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September 13, 2002

VIA FEDERAL EXPRESS

Audrey P. Rasmussen
(202) 973-1210
arasmussen@hallestill.com

Mr. Gary E. Vigorito
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, OH 43215-3793

Attention: Docketing Division

02-2389-CT-ZCO


Re: Public Competitive Telecommunications Service
Provider, 563 Registration Form for WebLink
Wireless, Inc. for Change in Ownership

Dear Mr. Vigorito:

Transmitted herewith, on behalf of WebLink Wireless, Inc., is an original and nine (9) copies of a notification of change of ownership of WebLink Wireless, Inc. Also, enclosed is a file copy to be date stamped and a self-addressed stamped envelope to be returned to this office.

If there are any questions, please communicate with this office.

Very truly yours,


Audrey P. Rasmussen

APR:gln
Enclosures

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PUBLIC UTILITIES COMMISSION OF OHIO

RECEIVED-DOCKETING DIV

PUBLIC COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDER

563 REGISTRATION FORM

ISSUED: December 21, 1995

2002 SEP 16 AM 11:07

In the Matter of the Application of

CHANGE OF OWNERSHIP

Case No

02-2389-CT-ZCO

PUCO

Name of Registrant WEBLINK WIRELESS, INC.Registrant's Address 3333 Lee Parkway, 12th Floor, Dallas, TX 75219Contact Person Audrey P. Rasmussen (Phone (202) 973-1210)Date September 13, 2002 TRF Docket No. --CT-TRF

I. Indicate the reason for submitting this form (check only one) (NOTES: 1. If a waiver is filed in conjunction with an automatic case, see I.D.2.b. of the 563 guidelines for the applicable automatic time frame; and 2. The number of copies noted below must be accompanied by an original filing. Facsimiles are not acceptable.):

- ☐ 1. (ABN) Withdrawal or Abandonment of all Services (14-day notice, 13 copies)
- ☐ 2. (ACE) New Operating Authority (30-day approval, 10 copies)
 - ☐ IXC ☐ AOS ☐ CAP ☐ Cellular ☐ Paging
 - ☐ Other _____
- ☐ 3. (AMT) Merger (14-day notice, 13 copies)
- ☐ 4. (ATR) Transfer or Transaction Affecting Operating Authority (14-day notice, 7 copies)
- ☐ 5. (ARJ) All Other Requests for Relief from Jurisdiction (NOT automatic, 10 copies)
- ☐ 6. (MTW) "Me Too" Waiver (30-day approval, 10 copies)
- ☐ 7. (RRJ) Interexchange Switchless Rebiller Request for Relief from Jurisdiction (30-day approval, 10 copies)
- ☐ 8. (WVR) Request for Waiver from Portion(s) of 563 pursuant to I.D.3. of the 563 guidelines. (NOT automatic, 10 copies)
- ☐ 9. (ZAC) Contract (0-day notice, 10 copies)
- ☐ 10. (ZCN) Change of Name (0-day notice, 10 copies)
- ☒ 11. (ZCO) Change in Ownership (0-day notice, 10 copies)
- ☐ 12. (ZTA) Introduction of new tariffed service(s), textual revision, correction of error, addition of service area(s), etc. (0-day notice, 10 copies)
- ☐ 13. (UNC) Unclassified (explain) _____ (NOT automatic, 10 copies)
- ☐ 14. Other (explain) _____ (NOT automatic, 10 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 15. Introduction or Extension of Promotional Offering
- ☐ 16. New Price List Rate for Existing Service.
- ☐ 17. Designation of Registrant's Process Agent(s)

II. Indicate which of the following exhibits have been filed. The numbers (corresponding to the list above) indicate, at a minimum, the types of cases in which the exhibit is required:

- ☐ A copy of registrant's proposed informational tariff. (2)
- ☐ Statement affirming that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio. (2)
- ☐ List of names, addresses, and phone numbers of officers and directors, or partners. (2-4)
- ☐ Brief description of service(s) proposed, as well as the targeted market(s). (2)
- ☐ Copy of tariff sheet(s) & price list(s) superseded, marked as Exhibit A. (1,3-4,6, 8,10,12-16)

