

CITY COUNCIL MEETING  
SEPTEMBER 2, 1987

PUC APPLICATIONS

City Clerk Reimche presented the following information regarding various PUC applications:

CC-7(f)

- A) Public Utility Commission application of the Sacramento-Valley Limited Partnership for authority to increase rates and charges applicable to cellular radio telephone service
- B) Public Utilities Commission application of Satellite Paging, Inc., a California Corporation, for a certificate to construct radio-telephone utility facilities
- C) Application from Pacific Gas and Electric Company requesting the Public Utilities Commission to establish and adopt a fair and equitable rate of return for PGandE for its 1988 attrition year under the Attrition Rate Adjustment Mechanism (ARA)

PACIFIC GAS AND ELECTRIC COMPANY

PG&E

7, BEALE STREET, SAN FRANCISCO, CALIFORNIA 94104  
P.O. BOX 7442, SAN FRANCISCO, CALIFORNIA 94120

RECEIVED  
AUG 17 AM 10:33  
TELEPHONE (415) 399-2200  
TELETYPE (415) 399-2200  
ALICE M. HARRISON  
CITY CLERK  
CITY OF LOS ANGELES

ROGER J. PETERS  
ATTORNEY AT LAW

August 4, 1987

To: The State of California Attorney General, Department  
of General Services, County and City Officials:

PACIFIC GAS AND ELECTRIC COMPANY (PGandE) filed Application No. 87-08-06 on August 4, 1987 with the California Public Utilities Commission (CPUC or Commission) requesting that the Commission establish and adopt a fair and equitable rate of return for PGandE for its 1988 attrition year under the Attrition Rate Adjustment Mechanism (ARA). In the Application PGandE has requested that the authorized return on equity for 1988 ARA purposes be maintained at the 13.8 percent level adopted for Test Year 1987 in Decision No. 86-12-95. PGandE estimates that the overall cost-of-capital for 1988, with the requested return, will be 11.39 percent. The cost of capital allowed by the CPUC for ratemaking purposes for 1987 is 11.44 percent.

The Commission adopted the current review procedures for setting the cost of capital for attrition years in Decision No. 85-12-76. That decision requires a complete review of the cost of capital component each attrition year. The review is to include a review of the authorized rate of return and a reevaluation of the return on equity to be adopted for each attrition year.

In Decision No. 86-12-95, PGandE's 1987 Test Year General Rate Case, the Commission adopted the various other components necessary to implement a 1988 ARA allowance. However, consistent with Decision No. 85-12-76, the CPUC did not, in Decision No. 86-12-95, adopt an overall rate of return or a specific return on common equity for the 1988 attrition year allowance. Application No. 87-08-06 addresses the rate of return issues for the 1988 ARA left open in Decision No. 86-12-95.

The state, counties, and municipal corporations, and other interested parties in the above mentioned filing will be furnished a copy of Application No. 87-08-06 and related exhibits. Upon written request made to PGandE at P. O. Box 7442, San Francisco, California 94120, Attention: Roger J. Peters.

PACIFIC GAS AND ELECTRIC COMPANY

GFG

RECEIVED

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

87 AUG 14 PM 1:43

Application of the Sacramento-Valley )  
Limited Partnership for authority )  
to increase rates and charges appli- )  
cable to cellular radio telephone )  
service within the Greater Sacramento- )  
Valley Metropolitan Area )

Application No. 87 04 051

ALICE M. REMICHE  
CITY CLERK  
CITY OF LOS ANGELES

Withdrawal of Application

On April 24, 1987, Sacramento-Valley Limited Partnership (U-3004-C) filed Application No. 87 04 051 under Sections 454 and 701 of the Public Utilities Code, seeking authority to increase rates for cellular radio telephone service in the Greater Sacramento Metropolitan Area encompassing portions of Sacramento, Yolo, Placer, San Joaquin and Stanislaus Counties.

Sacramento Valley Limited Partnership hereby withdraws Application No. 87 04 051. Copies of this withdrawal are concurrently being served upon all the entities originally notified of the Application.

Dated at Irvine, California, this 12th day of August, 1987.

SACRAMENTO-VALLEY LIMITED PARTNERSHIP

ROGER P. DOWNES

By: \_\_\_\_\_  
Roger P. Downes  
Attorney for the Partnership  
2355 Main Street  
Irvine, CA 92714  
(714) 553-6008

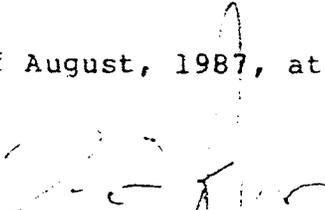
Verification

I, H. Trevor Jones, am the President of PacTel Cellular, the general partner of the Sacramento-Valley Limited Partnership and as such I am authorized to make this verification on its behalf.

I have read the foregoing Withdrawal of Application No. 87 04 051 and verify that the same is true of my own knowledge.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 12th day of August, 1987, at Irvine, California.

  
\_\_\_\_\_  
H. Trevor Jones

Proof of Service

I, Jeanette Traver, certify that the following is true and correct:

I am a citizen of the United States, State of California, am over eighteen years of age, and am not party to the within cause.

My business address is 2355 Main Street, Irvine, California 92714.

On August 12, 1987, I served the attached "Withdrawal of Application No. 87 04 051" to all those identified on the attached list by placing copies thereof in envelopes addressed as indicated, with postage thereon fully prepaid, then sealed and deposited in a mailbox regularly maintained by the United States Government in the City of Irvine, State of California.

EXECUTED this 12th day of August, 1987 at Irvine, California

  
Jeanette Traver

ENTITIES NOTIFIED OF APPLICATION  
Per P.U.C. Rule 24

STATE OFFICIALS

William J. Anthony  
Director  
Dept. of General Services  
915 Capitol Mall  
Office Building No. 1  
Sacramento, CA 95814

John D. Van de Kamp  
Attorney General  
State of California  
555 Capitol Mall  
Suite 350  
Sacramento, CA 95814

City Clerk  
City of Auburn  
1103 High Street  
Auburn, CA 95603

City Attorney  
City of Colfax  
P.O. Box 703  
Colfax, CA 95713

City Clerk  
City of Colfax  
P.O. Box 703  
Colfax, CA 95713

City Attorney  
City of Rocklin  
P.O. Box 687  
Rocklin, CA 95687

City Clerk  
City of Davis  
23 Russell Blvd.  
Davis, CA 95616

CITY OFFICIALS

City Attorney  
City of Lincoln  
511 5th Street  
Lincoln, CA 95648

City Clerk  
City of Lincoln  
511 5th Street  
Lincoln, CA 95648

City Attorney  
City of Auburn  
1103 High Street  
Auburn, CA 95603

CITY OFFICIALS (Cont. ued)

City Clerk  
City of Rocklin  
P.O. Box 687  
Rocklin, CA 95687

City Attorney  
City of Roseville  
316 Vernon Street  
Roseville, Ca 95678

City Clerk  
City of Folsom  
50 Natoma  
Folsom, Ca 95630

City Clerk  
City of Sacramento  
City Hall  
915 "I" Street  
Sacramento, CA 95814

City Clerk  
City of Galt  
380 Civic Center Drive  
Galt, CA 95632

City Clerk  
City of Roseville  
316 Vernon Street  
Roseville, CA 95678

City Attorney  
City of Davis  
23 Russell Blvd.  
Davis, CA 95616

City Attorney  
City of Escalon  
P.O. Box 248  
Escalon, CA 95320-0248

City Attorney  
City of Lodi  
221 W. Pine Street  
Lodi, CA 95240

City Clerk  
City of Woodland  
300 First Street  
Woodland, Ca 95695

City Attorney  
City of Woodland  
300 First Street  
Woodland, CA 95695

City Attorney  
City of Folsom  
50 Natoma  
Folsom, Ca 95630

City Attorney  
City of Sacramento  
City Hall  
915 "I" Street  
Sacramento, CA 95814

City Attorney  
City of Galt  
380 Civic Center Drive  
Galt, CA 95632

City Clerk  
City of Winters  
318 First Street  
Winters, CA 95694

City Attorney  
City of Winters  
318 First Street  
Winters, Ca 95694

City Clerk  
City of Escalon  
P.O. Box 248  
Escalon, CA 95320-0248

City Clerk  
City of Lodi  
221 W. Pine Street  
Lodi, Ca 95240

CITY OFFICIALS (Continued)

City Attorney  
City of Manteca  
1001 W. Center St.  
Manteca, CA 95336

City Clerk  
City of Manteca  
1001 W. Center St.  
Manteca, CA 95336

City Attorney  
City of Ripon  
311 W. 1st Street  
Ripon, CA 95366

City Clerk  
City of Ripon  
311 W. 1st Street  
Ripon, CA 95366

City Attorney  
City of Stockton  
425 North El Dorado St.  
Stockton, CA 95202

City Clerk  
City of Stockton  
425 North El Dorado St.  
Stockton, CA 95202

City Attorney  
City of Tracy  
325 East 10th Street  
Tracy, CA 95376

City Clerk  
City of Tracy  
325 East 10th Street  
Tracy, CA 95376

City Attorney  
City of Ceres  
2720 Second Street  
Ceres, CA 95307

City Clerk  
City of Ceres  
2720 Second Street  
Ceres, CA 95307

City Attorney  
City of Hughson  
7018 Pine Street  
Hughson, CA 95326

City Clerk  
City of Hughson  
7018 Pine Street  
Hughson, CA 95326

City Attorney  
City of Modesto  
801 11th Street  
Modesto, CA 95353

City Clerk  
City of Modesto  
801 11th Street  
Modesto, Ca 95353

City Attorney  
City of Newman  
1200 "O" Street  
Newman, CA 95360

City Clerk  
City of Newman  
1200 "O" Street  
Newman, Ca 95360

City Attorney  
City of Oakdale  
277 North Second Ave.  
Oakdale, CA 95361

City Clerk  
City of Oakdale  
277 North Second Ave.  
Oakdale, CA 95361

City Attorney  
City of Patterson  
344 W. Las Palmas Ave.  
Patterson, CA 95363

City Clerk  
City of Patterson  
344 W. Las Palmas Ave.  
Patterson, CA 95363

CITY OFFICIALS (Continued)

City Attorney  
City of Riverbank  
6707 Third Street  
Riverbank, CA 95367

City Clerk  
City of Riverbank  
6707 Third Street  
Riverbank, CA 94367

City Attorney  
City of Turlock  
900 North Palm  
Turlock, CA 95381

City Clerk  
City of Turlock  
900 North Palm  
Turlock, CA 95381

City Attorney  
City of Waterford  
540 "C" Street  
Waterford, CA 95386

City Clerk  
City of Waterford  
540 "C" Street  
Waterford, CA 95386

COUNTY OFFICIALS

County Clerk  
County of Yolo  
County Courthouse, Room 206  
Woodland, Ca 95695

County Counsel  
County of Yolo  
County Courthouse, Room 206  
Woodland, Ca 95695

County Counsel  
Sacramento County  
700 H Street  
Sacramento, CA 95814

County Clerk  
Sacramento County  
700 H Street  
Sacramento, Ca 95814

County Clerk  
County of Placer  
Administrative Services  
11493 B Avenue, De Witt Center  
Auburn, CA 95603

County Clerk  
San Joaquin County  
222 E. Weber, Ave., Room 703  
Stockton, CA 95292

County Counsel  
San Joaquin County  
222 E. Weber, Ave., Room 703  
Stockton, CA 95292

County Clerk  
Stanislaus County  
1100 H Street  
Modesto, CA 95353

County Counsel  
Stanislaus County  
1100 H Street  
Modesto, Ca 95353

County Counsel  
County of Placer  
11493 B Ave., De Witt Center  
Auburn, CA 95603

CELLULAR RESELLERS

Suzette A. Steiger  
Motorola Cellular  
Service, Inc.  
1301 E. Algonquin Rd.  
Schaumburg, ILL 60196

PacTel Mobile Services  
1777 Botelho, Suite 160  
Walnut Creek, Ca 94596  
Attn: Al Feinman

Modesto Celltoll Co.  
1200 "G" Street  
Modesto, CA 95354

Sacramento Cellular Telephone Co.  
2143 Hurley Way, Suite 250  
Sacramento, Ca 95825

Fresno Cellular Telephone Co.  
1520 East Shaw, Suite 115  
Fresno, CA 93710

GTE Mobilnet  
616 FM 1960 West  
Suite 400  
Houston, TX 77090  
Attn: Mr. Phil Forbes

Ultratelecom  
10500 W. Pico Blvd., Suite B  
Los Angeles, CA 90064

Citizens Utilities Company  
P.O. Box 2218  
Reeding, CA 96001  
Attn: Mr. D. L. Ostreicher  
Vice Pres./General Mgr.

