

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed merger between Arch and Metrocall. The parties have designated ULS File No. 0001691043 as the lead application for the transaction. All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.

WAIVER – EXPEDITED ACTION REQUESTED

Request for Waiver of ULS Electronic Filing Requirement

At the advice of the Commission's staff, the parties respectfully request a waiver of the Commission's electronic filing requirements. 47 C.F.R. § 1.913(b).¹ The licenses listed on the foregoing Form 603 application are currently licensed to PageMart II Holdings, LLC and PageMart PCS Holdings, LLC, and are the subject of pending applications for their assignment to MUSA.² See ULS File Nos. 0001525608 and 0001525609 (the "PageMart Applications"). Those applications are part of Metrocall's acquisition of the assets and business of WebLink Wireless I, LP ("WebLink"), a transaction commenced prior to the agreement between Arch and Metrocall to merge their respective businesses. Until such time as the PageMart Applications are granted and consummated, the Commission's Universal Licensing System ("ULS") will not allow the parties to electronically file an application proposing to transfer control of the WebLink licenses from MUSA to Newco. Consequently, the parties are precluded from complying with Commission requirements with respect to the instant application due to circumstances beyond their control.

The circumstances necessitating the requested waiver are highly "unusual," if not "unique," and the application of the electronic filing requirement would pose extraordinary burdens on the parties. See 47 C.F.R. § 1.925(b)(3)(ii). The ULS electronic filing system cannot process the proposed ultimate change of control of the licenses covered by the PageMart Applications to MUSA under its proposed post-merger ownership, for so long as the PageMart Applications remain pending. Although the parties anticipate a grant of those applications any day now, time is of the essence in the merger of these two publicly-traded companies (*e.g.*, in order to preserve the value of the merger and of the respective parties' stock for their public shareholders). Consequently, the Merger Agreement between the parties imposes a short deadline for the filing of the FCC applications. Alternative approaches would likely cause the Commission additional time and resources, since the PageMart Applications would need to be amended.

Thus, in order to timely complete the proposed transaction, the parties have "no reasonable alternative" under the Commission's existing rules. See 47 C.F.R. § 1.925(b)(3)(ii). Indeed, the staff of the Wireless Telecommunications Bureau recognized the inability of ULS to process both the PageMart Applications and change of control contemplated by the subject application simultaneously with respect to the affected call signs, and suggested the manual filing of the subject application as the only reasonable

For all the foregoing reasons, the parties respectfully submit that a waiver of Section 1.913(b) is warranted.

Arch-Metrocall Transfer of Control
Exhibit Three

Pursuant to Section 1.1117(e) of the Commission's Rules, attached is a copy of a request for waiver of a portion of the filing fees for the subject application. In accordance with Section 1.1117(c) of the Commission's Rules, the original is being filed to the direction of the Office of Managing Director.

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

WAIVER – EXPEDITED ACTION REQUESTED

In the Matter of)
)
Application of Metrocall Holdings,)
Inc. for Transfer of Control of)
Metrocall USA, Inc.)
)

To: The Managing Director

PETITION FOR WAIVER OF FILING FEE

Metrocall Holdings, Inc. ("Metrocall"), by its attorneys and pursuant to Section 1.1117 of the Commission's Rules, 47 C.F.R. § 1.1117, hereby respectfully requests a waiver of the filing fee associated with requests for waiver of the rules applicable to Part 90 Private Carrier Paging ("PCP") and Part 101 Private Microwave license applications, and a refund of filing fees paid for the above-referenced application, to which this Petition is attached, in the amount of \$90,900. In support hereof, the following is respectfully shown:

I. Background.

Metrocall is a wireless telecommunications carrier providing paging and messaging services throughout the United States. Metrocall is the 100% parent company of Metrocall USA, Inc. ("MUSA"), the holder of more than one thousand licenses in various radio services. By applications filed on November 25, 2003, MUSA requested the Commission's consent to the assignment of Narrowband Personal Communications

Service,¹ PCP, and Private Microwave licenses from PageMart II Holdings, LLC and PageMart PCS Holdings, LLC (ULS file nos. 0001525608 and 0001525609) (the "PageMart Applications"). Those applications remain pending before the Wireless Telecommunications Bureau.

