

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

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~~MAY 05 2004~~

~~Federal Communications Commission
Office of the Secretary~~

In the Matter of

METROCALL HOLDINGS, INC.,
Transferor,

WT Docket No. **04-171**

and

WIZARDS-PATRIOTS HOLDINGS, INC.,
Transferee

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~~MAY - 5 2004~~

~~Federal Communications Commission
Office of the Secretary~~

For Consent to Transfer of Control

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~~Federal Communications Commission
Office of the Secretary~~

APPLICATIONS FOR TRANSFER OF CONTROL

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Counsel for Transferee

April 9, 2004

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6	SES-T/C-20040413-00546	Arch Wireless License Co., LLC

* Lead Application

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		File Number: 0001701168

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0002051357			
11) First Name (if individual):	MI.	Last Name:	Suffix:
12) Entity Name (if not an individual): Metrocall USA, Inc.			
13) Attention To: Stan Sech, COO			
14) P.O. Box:	And / Or	15) Street Address: 6677 Richmond Highway	
16) City: Alexandria	17) State: VA	18) Zip Code: 22306	
19) Telephone Number: (703)660-6677		20) FAX Number: (703)768-5407	
21) E-Mail Address: stan.sech@metrocall.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native.	Asian:	Black or African-American.	Native Hawaiian or Other Pacific Islander:	White
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male.			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0003737210			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Metrocall Holdings, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 6677 Richmond Highway	
28) City: Alexandria	29) State: VA	30) Zip Code: 22306	
31) Telephone Number: (703)660-6677		32) FAX Number: (703)768-5407	
33) E-Mail Address: stan.sech@metrocall.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Frederick	MI: M	Last Name: Joyce	Suffix: Esq
35) Company Name: Venable LLP			
36) P.O. Box:	And / Or	37) Street Address: 575 7th Street, N.W.	
38) City: Washington	39) State: DC	40) Zip Code: 20004	
41) Telephone Number: (202)344-4653		42) FAX Number: (202)344-8300	
43) E-Mail Address: rjoyce@venable.com			

Assignee/Transferee Information

44) The Assignee Is a(n): Corporation			
45) FCC Registration Number (FRN): 0010627032			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Wizards-Patriots Holdings, Inc.			
48) Name of Real Party In Interest:			49) TIN:
50) Attention To: Vincent D. Kelly, President and CEO			
51) P.O. Box:	And / Or	52) Street Address: 6677 Richmond Highway	
53) City: Alexandria	54) State: VA	55) Zip Code: 22306	
56) Telephone Number: (703)660-6677		57) FAX Number: (703)768-9625	
58) E-Mail Address: vlnce.kelly@metrocall.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Frederick	MI: M	Last Name: Joyce	Suffix: Esq
60) Company Name: Venable LLP			
61) P.O. Box:	And / Or	62) Street Address: 575 7th Street, N.W.	
63) City: Washington	64) State: DC	65) Zip Code: 20004	
66) Telephone Number: (202)344-4653		67) FAX Number: (202)344-8300	
68) E-Mail Address: rjoyce@venable.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).					
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.					
79) Typed or Printed Name of Party Authorized to Sign					
First Name: Vincent	[M.I. D]	Last Name: Kelly	Suffix:		
80) Title: President and CEO					
Signature: Vincent D Kelly			81) Date: 04/19/04		

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Vincent	MI: D	Last Name: Kelly	Suffix:
83) Title: President and CEO			
Signature: Vincent D Kelly		84) Date: 04/19/04	
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).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
KAA276	CD						Yes	
KDS415	CD						Yes	
KDS696	CD						Yes	
KDS963	CD						Yes	
KEA772	CD						Yes	
KEA773	CD						Yes	
KEC737	CD						Yes	
KEK274	CD						Yes	
KFQ938	CD						Yes	
KGC402	CD						Yes	
KGC404	CD						Yes	
KGI781	CD						Yes	
KGI784	CD						Yes	
KIY780	CD						Yes	
KJU808	CD						Yes	
KKB370	CD						Yes	
KKB403	CD						Yes	
KLF495	CD						Yes	
KLF614	CD						Yes	
KLF620	CD						Yes	
KLF629	CD						Yes	
KLF645	CD						Yes	
KMA261	CD						Yes	
KMA267	CD						Yes	
KMM704	CD						Yes	
KMM705	CD						Yes	
KNKB342	CD						Yes	
KNKB592	CD						Yes	
KNKB593	CD						Yes	
KNKB618	CD						Yes	
KNKB745	CD						Yes	
KNKB799	CD						Yes	
KNKB911	CD						Yes	
KNKB912	CD						Yes	
KNKC205	CD						Yes	
KNKC429	CD						Yes	
KNKC668	CD						Yes	
KNKC727	CD						Yes	
KNKD262	CD						Yes	

WPQM954	GC	Yes
WPQM955	GC	Yes
WPQM956	GC	Yes
WPQM957	GC	Yes
WPQM958	GC	Yes
WPQM959	GC	Yes
KTU717	IK	Yes
WAH727	MW	Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets.
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

No

If 'Yes', the new category of eligibility of the licensee is.

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/19/04	Exhibit 1 - Public Interest Statement	0179252524539171554273537.pdf
Other	04/19/04	Merger Agreement	0179252534539171554273537.pdf
Other	04/19/04	Statement Regarding Resubmission	0179254364539171554273537.pdf
Other	04/19/04	Copy of Prior Filing (0001691043)	0179254374539171554273537.pdf