Roseville Telephone Co.  
P.O. Box 969  
Roseville, CA 95661  
Attn: Mr. Robert L. Doyle  
President/General Mgr.

Peter Casciato  
Attorney  
Media Building  
943 Howard Street  
San Francisco, CA 94103

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE

STATE OF CALIFORNIA

RECEIVED

1987 AUG 20 AM 10:21

ALICE H. REINHOLD  
CITY CLERK  
CITY OF LOS ANGELES

In the matter of the Application of )  
SATELLITE PAGING, INC., )  
a California corporation, )  
for a Certificate to Construct )  
Radio-telephone Utility Facilities )  
serving areas throughout the State )  
of California as may be required by )  
Section 1001, et seq. of the California )  
Public Utilities Code )

Application No.

APPLICATION  
OF  
SATELLITE PAGING, INC.

Peter A. Casciato  
A Professional Corporation  
Media Building  
943 Howard Street  
San Francisco, CA 94103

Attorney for Satellite Paging,  
Inc.

Dated: August 13, 1987

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE

STATE OF CALIFORNIA

In the matter of the application of )  
SATELLITE PAGING, INC., )  
(U-2044-C), a California corporation, )  
for a Certificate to Construct ) Application No.  
Radio-telephone Utility Facilities )  
serving areas throughout the State )  
of California as may be required )  
by Section 1001, et seq. of the )  
California Public Utilities Code )  
\_\_\_\_\_ )

APPLICATION

By this Application, Satellite Paging, Inc.,  
(hereinafter "SPI" or "Applicant"), seeks a Certificate of Public  
Convenience and Necessity to construct radio-telephone utility  
facilities pursuant to section 1001, et seq. of the California  
Public Utilities Code. In support thereof, Applicant  
respectfully shows:

I

LEGAL NAME

The exact legal name and address is as follows:

Satellite Paging, Inc.  
6167 Bristol Parkway  
Suite 100  
Culver City, CA 90230

II

REPRESENTATIVES

All notices and communications regarding this  
application should be addressed to:

Peter A. Casciato  
A Professional Corporation  
Media Building

943 Howard Street  
San Francisco, California 94103  
(415) 546-1677

III

ARTICLES OF CORPORATION

SPI is a corporation in good standing, organized and existing under the laws of the State of California. A copy of its certified Articles of Incorporation are attached hereto as Exhibit A.

IV

SERVICE AREA MAP

Attached hereto and marked as Exhibit B are Applicant's proposed Service Area Maps and engineering statements prepared in accordance with the applicable criteria set forth in 47 CFR Section 22.

V

EXHIBITS

EXHIBIT A	Articles of Incorporation
EXHIBIT B	Map of Proposed Service Area and Engineering Statements
EXHIBIT C	FCC Public Notices of Authorizations noting the grant of SPI's Construction Permits
EXHIBIT D	Financial Exhibit
EXHIBIT E	Proposed Rates & Charges

PROPOSED OPERATIONS

Pursuant to section 1001 of the Public Utilities Code of the State of California, Applicant requests a Certificate of Public Convenience and Necessity authorizing the construction and operation of paging and one-way radio-telephone utility facilities on 931.8375 MHz in areas throughout the State of California as described in the Engineering Statements attached as part of Exhibit B to this application. Applicant proposes to construct base station facilities at the locations listed below:

37 52' 54"  
121 55' 05"  
Mt. Diablo  
Danville, CA

34 13' 34"  
118 03' 55"  
Mt. Wilson  
Pasadena, CA

34 03' 37"  
118 17' 03"  
600 South Commonwealth  
Los Angeles, CA

36 44' 10"  
119 47' 08"  
2220 Tulare Avenue  
Fresno, CA

34 07' 88"  
118 23' 30"  
2555 Briarcrest Road  
Los Angeles, CA

34 04' 35"  
118 39' 27"  
Saddle Peak Approx.  
3 mi. north of Malibu, CA

38 33' 48"  
121 12' 12"  
12525 Quicksilver Dr.  
Rancho Cordova, CA

33 00' 34"  
116 58' 11"  
Woodson Mtn.  
Approx. 5 Mi NE of  
Poway, CA

35 22' 08"  
119 00' 114"  
400 California Street  
Bakersfield, CA

37 38' 31"  
120 59' 48"  
928 12th Street  
Modesto, CA

34 19' 35"  
118 35' 10"  
Oat Mountain  
Approx. 5 mi. south of  
Newhall, CA

33 44' 40"  
118 20' 07"  
3960 Crest Road  
Rolling Hills, CA

34 11' 11"  
117 42' 03"  
Sunset Ridge Approx.  
9 mi. NNE of Pomona, CA

33 51' 00"  
117 39' 05"  
Sierra Peak Approx.  
5 mi. WSW of Corona, CA

33 42' 38"  
117 32' 00"  
Santiago Peak  
12 mi. NE of  
Laguna Hills, CA  
(Construction Permit  
Application Pending)

## VII

### FCC CONSTRUCTION PERMITS

Exhibit D consists of the FCC public notices indicating grant of the construction permits. As can be seen in the information contained in the permits, SPI acquired these permits on or about October 28, 1986. As such, these permits will expire on October 28, 1987, unless SPI receives a grant before that time and is allowed to construct the facilities as proposed. SPI is filing at this late date because it only recently received information that its former counsel failed to file this application when the necessary information and permits were presented to him six months ago. As a result of these events, SPI requests that this Commission act as expeditiously as possible on this application so that a grant may be received on or about October 16, 1987.

## VIII

## PUBLIC NEED AND DEMAND

By this application, SPI seeks authority to construct one-way paging service throughout the State of California. The FCC, via the grant of numerous 900 MHz applications, has conclusively established that there is a present ever-increasing demand for paging service in California and throughout the United States. Based on this information, SPI submits that there is a large market of potential users whose service needs are not being met and can be met by SPI.

## IX

### PROPOSED RATES AND CHARGES

SPI's proposed rates and charges are attached hereto as Exhibit E.

## X

### TECHNICAL FEASIBILITY AND COMPETENCE

SPI intends to offer state-of-the-art paging services as they are developed at 900 MHz. The service offerings will be fully automatic and interconnected and will initially include tone-only, numeric display and tone-and-voice service.

SPI's proposed facilities will be operated under the direct supervision and control of its President and General Manager, Pandora Potter. She will maintain direct oversight of SPI's radio communications business. Mr. Eulogio Navarro and Mr. Jorge Gubarra, Director of Engineering and Operations Engineer, respectively, are responsible for the construction and implementation of proposed base stations and will maintain and

repair the proposed transmitting facilities. They will have access to SPI's transmitter and control point at all times to perform routine maintenance and emergency repair services. During normal working hours, the technicians will be on duty at the control point; at other times they will be on call.

Control of the base stations will be provided by two control stations. Additionally, automatic alarms will provide immediate notification of certain technical failures. A 24-hour trouble reporting number will be given to all subscribers, and response to system failures will be on a 24-hour, seven day-per-week basis.

## XI

### ECONOMIC FEASIBILITY

The operation proposed by the Applicant will be economically feasible. Total equipment costs for the base stations, including transmitters, antennas, transmission line, and related equipment are approximately \$300,000.00.

Attached as Exhibit D is a copy of a letter from Ultratelecom, Inc., as well as a recently prepared balance sheet noting that Ultratelecom has sufficient funds available and committed to finance SPI's proposed construction and operations. Ultratelecom is a certificated cellular reseller in California and is owned by the principals of SPI. Thus, it is clear that SPI is capable of financing and operating the proposed facilities.

## XII

repair the proposed transmitting facilities. They will have access to SPI's transmitter and control point at all times to perform routine maintenance and emergency repair services. During normal working hours, the technicians will be on duty at the control point; at other times they will be on call.

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## XI

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## XII

SERVICE OF APPLICATION

A copy of this application has been mailed to each of those radio-telephone utilities and each city and county on the service list attached to the verification of this application. Applicant will mail copies of this Application to any individual or entity designated by this Commission, upon direct request.

XIII

NO ADVERSE ENVIRONMENTAL IMPACT

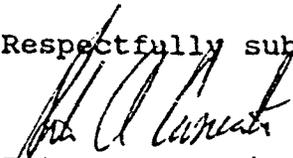
Because its new base stations are to be located on existing towers in existing antenna farms, SPI believes that there is reasonable certainty that the grant of this Application will not result in significant adverse effect upon the environment, and for that reason no environmental impact statement is required.

WHEREFORE, it is respectfully requested that this Commission:

- a) Grant without hearing the requested Certificate of Public Convenience and Necessity authorizing radio-telephone facility construction and operation as proposed, such grant to be made effective the date of the Commission's Decision; and
- b) Grant such other relief as the Commission deems just and proper.

Dated: August 13, 1987

Respectfully submitted,

  
Peter A. Casciato  
A Professional Corporation  
Attorney for Satellite  
Paging, Inc.

VERIFICATION

Peter A. Casciato states:

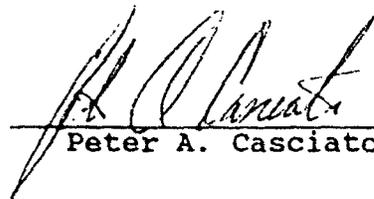
I am an attorney at law duly admitted to practice before all courts of this state and before this Commission. I have my professional offices at the Media Building, 943 Howard Street, San Francisco, California 94103.

I am the attorney for the Applicant, Satellite Paging, Inc., in this proceeding. Said Applicant is absent from the county in which I have my office.

I have read the foregoing Application and know the contents thereof. I am informed and believe that the matters stated therein are true, and on that ground, I allege that the matters stated therein are true.

Executed on August 13, 1987 at San Francisco, California.

I declare under penalty of perjury that the foregoing is true and correct.

  
Peter A. Casciato

## SERVICE LIST

Cal-Com Radio Telephone Service  
P.O. Box 506  
El Centro, CA 92244

Dana Point Marine Telephone Co.  
P.O. Box 4090  
Anaheim, CA 92803

High Tech Communications  
of Calif., Inc.  
328 East 61st St., Level "C"  
New York, N.Y. 10162

Mobilecomm of Long Beach, Inc.  
1051 East Wardlow Rd.  
Long Beach, CA 90807

Mobilecomm of San Bernardino  
443 W. Eighth St.  
San Bernardino, CA 92401

Mobilfone, Inc.  
6135 E. Washington Blvd.  
Los Angeles, CA 90040

Page America Communications  
of Calif.  
228 E. 45th St.  
New York, N.Y. 10017

Radio Call Corporation  
1010 Torrance Blvd.  
Redondo Beach, CA 90277

Radio Relay Corporation  
12536 Beatrice  
Los Angeles, CA 90066

Valley Voice Paging  
14332 Victory Blvd.  
Van Nuys, CA 91401

Los Angeles SMSA  
Limited Partnership  
P.O. Box 2928  
Costa Mesa, CA 92628

MCI Airsignal of California  
925-L Street, Suite 1200  
Sacramento, CA 95814

Chalfont Communications  
73-680 Highway 111  
Palm Desert, CA 92260

Dial Page, Inc.  
923 Laguna  
Santa Barbara, CA 93101

ICS Communications, Inc.  
P.O. Box 4090  
Anaheim, CA 92803

Mobilecomm of Los Angeles  
2301 West Olive Ave.  
Burbank, CA 91506

Mobilecomm of Ventura  
2365 E. Main Street  
Ventura, CA 93003

Orange Co. Radio Tel. Serv.  
401 South Santa Fe Street  
Santa Ana, CA 92705

R.C.S. Inc.  
819 W. Church  
Santa Maria, CA 93454

Radio Dispatch Corporation  
118 E. Third Street  
Pomona, CA 91766

Valley Mobile Communications  
43631 Tenth St. West  
Lancaster, CA 93534

Victor Valley Radiotelephone  
P.O. Box 4090  
Anaheim, CA 92803

Pac Tel Mobile Access  
P.O. Box 2928  
Costa Mesa, CA 92628

City Clerk  
City of Costa Mesa  
77 Fair Drive  
Costa Mesa, CA 92626

City Clerk  
City of Corona  
815 6th Street  
Corona, CA 91720

City Clerk  
City of Costa Mesa  
77 Fair Drive  
Costa Mesa, CA 92626

City Clerk  
City of Covina  
125 East College Street  
Covina, CA 91723

City Clerk  
City of Culver City  
9770 Culver Blvd.  
Culver City, CA 90230

City Clerk  
City of Cypress  
5275 Orange Avenue  
Cypress, CA 90630

City Clerk  
City of Downey  
8425 E. 2nd Street  
Downey, CA 90241

City Clerk  
City of Duarte  
1634 E. 3rd Street  
Duarte, CA 91010

City Clerk  
City of El Monte  
11333 Valley Blvd.  
El Monte, CA 91734

City Clerk  
City of Fontana  
8353 Sierra Avenue  
Fontana, CA 92335

City Clerk  
City of Fountain Valley  
10200 Slater Avenue  
Fountain Valley, CA 92708

