

CAPTION SHEET

MANAGEMENT SYSTEM

- 1. REPORT DATE: 00/00/00
- 2. BUREAU: SAC
- 3. SECTION(S):
- 5. APPROVED BY:
 - DIRECTOR:
 - SUPERVISOR:
- 6. PERSON IN CHARGE:
- 8. DOCKET NO: A-330013 F0002
- 4. PUBLIC MEETING DATE: 00/00/00
- 7. DATE FILED: 06/04/92
- 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: PAGING NETWORK OF PITTSBURGH, IN

COMP/APP COUNTY: CRAWFORD

UTILITY CODE: 330013

ALLEGATION OR SUBJECT

APPLICATION OF PAGING NETWORK OF PITTSBURGH, INC. FOR APPROVAL TO BEGIN TO OFFER, RENDER, FURNISH OR SUPPLY PAGING SERVICE IN CRAWFORD COUNTY.

DOCUMENT
FOLDER

DOCKETED
JUN 8 1992
LPW

ORIGINAL

LPW

REED SMITH SHAW & McCLAY

FAX 202-457-6113
TELEX NO. 64711

1200 18TH STREET, N.W.
WASHINGTON, D.C. 20036
202-457-6100

PITTSBURGH, PA
PHILADELPHIA, PA
HARRISBURG, PA
McLEAN, VA

WRITER'S DIRECT DIAL NUMBER

(202) 457-8950

June 4, 1992

DOCUMENT
FOLDER

VIA FEDERAL EXPRESS

A 330013 F0002

Mr. Jerry Rich
Secretary
Pennsylvania Public Utility Commission
North Office Building
North Street and Commonwealth Avenue
Harrisburg, PA 17120

RECEIVED
JUN 4 1992
SECRETARYS OFFICE
Public Utility Commission

Re: Certification Expansion Application of
Paging Network of Pittsburgh, Inc.

Dear Mr. Rich:

Transmitted herewith on behalf of Paging Network of Pittsburgh, Inc. ("PageNet") are an original and two (2) copies of its application to extend its authorized service area into Crawford County. Also enclosed is a check for \$350.00 in payment of the filing fee.

We have enclosed an additional "RSSM stamp-in" copy of this letter. We would appreciate you date-stamping this copy indicating receipt and returning it to us in the enclosed pre-addressed stamped envelope.

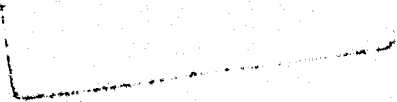
Should any questions arise in connection with this matter kindly contact the undersigned directly. Thank you for your attention to this matter.

Sincerely,

Lynn E. Shapiro

DOCKETED
JUN 8 1992
Lynn E. Shapiro

Enclosures



ORIGINAL
LPW

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

A 330013 F0002

In re:)
Application of Paging)
Network of Pittsburgh, Inc.)
for Approval to Begin to)
Offer, Render, Furnish or)
Supply Paging Service)
in Crawford County,)
Pennsylvania)
)

Application
Docket No. _____, 1992

To: Pennsylvania Public Utility Commission

APPLICATION

RECEIVED
JUN 4 1992
SECRETARYS OFFICE
Public Utility Commission

1. The name and address of the applicant is:

Paging Network of Pittsburgh, Inc.
Penn Center West #2
Suite 120
Pittsburgh, PA 15276

2. The name and address of applicant's attorneys are:

Judith St. Ledger-Roty
Lynn E. Shapiro
Reed Smith Shaw & McClay
1200 18th Street, N.W.
Washington, DC 20036
(202) 457-8950

DOCUMENT
FOLDER

3. Paging Network of Pittsburgh, Inc. ("PageNet" or "Applicant"), a Delaware Corporation, is a wholly-owned subsidiary of Paging Network, Inc. ("PageNet, Inc."). Attached as Exhibit 1 are PageNet's Articles of Incorporation.

PageNet currently holds a Certificate of Public Convenience and Necessity (A-330013 F001), and by this application seeks to expand its authorized service area in Pennsylvania.

DOCKETED
JUN 8 1992

4. Attached as Exhibit 2 is a service contour map showing PageNet's current and proposed service area.

PageNet will provide service from the facilities listed below. Attached as Exhibit 3 are copies of the Federal Communications Commission ("FCC") construction permits for these facilities.

<u>Frequency</u>	<u>Location</u>	<u>Date Filed</u>	<u>Grant Date</u>
931.2625	Sharon	10/21/91	4/1/92
931.6875	Sharon	2/22/91	9/18/91
931.2625	Utica	10/21/91	4/1/92
931.6875	Utica	2/22/91	9/18/91

5. The facilities set out in Paragraph 4 above will be used to furnish service in the proposed service area. PageNet estimates that its expansion will result in approximately 200 additional customers within one year of operation.

6. PageNet estimates that it will cost \$60,000 to construct the proposed extension. Operating costs (including rent and utilities) are estimated at \$800 monthly.

7. To demonstrate its financial qualification to build and operate the proposed extensions, the Applicant has obtained from its parent, PageNet, Inc., a commitment to provide the necessary funding. See Letter from George M. Perrin, President, PageNet, Inc., attached as Exhibit 4. PageNet, Inc. has committed to

provide funding of up to \$80,000, well in excess of the estimated project costs set out in Paragraph 7 above. Funding shall be provided by PageNet, Inc. upon receipt by PageNet of a Commission application granting the instant application.

8. PageNet will provide service in the proposed extended service area pursuant to its Radio-Telephone Tariff Pa. P.U.C. No. 1 currently on file with the Commission, a copy of which is attached as Exhibit 5.

9. PageNet will complete construction of the proposed facilities and begin offering service in the proposed service area as soon as possible after grant of this application.

