

January 4, 2007

*Via Facsimile (502-564-3460)*  
*and Overnight Mail*

Ms. Beth O'Donnell, Executive Director  
Commonwealth of Kentucky  
Public Service Commission  
211 Sower Blvd.  
P.O. Box 615  
Frankfort, Kentucky 40602-0615

RECEIVED  
JAN 8 2007  
PUBLIC SERVICE  
COMMISSION

Re: Arch Wireless Operating Co., Inc.  
Case No. 2006-00492

Dear Ms. O'Donnell:

On behalf of USA Mobility, Inc. ("USA Mobility"), we received the Kentucky Public Service Commission's ("Commission") December 4, 2006 Order in Case No. 2006-00492 to show cause why the Commission should not revoke the authority of Arch Wireless Operating Co., Inc. ("AWOC"), a radio paging company, to operate in the Commonwealth of Kentucky, and remove AWOC's tariffs from the Commission's files.

We are writing to inform the Commission that as of October 1, 2005, AWOC ceased to exist. Thus, it has not provided paging service in the Commonwealth of Kentucky since that date. Moreover, for reasons explained below, to our knowledge AWOC never held a certificate of authorization to provide service and never filed any tariffs in Kentucky for its paging services.

AWOC was, at one time, an operating subsidiary of USA Mobility. USA Mobility was formed by the merger of two commercial mobile radio service paging companies, Metrocall Holdings, Inc. and Arch Wireless, Inc. The parties consummated that transaction on November 16, 2004, and USA Mobility thereafter maintained two operating subsidiaries, AWOC and Metrocall, Inc., which provided one-way and two-way paging services throughout the United States. On September 30, 2005, USA Mobility effected a series of changes to its corporate structure resulting in the merger of its two operating subsidiaries, with Metrocall, Inc. being the surviving corporation and the sole operating subsidiary of USA Mobility.

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Although USA Mobility continues to provide paging services in the Commonwealth of Kentucky through Metrocall, Inc., it is our understanding that the Commission has no jurisdiction over commercial mobile radio service providers like paging companies. Section 332(c)(3) of the Communications Act of 1934, as amended (“Communications Act”), 47 U.S.C. § 332(c)(3), provides that no state shall have any authority to regulate the entry of or the rates charged by any commercial mobile radio service provider. Accordingly, commercial mobile radio service providers need not obtain authorization from a state (other than general corporate authorizations) or file tariffs in order to provide service in that state.<sup>1</sup>

In addition to Section 332 of the Communications Act, the Kentucky legislature enacted statutory provisions in June 2005 that expressly limited the Commission’s jurisdiction over commercial mobile radio service. Specifically, KRS § 278.54611(1) provides:

“The provision of commercial mobile radio services shall be market-based and not subject to Public Service Commission regulation. Notwithstanding any other provision of law to the contrary..., the commission shall not impose any requirement upon a commercial mobile radio services provider with respect to the following:

- (a) The availability of facilities or equipment used to provide commercial mobile radio services; or
- (b) The rates, terms, and conditions for, or entry into, the provision of commercial mobile radio service.”<sup>2</sup>

For the reasons described above, we respectfully request that the Commission remove AWOC from its list of utilities, and cancel its show cause order with respect to AWOC.

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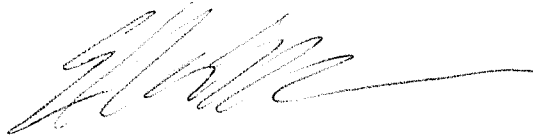
<sup>1</sup> Section 332 of the Communications Act allows states to regulate the “other terms and conditions” of commercial mobile radio service, such as service quality and other consumer protection issues.

<sup>2</sup> As defined in KRS 278.010(31), “commercial mobile radio services” has the same meaning as in 47 C.F.R. § 20.3 “and includes the term ‘wireless’ and service provided by any wireless real time two (2) way voice communication device, including radio-telephone communications used in cellular telephone service, personal communications service, and the functional or competitive equivalent of a radio-telephone communications line used in cellular telephone service, a personal communications service, or a network radio access line.”

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Thank you for your time and attention to this matter. If you have any questions or need additional information, please do not hesitate to contact us.

Very truly yours,

A handwritten signature in black ink, appearing to read "F. M. Joyce", with a long horizontal flourish extending to the right.

Frederick M. Joyce  
Ellen T. Berge