

04-171

FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Submitted: 04/13/2004
Filer FRN: 0002051357

Filer Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Filer Name (if entity): Metrocall USA, Inc.		3) FCC Registration Number (FRN): 0002051357	

Contact Information

4) Venable LLP Frederick M Joyce Esq 575 7th Street Washington, DC 20004	Telephone Number: (202)344-4653
	Fax Number: (202)344-8300
	E-mail Address: rjoyce@venable.com

Related FCC Regulated Businesses of Filer

5a) Name and address of all FCC-Regulated Businesses owned by Filer:	5b) Principal Business:	5c) FCC Registration Number (FRN):	5d) Percent of Interest Held:
Metrocall USA, Inc. 6677 Richmond Highway Washington, DC 22306	Wireless Messaging	0002051357	100.00

Signature

Typed or Printed Name of Party Authorized to Sign

6) First Name: Vincent	MI: D	Last Name: Kelly	Suffix:
Title: President and CEO			
Signature: Vincent D Kelly			Date: 04/13/2004

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holder**

Approved by OMB
3060 - 0799
See instructions for
Public burden
estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Wizards-Patriots Holdings, Inc.		3) FCC Registration Number (FRN): 0010627032	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway Alexandria, VA 22306			
5) Type of Interest in Filer: Direct ownership interest in Filer	6) Disclosable Interest Holder is a (n): Corporation	7) Percent of Interest Held in Filer: 100.00	
8) Disclosable Interest Holder's Type of Ownership: Common Stock Voting		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2:	10b) Principal Business:	10c) FCC Registration Number (FRN):	10d) Percent of Interest Held:
Arch Wireless License Co., LLC 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial Mobile Radio Service	0003291341	100.00
Metrocall USA, Inc. 6677 Richmond Highway Alexandria, VA 22306	Commercial Mobile Radio Service	0002051357	100.00
Nationwide 929.8875 LLC c/o Paul, Hastings; 1299 Pennsylvania Ave., N.W., 10th Floor Washington, DC 20004	Commercial Mobile Radio Service	0001542547	50.00

Attachment List

Attachment Type:	Date:	Description:	Contents:
Other	12/31/2003	OWNERSHIP FILING 06/04/2002	<u>00000001.pdf</u>
Indirect Ownership	12/02/2003	Ownership	<u>Form 602 Exhibit A.2.doc</u>

Applicant / Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Metrocall USA, Inc., Debtor-in-Possession		3) FCC Registration Number (FRN): 0002051357	

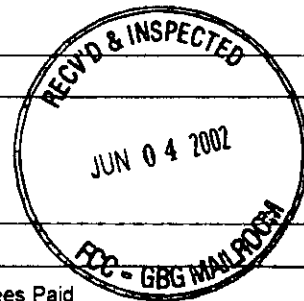
Related FCC Regulated Businesses of Applicant / Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Vincent	MI: D.	Last Name: Kelly	Suffix:
Title: C.O.O.			



Signature: <i>Vincent D. Kelly</i>	Date: June 03, 02
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Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Metrocall, Inc.			3) FCC Registration Number(FRN): 0003737210	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306				
5) Type of Interest in Applicant (D) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: USA (Delaware Corporation)	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Metrocall, Inc. is licensee Metrocall USA, Inc.'s 100% parent company.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	100%

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Global Card Holdings, Inc.			3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: 7979 East Tufts Avenue., Suite 201, Denver, CO 80237				
5) Type of Interest in Applicant (I) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 14.7%
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: USA (Delaware Corporation)	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Global Card Holdings, Inc. holds a 14.7 direct ownership interest in Metrocall USA, Inc.'s parent company, Metrocall, Inc.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, inc. , Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	14.7% (indirect)

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): William	MI: L.	Last Name: Collins	Suffix: III
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306			
5) Type of Interest in Applicant (I, F, O, R) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 1.2%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Collins is President, C.E.O. and Chairman of the Board of Directors of Metrocall USA, Inc. and its parent company, Metrocall , Inc.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc. , Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	1.2% (indirect)