- ☐ Copy of revised tariff sheets & price lists, marked as Exhibit B. (1,3-4,6,8,10,12-16)
- ☐ If increase to residential MTS, DA, or traditional operator surcharges, specify which notice procedure will be utilized: _____ real time; or _____ annual. (12, 16)
- ☐ Copy of real time notice which has been provided to customers. (1,3,10-12,16)
- ☐ Copy of annual notice which will be sent to customers is: _____ included with this filing; or will be filed with the Commission _____ (month) _____ (year). (16)
- ☐ Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is business _____, residence _____, or both _____ as well as whether it is a switched _____ or dedicated _____ service. Include this information in either the cover letter or label as "Exhibit C". (3,6,8,12-15)
- ☐ Delineation of any deaveraged message toll service, if applicable. (6, 12-16)
- ☒ Statement explaining rationale for proposal. (1,3-5,10-11)
- ☐ List of Ohio counties specifically involved or affected (1-6,8,10,16)
- ☐ Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). (2-4,7,10) (In transfer of certificate cases, the transferee's good standing must be established).
- ☐ Justification for waiver of specific element(s) of 563. (6,8)
- ☐ Responses to questions contained in Appendix A, Attachment 4 to the 563 guidelines (7)
- ☒ For radio common carriers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and/or 489 which the applicant has filed with the Federal Communications Commission. (2-4)
- ☐ Other information requested by the Commission staff.

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

Mandatory requirements for all CTS providers:

- ☒ Sales tax
- ☒ Deposits

Service requirements for CTS providers of certain services (check all applicable):

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service
- ☐ Emergency Services Calling Plan
- ☐ Alternative Operator Service (AOS) requirements
- ☐ Limitation of Liability
- ☐ Termination Liability Language

IV. List names, titles, and addresses of those persons authorized to make and/or verify filings at the Commission on behalf of the registrant:

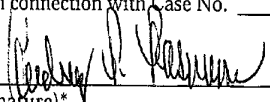
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N. Ross Buckenham, CEO/WebLink Wireless, Inc./3333 Lee Pkwy, 12th FL., Dallas, TX
 Jennifer Gaines, Esq./Counsel/WebLink Wireless, Inc./3333 Lee Pkwy, 12th FL.,
 Audrey P. Rasmussen, Esq./Hall, Estill et al. _____ Dallas, TX 75219
 1120 20th St., NW, Ste 700 N, Washington, D.C. 20036

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

VERIFICATION

I, Name/Title Audrey P. Rasmussen/Atty verify that I have utilized, verbatim, the Commission's 563 Registration Form issued December 21, 1995 and that all of the information submitted here, and all additional information submitted in connection with Case No. ____-____-CT-____ is true and correct to the best of my knowledge.


(Signature)*

(Date)

* A verification is required for every filing. It may be signed by counsel or a process agent designated by the Registrant, except that initial certification cases (ACE) must be signed by an officer of the registering entity.

Send your completed Registration Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

STATEMENT OF EXPLANATION

I. Overview

The instant filing notifies the Public Utilities Commission of Ohio ("PUCO") of a change in ownership of WebLink, Inc., ("WebLink" or the "Company") which is registered as a Commercial Mobile Radio Service ("CMRS") provider in the State of Ohio. WebLink is the parent company of Federal Communications Commission ("FCC") Licensees PageMart II, Inc. ("PageMart II"), and PageMart PCS, Inc. ("PageMart PCS" and together with PageMart II, the "FCC Licensees"). WebLink and the FCC Licensees (together, the "Parties") have been reorganized into post-bankruptcy entities, effective September 9, 2002.^{1/}

The FCC has approved the assignment of the FCC Licensees to post-bankruptcy entities by action on September 6, 2002 under FCC File No. 0000966620 (assignment from PageMart II, Inc., Debtor-in-Possession, to PageMart II, Inc.) and FCC File No. 0000966726 (assignment from PageMart PCS, Inc., Debtor-in-Possession, to PageMart PCS, Inc.), published in the FCC Public Notice Report Number 1284 released September 11, 2002. The assignment was necessary to reflect the removal of the FCC Licensees' respective debtor-in-possession statuses in connection with their emergence from bankruptcy. This change in status occurred as part of effectuating the Parties' Second Amended Plan of Reorganization, under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§101 et seq., (as amended from time to time, the "Plan").

