



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 Submitted 04/19/2004 at 04:24PM File Number: 0001701432
----------------	---	---

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: VA		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					
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: vince.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 MI: 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 *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 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
KNNF697	GS						Yes	
KNNF756	GS						Yes	
KNNG392	GS						Yes	
KNNK472	GS						Yes	
KNNM500	GS						Yes	
KNNM656	GS						Yes	
KNNP201	GS						Yes	
KNNU735	GS						Yes	
WNGH514	GS						Yes	
WNLI643	GS						Yes	
WNLI644	GS						Yes	
WNLI645	GS						Yes	
WNLI646	GS						Yes	
WNLI648	GS						Yes	
WNLP674	GS						Yes	
WNLP676	GS						Yes	
WNMV378	GS						Yes	
WNUR971	GS						Yes	
WNWB486	GS						Yes	
WPAA409	GS						Yes	

WPAA412	GS	Yes
WPAA413	GS	Yes
WPAA414	GS	Yes
WPAA415	GS	Yes
WPAD781	GS	Yes
WPAJ467	GS	Yes
WPAN698	GS	Yes
WPAR469	GS	Yes
WPAT291	GS	Yes
WPAT296	GS	Yes
WPAT297	GS	Yes
WPAT298	GS	Yes
WPAT315	GS	Yes
WPAY246	GS	Yes
WPAZ697	GS	Yes
WPBB411	GS	Yes
WPBG832	GS	Yes
WPBJ797	GS	Yes
WPBQ364	GS	Yes
WPBS507	GS	Yes
WPCC258	GS	Yes
WPCC261	GS	Yes
WPCM693	GS	Yes
WPCP242	GS	Yes
WPCP260	GS	Yes
WPCS853	GS	Yes
WPCT724	GS	Yes
WPCY901	GS	Yes
WPCZ731	GS	Yes
WPDF807	GS	Yes
WPD1977	GS	Yes
WPK623	GS	Yes
WPDR993	GS	Yes
WPDW285	GS	Yes
WPEB347	GS	Yes
WPEN875	GS	Yes
WPEN879	GS	Yes
WPF881	GS	Yes
WPFH572	GS	Yes
WPFH607	GS	Yes
WPF1205	GS	Yes
WPF1690	GS	Yes
WPFJ979	GS	Yes
WPFJ982	GS	Yes
WPFJ984	GS	Yes
WPFJ985	GS	Yes
WPFK242	GS	Yes
WPFK943	GS	Yes
WPFK984	GS	Yes
WPFK969	GS	Yes

WNKR798	PW	Yes
WNKR799	PW	Yes
WNMN303	PW	Yes
WNPE409	PW	Yes
WNPF803	PW	Yes
WNQD424	PW	Yes
WNQI281	PW	Yes
WNQJ392	PW	Yes
WNRE975	PW	Yes
WNRE976	PW	Yes
WNRL425	PW	Yes
WNRQ316	PW	Yes
WNUJ459	PW	Yes
WNVV216	PW	Yes
WNWW540	PW	Yes
WNXU387	PW	Yes
WNXU925	PW	Yes
WPAK375	PW	Yes
WPBK978	PW	Yes
WPBN952	PW	Yes
WPCI382	PW	Yes
WPDV506	PW	Yes
WPGX497	PW	Yes
WPGY670	PW	Yes
WPGY671	PW	Yes
WPJZ459	PW	Yes
WPKF418	PW	Yes
WPLX447	PW	Yes
WPMX717	PW	Yes
WPNW722	PW	Yes
WPPE529	PW	Yes
WPPW492	PW	Yes
WPQD665	PW	Yes
WPQD666	PW	Yes
WPQD743	PW	Yes
WPQG903	PW	Yes
WPRF315	PW	Yes
WPSI286	PW	Yes
WPSL276	PW	Yes
WPTD263	PW	Yes
WPTF435	PW	Yes
WPTM841	PW	Yes
WPUF503	PW	Yes
WPXZ845	PW	Yes
WPYS417	PW	Yes
WPZI875	PW	Yes
WPZI924	PW	Yes
WPZR576	PW	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
------------------------------------	---	--

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.
------------------------------------	-----------------------	-----------------------	---------------

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	Statement Regarding Resubmission	<u>0179254309739965630300202.pdf</u>

Arch-Metrocall Transfer of Control
Resubmission of Application

The foregoing application is one of two applications being submitted to replace the application filed on April 9, 2004, which was assigned ULS File No. 0001691043. Due to a subsequent, unexplained problem with the ULS, the application under File No. 0001691043 can no longer be located in or retrieved from ULS. Efforts of the Commission's technical support personnel to determine the cause of this problem, and to restore the application, have not been successful. The application is therefore being re-filed, and at the suggestion of the Commission's staff, it has been broken down into two separate filings.

Of the two resubmission filings, File No. 0001701168 has been designated by the parties as the lead application. All Exhibits relative to the transaction are attached to File No. 0001701168. Those Exhibits are the same documents that were attached to File No. 0001691043, and no changes have been made to them. Additionally, a copy of the "print preview" for File No. 0001691043 and the ULS confirmation of submission for that filing are attached to File No. 0001701168 for the Commission's reference.

The Exhibits attached to File No. 0001701168 are incorporated by reference into the second of the resubmission filings, File No. 0001701432.