On March 29, 2004, Metrocall and Arch Wireless, Inc. ("Arch") entered into a Merger Agreement, which requires the parties to file the necessary applications for FCC consent within ten (10) business days of signing. Representatives of the parties met with staff members of the Wireless Telecommunications Bureau's Mobility Division the following day. The proposed merger will result in a major change of control of Metrocall, and consequently of MUSA.

Although the assignments contemplated by the PageMart Applications have not yet been consented to by the Commission, those consents are expected in the near future, and those assignments will almost surely be consummated prior to the Arch-Metrocall merger. However, because those applications are pending, MUSA cannot apply through the Universal Licensing System ("ULS") for the assignment of the affected call signs to the post-merger MUSA. In order to permit the orderly processing of all required applications for the Arch-Metrocall merger, the Mobility Division's staff instructed Metrocall to submit a manually-filed application for the transfer of control of MUSA, with respect to the call signs covered by the PageMart Applications, as if the assignments requested therein had already been consummated.

Consequently, in accordance with the staff's instructions, Metrocall has prepared the application to which this Petition is attached, along with a request for waiver of

¹ There are no filing fees applicable to Narrowband Personal Communications Service applications; consequently, those licenses are not part of or affected by this Petition.

Section 1.913(b) of the Commission's Rules, which requires applications for the radio services at issue to be filed electronically via the ULS. However, because requests for waiver involving PCP and Private Microwave licenses require a fee per Rule section per call sign, this procedure has substantially increased the filing fees associated with the subject application. Specifically, the filing fee for the affected radio services is \$50 per call sign; absent the request for waiver of Section 1.913(b), the filing fee for the transfer of the 606 call signs covered by the PageMart Applications would be \$30,300. Because the affected radio services require a waiver filing fee of \$150 per Rule section per call sign, however, the subject transfer application requires an additional \$90,900 in filing fees, bringing the total fee to \$121,200. In other words, because the subject transfer of control cannot be filed through ULS, the filing fee is *four times greater* than it would normally be.

II. A Waiver of the Filing Fee for Waiver Requests is Warranted.

Section 1.1117(a) of the Commission's Rules permits the waiver of filings fees where good cause is shown, and the waiver would promote the public interest. See 47 C.F.R. § 1.117(b). Metrocall respectfully submits that the standard for waiver is met here.

The waiver of the electronic filing rule sought by Metrocall is only being requested because the Commission's electronic filing program cannot accept or process an application for the transfer of control of more than 600 call signs which will be subject to the Arch-Metrocall merger. The Commission's own staff advised manual filing to resolve this dilemma in a manner that would not impose undue burdens on the Commission's resources. Metrocall therefore had no reasonable alternative but to file

manually and seek a waiver of 47 C.F.R. § 1.913(b). In a variety of contexts, the Commission has traditionally found good cause for waivers that are necessitated by circumstances beyond the requesting party's control. See, e.g., Telephone Number Portability; Petition for Extension of the Deployment Schedule for Long-Term Database Methods for Local Number Portability, Phase I; Southwestern Bell Telephone Company and Pacific Bell, 13 FCC Rcd 6608, ¶ 8 (Com. Car. Bur. 1998); Price Cap Treatment of Regulatory Fees Imposed by Section 9 of the Communications Act, 9 FCC Rcd 6060, ¶ 3 (Com. Car. Bur. 1994).

The public interest would be served by granting a waiver in this case. The necessity for requesting a waiver of Section 1.913(b) increases the filing fee for the subject application fourfold. That represents an extraordinarily large additional fee, over and above the amount that is normally due for transfer of control applications. The Commission has previously found waivers of the fee requirement appropriate for very large filing fees. See, e.g., Daniel R. Goodman, 10 FCC Rcd. 8537 (1995). As Exhibit One to the lead application in this matter (ULS file no. 0001691043) explains in detail, the paging and messaging industry has experienced steep declines in subscribership and revenue. Both parties to the merger underwent reorganization in bankruptcy in 2002. The large, additional fee required in connection with the subject transfer application represents a significant amount of money that could otherwise be spent in the companies' transitional activities, leading to cost savings and other benefits to consumers.