10. No further developments with reference to this application are anticipated. No other proceedings concerning PageNet are pending before the Commission.

11. PageNet will comply with all existing laws with respect to its right to do business in Pennsylvania, and attached as Exhibit 6 is a copy of its stamped Application for Authority to do business in Pennsylvania.

12. Approval of this application is necessary and proper for the following reasons:

The proposed extension will allow PageNet to provide wider coverage and improve the reliability of service that it

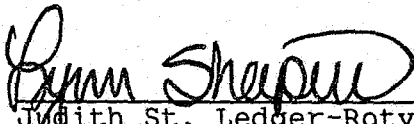
currently offers in Pennsylvania. In total, the proposed extension will increase the Applicant's service area by approximately 500 square miles.

PageNet seeks to expand and improve its Pennsylvania operations and to continue providing paging services over the widest possible service area at the lowest possible cost. Based on its belief that the public will benefit from the facilities proposed herein, PageNet respectfully requests that the Commission find that the public interest, convenience and necessity will be served by the grant of this application.

WHEREFORE, Paging Network of Pittsburgh, Inc. prays your honorable Commission to expand PageNet's authorized service area to include Crawford County.

Respectfully submitted,

PAGING NETWORK OF PITTSBURGH, INC.

By: 
Judith St. Ledger-Roty
Lynn E. Shapiro

Its Attorneys
Reed Smith Shaw & McClay
1200 18th Street, N.W.
Washington, DC 20036
(202)457-8950

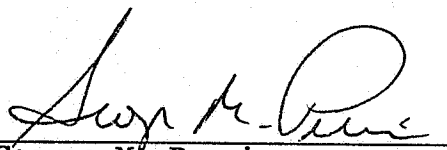
Dated: June 4, 1992

BEFORE THE
PENNSYLVANIA PUBLIC UTILITIES COMMISSION

In re: Application of Paging Network of Pittsburgh, Inc.) for Approval to Begin to Offer, Render, Furnish or Supply Paging Service in Crawford County, Pennsylvania) Application Docket No. _____, 1992
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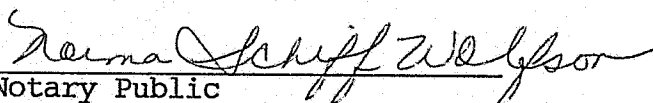
AFFIDAVIT OF GEORGE M. PERRIN

I, George M. Perrin, being duly sworn according to law, depose and say that I am President of Paging Network of Pittsburgh, Inc.; that I am authorized to and do make this affidavit for it; and that the facts set forth in the foregoing application of Paging Network of Pittsburgh, Inc. are true and correct to the best of my knowledge, information and belief; and that I expect Paging Network of Pittsburgh, Inc. to be able to prove the same at any hearing thereon.


George M. Perrin
President
Paging Network of Pittsburgh, Inc.

Sworn and subscribed before me
this 3rd day of June, 1992.

My Commission Expires 3-31-93.


Notary Public

INDEX OF EXHIBITS

	<u>EXHIBIT NO.</u>
Articles of Incorporation	1
Service Contour Map	2
Federal Communications Commission Construction Permits	3
Financial Commitment Letter	4
Radio-Telephone Tariff Pa. P.U.C. No. 1	5
Proof of Authority to do Business in Pennsylvania	6

Exhibit 1

Articles of Incorporation

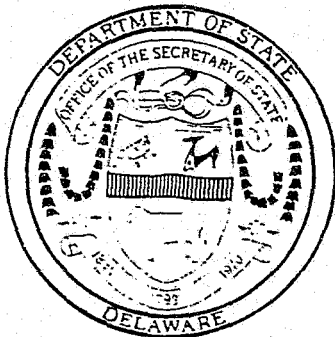
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF PAGING NETWORK OF PITTSBURGH, INC. FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 1991, AT 10 O'CLOCK A.M.

* * * * *



721042045

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *2952773

DATE: 02/11/1991

S/ 39853

CERTIFICATE OF INCORPORATION
OF
PAGING NETWORK OF PITTSBURGH, INC.

The undersigned, in order to form a corporation under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is

Paging Network of Pittsburgh, Inc.

SECOND: The registered office of the corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business to be conducted or promoted and the purposes of the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have the authority to issue is 3000 shares of Common Stock, \$.01 par value per share.

FIFTH: The name and mailing address of the incorporator is as follows:

NAME

Jane G. Hall

MAILING ADDRESS

Gaston & Snow
One Federal Street
Boston, MA 02110

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for creating, defining, limiting and regulating the powers of the corporation, the directors and the stockholders.

(a) Directors need not be stockholders of the corporation.

(b) Subject to any limitation contained in the by-laws, the board of directors may make by-laws, and from time to time may alter, amend or repeal any by-laws, but any by-laws made by the board of directors may be altered, amended or repealed by the stockholders at any meeting of stockholders by the affirmative vote of the holders of a majority of the stock present and voting at such meeting, provided notice that an amendment is to be considered and acted upon is inserted in the notice or waiver of notice of such meeting.

(c) The board of directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the corporation, to direct and determine the use and disposition thereof, to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purposes and to abolish any such reserve in the manner in which it was created.

(d) The board of directors may from time to time determine whether and to what extent and at which times and

places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the corporation except as conferred by statute or as authorized by the board of directors.

(e) No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorized the contract or other transaction, or solely because his or their votes are counted for such purpose, provided that the material facts as to such relationship or interest and as to the contract or other transaction are disclosed or are known (1) to the board of directors or the committee, and the board or committee in good faith authorizes the contract or other transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum, or (2) to the stockholders entitled to vote thereon, and the contract or other transaction is specifically approved in good faith by vote of the stockholders.

