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## WILKINSON BARKER KNAUER, LLP

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December 13, 1999

Via Hand Deliver-y

Magalie Roman **Salas**, Secretary  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

Re: Arch Communications Group, Inc.  
Post Arch-PageNet Merger Ownership Report - - FCC Form 602

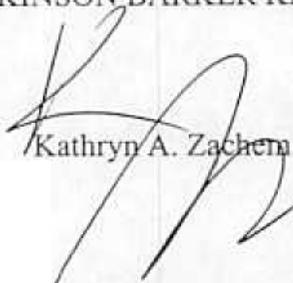
Dear Ms. **Salas**:

Pursuant to Section 1.919 of the Commission's rules, 47 C.F.R. § 1.919, Arch Communications Group, Inc. ("Arch"), by its attorneys, hereby submits an original and one copy of FCC Form 602, FCC Ownership Disclosure Report. The information contained therein reflects the proposed ownership of Arch following the merger of Arch and Paging Network, Inc., as set forth in the FCC transfer of control applications filed simultaneously herewith.

Please contact the undersigned (counsel for Arch) or Judith St. Ledger-Roty, Kelley Drye & Warren L.L.P., (202) **955-9600** (counsel for Paging Network, Inc.) if you have any questions concerning this filing.

Sincerely,

WILKINSON BARKER KNAUER, LLP

By:  Kathryn A. Zachen

Attachment



**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Arch Communications Group, Inc.		[REDACTED]	

**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) TIN:	4d) Percent of Interest Held:
See Exhibit 1			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Paul	H.	Kuzia	

Title:

Executive Vice President, Technology and Regulatory Affairs

Signature:



Date:

DEC 10 1999

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).





**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Bureau**

Related FCC Regulated Businesses of Applicant, Arch Communications Group, Inc. (“Arch”)

4a) Name and Address of all FCC Regulated Businesses owned by Arch:	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Arch Connecticut Valley, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
Arch Communications Enterprises LLC <sup>1</sup> 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
Arch Paging, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
MobileMedia License Co. L.L.C. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
Benbow PCS Ventures, Inc. 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9
Cal Autofone, Inc. <sup>2</sup> 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9
Radio Electronics Products Corporation 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9

<sup>1</sup>Arch Paging, Inc. is the sole member of Arch Communications Enterprises LLC.

<sup>2</sup>Arch, through its 49.9 percent indirect ownership interest in Benbow PCS Ventures, Inc. (“Benbow”), holds a 49.9 percent interest in Cal Autofone, Radio Electronics Products Corporation and PageCall, Inc., all of which are 100 percent owned by Benbow. Arch holds its interest in Benbow through a wholly owned Arch subsidiary, Benbow Investments, Inc., a Delaware corporation.

PageCall, Inc. 16 15 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9
Nationwide 929.8875 LLC <sup>3</sup> c/o Paul, Hastings, Janofsky & Walker, LLP 1299 Pennsylvania Ave., N.W. 10th Floor Washington, DC 20004-2400	Commercial mobile radio service	[REDACTED]	50
Waterloo Communications, Inc. <sup>4</sup> 201 E. Mullans Waterloo, IA 50309	Commercial mobile radio service	[REDACTED]	45
PageNet Holdings, Inc. 4965 Preston Park Blvd, Suite 600 Plano, TX 75093	Commercial mobile radio service	[REDACTED]	100

<sup>3</sup>Arch holds a 50 percent total interest in Nationwide 929.8875 LLC (“Nationwide”) through two indirect, wholly-owned subsidiaries: Arch Connecticut Valley, Inc. (5.1 percent ) and Arch Communications Enterprises LLC (44.9 percent). The other 50 percent of Nationwide is held by **AirTouch** Communications, Inc. and three of its subsidiaries: **AirTouch** Paging, **AirTouch** Paging of Kentucky and **AirTouch** Paging of Texas. Detailed ownership information as to **AirTouch** Communications, Inc. and its subsidiaries is currently on file with the Commission.

<sup>4</sup>Gerald G. Farnsworth held 55 percent of Waterloo Communications, Inc., an Iowa corporation. The late Mr. Farnsworth’s interest is currently being managed by the Gerald G. Farnsworth Trust, Diane Neebel, Administrator, Mercantile Trust Company, 425 Cedar Street, Waterloo, IA 5070 1.

**FCC Ownership Disclosure Information<sup>1</sup> for the  
Wireless Telecommunications Bureau**

Schedule for Disclosable Interest Holders

Based on the information available to Arch Communications Group, Inc. (the Applicant) at the time of filing the instant Form 602 Ownership Report, no shareholder of post-merger Arch will hold 10% or more of post-merger Arch, if the Merger is consummated as structured at the time of filing this Form 602.'

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<sup>1</sup> All of the **PageNet**, Inc. ("**PageNet**") and Arch bonds which will be tendered in exchange for stock of the post-merger Arch, and all of the Arch and **PageNet** common stock, are publicly traded securities. To the extent that Arch or **PageNet** become aware that any individual or entity has accumulated a sufficient interest in any of the securities that will be exchanged for the stock in post-merger Arch such that any individual or entity will hold 10% or more of the stock of post-merger Arch, the parties will promptly report such information to the Commission.