City Clerk  
City of Fullerton  
303 W. Commonwealth  
Fullerton, CA 92632

City Clerk  
City of Gardena  
1700 W. 162nd Street  
Gardena, CA 90247

City Clerk  
City of Garden Grove  
11300 Stanford Avenue  
Garden Grove, CA 92640

City Clerk  
City of Glendale  
613 E. Broadway  
Glendale, CA 91205

City Clerk  
City of Glendora  
116 E. Foothill Blvd.  
Glendora, CA 91740

City Clerk  
City of Hawthorne  
4460 W. 126th Street  
Hawthorne, CA 90250

City Clerk  
City of Huntington Beach  
City Hall, P.O. Box 190  
Huntington Beach, CA 92648

City Clerk  
City of Huntington Park  
6550 Miles Avenue  
Huntington Park, CA 90255

City Clerk  
City of Inglewood  
One Manchester Blvd.  
Inglewood, CA 90301

City Clerk  
City of La Habra  
City Hall, Civic Center  
La Habra, CA 90631

City Clerk  
City of Lakewood  
5050 Clark Avenue  
Lakewood, CA 90714

City Clerk  
City of Lawndale  
14717 Burin Avenue  
Lawndale, CA 90260

City Clerk  
City of Long Beach  
333 W. Ocean Blvd.  
Long Beach, CA 90802

City Clerk  
City of Los Angeles  
200 N. Spring Street  
Los Angeles, CA 90012

City Clerk  
City of Lynwood  
11330 Bullis Road  
Lynwood, CA 90262

City Clerk  
City of Manhattan Beach  
1400 Highland Avenue  
Manhattan Beach, CA 90266

City Clerk  
City of Maywood  
4319 E. Slauson Avenue  
Maywood, CA 92070

City Clerk  
City of Monrovia  
415 S. Ivy Avenue  
Monrovia, CA 91016

City Clerk  
City of Monterey Park  
320 W. Newmark Avenue  
Monterey Park, CA 91754

City Clerk  
City of Newport Beach  
3300 Newport Blvd.  
Newport Beach, CA 92663

City Clerk  
City of Norwalk  
12700 Norwalk Blvd.  
Norwalk, CA 90650

City Clerk  
City of Ontario  
225 S. Euclid Avenue  
Ontario, CA 91761

City Clerk  
City of Palos Verdes Estates  
340 Palos Verdes Drive W.  
Palos Verdes Estates, CA 90274

City Clerk  
City of Paramount  
16420 South Colorado Avenue  
Paramount, CA 90723

City Clerk  
City of Pasadena  
100 North Garfield Avenue  
Pasadena, CA 91106

City Clerk  
City of Pico Rivera  
6615 Passons Blvd.  
Pico Rivera, CA 90660

City Clerk  
City of Placentia  
401 E. Chapman Avenue  
Placentia, CA 92670

City Clerk  
City of Pomona  
505 S. Garey  
Pomona, CA 91769

City Clerk  
City of Redlands  
P.O. Box 280  
Redlands, CA 92373

City Clerk  
City of Redondo Beach  
415 Diamond Street  
Redondo Beach, CA 92077

City Clerk  
City of Rialto  
150 S. Palm Avenue  
Rialto, CA 92376

City Clerk  
City of Riverside  
3900 Main Street  
Riverside, CA 92522

City Clerk  
City of San Bernardino  
300 North D Street  
San Bernardino, CA 92418

City Clerk  
City of San Dimas  
245 E. Bonita Avenue  
San Dimas, CA 91773

City Clerk  
City of San Gabriel  
532 West Mission Drive  
San Gabriel, CA 91778

City Clerk  
City of Santa Ana  
22 Civic Center Plaza  
Santa Ana, CA 92701

City Clerk  
City of Santa Monica  
1685 Main Street  
Santa Monica, CA 90401

City Clerk  
City of South Pasadena  
817 Mound Avenue  
South Pasadena, CA 91030

City Clerk  
City of Temple City  
5938 N. Kauffman Avenue  
Temple City, CA 91780

City Clerk  
City of Thousand Oaks  
401 W. Hillcrest Drive  
Thousand Oaks, CA 91360

City Clerk  
City of Torrance  
3031 Torrance Blvd.  
Torrance, CA 90503

City Clerk  
City of Tustin  
Centennial at Main  
Tustin, CA 92680

City Clerk  
City of Upland  
460 N. Euclid Avenue  
Upland, CA 91786

City Clerk  
City of Villa Park  
17855 Santiago Blvd.  
Villa Park, CA 92667

City Clerk  
City of West Covina  
1444 W. Garvey Avenue  
West Covina, CA 91790

City Clerk  
City of Westminster  
City Hall  
8200 Westminster Avenue  
Westminster, CA 92683

City Clerk  
City of Whittier  
13230 Penn Street  
Whittier, CA 90602

City Clerk  
City of Yorba Linda  
4999 Casa Loma Avenue  
Yorba Linda, CA 92686

County Clerk  
Los Angeles County  
500 W. Temple Street, Room 358  
Los Angeles, CA 90012

County Clerk  
Orange County  
10 Civic Center Plaza, 3rd Floor  
Santa Ana, CA 92701

County Clerk  
Riverside County  
Administration Center  
4080 Lemon Street  
Riverside, CA 92501

County Clerk  
San Bernardino County  
175 W. 5th Street  
San Bernardino, CA 92415

City of Stockton  
City Hall - Clerk's Office  
425 N. El Dorado Street  
Stockton, CA 95202

City of Lodi  
City Hall  
221 W. Pine Street  
Lodi, CA 95240

City of Manteca  
City Hall - Clerk's Office  
P.O. Box 3000  
Manteca, CA 95336

City of Ripon  
City Hall  
311 W. First Street  
Ripon, CA 95366

City of Modesto  
City Hall  
P.O. Box 642  
Modesto, CA 95353

City of Turlock  
City Hall  
P.O. Drawer T  
Turlock, CA 95381

City of Tracy  
City Hall  
325 E. 10th Street  
Tracy, CA 95376

City of Patterson  
City Hall  
P.O. Box 667  
Patterson, CA 95363

Intrastate Radio Telephone  
of San Francisco, Inc.  
2181 West Winton Avenue  
Hayward, CA 94545

Mobilecomm of San Francisco,  
Inc.  
415 Cambridge Avenue  
Palo Alto, CA 94306

American Paging, Inc.  
3140 De La Cruz Blvd.  
Suite 105  
Santa Clara, CA 95050

County of Bakersfield  
1415 Truxton  
Bakersfield, CA 93301

City of Bakersfield  
1501 Truxton  
Bakersfield, CA 93301

Desert Mobilfone  
2315 Q St.  
Bakersfield, CA 93301

Attn: Thomas R. Poor, Pres.

High Sierra Mobilfone, Inc.  
687 W. Line St.  
Bishop, CA 93514

Attn: Sharon Lindsey,  
Secretary

Kern Valley Dispatch, Inc.  
P.O. Box 857  
Kernville, CA 93238

Attn: Robert John, Pres.

Kidd's Communications, Inc.  
(\*CS)  
215 E. 18th Street  
Bakersfield, CA 93305

City Hall  
375 Fifth Street  
Hollister, CA 95023

City Clerk  
2326 Fresno Street  
Fresno, CA 93721

City Clerk  
200 Lincoln Avenue  
Salinas, CA 93901

City Manager  
Box 2068  
Merced, CA 95344

City Manager  
750 Bellevue  
Atwater, CA 95301

City of Davis  
City Hall  
23 Russell Blvd.  
Davis, CA 95616

Mobile Radio Systems of  
San Jose, Inc.  
777 N. First Street  
San Jose, CA 95512

Pacific Bell  
140 New Montgomery Street  
San Francisco, CA 94105

Attn: Regulatory Affairs

City of Auburn  
City Hall  
1103 High Street  
Auburn, CA 95603

City of Placerville  
City Hall  
487 Main Street  
Placerville, CA 95667

City of Roseville  
City Hall  
316 Vernon Street  
Roseville, CA 95678

City of Sacramento  
City Hall - Clerk's Office  
915 I Street  
Sacramento, CA 95814

Tel-Page, Inc.  
2181 West Winton Avenue  
Hayward, CA 94545

City Clerk  
City of Alhambra  
111 S. First Street  
Alhambra, CA 91801

City Clerk  
City of Anaheim  
204 E. Lincoln Avenue  
Anaheim, CA 92805

City Clerk  
City of Arcadia  
240 West Huntington Drive  
Arcadia, CA 91006

City Clerk  
City of Azuza  
213 E. Foothill Blvd.  
Azuza, CA 91702

City Clerk  
City of Baldwin Park  
14403 E. Pacific Avenue  
Baldwin Park, CA 91706

City Clerk  
City of Beverly Hills  
450 North Crescent Drive  
Beverly Hills, CA 90210

City Clerk  
City of Brea  
401 South Brea Blvd.  
Brea, CA 92621

City Clerk  
City of Buena Park  
6650 Beach Blvd.  
Buena Park, CA 90620

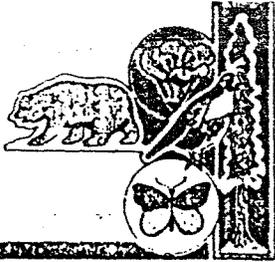
City Clerk  
City of Burbank  
275 East Olive Avenue  
Burbank, CA 91505

City Clerk  
City of Claremont  
207 Harvard Avenue  
Claremont, CA 91711

City Clerk  
City of Compton  
205 S. Willowbrook  
Compton, CA 90220

EXHIBIT A

Articles of Incorporation



# State of California

## OFFICE OF THE SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONC EU, Secretary of State of the State of California, hereby certify:

That on the 2nd day of July, 1986,

SATELLITE PAGING, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



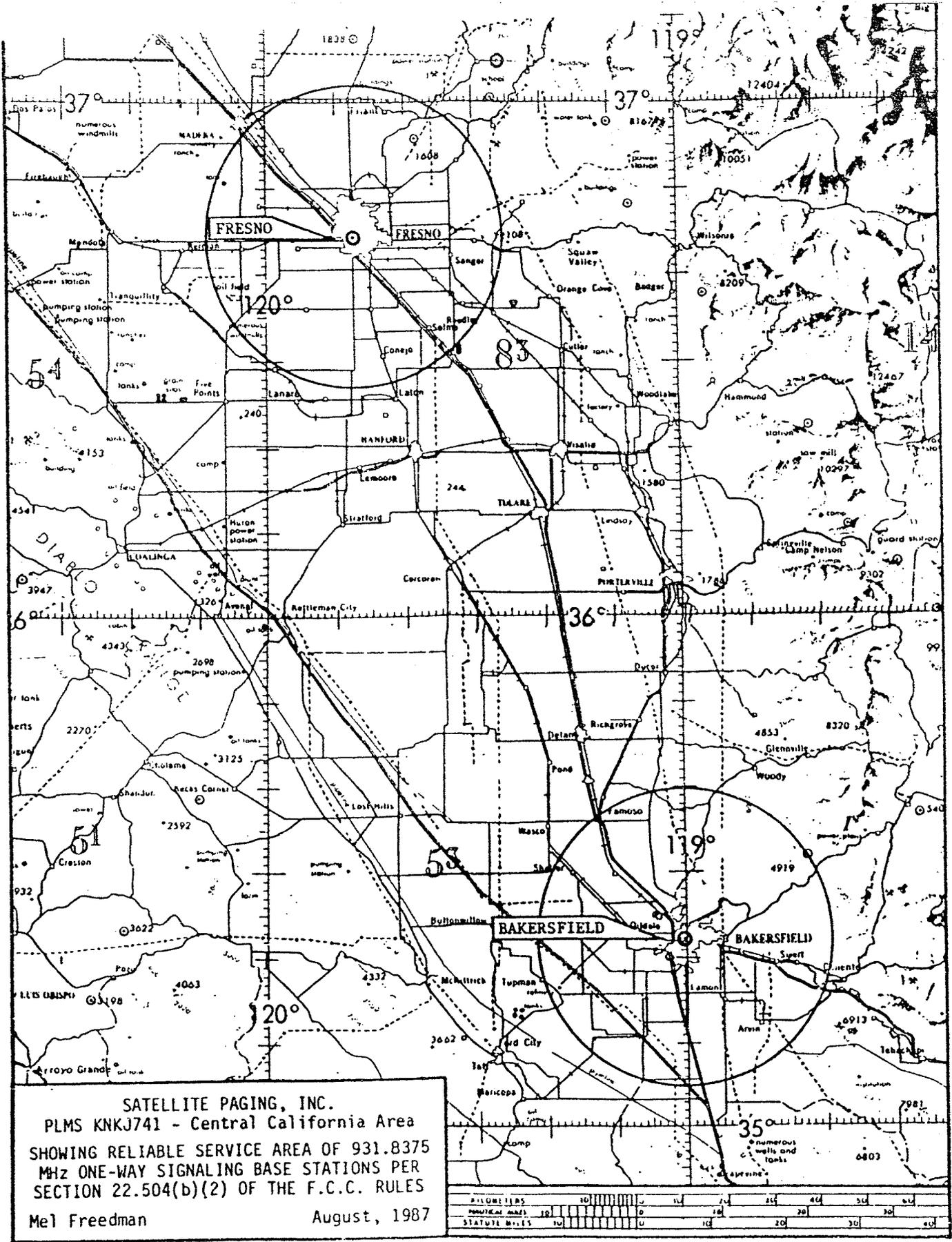
IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this  
20th day of July, 1987