(f) Any contract, act or transaction of the corporation or of the directors may be ratified by a vote of a majority of the shares having voting power at any meeting of stockholders, or at any special meeting called for such purpose, and such ratification shall, so far as permitted by law and by this certificate of incorporation, be as valid and as binding as though ratified by every stockholder of the corporation.

(g) Any vote or votes authorizing liquidation of the corporation or proceedings for its dissolution may provide, subject to (i) any agreements among and between stockholders, (ii) the rights of creditors and (iii) rights expressly provided for particular classes or series of stocks, for the distribution pro rata among the stockholders of the corporation of the assets of the corporation, wholly or in part in kind, whether such assets be in cash or other property, and may authorize the board of directors of the corporation to determine the value of the different assets of the corporation for the purpose of such liquidation and may divide or authorize the board of directors of the corporation to divide such assets or any part thereof among the stockholders of the corporation in such manner that every stockholder will receive a proportionate amount in value (determined as aforesaid) of cash or property of the corporation upon such liquidation or dissolution even though each stockholder may not receive a strictly proportionate part of each such asset.

(h) Elections of directors need not be by ballot.

(i) The corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any repeal or modification of the foregoing provisions of this Section (i) of Article SIXTH shall not adversely affect any

right or protection of a director or officer of the corporation existing at the time of such repeal or modification.

SEVENTH: No holder of stock of the corporation shall be entitled as of right to purchase or subscribe for any part of any unissued stock of the corporation or any additional stock to be issued by reason of any increase of the authorized capital stock of the corporation, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock or such additional authorized issue of new stock, but rather such stock, bonds, certificates of indebtedness, debentures and other securities may be issued and disposed of pursuant to resolution of the board of directors to such persons, firms, corporations or associations, and upon such terms as may be deemed advisable by the board of directors in the exercise of their discretion.

EIGHTH: Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to the provisions of the Delaware General Corporation Law) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

facts stated in this Certificate of Incorporation are true,
hereunto sets her hand and seal this 8th day of February, 1991.

Jane G Hall

Jane G. Hall, Incorporator

EXHIBIT 2

Service Contour Map

OVERSIZE DOCUMENT(S)

Exhibit
ENG-MAP

DOCKETED
JUN 10 1962

EXHIBIT 3

Federal Communications Commission Construction Permits

UNITED STATES OF AMERICA
 FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

FCC FORM 463
 COMMON CARRIER
 PUBLIC LAND MOBILE SERVICE

PAGING NETWORK OF PITTSBURGH, INC.
 4965 PRESTON PARK BLVD., SUITE 500
 PLANO, TX 75093-0000

SUBJECT TO THE PROVISIONS OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED, SUBSEQUENT ACTS, TREATIES, AND ALL REGULATIONS MADE BY THIS COMMISSION, AND FURTHER SUBJECT TO THE CONDITIONS AND REQUIREMENTS SET FORTH IN THIS AUTHORIZATION, INCLUDING THOSE ON THE REVERSE SIDE, THE GRANTEE HEREOF IS PERMITTED, WITHIN THE TIME PERIOD SHOWN, TO CONSTRUCT A RADIO TRANSMITTING STATION FOR OPERATION AS HEREINAFTER DESCRIBED. THE GRANTEE IS ALSO REQUIRED, NO LATER THAN THE DATE OF REQUIRED COMPLETION OF CONSTRUCTION, TO FILE A NOTIFICATION OF STATUS OF FACILITIES ON FCC 489 AND RETAIN A COPY THEREOF.

FILE NO: 20372-CD - P/ML-01-92
 CALL SIGN: ~~W20372~~ **W20372**

PAGE 001
 GRANTED BY: 061

CONSTRUCTION PERIOD
 EARLIEST DATE OF COMMENCEMENT: MAR. 27, 1992
 DATE OF REQUIRED COMPLETION: MAR. 27, 1993

CONTROL POINT NO. 10: 17 W. 110 22ND STREET SUITE 715 OAKBROOK TERRACE ILLINOIS

LOCATION NO. 02: LATITUDE: 41 14 17 N LONGITUDE: 080 25 50 W
 US HWY 62, 0.1 MILES E OF KEEL RIDGE ROAD
 CITY: STATE: PENNSYLVANIA
 COUNTY: MERCER

OBSTRUCTION MARKINGS MUST CONFORM WITH THE FOLLOWING PARAGRAPHS ON FCC FORM 715: 1.3, 11, 21

XMTN NO.	STATION CLASS	FREQUENCY MHZ	EMISSION*	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	ERP WATTS
01	BASE			01	KATH 740-189	OMNI	00310	0999

* THE FACILITIES AUTHORIZED HEREIN ARE AUTOMATICALLY AUTHORIZED THE FOLLOWING EMISSION DESIGNATORS: 1SK0F2D, 16K0F3E, 16K0F3C, 16K0F1D, 16K0F1E. USE OF ANY OTHER EMISSIONS WILL BE SPECIFIED ABOVE.

DATE OF PRINT: MAR. 27, 1992
 END OF AUTHORIZATION

KEED SMITH SHAW & MCCLAY
REGISTERED
 APR 15 1992
 WASHINGTON, D.C.



