated list of the debtors' creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
10% Sr. Sub. Notes (Indenture Trustee: State Street Bank)	Corporate Trust Division, 2 Avenue de Lafayette, 6 th Floor, Boston, MA 02111 Tel. (617) 662-1782 Fax (617) 662-1466	Bond Debt		\$535,416,667.05
10.125% Sr. Sub. Notes (Indenture Trustee: State Street Bank)	Corporate Trust Division, 2 Avenue de Lafayette, 6 th Floor, Boston, MA 02111 Tel. (617) 662-1782 Fax (617) 662-1466	Bond Debt		\$437,125,000.00
8.875% Sr. Sub. Notes (Indenture Trustee: State Street Bank)	Corporate Trust Division, 2 Avenue de Lafayette, 6 th Floor, Boston, MA 02111 Tel. (617) 662-1782 Fax (617) 662-1466	Bond Debt		\$334,405,205.07

<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
<i>Motorola, Inc.</i>	<i>1303 E. Algonquin Rd Schaumburg, IL 60196 (800) 668-6763 or (847) 576-5012 Legal</i>	<i>Trade Debt</i>		<i>\$18,736,333.39</i>
<i>City of New York</i>	<i>One Center Street, Ground Floor, New York, NY 10007 (718) 935-6000</i>	<i>Tax Claim</i>	<i>Disputed</i>	<i>\$5,200,000.00</i>
<i>MCI Worldcom</i>	<i>500 Clinton Center Drive, Clinton, MS 39056 Tel. (202) 736-6018 Fax (202) 736-6482</i>	<i>Trade Debt</i>		<i>\$2,705,334.00</i>
<i>Bowre</i>	<i>1931 Market Center Blvd., Suite 111 Dallas, TX 75207 Tel. (214) 651-1001 Fax (214) 651-1051</i>	<i>Trade Debt</i>		<i>\$2,600,000.00</i>
<i>AT&T</i>	<i>295 North Maple St., Suite 131 Basking Ridge, NJ 07920 Tel. (908) 221-2000 Fax (908) 221-1211</i>	<i>Trade Debt</i>		<i>\$1,352,357.00</i>
<i>Adecco Personnel</i>	<i>175 Broad Hollow Rd. Melville, NY 11747 Tel. (631) 844-7800 Fax (631) 844-7266</i>	<i>Trade Debt</i>		<i>\$1,240,029.97</i>
<i>Skytell ATT</i>	<i>200 S. Lamar Street Jackson, MS 39209 Tel. (800) 552-6835 Fax (601) 944-7417</i>	<i>Trade Debt</i>		<i>\$1,017,950.78</i>
<i>National Dispatch Center</i>	<i>8911 Balboa Ave. San Diego, CA 92123 Tel. (858) 654-9000 Fax (858) 636-5657</i>	<i>Trade Debt</i>		<i>\$962,653.00</i>
<i>Software Architects, Inc.</i>	<i>122 W. Carpenter Pkwy, Suite 300 Irving, TX 75039 Tel (972) 791-0500 Fax (972) 650-8312</i>	<i>Trade Debt</i>		<i>\$576,192.00</i>

<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim (if secured also state value of security)</i>
Sprint, Inc.	2330 Shawnee Mission Pkwy Westwood, KS 66205 (816) 854-0903 or (913) 624-6843 Legal	Trade Debt		\$830,132.26
Bellsouth Wireless Data	10 Woodbridge Center Dr Woodbridge, NJ 07195 Tel. (732)602-5500 Fax (732) 636-0750	Trade Debt		\$772,761.27
Glenayre	5935 Carnegie Blvd. Charlotte, NC 28209 Tel. (704) 553-0035 Fax (704) 553-0524			\$691,837.42
Sibool Systems	1555 South Grant St San Mateo, CA 94402 Tel. (650) 295-5000 Fax (650) 295-5111	Trade Debt		\$621,855.25
Output Technology Solutions	4507 Golden Foothill Pkwy. El Dorado Hills, CA 95762 Tel. (916) 939-4600 Fax (916)			\$616,121.00
AT&T Wireless Services	16331 NE 77 th St. Redmond, WA 98052 Tel. (425) 680-6000 Fax (908) 221-3655	Trade Debt		\$492,797.30
Centrobe (Acquired by EDS)	P.O. Box 14947 St. Louis, MO 63150 Tel. (972) 605-6000 Fax (972) 605-1357	Trade Debt		\$492,001.00
NECA	805 Jefferson Road Whippany, NJ 07981 Tel. (973) 887-8173 Fax (973) 884-8469	Trade Debt		\$456,595.90
Federal Express	1989 Nonconnah Memphis, TN 38132 Tel (800) 463-3339 Fax (901) 818-7388	Trade Debt		\$354,900.00