*March Fonc Eu*

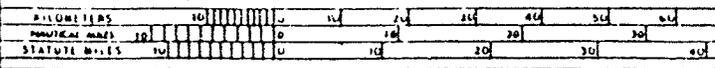
Secretary of State

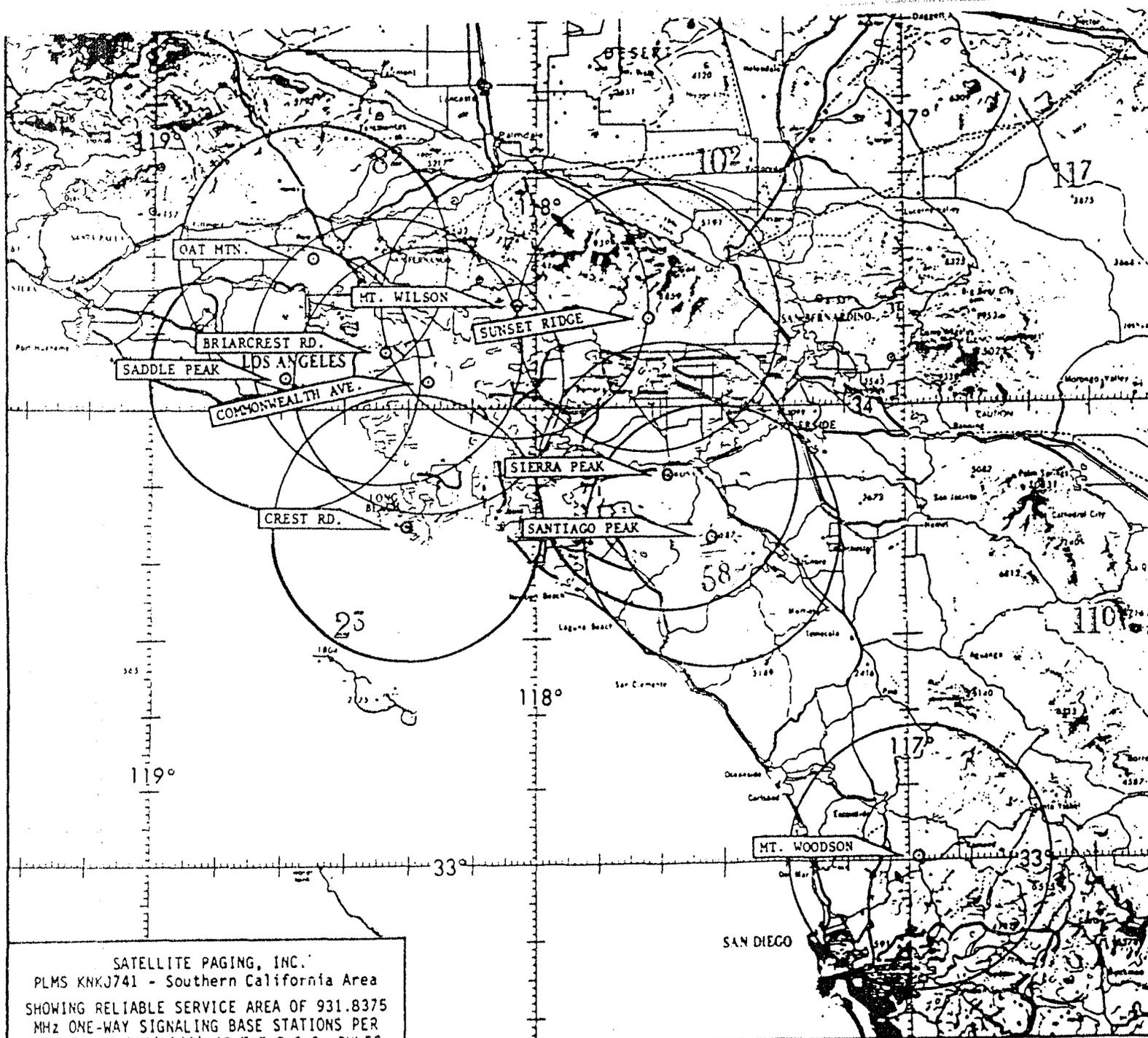
EXHIBIT B

Map of Proposed Service Area and Engineering Statements

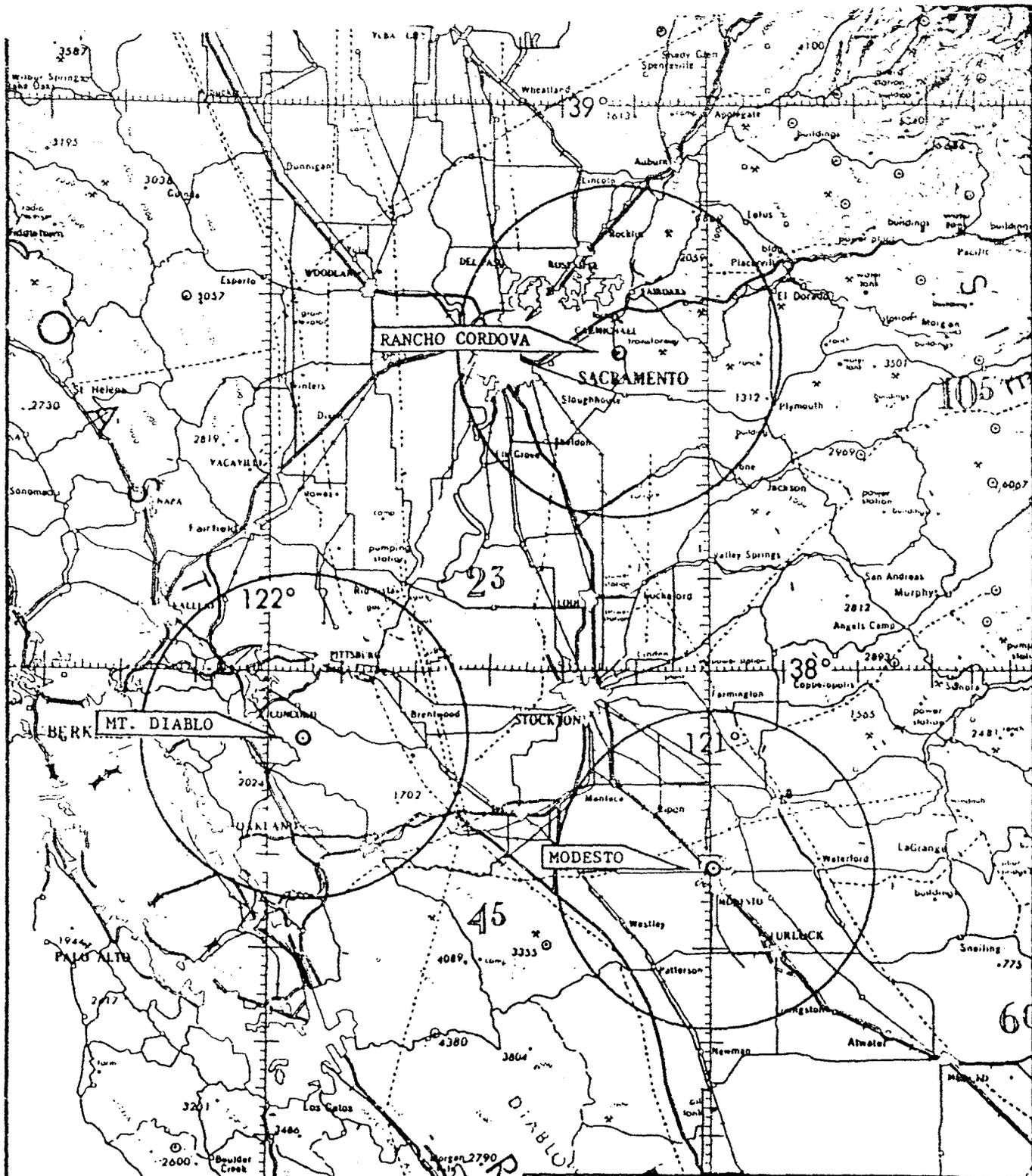


**SATELLITE PAGING, INC.**  
 PLMS KNKJ741 - Central California Area  
 SHOWING RELIABLE SERVICE AREA OF 931.8375  
 MHz ONE-WAY SIGNALING BASE STATIONS PER  
 SECTION 22.504(b)(2) OF THE F.C.C. RULES  
 Mel Freedman August, 1987

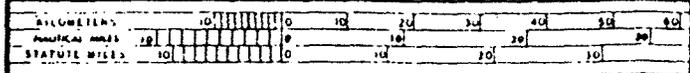




SATELLITE PAGING, INC.  
 PLMS KNKJ741 - Southern California Area  
 SHOWING RELIABLE SERVICE AREA OF 931.8375  
 MHz ONE-WAY SIGNALING BASE STATIONS PER  
 SECTION 22.504(b)(2) OF THE F.C.C. RULES



SATELLITE PAGING, INC.  
 PLMS KNKJ741 - San Francisco-Sacramento Area  
 SHOWING RELIABLE SERVICE AREA OF 931.8375  
 MHz ONE-WAY SIGNALING BASE STATIONS PER  
 SECTION 22.504(b)(2) OF THE F.C.C. RULES  
 Mel Freedman August, 1987



CLIENT'S COPY

SATELLITE PAGING, INC.  
PLMS KNKJ741 - Southern California Area

SERVICE AREA MAP  
Engineering Statement

The applicant is presently authorized to operate 931.8375 MHz one-way signaling base stations at Mt. Wilson, near Pasadena, and at Mt. Woodson, near Poway, California, under F.C.C. File No. 24802-CD-P/L-04-86. Pending applications seek to establish seven additional co-channel base stations, located such that F.C.C. rules and policies would preclude mutually exclusive applications. Engineering specifications of the stations are attached, and the (defined) reliable service area contours are shown on the attached map.

Respectfully submitted,



Mel Freedman  
Engineer for Satellite Paging, Inc.