UNITED STATES OF AMERICA
 FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

FCC FORM 463

PAGING NETWORK OF PITTSBURGH, INC.
 4965 PRESTON PARK BLVD., SUITE 500
 PLANO, TX 75093-0000

COMMON CARRIER
 PUBLIC LAND MOBILE SERVICE

SUBJECT TO THE PROVISIONS OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED, SUBSEQUENT ACTS, TREATIES, AND ALL REGULATIONS MADE BY THIS COMMISSION, AND FURTHER SUBJECT TO THE CONDITIONS AND REQUIREMENTS SET FORTH IN THIS AUTHORIZATION, INCLUDING THOSE ON THE REVERSE SIDE, THE GRANTEE HEREOF IS PERMITTED, WITHIN THE TIME PERIOD SHOWN, TO CONSTRUCT A RADIO TRANSMITTING STATION FOR OPERATION AS HEREINAFTER DESCRIBED. THE GRANTEE IS ALSO REQUIRED, NO LATER THAN THE DATE OF REQUIRED COMPLETION OF CONSTRUCTION, TO FILE A NOTIFICATION OF STATUS OF FACILITIES ON FCC 489 AND RETAIN A COPY THEREOF.

FILE NO: 20373-CD-P/ML-01-92
 CALL SIGN: [REDACTED]
 GRANTED BY: 061
 PAGE 001

CONSTRUCTION PERIOD
 EARLIEST DATE OF COMMENCEMENT: MAR. 27, 1992
 DATE OF REQUIRED COMPLETION: MAR. 27, 1993

CONTROL POINT NO. 16: 17 W. 110 22ND ST., SUITE 715 OAKBROOK TERRACE ILLINOIS

LOCATION NO. 10: LATITUDE: 41 26 16 N LONGITUDE: 079 55 29 W
 OFF BUTTERMILK HILL ROAD COUNTY: VENANGO STATE: PENNSYLVANIA
 CITY: [REDACTED]

OBSTRUCTION MARKINGS MUST CONFORM WITH THE FOLLOWING PARAGRAPHS ON FCC FORM 715: 1, 3, 4, 13, 21

KMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION*	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	ERP WAITS
01	BASE	[REDACTED]	[REDACTED]	01	KATH 740-189	OMNI	00433	0907

* THE FACILITIES AUTHORIZED HEREIN ARE AUTOMATICALLY AUTHORIZED THE FOLLOWING EMISSION DESIGNATORS: 15KOF2D, 16KOF3E, 16KOF3C, 16KOF1D, 16KOF1E. USE OF ANY OTHER EMISSIONS WILL BE SPECIFIED ABOVE.

DATE OF PRINT: MAR. 27, 1992 END OF AUTHORIZATION



UNITED STATES OF AMERICA
 FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

FCC FORM 483

COMMON CARRIER
 PUBLIC LAND MOBILE SERVICE

PAGING NETWORK OF PITTSBURGH, INC.
 4965 PRESTON PARK BLVD., SUITE 500
 PLANO, TX 75093-0000
 WASHINGTON, D.C.

REC'D SEP 27 1991
 REGISTERED

SUBJECT TO THE PROVISIONS OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED, SUBSEQUENT ACTS, TREATIES, AND ALL REGULATIONS MADE BY THIS COMMISSION, AND FURTHER SUBJECT TO THE CONDITIONS AND REQUIREMENTS SET FORTH IN THIS AUTHORIZATION, INCLUDING THOSE ON THE REVERSE SIDE, THE GRANTEE HEREOF IS PERMITTED, WITHIN THE TIME PERIOD SHOWN, TO CONSTRUCT A RADIO TRANSMITTING STATION FOR OPERATION AS HEREINAFTER DESCRIBED. THE GRANTEE IS ALSO REQUIRED, NO LATER THAN THE DATE OF REQUIRED COMPLETION OF CONSTRUCTION, TO FILE A NOTIFICATION OF STATUS OF FACILITIES ON FCC 489 AND RETAIN A COPY THEREOF.

FILE NO: 23481-CD- P/L-01-91
 CALL SIGN: KNKQ290

PAGE 001
 GRANTED BY: 061

CONSTRUCTION PERIOD
 EARLIEST DATE OF COMMENCEMENT: SEP. 12, 1991
 DATE OF REQUIRED COMPLETION: SEP. 12, 1992

CONTROL POINT NO. 02: 17 W. 110 22ND ST., SUITE 715 OAKBROOK TERRACE ILLINOIS

LOCATION NO. 02: LATITUDE: 41 14 17 N LONGITUDE: 080 25 50 W
 US HWY 62, 1 MILE EAST OF KEEL RIDGE R
 CITY: SHARON COUNTY: MERCER STATE: PENNSYLVANIA

OBSTRUCTION MARKINGS MUST CONFORM WITH THE FOLLOWING PARAGRAPHS ON FCC FORM 715: 4,3,11,21

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION*	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	ERP WATTS
01	BASE	931.68750		01	KATH 740-189	OMNI	00310	0999

* THE FACILITIES AUTHORIZED HEREIN ARE AUTOMATICALLY AUTHORIZED THE FOLLOWING EMISSION DESIGNATORS: 15K0F2D, 16K0F3E, 16K0F3C, 16K0F1D, 16K0F1E. USE OF ANY OTHER EMISSIONS WILL BE SPECIFIED ABOVE.

DATE OF PRINT: SEP. 12, 1991 END OF AUTHORIZATION

FEDERAL COMMUNICATIONS COMMISSION



UNITED STATES OF AMERICA
 FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION
 FCC FORM 463

COMMON CARRIER
 PUBLIC LAND MOBILE SERVICE

PAGING NETWORK OF PITTSBURGH, INC.
 4965 PRESTON PARK BLVD., SUITE
 PLAND TX 75093-0000

REC'D, SMITH SMITH & WARDLAW
SEP 26 1991
RESERVED

SUBJECT TO THE PROVISIONS OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED, SUBSEQUENT ACTS, TREATIES, AND ALL REGULATIONS MADE BY THIS COMMISSION, AND FURTHER SUBJECT TO THE CONDITIONS AND REQUIREMENTS SET FORTH IN THIS AUTHORIZATION, INCLUDING THOSE ON THE REVERSE SIDE, THE GRANTEE HEREOF IS PERMITTED, WITHIN THE TIME PERIOD SHOWN, TO CONSTRUCT A RADIO TRANSMITTING STATION FOR OPERATION AS HEREINAFTER DESCRIBED. THE GRANTEE IS ALSO REQUIRED, NO LATER THAN THE DATE OF REQUIRED COMPLETION OF CONSTRUCTION, TO FILE A NOTIFICATION OF STATUS OF FACILITIES ON FCC 489 AND RETAIN A COPY THEREOF.