Conclusion

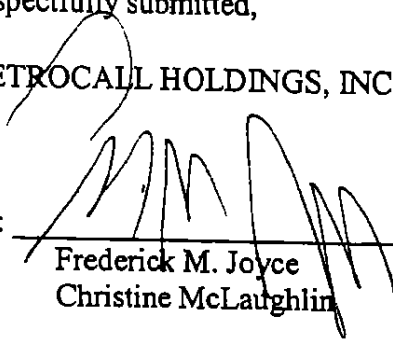
For the reasons stated above, Metrocall respectfully submits that a waiver of the filing fee associated with Rule waiver requests in the PCP and Private Microwave

services is warranted. Metrocall therefore requests that the Managing Director grant this
Petition and issue a refund to Metrocall in the amount of \$90,900.

Respectfully submitted,

METROCALL HOLDINGS, INC.

By:



Frederick M. Joyce
Christine McLaughlin

Its Attorneys

VENABLE, LLP
575 7th Street, N.W.
Washington, DC 20004
(202) 344-4000

Date: April 9, 2004

April 20, 2004

RECEIVED - FCC**APR 20 2004***Via Hand Delivery*Erin McGrath, Esq.
Spectrum and Competition Policy Division
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554Federal Communication Commission
Bureau / OfficeRe: FCC Form 603; Transfer of Control of Metrocall USA, Inc. (filed via Mellon Bank, April 9, 2004)

Dear Ms. McGrath:

Transmitted herewith, in accordance with our telephone discussion yesterday, please find the revised Exhibit One to the above-referenced application, to replace the version of that Exhibit currently contained in the application. In order that we may obtain a date-stamped copy of this filing, the original is being submitted through the Secretary's Office, with a copy to be delivered to you concurrently.

As you are aware, due to a problem in the ULS, the lead application for the subject transaction cannot be retrieved from the system, and replacement filings have therefore been made. The Exhibit to the above-referenced application has been revised to change the reference to the file number of the lead application from 0001691043 to 0001701168. No other changes to the subject application have been made.

Thank you for your attention to this matter. If you have any questions or require additional information, kindly contact the undersigned.

Sincerely,


Christine McLaughlincc: Brian Higgins, Esq.
William Carnell, Esq.

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed merger between Arch and Metrocall. The parties have designated ULS File No. 0001701168 as the lead application for the transaction. All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.



Date & Time Filed: Apr 12 2004 11:27:18:916AM
File Number: SES-T/C-INTR2004-00771

APPLICATION FOR SATELLITE SPACE AND EARTH STATION AUTHORIZATIONS FOR TRANSFER OF CONTROL OR ASSIGNMENT FCC 312 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Transfer of Control

1-8. Legal Name of Applicant			
Name:	METROCALL USA INC	Phone Number:	703-660-6677
DBA Name:		Fax Number:	703-768-5407
Street:	6677 RICHMOND HWY	E-Mail:	stan.sech@metrocall.com
City:	ALEXANDRIA	State:	VA
Country:	USA	Zipcode:	22306 -
Attention:	Stan Sech COO		

9-16. Name of Contact Representative (If other than applicant)

Name:	Frederick M. Joyce	Phone Number:	202-344-4653
Company:	Venable LLP	Fax Number:	202-344-8300
Street:	575 7th Street, N.W.	E-Mail:	rjoyce@venable.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Contact Title:	Esq.	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

17. Choose the button next to the classification that applies to this filing for both questions a. and b. Choose only one for 17a and only one for 17b.

- a1. Earth Station
- a2. Space Station

- (N/A) b1. Application for License of New Station
- (N/A) b2. Application for Registration of New Domestic Receive-Only Station
- (N/A) b3. Amendment to a Pending Application
- (N/A) b4. Modification of License or Registration
- b5. Assignment of License or Registration
- b6. Transfer of Control of License or Registration
- (N/A) b7. Notification of Minor Modification
- (N/A) b8. Application for License of New Receive-Only Station Using Non-U.S. Licensed Satellite
- (N/A) b9. Letter of Intent to Use Non-U.S. Licensed Satellite to Provide Service in the United States
- (N/A) b10. Other (Please specify)

17c. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
 Governmental Entity Noncommercial educational licensee
 Other (please explain):

17d.