5 February 1987

SATELLITE PAGING, INC.  
PLMS (New) - near Pasadena, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 34° 13' 34"  
West longitude 118° 03' 55"  
Mt. Wilson, appx 8 miles NE of  
Pasadena (Los Angeles), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	119 watts
Isolator	Celwave	CD800-B
Filter	Celwave	AF800-T
Transmission line	Andrew LDF5-50	50 ft
Antenna structure	Existing wooden poles	40 ft
Antenna	Celwave	PD-1610

C. Proposed Height:

Overall height above site	60 ft
Height of site above mean sea level	5,710 ft
Overall height above mean sea level	5,770 ft
Height of site above average terrain	2,846 ft
Effective height of antenna above site	42 ft
Effective height of antenna above mean sea level	5,752 ft
Effective height of antenna above average terrain	2,888 ft

D. Proposed Power:

Transmitter output power	(119 watts) - 9.25 dBk
Isolator/Filter loss w/ cable	1.20 dB
Transmission line input power	-10.45 dBk
Transmission line loss	0.70 dB
Antenna input power	-11.15 dBk
Antenna gain (omnidirectional)	3.00 dBd
Effective radiated power	(153 watts) - 8.15 dBk

E. Other Specifications:

Frequency	(Channel 114) 931.8375 MHz
Emission	15KOF2D/16KOF3E/16KOF1D
Antenna polarization	Vertical

SATELLITE PAGING, INC.  
PLMS (New) - near Poway, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 33° 00' 34"  
West longitude 116° 58' 11"  
Woodson Mountain, appx 5 miles NE of  
Poway (San Diego), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	150 watts
Isolator	Celwave	CC800-B
Filter	Celwave	AF800-T
Transmission line	Andrew LDF5-50	50 ft
Antenna structure	Existing wooden poles	40 ft
Antenna	Celwave	PD-10036DT

C. Proposed Height:

Overall height above site	60 ft
Height of site above mean sea level	2,894 ft
Overall height above mean sea level	2,954 ft
Height of site above average terrain	1,750 ft
Effective height of antenna above site	43 ft
Effective height of antenna above mean sea level	2,937 ft
Effective height of antenna above average terrain	1,793 ft

D. Proposed Power:

Transmitter output power	(150 watts)	-8.24 dBk
Isolator/Filter loss w/ cable		0.90 dB
Transmission line input power		-9.14 dBk
Transmission line loss		0.70 dB
Antenna input power		-9.84 dBk
Antenna gain (omnidirectional)		5.65 dBd
Effective radiated power	(381 watts)	-4.19 dBk

E. Other Specifications:

Frequency	(Channel 114)	931.8375 MHz
Emission		15KOF2D/16KOF3E/16KOF1D
Antenna polarization		Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - Los Angeles, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 34° 03' 37"  
West longitude 118° 17' 03"  
600 So. Commonwealth Ave.  
Los Angeles (Los Angeles), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	211 watts
Isolator	Celwave	HD800-C
Cavity	Celwave	PD495-8
Transmission line	Andrew LDF5-50	40 ft
Antenna structure	Existing building	271 ft
Antenna	Celwave	PD-10037DT

C. Proposed Height:

Overall height above site	291 ft
Height of site above mean sea level	263 ft
Overall height above mean sea level	554 ft
Height of site above average terrain	-134 ft
Effective height of antenna above site	277 ft
Effective height of antenna above mean sea level	540 ft
Effective height of antenna above average terrain	143 ft

D. Proposed Power:

Transmitter output power	(211 watts)	-6.75 dBk
Isolator loss		0.50 dB
Cavity input power		-7.25 dBk
Cavity loss w/ cable		0.90 dB
Transmission line input power		-8.15 dBk
Transmission line loss		0.60 dB
Antenna input power		-8.75 dBk
Antenna gain (omnidirectional)		8.75 dBd
Effective radiated power	(1,000 watts)	-0.00 dBk

E. Other Specifications:

Frequency	(Channel 114)	931.8375 MHz
Emission		15KOF2D/16KOF3E/16KOF1D
Antenna polarization		Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - Los Angeles, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 34° 07' 08"  
West longitude 118° 23' 30"  
2555 Briarcrest Road  
Los Angeles (Los Angeles), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	211 watts
Isolator	Celwave	HD500-C
Cavity	Celwave	PD495-8
Transmission line	Andrew LDF-5-50	50 ft
Antenna structure	Existing steel tower	312 ft
Antenna	Celwave	PD-10036DT

C. Proposed Height:

Overall height above site	312 ft
Height of site above mean sea level	1,550 ft
Overall height above mean sea level	1,862 ft
Height of site above average terrain	889 ft
Effective height of antenna above site	43 ft
Effective height of antenna above mean sea level	1,593 ft
Effective height of antenna above average terrain	932 ft

D. Proposed Power:

Transmitter output power	(211 watts)	-6.75 dBk
Isolator loss		0.50 dB
Cavity input power		-7.25 dBk
Cavity loss w/ cable		0.90 dB
Transmission line input power		-8.15 dBk
Transmission line loss		0.70 dB
Antenna input power		-8.85 dBk
Antenna gain (directional at 302°)		8.85 dBd
Effective radiated power in main lobe	(1,000 watts)	0.00 dBk

E. Other Specifications:

Frequency	(Channel 114)	931.8375 MHz
Emission		15KOF2D/16KOF3E/16KOF1D
Antenna polarization		Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - near Newhall, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 34° 19' 35"  
West longitude 118° 35' 10"  
Oat Mountain, appx 5 miles S of  
Newhall (Los Angeles), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	197 watts
Isolator	Celwave	HD800-C
Cavity	Celwave	PD495-8
Transmission line	Andrew LDF5-50	110 ft
Antenna structure	Existing steel towers	100 ft
Antenna	Celwave	PD-10007

C. Proposed Height:

Overall height above site	115 ft
Height of site above mean sea level	3,530 ft
Overall height above mean sea level	3,645 ft
Height of site above average terrain	1,994 ft
Effective height of antenna above site	103 ft
Effective height of antenna above mean sea level	3,633 ft
Effective height of antenna above average terrain	2,097 ft

D. Proposed Power:

Transmitter output power	(197 watts)	-7.05 dBk
Isolator loss		0.50 dB
Cavity input power		-7.55 dBk
Cavity loss w/ cable		0.90 dB
Transmission line input power		-8.45 dBk
Transmission line loss		1.50 dB
Antenna input power		-9.95 dBk
Antenna gain (omnidirectional)		5.00 dBd
Effective radiated power	(320 watts)	-4.95 dBk

E. Other Specifications:

Frequency	(Channel 114) 931.8375 MHz
Emission	15KOF2D/16KOF3E/16KOF1D
Antenna polarization	Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - near Malibu, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 34° 04' 35"  
West longitude 118° 39' 27"  
Saddle Peak, appx 3 miles N of  
Malibu (Los Angeles), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	103 watts
Isolator	Celwave	CD800-A
Cavity	Celwave	PD495-8
Transmission line	Andrew LDF5-50	50 ft
Antenna structure	Existing steel tower	60 ft
Antenna	Celwave	PD-10007

C. Proposed Height:

Overall height above site	80 ft
Height of site above mean sea level	2,836 ft
Overall height above mean sea level	2,916 ft
Height of site above average terrain	1,897 ft
Effective height of antenna above site	39 ft
Effective height of antenna above mean sea level	2,875 ft
Effective height of antenna above average terrain	1,936 ft

D. Proposed Power:

Transmitter output power	(103 watts)	- 9.88 dBk
Isolator loss		0.70 dB
Cavity input power		-10.58 dBk
Cavity loss w/ cable		0.90 dB
Transmission line input power		-11.48 dBk
Transmission line loss		0.70 dB
Antenna input power		-12.18 dBk
Antenna gain (directional at 289°)		8.00 dBd
Effective radiated power in main lobe	(382 watts)	- 4.18 dBk

E. Other Specifications:

Frequency	(Channel 114)	931.8375 MHz
Emission		15KOF2D/16KOF3E/16KOF1D
Antenna polarization		Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - Rolling Hills, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 33° 44' 46"  
West longitude 118° 20' 07"  
3960 Crest Road  
Rolling Hills (Los Angeles), CA

B. Proposed Equipment:

Transmitter (Type accepted) 81 watts  
Combiner Telewave M101-860-5TRM  
Transmission line Andrew LDF5-50 80 ft  
Antenna structure Existing steel tower 80 ft  
Antenna (Existing) Bogner BPR 12-A

C. Proposed Height:

Overall height above site 100 ft  
Height of site above mean sea level 1,450 ft  
Overall height above mean sea level 1,550 ft  
Height of site above average terrain 1,225 ft  
Effective height of antenna above site 50 ft  
Effective height of antenna above mean sea level 1,500 ft  
Effective height of antenna above average terrain 1,275 ft

D. Proposed Power:

Transmitter output power (81 watts) -10.93 dBk  
Combiner loss w/ cable 3.25 dB  
Transmission line input power -14.18 dBk  
Transmission line loss 1.20 dB  
Antenna input power -15.38 dBk  
Antenna gain (directional at 035/110/320°) 14.30 dBd  
Effective radiated power in main lobe (780 watts) - 1.08 dBk

E. Other Specifications:

Frequency (Channel 114) 931.8375 MHz  
Emission 15KOF2D/16KOF3E/16KOF1D  
Antenna polarization Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - near Pomona, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 34° 11' 11"  
West longitude 117° 42' 03"  
Sunset Ridge, appx 9 miles NNE of  
Pomona (Los Angeles), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	79 watts
Isolator	Celwave	CD800-A
Cavity	Celwave	PD495-B
Transmission line	Andrew LDF5-50	50 ft
Antenna structure	Existing steel towers	80 ft
Antenna	Celwave	PD-10007

C. Proposed Height:

Overall height above site	100 ft
Height of site above mean sea level	5,240 ft
Overall height above mean sea level	5,340 ft
Height of site above average terrain	2,153 ft
Effective height of antenna above site	33 ft
Effective height of antenna above mean sea level	5,273 ft
Effective height of antenna above average terrain	2,186 ft

D. Proposed Power:

Transmitter output power	(79 watts)	-11.02 dBk
Isolator loss		0.70 dB
Cavity input power		-11.72 dBk
Cavity loss w/ cable		0.90 dB
Transmission line input power		-12.62 dBk
Transmission line loss		0.70 dB
Antenna input power		-13.32 dBk
Antenna gain (directional at 109°)		8.00 dBd
Effective radiated power in main lobe	(294 watts)	- 5.32 dBk

E. Other Specifications:

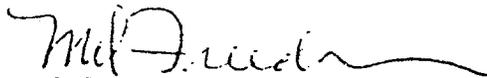
Frequency	(Channel 114) 931.8375 MHz
Emission	15KOF2D/16KOF3E/16KOF1D
Antenna polarization	Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - San Francisco-Sacramento Area

SERVICE AREA MAP  
Engineering Statement

The applicant is presently authorized to operate 931.8375 MHz one-way signaling base stations at Mt. Diablo, near Danville, and at Rancho Cordova, California, under F.C.C. File No. 24802-CD-P/L-04-86. Engineering specifications of the stations are attached, and the (defined) reliable service area contours are shown on the attached map.

Respectfully submitted,



Mel Freedman  
Engineer for Satellite Paging, Inc.

5 February 1987

SATELLITE PAGING, INC.  
PLMS KNKJ741 - San Francisco-Sacramento Area

SERVICE AREA MAP  
Engineering Statement

The applicant is presently authorized to operate 931.8375 MHz one-way signaling base stations at Mt. Diablo, near Danville, and at Rancho Cordova, California, under F.C.C. File No. 24802-CD-P/L-04-86. Engineering specifications of the stations are attached, and the (defined) reliable service area contours are shown on the attached map.

Respectfully submitted,

  
Mel Freedman  
Engineer for Satellite Paging, Inc.