FILE NO: 23476-CD- P/L-01-91
 CALL SIGN: KMK0290
 GRANTED BY: 061
 PAGE 001

CONSTRUCTION PERIOD
 EARLIEST DATE OF COMMENCEMENT: SEP. 12, 1991
 DATE OF REQUIRED COMPLETION: SEP. 12, 1992

CONTROL POINT NO. 06: 17 W. 110 22ND ST., SUITE 715 OAKBROOK TERRACE ILLINOIS

LOCATION NO. 10: LATITUDE: 41 26 16 N LONGITUDE: 079 55 29 W
 OFF BUTTERMILK HILL ROAD COUNTY: VENANGO STATE: PENNSYLVANIA
 CITY: UTICA

OBSTRUCTION MARKINGS MUST CONFORM WITH THE FOLLOWING PARAGRAPHS ON FCC FORM 715: 1,3,4,13,21

XMR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION*	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	ERP WATTS
01	BASE	931.68750		01	KATH 740-189	OMNI	00433	0907

* THE FACILITIES AUTHORIZED HEREIN ARE AUTOMATICALLY AUTHORIZED THE FOLLOWING EMISSION DESIGNATORS: 15K0F2D, 16K0F3E, 16K0F3C, 16K0F1D, 16K0F1E. USE OF ANY OTHER EMISSIONS WILL BE SPECIFIED ABOVE.

DATE OF PRINT: SEP. 12, 1991
 END OF AUTHORIZATION

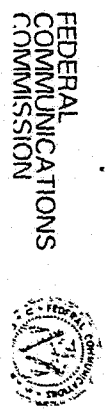


EXHIBIT 4

Financial Commitment Letter of Paging Network, Inc.

PAGENET

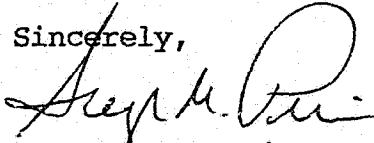
PAGING NETWORK, INC.

June 3, 1992

To Whom It May Concern:

Paging Network, Inc. shall provide funding to Paging Network of Pittsburgh, Inc. ("PageNet of Pittsburgh") for the purpose of constructing and operating an extension to its current paging system into Crawford County, Pennsylvania. The Commitment for funding shall be for an amount not more than \$80,000, and for a time period of two years commencing upon the receipt by PageNet of Pittsburgh of all necessary licenses and regulatory certificates for the proposed extension.

Sincerely,



George M. Perrin
President
Paging Network, Inc.

EXHIBIT 5

Radio-Telephone Tariff Pa. P.U.C. No. 1

Folder A330013

Tariff Radio-Telephone
Pa. P.U.C. No. 1

PAGING NETWORK OF PITTSBURGH, INC.
PUBLIC LAND MOBILE RADIO
COMMON CARRIER SERVICE

REGULATIONS AND SCHEDULE OF CHARGES APPLYING TO
ONE-WAY PUBLIC LAND MOBILE RADIO COMMON CARRIER
SERVICE FROM LAND STATIONS TO RECEIVERS WITHIN
THE PENNSYLVANIA SERVICE AREAS OF PAGING
STATIONS IN OR NEAR PITTSBURGH, PENNSYLVANIA.

By: George M. Perrin, President
Paging Network of Pittsburgh, Inc.
4965 Preston Park Boulevard
Suite 500
Plano, Texas 75075

Issued: September 20, 1991

Effective: November 19, 1991

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CONCURRING, CONNECTING OR OTHER PARTICIPATING CARRIERS

There are no concurring, connecting or participating carriers, except to the extent that the facilities of The Bell Telephone Company of Pennsylvania are made available for interconnection with the Carrier's facilities.

EXPLANATION OF SYMBOLS, REFERENCE MARKS AND ABBREVIATIONS
OF TECHNICAL TERMS USED IN THIS TARIFF

The following symbols shall be used in this tariff for the purposes indicated below.

- (I) to signify Increase
- (D) to signify Decrease
- (C) to signify Change

A. APPLICATION OF TARIFF

This tariff applies to Domestic Public Land Mobile Radio Service (one-way communications) furnished by Paging Network of Pittsburgh, Inc. (herein referred to as "Carrier") from its land radio-telephone station(s) located in or near Allegheny, Armstrong, Beaver, Butler, Cambria, Clarion, Fayette, Greene, Indiana, Jefferson, Lawrence, Mercer, Somerset, Venango, Washington and Westmoreland counties to portable receivers within the service area thereof.

B. REGULATIONS

1. Definitions

Domestic Public Land Mobile Radio Service. A public communication service for hire for the transmission of signals from base radio stations to portable receivers, which includes the following types of one-way communications: tone only, tone and voice, digital display and alphanumeric display.

Call. One-way communication from a base station or from a landline telephone station through a base station to a portable receiver which will activate such receiver, producing an alert signal. A call may include a digital display message, an alphanumeric display message, or a voice message.

Tone-Only One-Way Communication. One-way communication from a base station or from a landline telephone station through a base station to a portable receiver which will activate such receiver, producing an alert signal.