Additionally, as a result of the reorganization, there was a substantial change in the ownership of WebLink. And further, as the resulting foreign ownership of WebLink would exceed the 25 percent foreign ownership benchmark (the "Benchmark") under Section 310(b)(4) of the Communications Act of 1934, as amended (the "Communications Act"), the Parties also sought a declaratory ruling from the FCC, pursuant to Section 310(b)(4) of the Communications Act, that it will not serve the public interest to prohibit indirect foreign ownership of the FCC Licensees' wireless licenses in excess of the Benchmark.^{2/} The Petition for Declaratory Ruling was given an FCC Grant of Authority on 08/28/2002 under ISP-PDR-20020726-00024 P - "PageMart II, Inc., Other Companies: PageMart PCS, Inc., Debtor-In-Possession, PageMart II Inc.," published in Public Notice Report No. TEL-00569, DA No. 02-2103, released on August 29, 2002.

^{1/} On May 23, 2001, the Parties filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The three Chapter 11 cases were procedurally consolidated and were jointly administered with the debtors managing their business as debtors-in-possession. Assignment applications to debtor-in-possession status were filed pursuant to Section 1.948(c) of the Commission's Rules & Regulations (the "FCC Rules") on May 18, 2001 (File No. 0000465757) and June 20, 2001 (*pro-forma*) (File No. 0000496380) for PageMart II, Inc.; and on June 20, 2001 (*pro-forma*) (File No. 0000496431) for PageMart PCS, Inc. All filings were approved by the FCC and notices of the consummation of transaction are on file with the Commission.

^{2/} 47 U.S.C. § 310(b)(4).

As explained below, the transaction serves the public interest, convenience and necessity. It benefits consumers and results in vigorous competition in the mobile wireless communication market.

II. The Transaction

A. Parties to the Transaction:

WebLink, in conjunction with the FCC Licensees, is a leading provider of wireless data and paging services. During 2002, the Company has continued to offer wireless data services, including device-to-device ("2way") messaging, wireless e-mail and business forms and wireless transmission of machine originated data (telemetry), building upon the new vision of the Company as a provider of wireless data services to leading telecommunication companies, strategic resellers, value added resellers and businesses. The Company's nationwide Internet protocol based wireless data network covers approximately 90 percent of the U.S. population. The Company believes it is currently the fourth largest wireless messaging carrier in the United States, based on 1,410,353 units in service as of March 31, 2002.

The Company also provides traditional paging services. As of March 31, 2002, the Company had 875,605 paging units in service. The Company provides its U.S. domestic customers with seamless paging services across the Americas, including Canada, Mexico, much of the Caribbean and Central America, and parts of South America. Through network affiliation agreements with owners of foreign networks, the Company's network is interconnected with foreign networks operating on a common frequency, thus providing roaming capabilities for the Company's customers in the foreign countries and for the customers of the foreign networks in the United States.

As described in more detail below, the equity of the reorganized WebLink is now owned, following the consummation of the transactions contemplated by the Plan, by a group consisting of current creditors and management of WebLink.

B. Description of Reorganization Transaction

As stated above: on May 23, 2001, the Parties filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On April 23, 2002, the Parties filed the Plan with the United States Bankruptcy Court, Northern District of Texas, Dallas Division (the "Bankruptcy Court"), which was supplemented on May 23, June 28 and July 15, 2002. The Bankruptcy Court entered a Confirmation Order of the Plan, on August 23, 2002. The Plan set forth that the ownership of WebLink was to be dispersed among the existing creditors of the Parties and the management of WebLink. All of the previous WebLink stock would be cancelled and new WebLink stock would be issued. WebLink would continue to own the stock of the FCC Licenses which, therefore, would continue to be wholly-owned subsidiaries of WebLink.

The Plan established that individual Senior Lenders would own approximately 80 percent of the newly issued common stock of WebLink. 10 percent of the new common stock would be issued to individual members of management of WebLink (the "Management Stock"). The Management Stock would be issued or reserved for issuance once the Plan was approved by the

Bankruptcy Court, the assignments applications were granted by the FCC, and the Plan become effective. The remaining approximately 10 percent of the new common stock would be held by holders of Class 4, 15% Exchange Note Claims, and Class 5, 11% Exchange Note Claims, and Class 6, General Unsecured Claims. WebLink will closely monitor any proposed ownership interest changes to insure that such changes will be compliant with the FCC and PUCO.