5 February 1987

SATELLITE PAGING, INC.  
PLMS KNKJ741 - near Corona, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 33° 51' 00"  
West longitude 117° 39' 05"  
Sierra Peak, appx 5 miles WSW of  
Corona (Orange), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	97 watts
Isolator	Celwave	CD800-B
Cavity	Celwave	PD495-8
Transmission line	Andrew LDF5-50	60 ft
Antenna structure	Existing steel tower	70 ft
Antenna	Celwave	PD-10007

C. Proposed Height:

Overall height above site	90 ft
Height of site above mean sea level	3,020 ft
Overall height above mean sea level	3,110 ft
Height of site above average terrain	1,826 ft
Effective height of antenna above site	48 ft
Effective height of antenna above mean sea level	3,068 ft
Effective height of antenna above average terrain	1,874 ft

D. Proposed Power:

Transmitter output power	(97 watts)	-10.14 dBk
Isolator loss		0.70 dB
Cavity input power		-10.84 dBk
Cavity loss w/ cable		0.90 dB
Transmission line input power		-11.74 dBk
Transmission line loss		0.80 dB
Antenna input power		-12.54 dBk
Antenna gain (directional at 051/228°)		8.70 dBd
Effective radiated power in main lobe	(413 watts)	- 3.84 dBk

E. Other Specifications:

Frequency	(Channel 114) 931.8375 MHz
Emission	15KOF2D/16KOF3E/16KOF1D
Antenna polarization	Vertical

SATELLITE PAGING, INC.  
PLMS (New) - near Danville, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 37° 52' 54"  
West longitude 121° 55' 05"  
Mt. Diablo, appx 6 miles NE of  
Danville (Contra Costa), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	150 watts
Isolator	Celwave	CC800-B
Filter	Celwave	AF800-T
Transmission line	Andrew LDF5-50	195 ft
Antenna structure	Existing steel tower	270 ft
Antenna	Celwave	PD-10022

C. Proposed Height:

Overall height above site	285 ft
Height of site above mean sea level	3,580 ft
Overall height above mean sea level	3,865 ft
Height of site above average terrain	2,826 ft
Effective height of antenna above site	191 ft
Effective height of antenna above mean sea level	3,771 ft
Effective height of antenna above average terrain	3,017 ft

D. Proposed Power:

Transmitter output power	(150 watts) - 8.24 dBk
Isolator/Filter loss w/ cable	0.90 dB
Transmission line input power	- 9.14 dBk
Transmission line loss	2.70 dB
Antenna input power	-11.84 dBk
Antenna gain (directional at 185°)	3.20 dBd
Effective radiated power in main lobe	(137 watts) - 8.64 dBk

E. Other Specifications:

Frequency	(Channel 114) 931.8375 MHz
Emission	15KOF2D/16KOF3E/16KOF1D
Antenna polarization	Vertical

SATELLITE PAGING, INC.  
PLMS (New) - Rancho Cordova, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 38° 33' 48"  
West longitude 121° 12' 12"  
12525 Quicksilver Drive  
Rancho Cordova (Sacramento), CA

B. Proposed Equipment:

Transmitter	(Type accepted)	150 watts
Isolator	Celwave	CC800-B
Filter	Celwave	AF800-T
Transmission line	Andrew LDF5-50	50 ft
Antenna structure	Existing building	130 ft
Antenna	Celwave	PD-10037DT

C. Proposed Height:

Overall height above site	141 ft
Height of site above mean sea level	214 ft
Overall height above mean sea level	355 ft
Height of site above average terrain	12 ft
Effective height of antenna above site	136 ft
Effective height of antenna above mean sea level	350 ft
Effective height of antenna above average terrain	148 ft

D. Proposed Power:

Transmitter output power	(150 watts)	-8.24 dBk
Isolator/Filter loss w/ cable		0.90 dB
Transmission line input power		-9.14 dBk
Transmission line loss		0.70 dB
Antenna input power		-9.84 dBk
Antenna gain (omnidirectional)		8.75 dBd
Effective radiated power	(778 watts)	-1.09 dBk

E. Other Specifications:

Frequency	(Channel 114) 931.8375 MHz
Emission	15KOF2D/16KOF2D/16KOF1D
Antenna polarization	Vertical

SATELLITE PAGING, INC.  
PLMS KNKJ741 - near Laguna Hills, CA

ENGINEERING SPECIFICATIONS

A. Proposed Transmitter Site:

North latitude 33° 42' 38"  
West longitude 117° 32' 00"  
Santiago Peak, appx 12 miles NE of  
Laguna Hills (Orange), CA

B. Proposed Equipment:

Transmitter	Motorola	ABZ89FC5628
Isolator	Motorola	(Inbuilt)
Cavity	Celwave	PD495-8
Transmission line	Andrew LDF5-50	40 ft
Antenna structure	Existing steel tower	120 ft
Antenna	Celwave	PD-10022

C. Proposed Height:

Overall height above site	140 ft
Height of site above mean sea level	5,569 ft
Overall height above mean sea level	5,689 ft
Height of site above average terrain	3,530 ft
Effective height of antenna above site	21 ft
Effective height of antenna above mean sea level	5,590 ft
Effective height of antenna above average terrain	3,551 ft

D. Proposed Power:

Transmitter output power	(74 watts)	-11.32 dBk
Isolator loss		(Included)
Cavity input power		-11.32 dBk
Cavity loss w/ cable		0.90 dB
Transmission line input power		-12.22 dBk
Transmission line loss		0.60 dB
Antenna input power		-12.82 dBk
Antenna gain (directional at 210°)		2.70 dBd
Effective radiated power in main lobe	(97 watts)	-10.12 dBk

E. Other Specifications:

Frequency	(Channel 114) 931.8375 MHz
Emission	15K0F2D/16K0F3E/16K0F1D
Antenna polarization	Vertical

EXHIBIT C

FCC Public Notices of Authorizations Noting  
the Grant of SPI's Construction Permits

14 SITES + CONTROL POINT

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION  
RADIO STATION AUTHORIZATION

CONSTRUCTION PERMIT

FCC FORM 463

SATELLITE PAGING INC.  
2265 WESTWOOD BLVD., SUITE 493  
LOS ANGELES, CALIFORNIA 90064

COMMON CARRIER  
DOMESTIC PUBLIC LAND MOBILE RADIO 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.

ONE-WAY SIGNALING

CALL SIGN: KHKJ741  
FILE NO: 24802-CD- P/L-04-86

PAGE 1 OF 2  
OPERATOR: RAJ

CONSTRUCTION PERIOD - PERMIT NO. 01  
EARLIEST DATE OF COMMENCEMENT: OCTOBER 28, 1986  
DATE OF REQUIRED COMPLETION: OCTOBER 28, 1987

CONTROL POINT NO. 1: 2265 WESTWOOD BLVD. SUITE 493  
LOS ANGELES, CALIFORNIA

LOCATION NO. 1: LATITUDE: 37 52 54 N LONGITUDE: 121 55 05 W  
MT. DIABLO, APPX. 6MI. NE OF CITY: DANVILLE COUNTY: CONTRA COSTA STATE: CALIFORNIA

OBSTRUCTION MARKINGS MUST CONFORM WITH THE FOLLOWING PARAGRAPHS ON FCC FORM 715: 1, 3, 11, 21

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10022	DIRECTIONAL	191	137

LOCATION NO. 2: LATITUDE: 38 33 48 N LONGITUDE: 121 12 12 W  
12525 QUICKSILVER DRIVE CITY: RANCHO CORDOVA COUNTY: SACRAMENTO STATE: CALIFORNIA

UNITED STATES OF AMERICA  
 FEDERAL COMMUNICATIONS COMMISSION  
**RADIO STATION AUTHORIZATION**

FCC FORM 463

CALL-SIGN: KNKJ741  
 FILE NO: 24802-CO- P/L-04-86

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10037DT	OMNI	141	778

LOCATION NO. 3: LATITUDE: 34 13 34 N  
 MT. WILSON, APPX. 8MI. NE OF  
 CITY: PASADENA  
 COUNTY: LOS ANGELES  
 STATE: CALIFORNIA  
 LONGITUDE: 118 03 55 W

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-1610	OMNI	44	153

LOCATION NO. 4: LATITUDE: 33 00 34 N  
 WOODSON MOUNTAIN, APPX. 5MI. NE OF  
 CITY: POWAY  
 COUNTY: SAN DIEGO  
 STATE: CALIFORNIA  
 LONGITUDE: 116 58 11 W

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-100360T	OMNI	45	381

AZIMUTH OF CENTER OF MAIN LOBE OF RADIATION WITH RESPECT TO TRUE NORTH FOR ANTENNA 1 AT LOCATION NO 1 :  
 185

DATE OF ISSUE: OCTOBER 30 1986

FEDERAL  
 COMMUNICATIONS  
 COMMISSION



UNITED STATES OF AMERICA  
 FEDERAL COMMUNICATIONS COMMISSION  
**RADIO STATION AUTHORIZATION**

CONSTRUCTION PERMIT

FCC FORM 463

SATELLITE PAGING INC.  
 2265 WESTWOOD BLVD., SUITE 493  
 LOS ANGELES, CALIFORNIA 90064

COMMON CARRIER  
 DOMESTIC PUBLIC LAND MOBILE RADIO 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.

ONE-WAY SIGNALING

CALL SIGN: KMKU741  
 FILE NO: 21547-CD- P/L-01-87

PAGE 1 OF 2  
 OPERATOR: RAJ

CONSTRUCTION PERIOD - PERMIT NO. 04  
 EARLIEST DATE OF COMMENCEMENT: APRIL 9, 1987  
 DATE OF REQUIRED COMPLETION: APRIL 9, 1988

CONTROL POINT NO. 1: 2265 WESTWOOD BLVD STE 493  
 LOS ANGELES, CALIFORNIA

LOCATION NO. 5: LATITUDE: 34 03 37 N LONGITUDE: 118 17 03 W  
 600 SOUTH COMMONWEALTH AVENUE  
 CITY: LOS ANGELES COUNTY: LOS ANGELES STATE: CALIFORNIA

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-100370T	OMNI	282	1000

LOCATION NO. 6: LATITUDE: 35 22 08 N LONGITUDE: 119 00 14 W  
 400 CALIFORNIA ST  
 CITY: BAKERSFIELD COUNTY: KERN STATE: CALIFORNIA

OBSTRUCTION MARKINGS MUST CONFORM WITH THE FOLLOWING PARAGRAPHS ON FCC FORM 715: 1, 3, 11, 21

FEDERAL  
 COMMUNICATIONS  
 COMMISSION



UNITED STATES OF AMERICA  
 FEDERAL COMMUNICATIONS COMMISSION  
**RADIO STATION AUTHORIZATION**

FCC FORM 463

CALL-SIGN: KNKJ741  
 FILE NO: 21547-CD- P/L-01-87

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10037DT	DIRECTIONAL	233	1000

LOCATION NO. 7: LATITUDE: 35 44 10 N LONGITUDE: 119 47 08 W  
 2220 TULARE AVENUE  
 CITY: FRESNO COUNTY: FRESNO STATE: CALIFORNIA

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10037DT	OMNI	235	1000

LOCATION NO. 8: LATITUDE: 37 38 31 N LONGITUDE: 120 59 48 W  
 928 12TH STREET  
 CITY: MODESTO COUNTY: STANISLAUS STATE: CALIFORNIA

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10037	OMNI	88	1000

AZIMUTH OF CENTER OF MAIN LOBE OF RADIATION WITH RESPECT TO TRUE NORTH FOR ANTENNA 1 AT LOCATION NO 6 :  
 95

DATE OF ISSUE: MAY 1 1987

FEDERAL COMMUNICATIONS COMMISSION



UNITED STATES OF AMERICA  
 FEDERAL COMMUNICATIONS COMMISSION  
**RADIO STATION AUTHORIZATION**

CONSTRUCTION PERMIT

FCC FORM 463

SATELLITE PAGING INC.  
 2265 WESTWOOD BLVD., SUITE 493  
 LOS ANGELES, CALIFORNIA 90064

COMMON CARRIER  
 DOMESTIC PUBLIC LAND MOBILE RADIO 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.

ONE-WAY SIGNALING

CALL SIGN: KNKJ741  
 FILE NO: 21718-CD- P/L-05-87

PAGE 1 OF 3  
 OPERATOR: RAJ

CONSTRUCTION PERIOD - PERMIT NO. 02  
 EARLIEST DATE OF COMMENCEMENT: MARCH 4, 1987  
 DATE OF REQUIRED COMPLETION: MARCH 4, 1988

CONTROL POINT NO. 1: 2265 WESTWOOD BLVD. SUITE 493  
 LOS ANGELES, CALIFORNIA

LOCATION NO. 9: LATITUDE: 34 07 08 N LONGITUDE: 118 23 30 W  
 2555 BRIARCREST ROAD  
 CITY: LOS ANGELES COUNTY: LOS ANGELES STATE: CALIFORNIA

OBSTRUCTION MARKINGS MUST CONFORM WITH THE FOLLOWING PARAGRAPHS ON FCC FORM 715: 1, 3, 12, 21

AMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.0375	15F2 16F3 16F9Y	1	CELW PD-1C037 DT	DIRECTIONAL	45	1000

LOCATION NO. 10: LATITUDE: 34 19 35 N LONGITUDE: 118 35 10 W  
 OAK MOUNTAIN, APPX. 5MI. SOUTH OF  
 CITY: NEWHALL COUNTY: LOS ANGELES STATE: CALIFORNIA

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UNITED STATES OF AMERICA  
 FEDERAL COMMUNICATIONS COMMISSION  
**RADIO STATION AUTHORIZATION**

FCC FORM 463

CALL-SIGN: KNKJ741  
 FILE NO: 21718-CO- P/L-05-87

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10017	OMNI	105	320

LOCATION NO. 11: LATITUDE: 34 04 35 N LONGITUDE: 118 39 27 W  
 SADDLE PEAK, APPX. 3MI. NORTH OF  
 CITY: MALIBU COUNTY: LOS ANGELES STATE: CALIFORNIA

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10007	DIRECTIONAL	42	382

LOCATION NO. 12: LATITUDE: 33 44 46 N LONGITUDE: 118 20 07 W  
 3960 CREST ROAD  
 CITY: ROLLING HILLS COUNTY: LOS ANGELES STATE: CALIFORNIA