Digital Display One-Way Communication. One-way communication from a base station or from a land line telephone station through a base station to a portable receiver which will activate such receiver producing an alert signal followed by a numeric display message.

Alphanumeric Display One-Way Communication. One-way communication from a base station or from a landline telephone station through a base station to a portable receiver which will activate such receiver producing an alert signal followed by an alphanumeric display message. The alphanumeric message may consist of letters, numbers, punctuation or spaces, or a combination thereof, not exceeding 80 characters in length.

B. REGULATIONS (continued)1. Definitions (continued)

Receiving Unit. A portable receiver capable of delivering alert signals and producing digital or alphanumeric displays or voice messages.

2. Availability of Service

Service is available to any person who wishes to become a subscriber. The service is available to persons within range of the central land stations located in or near Pittsburgh, Pennsylvania, through which such service is furnished and subject to transmission, atmospheric, terrain, propagation, and other like limitations.

3. Provision of Equipment

Subscribers have the option of providing their own equipment compatible with the Carrier's service. When the portable receiver is provided by the subscriber, it must be compatible with the proper operation of the service and is subject to approval by Carrier. Carrier assumes no liability if subscriber's portable receiver is rendered obsolete by changes to Carrier's operating system. Equipment rates, rentals, maintenance, installation, special options or removal costs are not subject under the carrier's tariff to Pennsylvania Public Utility Commission rate regulation.

4. Undertaking of Carrier

The obligation of Carrier to furnish service is dependent upon its ability to secure and retain suitable facilities and rights for maintenance of the necessary circuits and the construction of the necessary equipment.

5. Obligation of Subscriber

The subscriber will assume responsibility for the loss of, or damage to, portable receivers owned by Carrier by fire, theft, collision and similar causes, as well as for loss or damage caused by the deliberate action or negligence of the subscriber.

B. REGULATIONS (continued)6. Liability of Carrier

- a. Because of unavailability of errors incident to the service, and to the use of the facilities furnished by Carrier, the services and facilities furnished by Carrier are subject to the terms, conditions and limitations herein specified.
- b. In the event of an interruption to the service, which is not due to the negligence or willful act of the subscriber, there will be allowed after due notice by the customer a pro rata adjustment of the monthly charges involved, for the service rendered useless and inoperative by reason of the interruption, during the time said interruption continues in excess of twenty-four hours from the time it is reported to Carrier, or detected by it.
 - (1) In computing the amount of the pro rata adjustment, the following formula shall be used. The adjustment shall be a fraction of the minimum monthly charge for service. The numerator of the fraction shall be the total number of hours of the interruption to the service in excess of 24 hours from the time the interruption is reported to Carrier or detected by it. A period of time less than 30 minutes shall be disregarded and a period of time of 30 minutes or more shall be considered an additional hour. The denominator of the fraction shall be 720 hours.
- c. The liability of Carrier for damages arising out of delays in installation or restoration of service and/or facilities or out of mistakes, omissions, interruptions, or errors or defects in transmission occurring in the course of providing service and/or facilities shall in no event exceed the allowance, if any, available under 6.b preceding. There shall be no liability of Carrier for damages arising out of the fault of facilities or equipment furnished by other than the Carrier. Carrier shall in no event be liable for interruption or delays in transmission, or errors or defects in transmission, or failure to transmit when caused by acts of God, flood, fire, war, riots, acts of Government, or other causes beyond its control, whether similar to the foregoing or not.

B. REGULATIONS (continued)

6. Liability of Carrier (continued)

- d. Carrier is not liable for damage for any accident or injury occasioned by a portable receiver or by supplementary apparatus provided in connection therewith when such accident or injury is not due to the negligence of Carrier.

B. REGULATIONS (continued)

7. Deposits

- a. Carrier may, in order to safeguard its interests, require a deposit. In no event will deposits be required in excess of the estimated gross bill for any single billing period plus one month (the maximum period not to exceed four months), with a minimum of \$5.00.
- b. Deposits shall be returned to a depositor when he shall have paid undisputed bills for service over a period of twelve consecutive months; and any depositor having secured the return of a deposit shall not be required to make a new deposit unless the service has been discontinued or the subscriber's credit standing impaired, in the Carrier's opinion, through a failure to comply with tariff provisions.
- c. The payment of any undisputed bill shall be payment of the bill with or without discount or penalty within thirty days following the period for which the bill was rendered or payment within thirty days following presentation of the bill, or the payment of any contested bill, payment of which is withheld beyond the period herein mentioned and the dispute is terminated substantially in favor of the subscriber and payment made by the subscriber within ten days thereafter.
- d. Interest shall be paid on deposits at the rate of nine percent per annum without deduction for any taxes thereon. Interest is payable at the termination of the deposit.

8. Initial Contract Period and Termination by Subscriber

- a. Contract Periods - The initial contract period for service and facilities is one month.

B. REGULATIONS (continued)

8. Initial Contract Period and Termination by Subscriber
(continued)

b. Termination by Subscriber - Service or facilities may be terminated by the subscriber at any time, subject to payment of full charges for that period service is rendered, except that, if termination occurs within the initial contract period, charges apply for the full initial contract period.

9. Denial of Service

In the event of abandonment of the equipment provided by Carrier, the nonpayment of any sum due, or of any violation of the Communications Act of 1934, as amended, or of the rules and regulations of the Federal Communications Commission and the Pennsylvania Public Utility Commission, Carrier may either temporarily deny service or may terminate the Contract.