Fee Classification A CNX – Fixed Satellite Transmit/Receive Earth Station	Quantity 1 (First Station)
Fee Classification B CFX – Fixed Satellite Transmit/Receive Earth Station	Quantity 1 (Each Additional Station)

18. If this filing is in reference to an existing station, enter:

(a) Call sign of station:
Not Applicable

19. If this filing is an amendment to a pending application enter:

(a) Date pending application was filed:

Not Applicable

(b) File number of pending application:

Not Applicable

TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Select all that apply:

- a. Fixed Satellite
- b. Mobile Satellite
- c. Radiodetermination Satellite
- d. Earth Exploration Satellite
- e. Direct to Home Fixed Satellite
- f. Digital Audio Radio Service
- g. Other (please specify)

21. STATUS: Choose the button next to the applicable status. Choose only one.

- Common Carrier Non-Common Carrier

22. If earth station applicant, check all that apply.

- Using U.S. licensed satellites
- Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Choose one. Are these facilities:

- Connected to a Public Switched Network Not connected to a Public Switched Network N/A

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- a. C-Band (4/6 GHz) b. Ku-Band (12/14 GHz)
- c. Other (Please specify upper and lower frequencies in MHz.)

Frequency Lower: Frequency Upper:

TYPE OF STATION

25. CLASS OF STATION: Choose the button next to the class of station that applies. Choose only one.

- a. Fixed Earth Station
- b. Temporary-Fixed Earth Station
- c. 12/14 GHz VSAT Network
- d. Mobile Earth Station
- e. Geostationary Space Station
- f. Non-Geostationary Space Station
- g. Other (please specify)

26. TYPE OF EARTH STATION FACILITY: Choose only one.

- Transmit/Receive
- Transmit-Only
- Receive-Only
- N/A

PURPOSE OF MODIFICATION

27. The purpose of this proposed modification is to: (Place an "X" in the box(es) next to all that apply.)

Not Applicable

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307? If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. 1.1308 and 1.1311, as an exhibit to this application. A Radiation Hazard Study must accompany all applications for new transmitting facilities, major modifications, or major amendments. Yes No

ALIEN OWNERSHIP Earth station applicants not proposing to provide broadcast, common carrier, aeronautical en route or aeronautical fixed radio station services are not required to respond to Items 30-34.

29. Is the applicant a foreign government or the representative of any foreign government? Yes No N/A

30. Is the applicant an alien or the representative of an alien? Yes No N/A

31. Is the applicant a corporation organized under the laws of any foreign government? Yes No N/A

32. Is the applicant 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?

Yes No
 N/A

33. Is the applicant a corporation 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?

Yes No
 N/A

34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit an identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.

BASIC QUALIFICATIONS

35. Does the Applicant request any waivers or exemptions from any of the Commission's Rules?
If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.

Yes No

36. Has the applicant or any party to this application or amendment had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of circumstances.

Yes No

<p>37. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, 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 as an exhibit, an explanation of circumstances</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items? If yes, attach as an exhibit, an explanation of the circumstances.</p>	<p><input type="radio"/> Yes <input checked="" type="radio"/> No</p>
<p>40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, address, and citizenship of those stockholders owning a record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer.</p>	
<p>41. By checking Yes, the undersigned certifies, that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>

42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States? If Yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. 25.137, as appropriate. If No, proceed to question 43.

Yes No

42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station?

43. Description. (Summarize the nature of the application and the services to be provided).

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

The application requests the Commission's consent to the transfer of control of Metrocall USA, Inc., in connection with the merger of its parent company, Metrocall Holdings, Inc., and Arch Wireless, Inc. See Exhibit One.

CERTIFICATION

The Applicant 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. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

44. Applicant is a (an): (Choose the button next to applicable response.)

- Individual
- Unincorporated Association
- Partnership
- Corporation
- Governmental Entity
- Other (please specify)

45. Name of Person Signing
Vincent D. Kelly

46. Title of Person Signing
President

47. Please supply any need attachments.

Attachment 1:

Attachment 2:

Attachment 3:

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

SATELLITE EARTH STATION AUTHORIZATIONS
FCC Form 312 – Schedule A
FOR OFFICIAL USE ONLY

Select one of the following

CONSENT TO TRANSFER OF CONTROL
 CONSENT TO ASSIGNMENT OF LICENSE

NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION
 NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION

A1. Name of Licensee (as shown on FCC 312 – Main Form)

Name:	Metrocall USA, Inc.	Phone Number:	703-660-6677
DBA Name:		Fax Number:	703-768-5407
Street:	6677 Richmond Highway	E-Mail:	stan.sech@metrocall.com
City:	Alexandria	State:	VA
Country:	USA	Zipcode:	22306 -
Attention:	Stan Sech, C.O.O.		