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	ANSY BPR-12A	DIRECTIONAL	60	780

LOCATION NO. 13: LATITUDE: 34 11 11 N LONGITUDE: 117 42 03 W  
 SUNSET RIDGE, APPX. 9MI. NNE OF  
 CITY: POMONA COUNTY: LOS ANGELES STATE: CALIFORNIA

XMTR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10007	DIRECTIONAL	35	294

LOCATION NO. 14: LATITUDE: 33 51 00 N LONGITUDE: 117 39 05 W  
 SIERRA PEAK, APPX. 5MI. WSW OF  
 CITY: CORONA COUNTY: ORANGE STATE: CALIFORNIA

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 FEDERAL COMMUNICATIONS COMMISSION  
 RADIO STATION AUTHORIZATION

FCC FORM 163

CALL-SIGN: KNKJ741  
 FILE NO: 21718-CO- P/L-05-87

XMITR NO.	STATION CLASS	FREQUENCY MHZ	EMISSION	ANT NO.	ANTENNA MFR AND MODEL	RADIATION PATTERN	TIP ANT AGL	EFF RAD PWR WATTS
1	BASE	931.8375	15F2 16F3 16F9Y	1	CELW PD-10007	DIRECTIONAL	50	413

AZIMUTH OF CENTER OF MAIN LOBE OF RADIATION WITH RESPECT TO TRUE NORTH FOR ANTENNA 1 AT LOCATION NO 9 : 302

AZIMUTH OF CENTER OF MAIN LOBE OF RADIATION WITH RESPECT TO TRUE NORTH FOR ANTENNA 1 AT LOCATION NO 11 : 289

AZIMUTH OF CENTER OF MAIN LOBE OF RADIATION WITH RESPECT TO TRUE NORTH FOR ANTENNA 1 AT LOCATION NO 12 : 35 110 320

AZIMUTH OF CENTER OF MAIN LOBE OF RADIATION WITH RESPECT TO TRUE NORTH FOR ANTENNA 1 AT LOCATION NO 13 : 109

AZIMUTH OF CENTER OF MAIN LOBE OF RADIATION WITH RESPECT TO TRUE NORTH FOR ANTENNA 1 AT LOCATION NO 14 : 51 228

DATE OF ISSUE: MARCH 19 1987

FEDERAL  
 COMMUNICATIONS  
 COMMISSION



EXHIBIT D

Financial Exhibit

ULTRATELECOM, INC.  
BALANCE SHEET  
MARCH 31, 1987

ASSETS  
-----

CURRENT ASSETS  
-----

Cash on hand	\$	300.00	
Cash in bank-Cal 1st #1144		11,394.30	
Cash in bank-Gold St #2455		<46,072.75>	
Cash in bank-Gold St #2110		<16,923.61>	
Cash in savings		2,105.80	
Cash in CD		50,000.00	
Cash in CD-Gold St Sanwa		28,500.00	
Accounts rec'v- trade		600,110.00	
Accounts rec'v-Sacramento		72,836.13	
Accounts rec'v-employee's		9,405.68	
Loan rec'v-satellite paging		310.06	
Inventory		332,919.00	
Nsf checks		40,270.04	
Prepaid advertising		3,139.00	
Prepaid insurance-Afco		2,330.13	
		-----	
TOTAL CURRENT ASSETS			\$ 1,090,623.78

PROPERTY & EQUIPMENT  
-----

Leasehold improvements		4,808.05	
Machinery & Equipment		424,158.66	
Vehicles		12,600.00	
Furniture & fixtures		32,011.75	
		-----	
		473,578.46	
LESS: Accumulated Depreciation		<178,120.67>	
		-----	
TOTAL PROPERTY & EQUIPMENT			295,457.79

OTHER ASSETS  
-----

Investment-Smsa Ltd (cost)		10,752.50	
Organization Costs		7,871.71	
Security deposits		15,660.45	
Airtime deposits		7,162.19	
Loan rec'v-officers		94,624.39	
		-----	
TOTAL OTHER ASSETS			136,071.24
			-----
TOTAL ASSETS			\$ 1,522,152.81
			=====

See Accountant's Compilation Report

ULTRATELECOM, INC.  
BALANCE SHEET  
MARCH 31, 1987

LIABILITIES & STOCKHOLDERS' EQUITY  
-----

CURRENT LIABILITIES  
-----

Accounts payable	\$	614,724.46
Sales tax payable		6,204.33
Utilities tax-Excise		19,092.96
Utilities tax-Surcharge		3,026.99
Payroll taxes payable		3,719.92
Corporate taxes payable		31,617.00
Deferred income-pagers		27,911.32
Deferred income-airtime		85,810.39
Curr portion-lt debt		163,189.35

-----  
TOTAL CURRENT LIABILITIES \$ 955,296.72

LONG-TERM LIABILITIES  
-----

Contracts payable-ACS		253,814.85
Note pay-Chase corp		2,882.62
Note pay-Ford Motor		7,536.20
Note pay-Minolta		4,608.40
Note pay-General Electric		36,156.44
Less: Curr/portion above		<163,189.35>

-----  
TOTAL LONG-TERM LIABILITIES 141,809.16

-----  
TOTAL LIABILITIES 1,097,105.88

STOCKHOLDERS' EQUITY  
-----

Common stock		260,000.00
Retained earnings		165,046.93

-----  
TOTAL STOCKHOLDERS' EQUITY 425,046.93

-----  
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY \$ 1,522,152.81  
=====

ULTRATELECOM, INC.  
INCOME STATEMENT  
FOR THE SIX MONTHS ENDED MARCH 31, 1987

SALES	CURRENT PERIOD	*	YEAR TO DATE	*
<hr style="border-top: 1px dashed black;"/>				
Peak	\$ 446,202.45	25.3	\$ 844,985.33	24.7
Access	157,263.30	8.9	293,953.00	8.6
Tolls	122,954.47	7.0	162,099.39	4.7
Other sales	32,317.18	1.8	84,332.78	2.5
Pager sales-retail	78,794.46	4.5	139,490.47	4.1
Pager sales-wholesale	11,740.00	0.7	14,000.00	0.4
Pager rental	5,034.65	0.3	5,585.02	0.2
Pager insurance	3,632.75	0.2	6,553.60	0.2
Cellular phones-whsle	610,503.44	34.7	1,244,750.87	36.4
Cellular phones-retail	175,339.20	10.0	388,828.31	11.4
Cellr/phones-insurance	0.00	0.0	65.00	0.0
Other sales	0.00	0.0	22.00	0.0
Pager-misc taxable	1,986.70	0.1	3,324.70	0.1
Pager-misc non taxable	5,210.52	0.3	10,139.52	0.3
Cellr/misc taxable	0.00	0.0	400.00	0.0
Cellr/misc non taxable	475.60	0.0	777.80	0.0
Cellular-labor	20,795.93	1.2	41,088.27	1.2
Recurring rents-pagers	103,580.05	5.9	205,313.40	6.0
Refunds	<13,931.35>	<0.8>	<21,708.48>	<0.6>
<hr style="border-top: 1px dashed black;"/>				
TOTAL SALES	1,761,899.35	100.0	3,424,000.98	100.0
<hr style="border-top: 1px dashed black;"/>				
COST OF SALES				
<hr style="border-top: 1px dashed black;"/>				
Telephone purchases	679,493.44	38.6	1,384,881.11	40.4
Pager purchases	49,117.69	2.8	96,881.89	2.8
Supplies/parts	76,568.98	4.3	124,607.37	3.6
Cellular numbers & Rcc	56,923.20	3.2	108,071.12	3.2
Other purchases	591.10	0.0	846.93	0.0
Pager insurance	0.00	0.0	105.00	0.0
Pager service	650.80	0.0	650.80	0.0
Airtime service	558,801.71	31.7	1,026,283.24	30.0
Billing expense-airtime	3,843.37	0.2	13,750.31	0.4
<hr style="border-top: 1px dashed black;"/>				
TOTAL COST OF SALES	1,425,990.29	80.9	2,756,083.77	80.5
<hr style="border-top: 1px dashed black;"/>				
GROSS PROFIT	335,909.06	19.1	667,917.21	19.5
<hr style="border-top: 1px dashed black;"/>				
OPERATING EXPENSES				
<hr style="border-top: 1px dashed black;"/>				
Officers salaries	15,000.00	0.9	30,000.00	0.9
Salaries & wages	83,504.54	4.7	152,448.39	4.5
Advertising & promotion	18,779.31	1.1	47,177.35	1.4
Automobile expense	2,306.10	0.1	4,615.53	0.1
Bad debts	9,052.99	0.5	16,925.54	0.5
Bank charges	1,328.07	0.1	2,133.36	0.1

(continued on next page)  
See Accountant's Compilation Report

ULTRATELECOM, INC.  
 INCOME STATEMENT  
 FOR THE SIX MONTHS ENDED MARCH 31, 1987

OPERATING EXPENSES (continued)	CURRENT PERIOD	*	YEAR TO DATE	*
Commissions	10,200.00	0.6	27,495.00	0.8
Depreciation	25,280.87	1.4	51,595.89	1.5
Dues & subscriptions	217.80	0.0	762.80	0.0
Freight/postage	3,665.15	0.2	7,377.99	0.2
Insurance	13,692.18	0.8	22,860.33	0.7
Insurance-officer life	0.00	0.0	2,502.00	0.1
Legal & accounting	10,243.22	0.6	18,021.22	0.5
License	0.00	0.0	27.00	0.0
Lectures & seminars	98.00	0.0	98.00	0.0
Office expense	3,825.32	0.2	8,245.17	0.2
Outside labor	380.00	0.0	4,609.37	0.1
Programming services	900.20	0.1	900.20	0.0
Rent	11,700.97	0.7	29,030.97	0.8
Rental of equipment	0.00	0.0	212.89	0.0
Repairs & maintenance	2,729.43	0.2	6,140.60	0.2
Reward fees	985.00	0.1	2,141.35	0.1
Small tools	76.31	0.0	6,344.46	0.2
Taxes on payroll	10,523.18	0.6	17,266.39	0.5
Taxes-other	16,464.76	0.9	39,280.23	1.1
Telephone	8,308.53	0.5	15,136.59	0.4
Travel & entertainment	129.27	0.0	152.24	0.0
Utilities	860.28	0.0	3,690.62	0.1
<b>TOTAL OPERATING EXPENSES</b>	<b>250,251.48</b>	<b>14.2</b>	<b>517,191.48</b>	<b>15.1</b>
<b>OPERATING INCOME</b>	<b>85,657.58</b>	<b>4.9</b>	<b>150,725.73</b>	<b>4.4</b>
<b>OTHER &lt;INCOME&gt; &amp; EXPENSE</b>				
Interest expense	14,353.65	0.8	30,033.75	0.9
Interest income	<71.27>	<0.0>	<124.87>	<0.0>
Penalty's	1,685.00	0.1	4,265.92	0.1
<b>TOTAL OTHER &lt;INC&gt; &amp; EXP</b>	<b>15,967.38</b>	<b>0.9</b>	<b>34,174.80</b>	<b>1.0</b>
<b>NET INCOME BEFORE TAXES</b>	<b>69,690.20</b>	<b>4.0</b>	<b>116,550.93</b>	<b>3.4</b>
<b>PROVISION FOR TAXES</b>	<b>27,516.00</b>	<b>1.6</b>	<b>32,503.00</b>	<b>0.9</b>
<b>NET INCOME &lt;LOSS&gt;</b>	<b>\$ 42,174.20</b>	<b>2.4</b>	<b>\$ 84,047.93</b>	<b>2.5</b>

See Accountant's Compilation Report

ULTRATELECOM, INC.  
STATEMENT OF RETAINED EARNINGS  
FOR THE SIX MONTHS ENDED MARCH 31, 1987

RETAINED EARNINGS

Balance, beginning of period	\$ 80,999.00
Net Income <Loss> from operations	84,047.93
	-----
Balance, end of period	\$ 165,046.93
	=====

See Accountant's Compilation Report

ULTRATELECOM, INC.  
Notes to Financial Statements  
March 31, 1987

1 - Nature of Business

Ultratelecom, Inc. was incorporated on May 31, 1984 as a California Corporation. The primary business activity of Ultratelecom, Inc. is the resale of cellular radio telephone service in the state of California. The corporation also sells and/or rents cellular mobile radio equipment, as well as provide installation and repair service for such equipment.

2 - Significant Accounting Policies

Inventory:

Inventory is stated at lower of cost or market, but not in excess of net realizable value.

Property and Depreciation:

Fixed assets are recorded at cost. Depreciation is provided on the straight-line method over the estimated useful lives of the respective assets.