10. Payment of Bills

a. Monthly recurring charges for service are billed monthly in advance and are payable when the service has been rendered.

b. A late payment penalty of one and one quarter percent (1 1/4%) a month (simple interest) on the unpaid balance of any bill not paid within thirty (30) days after the bill is rendered may be imposed. If a bill is paid by mail, the date of the postmark will be considered the date of payment.

B. REGULATIONS (continued)

11. Priorities for Service to Subscriber

Subscriptions to one-way communications service to portable receivers shall be afforded by customer categories in the following order of precedence:

a. Category 1 - Public Safety and Health

Official federal, state, country and municipal government agencies protecting the public safety and health; private organizations and persons engaged primarily in protecting the public safety and health, such as physicians, hospitals, ambulance services, volunteer fire departments, American Red Cross, licensed protective patrols and armored cars and similar agencies.

b. Category 2 - Public Service

Contract carriers, common carriers, and public utilities (exclusive of taxicab and livery service), for communications other than correspondence of the general public.

c. Category 3 - Quasi Public Service

Emergency repair organizations, not included in Category 1, protecting health and property, press associations, newspapers and broadcasting stations.

d. Category 4 - Physically Handicapped

Persons who, because of physical handicaps, operate specifically-equipped vehicles and are unable to leave such vehicles without assistance.

B. REGULATIONS (continued)

11. Priorities for Service to Subscriber (continued)

e. Category 5 - Industrial

Gas or oil producing or drilling operators; producers and distributors of fuel and lumber and other construction materials and equipment; food processing, distribution and storage organizations, producers of substantial quantities of food, business concerns engaged in construction of housing and industrial or public works, taxicabs and livery service.

f. Category 6 - Traveling Public

Trains and watercraft where service is made available to passengers.

g. Category 7 - All Others

After initial establishment of service in accordance with the foregoing table of priorities, when the facilities of Carrier are insufficient to furnish service to all who desire radio dispatch service to mobile receivers, new or additional mobile receivers shall be ranked within the categories noted above in order to date of filing of applications for service and service shall be afforded such applicants as facilities become available in descending order of precedence.

C. MOBILE SERVICE AREA

The mobile service area of this Domestic Public Land Mobile Radio (one-way) Service is the Carrier's entire authorized service territory in Pennsylvania.

D. RATES

The monthly service rate per receiving unit set forth in Sections D.1-D.4 includes one address or telephone number. Charges for additional addresses are set forth below in Section D.5. All subscribers shall have the option to choose among the following rate schedules for service:

1. Tone-Only Service

<u>Number of Units</u>	<u>Rate per Month per Unit</u>
1 - 3	\$6.50
4 - 9	5.75
10 - 49	5.00
50 - 99	4.50
100 - 249	4.00
250+	3.00

2. Digital Display Service

<u>Number of Units</u>	<u>Rate per Month per Unit</u>
1 - 3	\$9.00
4 - 9	8.00
10 - 49	7.00
50 - 99	6.00
100 - 249	5.00
250+	4.00

3. Alphanumeric Display Service

<u>Number of Units</u>	<u>Base Rate per Month per Unit</u>
1 - 3	\$10.00
4 - 9	9.50
10 - 49	9.00
50 - 99	8.50
100 - 249	8.00
250+	7.50

The base rates for alphanumeric display service include the first 50 calls per month. Calls in excess shall be charged at \$0.20 per call.

D. RATES (continued)

4. Programmable Number Feature

With portable receivers that are capable of being programmed to receive calls made to more than one telephone number, the charge for additional numbers is \$1.00 per month per additional number.

5. Group Call Feature

This service provides signalling to two or more pagers with the same paging address in order that each of the pagers can be called with one number. A monthly charge of \$1.00 per pager applies.

6. Multiple Portable Receivers or Features

All monthly rates apply to each portable receiver to which Carrier provides mobile radio telephone service.

7. Flexible Rate

This rate is available when Carrier determines that a customer has the opportunity to receive service from a competitor at a rate less than the rate stated elsewhere in Carrier's tariff Section D and will subscribe to the competitor's service in lieu of Carrier's service. The rate for service will not be more than the rate in Carrier's tariff Section D nor less than the cost of providing service to the customer.

D. RATES (continued)

8. Other Charges

The charges specified in Part D of this tariff relate only to the radio link of the service provided. Charges for local wireline telephone service, toll wireline telephone service, wireline teletypewriter service, and the lease of wireline facilities incurred in connection with Domestic Public Land Mobile Radio Service will be paid by the subscriber and are not included in the schedule of charges in Part D.

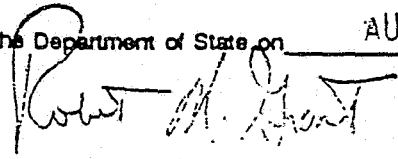
EXHIBIT 6

Proof of Authority To Do Business In Pennsylvania

Microfilm Number _____

Filed with the Department of State on AUG 26 1991

Entity Number 2046508


Deputy Secretary of the Commonwealth

APPLICATION FOR CERTIFICATE OF AUTHORITY

DSCB:16-4124 (Rev 89)

Indicate type of corporation (check one):

- Foreign Business Corporation
- Foreign Nonprofit Corporation (15 Pa. C.S. § 6124)
- Foreign Professional Corporation

1. The name of the corporation is: Paging Network of Pittsburgh, Inc.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

3. (Complete only when the corporation name is not available for use in Pennsylvania):

Limited Certificate of Authority only:

This is a Limited Certificate of Authority for the sole purpose of qualifying to register the fictitious name of:

This corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution by the board of directors under 15 Pa. C.S. § 4123(b)(1). (See attached fictitious name form DSCB:54-311).