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Vincent		MI: D.	Last Name: Kelly	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306				
5) Type of Interest in Applicant (I, O, F) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: Less than 1%
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Kelly is C.O.O., C.F.O., Treasurer, and Executive Vice President of Metrocall USA, Inc. and its parent company, Metrocall , Inc.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	Less than 1% (indirect)

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Ronald	MI: V.	Last Name: Aprahamian	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306			
5) Type of Interest in Applicant (I, R) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: Less than 1%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Aprahamian is a Director of Metrocall USA, Inc. and its parent company, Metrocall , Inc.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	Less than 1% (indirect)

FCC Ownership Disclosure Information for the
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Michael		MI:	Last Name: Greene	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306				
5) Type of Interest in Applicant (I, R) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: Less than 1% These shares are held by UBS Capital LLC. Mr. Greene votes, but does not own, these shares.
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Greene is a Director of Metrocall USA, Inc. and its parent company, Metrocall , Inc.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	Less than 1% (indirect; see note to item 7)

FCC Ownership Disclosure Information for the
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3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Max	MI: D.	Last Name: Hopper	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306			
5) Type of Interest in Applicant (I, R) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: Less than 1%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Hopper is a Director of Metrocall USA, Inc. and its parent company, Metrocall, Inc.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	Less than 1% (indirect)

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Edward		MI: E.	Last Name: Jungerman	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306				
5) Type of Interest in Applicant (I, R) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: Less than 1%
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Jungerman is a Director of Metrocall USA, Inc. and its parent company, Metrocall , Inc.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	Less than 1% (indirect)

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Francis	MI: A.	Last Name: Martin	Suffix: III
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306			
5) Type of Interest in Applicant (I, R) (refer to instructions for list):	6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: Less than 1%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Martin is a Director of Metrocall USA, Inc. and its parent company, Metrocall, Inc.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	Less than 1% (indirect)

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Harold		MI: S.	Last Name: Wills	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306				
5) Type of Interest in Applicant (R) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 7.7% These shares are held by PSINet, Inc. Mr. Wills votes, but does not own, these shares.
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Wills is a Director of Metrocall USA, Inc. and its parent company, Metrocall, Inc.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	7.7% (Indirect; see note to item 7.)

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3060 - 0799
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Royce	MI: R.	Last Name: Yudkoff	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 6677 Richmond Highway, Alexandria, VA 22306			
5) Type of Interest in Applicant (I, R) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: Less than 1%	
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list): (X) Voting () Non-Voting	9) Disclosable Interest Holder's Country of Citizenship: U.S.A.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Yudkoff is a Director of Metrocall USA, Inc. and its parent company, Metrocall , Inc.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Metrocall USA, Inc., Debtor-in-Possession, 6677 Richmond Highway, Alexandria, VA 22306	Wireless Messaging	0002051357	Less than 1% (indirect)

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Disclosable Interest Holders with Indirect Interest

Disclosable interest holder Toronto Dominion (Texas), Inc. holds 13.3% of the stock of Metrocall Holdings, Inc. Metrocall Holdings, Inc. holds 100% of the stock of Metrocall USA, Inc. Thus, Toronto Dominion (Texas), Inc. holds a 13.3% indirect ownership interest in Metrocall USA, Inc.

Disclosable interest holder Wachovia Bank, National holds 13.3% of the stock of Metrocall Holdings, Inc. Metrocall Holdings, Inc. holds 100% of the stock of Metrocall USA, Inc. Thus, Wachovia Bank, National holds a 13.3% indirect ownership interest in Metrocall USA, Inc.

Disclosable interest holder Fleet National Bank holds 13.3% of the stock of Metrocall Holdings, Inc. Metrocall Holdings, Inc. holds 100% of the stock of Metrocall USA, Inc. Thus, Fleet National Bank holds a 13.3% indirect ownership interest in Metrocall USA, Inc.

Disclosable interest holder WebLink Wireless I, L.P. holds 7% of the stock of Metrocall Holdings, Inc. Metrocall Holdings, Inc. holds 100% of the stock of Metrocall USA, Inc. Thus, WebLink Wireless I, L.P. hold a 7% indirect ownership interest in Metrocall USA, Inc.