The Plan became effective on September 9, 2002. WebLink became a privately held corporation and the ownership of its stock was held by less than 300 entities. The entities that acquired 10 percent or more of the new common stock of WebLink (and, therefore, indirect interest in the FCC Licensees in excess of 10 percent each) are: BT Investment Partners, Inc. (a subsidiary of Deutsche Bank AG); Coast Business Credit (a division of Southern Pacific Bank, which is a subsidiary of Imperial Credit Industries, Inc.); and Morgan Stanley & Co. Incorporated (a subsidiary of Morgan Stanley Dean Witter & Co.).

C. Qualifications of Reorganized WebLink:

The previous management of WebLink holds the following positions in the reorganized WebLink:

<u>Name</u>	<u>Position</u>
N. Ross Buckenham	President, Chief Executive Officer and Chairman of the Board
Frederick G. Anderson	Senior Vice President, General Counsel and Secretary
Douglas S. Glen	Senior Vice President of Operations
Kelly W. Prentiss	Vice President of Finance, Chief Financial Officer and Treasurer
Thomas Saine	Vice President of Network Services
W. Wayne Stargardt	Senior Vice President of Carrier Services
Steve Weaver	Vice President of Information Technology

This group of senior officers has been in place and has been part of the management team that managed the operations of the Company for a number of years. These officers are therefore aware of the requirements and obligations of a CMRS operator.

III. Petition for Declaratory Ruling Under Section 310(b)(4)

As described above, the FCC Licensees also sought from the FCC a declaratory ruling pursuant to Section 310(b)(4) of the Communications Act.^{3/} This Petition was granted on August 28, 2002.

^{3/} Specifically, the FCC Licensees requested a ruling that (1) permitted the requested indirect, aggregate foreign ownership of WebLink, the holder of all of the outstanding equity of the FCC Licensees, by (a) Deutsche Bank AG, a publicly traded German corporation and its affiliates (collectively, "Deutsche

A. Summary of Indirect, Foreign Ownership

The FCC Licensees are wholly-owned subsidiaries of WebLink, a corporation organized under the laws of the state of Delaware. In turn, BT Investment Partners, Inc., an indirect, wholly-owned subsidiary of Deutsche Bank AG, holds 24.858 percent of the outstanding stock of WebLink and Mr. Buckenham holds five percent of the outstanding stock of WebLink, in each case, following the effective date of the Plan. Additionally, other parties identified in the FCC Licensees' FCC Form 602 filings and other, non-management parties proposed as minority shareholders of WebLink are either publicly traded companies or mutual funds or direct or indirect, wholly-owned subsidiaries of publicly traded companies. Although the Parties had no knowledge of foreign ownership in such publicly traded companies, the Parties presumed that a certain low level of foreign ownership exists.^{4/} Thus, the aggregate foreign ownership interests in the FCC Licensees exceeds, albeit barely, the Benchmark.

B. Application of Section 310(b)(4) of the Communications Act

On November 25, 1997, the Commission issued rules which liberalized foreign participation in the U.S. telecommunications market based on the accord reached by 69 nations in the World Trade Organization Basic Telecom Agreement dated February 15, 1997.^{5/} The WTO agreements sought to promote a more competitive telecommunications environment among the signatories. The Foreign Participation Order gave favorable treatment with respect to entry by foreign investors of signatory nations in the U.S. telecommunications market. The Commission also streamlined the application process for requests to exceed the Benchmark. Specifically, the Foreign Participation Order creates a rebuttable presumption in considering indirect ownership by entities from WTO member countries in common carrier radio licenses where the proposed ownership level exceeds the Benchmark.

In this case, there was no basis for rebutting the presumption with respect to the proposed indirect foreign ownership of the wireless licenses to be held by the FCC Licensees. In past

Bank"), (b) N. Ross Buckenham, a citizen of New Zealand, who serves as President, Chief Executive Officer and Chairman of the Board of WebLink ("Buckenham"), and (c) certain unknown foreign interests who are shareholders of publicly-traded companies or mutual funds who are shareholders of WebLink or whose subsidiaries are shareholders of WebLink and (2) allows the FCC Licensees, whether through an increase in the foreign ownership of WebLink or through the sale by the FCC Licensees or WebLink of interests in the FCC Licensees to third-parties, to accept up to and including an additional, aggregate 25 percent indirect equity and/or voting interests from other unnamed, non-U.S. investors, except that no single non-U.S. investor or entity – with the exception of WebLink, Deutsche Bank and Mr. Buckenham – may acquire indirect ownership of the FCC Licensees in excess of 25 percent without Commission approval under Section 310(b)(4). Germany and New Zealand are signatories to the WTO.