4. The address of this corporation's initial (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

(a) c/o C T CORPORATION SYSTEM, 1635 Market Street, Philadelphia, Pa 19103 Philadelphia

Number and Street	City	State	Zip	County
c/o C T CORPORATION SYSTEM, 1635 Market Street	Philadelphia	Pa	19103	Philadelphia

(b) _____
Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

5. ~~The corporation is incorporated for a purpose (not) involving pecuniary profit, incidental or otherwise to its shareholders.~~
(Strike out if not applicable):

6. The name of the jurisdiction under the laws of which the corporation is incorporated is:

Delaware

7. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

1209 Orange Street, Wilmington, Delaware 19908

IN TESTIMONY WHEREOF, the undersigned corporation has caused this application to be signed by a duly authorized officer this 23rd day of August, 1991.

Paging Network of Pittsburgh, Inc.

(Name of Corporation)

BY: *Roger D. Feldman*

(Signature)

TITLE: Roger D. Feldman, Secretary

LOCKETING STATEMENT (OSCB:15-1344)
DEPARTMENTS OF STATE AND REVENUE

FILING FEE: NONE

BUREAU USE ONLY:

Dept. of State Entity Number _____

Revenue Box Number _____

Filing Period _____ Date 3 4 5 _____

SIC _____ Report Code _____

This form (file in triplicate) and all accompanying documents shall be mailed to:
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120-0029

Check proper box

Business-stock Business-nonstock Business-Management Professional
 Business-statutory close Business-cooperative Nonprofit-stock Nonprofit-nonstock
 Foreign Foreign-nonprofit-stock Motor Vehicle for Hire
 Foreign-Limited Certificate of Authority to D/B/A _____

Corporation registering as a result of (check box):

Incorporation (PA) Domestication Consolidation
 Authorization of a foreign corporation Division Summary of Record

1. Name of corporation Paging Network of Pittsburgh, Inc.

2. Location of (a) initial registered office in PA or (b) the name and county of the commercial registered office provider:
 (a) Geo C T CORPORATION SYSTEM, 1635 Market St. Philadelphia, Pennsylvania 19103 Philadelphia
 Number and Street/RD number and Box City State Zip code County

(b) _____
 Name of commercial registered office provider County

(c) Delaware
 State or Country of Incorporation

3. Specified effective date, if applicable: upon qualification

4. Describe principal PA activity to be engaged in, within one year of this application date: Radio common carrier in the business of selling and servicing pagers.

5. Names, residences and social security numbers of the chief executive officer, secretary and treasurer:

Name	Address	Title	Social Security #
George M. Perrin	6908 Hunters Glen Rd., Dallas, TX 75205	CEO	[REDACTED]
Terry L. Scott	4201 Polstar Dr., Plano, TX 75205	Treasurer	[REDACTED]
Roger D. Feldman	16 Stony Brook Rd., Weston, MA 02193	Secretary	[REDACTED]

If professional corporation, include officer's professional license numbers with the respective Pennsylvania Professional Board.



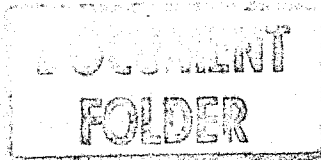
COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG, Pa. 17120

June 8, 1992

IN REPLY PLEASE REFER TO OUR FILE *AMH*

A-330013 F0002

Lynn E. Shapiro, Esquire
Reed Smith Shaw & McClay
1200 18th Street, N.W.
Washington, DC 20036



Application of Paging Network of Pittsburgh, Inc. for approval to begin to offer, render, furnish or supply paging service in Crawford County.

Dear Ms. Shapiro:

Receipt is acknowledged of the application of Paging Network of Pittsburgh, Inc. which has been captioned and docketed to the above number.

The application will be published in the Pennsylvania Bulletin.

The matter will receive the attention of the Commission, and you will be advised of any further necessary procedure.

Very truly yours,

Janet Patrick (LPW)
Janet Patrick, Supervisor
Document Filing Section

JEP:lpw

DOCKETED
JUN 8 1992

PENNSYLVANIA PUBLIC UTILITY COMMISSION

AMH

NOTICE TO BE PUBLISHED

Notice is hereby given that an application has been made to the Pennsylvania Public Utility Commission, under the provisions of the Public Utility Code, by Paging Network of Pittsburgh, Inc. for approval to begin to offer, render, furnish or supply paging service in Crawford County. A-330013 F0002

Notice is hereby also given that this application may be considered by the Commission without a hearing. Protests or petitions to intervene may, however, be filed with the Public Utility Commission, Harrisburg, with copy served upon applicant on or before July 13, 1992, pursuant to Title 52 of the Pennsylvania Code.

PAGING NETWORK OF PITTSBURGH, INC.

Counsel for applicant:

Lynn E. Shapiro, Esquire
Reed Smith Shaw & McClay
1200 18th Street, N.W.
Washington, DC 20036

DOCUMENT
FOLDER

DOCKETED
JUN 8 1992

PENNSYLVANIA PUBLIC UTILITY COMMISSION



RECEIPT

The addressee named hereunder has paid Pennsylvania Public Utility Commission for the following bill, subject to final collection of check or money order tendered for such payment.

**LYNN E SHAPIRO
REED SMITH SHAW & MCCLAY
1200 - 18TH STREET NW
WASHINGTON DC 20036**

Date June 18, 1992

CR 147565 A

**DOCUMENT
FOLDER**

**RECEIVED
JUN 19 1992**

In re application of Paging Network of Pittsburgh Inc
A-330013F0002.....\$350.00

SECRETARY'S BUREAU
Information Control Division

**DOCKETED
JUN 19 1992**

Revenue account 001780-017601-102 (ck)

ck 10497 Checks \$350.00 Currency _____

Utility account 50:24

C. Joseph Weisinger
For Department of Revenue