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Bellsouth	1133 21 st St NW Suite 900 Washington, DC 20036 Tel. (202) 463-4129 Fax (202) 463-4195	Trade Debt		\$345,822.00
American Express, Inc.	300 Vesey Street New York, NY 10255 Tel. (212) 640-2000 Fax (212) 640-3723	Trade Debt		\$310,640.13
Idea Integration, Inc.	One Independent Dr. Jacksonville, FL 32202 Tel. (904) 360-2000 Fax (904) 360-2506	Trade Debt		\$265,525.40
Southwestern Bell, Inc.	175 E. Houston St. San Antonio, TX 78205 Tel. (210) 351-3302 Fax (210) 351-2295	Trade Debt		\$257,652.35
Ameritech (Merged with SBC)	175 E. Houston St. San Antonio, TX 78205 Tel. (210) 821-4105 Fax (210) 351-2298	Trade Debt		\$226,639.20
Tabco Software, Inc.	3165 Porter Dr. Palo Alto, CA 94304-1213 Tel. (650) 846-1000 Fax (650) 846-1003	Trade Debt		\$205,921.64
Output Services Group	100 West Forest Ave. Suite K Englewood, NJ 07631 Tel. (201) 871-1100 Fax (201) 871-3550	Trade Debt		\$195,000.00

<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
<i>RHI</i>	<i>5720 Stoneridge Dr., Suite 3 Pleasanton, CA Tel (925) 225-0418 Fax (925) 598-7119</i>	<i>Trade Debt</i>		<i>\$192,233.00</i>
<i>Walla Walla County Treasurer</i>	<i>315 W. Main St. Walla Walla, WA 99362 Tel. (509) 527-3213 Fax (509) 527-3296</i>	<i>Tax Claim</i>		<i>\$186,359.79</i>

**Declaration Under Penalty of
Perjury On Behalf of a Corporation**

I, the undersigned authorized officer of the corporation named as the debtor as this case, declare under penalty of perjury that I have reviewed the foregoing "List of Creditors Holding 30 Largest Unsecured Claims" and that it is true and correct to the best of my information and belief, with reliance on appropriate corporate officers.

Dated: July 24, 2000


Julian B. Castelli
Chief Financial Officer

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:) Chapter 11
)
PAGING NETWORK, INC.) Case No. 00-03098 (GMS)
)
Debtor.)

ORDER FOR RELIEF UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

Upon consideration of the involuntary petition (the "Involuntary Petition") for an order for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") filed on July 14, 2000 by Everest Capital Master Fund L.P., Everest Capital Senior Debt Fund L.P. and Quantum Energy Growth Partners C.V. against Paging Network, Inc.; and the answer thereto filed by Paging Network, Inc.; and it appearing that this Court has jurisdiction to consider this matter; and it appearing that Paging Network, Inc. does not object to the entry of an order for relief under Chapter 11 of the Bankruptcy Code but does not waive any rights it may have to seek a judgment under Bankruptcy Code Section 303(i); and good and sufficient cause appearing therefor, it is hereby

ORDERED that relief under Chapter 11 of the Bankruptcy Code be and hereby is ordered against Paging Network, Inc.

Dated: _____, 2000

UNITED STATES DISTRICT JUDGE