A8. List Callsign(s) of station(s) being assigned or transferred

Callsign: E960163	Callsign: E980497	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:	Callsign:
-----------------------------	-----------------------------	------------------	------------------	------------------	------------------	------------------	------------------

A9. No. of station(s) listed

2

A10. Name of Transferor/ Assignor

Name: Stan Sech **Phone Number:** 703-660-6677
Company: Metrocall Holdings, Inc. **Fax Number:** 703-768-5407
Street: 6677 Richmond Highway **E-Mail:** stan.sech@metrocall.com
City: Alexandria **State:** VA
Country: USA **Zipcode:** 22306 -
Contact Title: Chief Operating Officer **Relationship:** Same

A15. Name of Transferee/ Assignee

Name: Wizards-Patriots Holdings, Inc. **Phone Number:** 703-660-6677
DBA Name: **Fax Number:** 703-768-5407
Street: 6677 Richmond Highway **E-Mail:** sechs@metrocall.com
City: Alexandria **State:** VA
Country: USA **Zipcode:** 22306 -
Attention: Mr Stan F Sech

A20. If these facilities are licensed, is the transferee / assignee directly or indirectly controlled by any other entity? If yes, attach as Exhibit E, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties, and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock.

- Yes
 No
 N/A

A21. If these facilities are licensed, attach as Exhibit F, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.

CERTIFICATION

1. The undersigned, individually and for licensee, certifies that all attached exhibits pertain to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.

2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.

A22. Printed Name of Licensee (Must agree with A1) Metrocall USA, Inc.	A24. Title (Office Held by Person Signing) President and Chief Executive Officer
A26. Printed Name of License Transferor / Assignor (Must agree with A10) Metrocall Holdings, Inc.	A28. Title (Office Held by Person Signing) President and Chief Executive Officer
A26. Printed Name of License Transferee / Assignee (Must agree with A15) Wizards-Patriots Holdings, Inc.	A28. Title (Office Held by Person Signing) President and Chief Executive Officer

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0678), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to jboley@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0678.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed merger between Arch and Metrocall. The parties have designated ULS File No. 0001691043 as the lead application for the transaction. All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.

April 20, 2004

Via Hand Delivery

Ms. Jeanette Spriggs
Systems Analysis Branch
Satellite Division
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

RECEIVED - FCC**APR 20 2004**Federal Communication Commission
Bureau / OfficeRe: FCC Form 312; Transfer of Control of Metrocall USA, Inc. (SES-
T/C-INTR2004-00771)

Dear Ms. Spriggs:

Transmitted herewith, please find a paper copy of the Minor Amendment to the above-referenced application. Pursuant to your telephone discussion yesterday with Christopher Calvert of Wilkinson Barker Knauer, LLP, this submission is to follow up on yesterday's submission of an electronic version of the Minor Amendment. In order that we may obtain a date-stamped copy of this filing, the original is being submitted through the Secretary's Office, with a copy to be delivered to you concurrently.

Thank you for your attention to this matter. If you have any questions or require additional information, kindly contact the undersigned.

Sincerely,



Christine McLaughlin

cc: Brian Higgins, Esq.
William Carnell, Esq.

Arch-Metrocall Transfer of Control
MINOR AMENDMENT

Metrocall Holdings, Inc. ("Metrocall") and Arch Wireless, Inc. ("Arch") hereby submit this Minor Amendment to the applications filed on April 9, 2004 and April 12, 2004, to effectuate their proposed merger.

The lead application in connection with the subject transaction was filed via the Universal Licensing System ("ULS") on April 9th, and assigned File No. 0001691043. The remaining applications attached an exhibit incorporating File No. 0001691043 and the exhibits thereto by reference. 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.

Consequently, the parties determined that there was no alternative but to re-file the lead application. The lead application for the subject transaction now bears ULS File No. 0001701168. All references to File No. 0001691043 in this application should be amended to refer to File No. 0001701168. There are no other changes to this application.