^{4/} The FCC Licensees have made a good faith effort to determine whether any of the known shareholders of these publicly traded companies are foreign persons or entities and have not identified any such persons or entities as being foreign.

^{5/} See *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Market Entry and Regulation of Foreign Affiliated Entities, Report and Order and Order on Reconsideration*, 12 FCC Rcd 23891 (1997) (the "Foreign Participation Order"); *Fourth Protocol to the General Agreement on Trade in Services*, Apr. 30, 1996, 36 I.L.M. 366 (1997).

orders, the Commission had frequently permitted parties to exceed the Benchmark by fairly liberal amounts.^{6/} In many of these cases, the Benchmark was exceeded by the holdings of an individual party. Here, available information indicated that the Benchmark was barely exceeded and that no single party would hold an ownership interest which exceeded the Benchmark.

Additionally, the proposed foreign ownership did not raise any competitive concerns. Deutsche Bank, the party which represents the vast majority of the indirect, foreign ownership in the Parties, is a financial institution with multi-national operations and, therefore, is not principally an industry participant. Further, Deutsche Bank has been a creditor of the Parties and had been the agent representing their lenders. Thus, Deutsche Bank's interest in the FCC Licensees did not represent a new involvement by a foreign interest with the relevant entities. Further, the Parties are not aware of any party having raised an issue with their past competitive behavior. Therefore, there are no competitive concerns which would have rebutted the presumption that the proposed foreign ownership is permissible.

The ownership structure proposed by the Plan was an essential element of the efforts to permit the current debtor-in-possession entities to emerge from bankruptcy in a manner that allowed WebLink to continue its role as a leading provider of wireless data and paging services. The presence of WebLink in these markets increases the choices available to consumers of these services. Given Deutsche Bank's interests as a creditor and the important role of Buckenham in the companies' operations, it is doubtful that the Plan would have been able to proceed in the absence of the proposed foreign ownership. Additionally, the benefits of the Plan have been approved by the Bankruptcy Court. Therefore, the consummation of the transaction followed a determination by the Bankruptcy Court as to the advisability of the Plan and the grant by the FCC as to compliance with the Communications Act of 1934, as amended.

IV. Conclusion

The transaction has enabled WebLink to emerge from its Chapter 11 bankruptcy as a company with a stronger balance sheet and more economically efficient operations. These benefits enable the reorganized WebLink to continue providing high quality customer services;

^{6/} See *Public Notice, International Bureau Grants Consent To Transfer Control Of Section 214 Authorizations Holding, B.V. to Powertel, Inc., and Declaratory Ruling Allowing Increased Indirect Foreign Ownership*, 2002 WL 356000 (Rel. Mar. 6, 2002); *Lockheed Martin Global Telecommunications, Comsat Corporation, and Comsat, and Comsat General Corporation, Assignor, and Telenor Satellite Mobile Services, Inc., and Telenor Satellite, Inc., Assignee, Applications for Assignment of Section 214 Authorizations, Private Land Mobile Radio Licenses, Experimental License, and Earth Station Licenses and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 16 FCC Rcd 22897 (2001); *Motient Services Inc. and TMI Communications and Co., LP, Assignors, and Mobile Satellite Ventures Subsidiary LLC, Assignee, Order and Authorization*, 16 FCC Rcd 20469 (2001); *General Electric Capital Corp., Transferors, and SES Global, S.A., Transferees, for Consent to Transfer of Control of Licenses and Authorizations Present to Sections 214(a) and 310(d) of the Communications Act and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 16 FCC Rcd 17,575 (2001); *Application of VoiceStream Wireless Corp., Powertel, Inc., Transferors, and Deutsche Telecom AG, Transferee, for Consent to Transfer of Control of Licenses and Authorizations Pursuant to Section 214 and 310(d) of the Communications Act and for Declaratory Ruling Pursuant to Section 310 of the Communications Act*, Memorandum Opinion and Order, 16 FCC Rcd 9779 (2001).

enhance WebLink's ability to compete more efficiently in the wireless communications market and create and offer new products and services for its subscribers. As such, the public interest is served.