Income Taxes:

Available tax credits are recorded under the flow-through method of accounting as a reduction of the current provision for federal taxes.

Organization Costs:

Organization costs are amortized over 60 months.

3 - Long-Term Debt

Long-term debt at March 31, 1987 consists of the following:

General Electric Corporation	\$ 36,156.44
------------------------------	--------------

Matures April 1, 1991, note is secured by computer equipment. Payments are \$971.35 per month including interest of 13.9% per annum.

Northwest Companies	4,608.40
---------------------	----------

Matures January 1, 1989, note is secured by Minolta copy machine. Payments are \$248.45 per month including interest of 16.49% per annum.

ULTRATELECOM, INC.  
Notes to Financial Statements  
March 31, 1987

Ford Motor Credit Corporation 7,536.20  
Matures December 15, 1989, note  
is secured by 1986 Ford. Payments  
are \$298.98 per month including  
interest of 16.15 per annum.

Chase Corporation 2,882.62  
Matures October 25, 1987, note  
is secured by ATT phone system.  
Payments are \$94.60 per month  
including interest of 17.8% per  
annum.

Contracts Payable

Associates Capital Corporation 253,814.85  
Contracts on conditional sale/  
lease agreements for Motorola  
communication equipment. There  
are 30 contracts active as of  
March 31, 1987 with varying  
monthly payments including var-  
ious interest rates from 5.0% to  
17.0% per annum.

Less current portion

304,998.51

163,189.35

\$ 141,809.16

4 - Line of Credit

The company has been extended a letter of credit of \$200,000. which was unused at March 31, 1987. The letter of credit is secured by two certificates of deposit, totaling \$78,500., which are maintained with the lenders.

5 - Leases

On November 11, 1986, Ultratelecom, Inc. entered into a new lease agreement for the building it occupies at 2310 Cotner Ave., Los Angeles, CA 90064. The lease term is for 5 years with a monthly rent due of \$4,250.00

ULTRATELECOM, INC.  
Notes to Financial Statements  
March 31, 1987

6 - Related Party Transactions

The "Accounts Receivable - Sacramento" account represents amounts due for expenses incurred by Ultratelecom, Inc. on behalf of Ultratelesis, a California Partnership whose principles are the majority stockholders of Ultratelecom, Inc.

7 - Income Taxes

Provisions for income taxes on operations for the six months ended March 31, 1987 consisted of:

	<u>1986</u>
Current Income Taxes:	
Federal	\$ 33,363
State & local	<u>11,189</u>
	44,552
Less investment tax credits	<u>&lt;12,049&gt;</u>
Total Income Tax Provision	<u>\$ 32,503</u>

**SUPPLEMENTARY INFORMATION**

AIRTIME

-----  
 ULTRATELECOM, INC.  
 INCOME STATEMENT  
 FOR THE SIX MONTHS ENDED MARCH 31, 1987

	CURRENT PERIOD	*	YEAR TO DATE	*
<b>SALES</b>				
-----				
Peak	\$ 446,202.45	59.0	\$ 844,985.33	61.3
Access	157,263.30	20.8	293,953.00	21.3
Tolls	122,954.47	16.3	162,099.39	11.8
Other sales	32,317.18	4.3	84,332.78	6.1
Refunds	<2,801.67>	<0.4>	<5,833.73>	<0.4>
-----				
TOTAL SALES	755,935.73	100.0	1,379,536.77	100.0
<b>COST OF SALES</b>				
-----				
Airtime service	558,801.71	73.9	1,026,283.24	74.4
Billing expense-airtime	3,843.37	0.5	13,756.31	1.0
-----				
TOTAL COST OF SALES	562,645.08	74.4	1,040,039.55	75.4
-----				
GROSS PROFIT	193,290.65	25.6	339,497.22	24.6
<b>OPERATING EXPENSES</b>				
-----				
Officers salaries	7,500.00	1.0	15,000.00	1.1
Salaries & wages	7,606.87	1.0	12,734.58	0.9
Bank charges	110.06	0.0	160.33	0.0
Commissions	9,600.00	1.3	20,125.00	1.5
Dues & subscriptions	0.00	0.0	500.00	0.0
Freight/postage	1,041.44	0.1	2,266.44	0.2
Legal & accounting	6,079.00	0.8	7,959.00	0.6
Office expense	479.35	0.1	809.60	0.1
Outside labor	200.00	0.0	200.00	0.0
Rent	3,629.60	0.5	10,429.60	0.8
Repairs & maintenance	0.00	0.0	1,884.00	0.1
Taxes on payroll	858.83	0.1	1,404.93	0.1
Taxes-other	0.00	0.0	20,921.05	1.5
Telephone	453.82	0.1	2,369.75	0.2
Utilities	118.00	0.0	296.87	0.0
-----				
TOTAL OPERATING EXPENSES	37,676.97	5.0	97,061.15	7.0
-----				
OPERATING INCOME	155,613.68	20.6	242,436.07	17.6

See Accountant's Compilation Report

AIRTIME

-----  
 ULTRATELECOM, INC.  
 INCOME STATEMENT  
 FOR THE SIX MONTHS ENDED MARCH 31, 1987

OPERATING EXPENSES (continued)	CURRENT PERIOD	%	YEAR TO DATE	%
-----				
Commissions	9,600.00	1.3	20,125.00	1.5
Dues & subscriptions	0.00	0.0	500.00	0.0
Freight/postage	1,041.44	0.1	2,266.44	0.2
Legal & accounting	6,079.00	0.8	7,959.00	0.6
Office expense	479.35	0.1	809.60	0.1
Outside labor	200.00	0.0	200.00	0.0
Rent	3,629.60	0.5	10,429.60	0.8
Repairs & maintenance	0.00	0.0	1,884.00	0.1
Taxes on payroll	858.83	0.1	1,404.93	0.1
Taxes-other	0.00	0.0	20,921.05	1.5
Telephone	453.82	0.1	2,369.75	0.2
Utilities	118.00	0.0	296.87	0.0
	-----			
TOTAL OPERATING EXPENSES	37,676.97	5.0	97,061.15	7.0
	-----			
OPERATING INCOME	155,613.68	20.6	242,436.07	17.6
	-----			
OTHER <INCOME> & EXPENSE				
-----				
Interest expense	1,024.07	0.1	4,189.28	0.3
Interest income	0.00	0.0	<18.26>	<0.0>
Penalty's	25.64	0.0	25.64	0.0
	-----			
TOTAL OTHER <INC> & EXP	1,049.71	0.1	4,196.66	0.3
	-----			
NET INCOME BEFORE TAXES	154,563.97	20.4	238,239.41	17.3
	-----			
PROVISION FOR TAXES				
-----	27,516.00	3.6	32,503.00	2.4
	-----			
NET INCOME <LOSS>	\$ 127,047.97	16.8	\$ 205,736.41	14.9
	=====			

See Accountant's Compilation Report

**CELLULAR PHONES & PAGERS**

-----  
**ULTRATELECOM, INC.**  
**INCOME STATEMENT**

FOR THE SIX MONTHS ENDED MARCH 31, 1987

	CURRENT PERIOD	%	YEAR TO DATE	%
<b>SALES</b>				
-----				
Pager sales-retail	\$ 78,794.46	7.8	\$ 139,490.47	6.8
Pager sales-wholesale	11,740.00	1.2	14,000.00	0.7
Pager rental	5,034.65	0.5	5,585.02	0.3
Pager insurance	3,632.75	0.4	6,553.60	0.3
Cellular phones-whsle	610,503.44	60.7	1,244,750.87	60.9
Cellular phones-retail	175,339.20	17.4	388,828.31	19.0
Cellr/phones-insurance	0.00	0.0	65.00	0.0
Other sales	0.00	0.0	22.00	0.0
Pager-misc taxable	1,986.70	0.2	3,324.70	0.2
Pager-misc non taxable	5,210.52	0.5	10,139.52	0.5
Cellr/misc taxable	0.00	0.0	400.00	0.0
Cellr/misc non taxable	475.60	0.0	777.80	0.0
Cellular-labor	20,795.93	2.1	41,088.27	2.0
Recurring rents-pagers	103,580.05	10.3	205,313.40	10.0
Refunds	<11,129.68>	<1.1>	<15,874.75>	<0.8>
-----				
<b>TOTAL SALES</b>	<b>1,005,963.62</b>	<b>100.0</b>	<b>2,044,464.21</b>	<b>100.0</b>
<b>COST OF SALES</b>				
-----				
Telephone purchases	679,493.44	67.5	1,384,881.11	67.7
Pager purchases	49,117.69	4.9	96,881.89	4.7
Supplies/parts	76,568.98	7.6	124,607.37	6.1
Cellular numbers & Rcc	56,923.20	5.7	108,071.12	5.3
Other purchases	591.10	0.1	846.93	0.0
Pager insurance	0.00	0.0	105.00	0.0
Pager service	650.80	0.1	650.80	0.0
-----				
<b>TOTAL COST OF SALES</b>	<b>863,345.21</b>	<b>85.8</b>	<b>1,716,044.22</b>	<b>83.9</b>
-----				
<b>GROSS PROFIT</b>	<b>142,618.41</b>	<b>14.2</b>	<b>328,419.99</b>	<b>16.1</b>
<b>OPERATING EXPENSES</b>				
-----				
Officers salaries	7,500.00	0.7	15,000.00	0.7
Salaries & wages	75,897.67	7.5	139,713.81	6.8
Advertising & promotion	18,779.31	1.9	47,177.35	2.3
Automobile expense	2,306.10	0.2	4,615.53	0.2
Bad debts	9,052.99	0.9	16,925.54	0.8
Bank charges	1,218.01	0.1	1,973.03	0.1

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See Accountant's Compilation Report

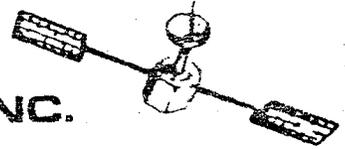
CELLULAR PHONES & PAGERS

-----  
 ULTRATELECOM, INC.  
 INCOME STATEMENT  
 FOR THE SIX MONTHS ENDED MARCH 31, 1987

OPERATING EXPENSES (continued)	CURRENT PERIOD	*	YEAR TO DATE	*
Commissions	600.00	0.1	7,370.00	0.4
Depreciation	25,280.87	2.5	51,595.89	2.5
Dues & subscriptions	217.80	0.0	262.80	0.0
Freight/postage	2,623.71	0.3	5,111.55	0.3
Insurance	13,692.18	1.4	22,860.33	1.1
Insurance-officer life	0.00	0.0	2,502.00	0.1
Legal & accounting	4,164.22	0.4	10,062.22	0.5
License	0.00	0.0	27.00	0.0
Lectures & seminars	98.00	0.0	98.00	0.0
Office expense	3,345.97	0.3	7,435.57	0.4
Outside labor	180.00	0.0	4,409.37	0.2
Programming services	900.20	0.1	900.20	0.0
Rent	8,071.37	0.8	18,601.37	0.9
Rental of equipment	0.00	0.0	212.89	0.0
Repairs & maintenance	2,729.43	0.3	4,256.60	0.2
Reward fees	985.00	0.1	2,141.35	0.1
Small tools	76.31	0.0	6,344.46	0.3
Taxes on payroll	9,664.35	1.0	15,861.46	0.8
Taxes-other	16,464.76	1.6	18,359.18	0.9
Telephone	7,854.71	0.8	12,766.84	0.6
Travel & entertainment	129.27	0.0	152.24	0.0
Utilities	742.28	0.1	3,393.75	0.2
<b>TOTAL OPERATING EXPENSES</b>	<b>212,574.51</b>	<b>21.1</b>	<b>420,130.33</b>	<b>20.5</b>
<b>OPERATING INCOME</b>	<b>&lt;69,956.10&gt;</b>	<b>&lt;7.0&gt;</b>	<b>&lt;91,710.34&gt;</b>	<b>&lt;4.5&gt;</b>
<b>OTHER &lt;INCOME&gt; &amp; EXPENSE</b>				
Interest expense	13,329.58	1.3	25,844.47	1.3
Interest income	<71.27>	<0.0>	<106.61>	<0.0>
Penalty's	1,659.36	0.2	4,240.28	0.2
<b>TOTAL OTHER &lt;INC&gt; &amp; EXP</b>	<b>14,917.67</b>	<b>1.5</b>	<b>29,978.14</b>	<b>1.5</b>
<b>NET INCOME &lt;LOSS&gt;</b>	<b>\$ &lt;84,873.77&gt;</b>	<b>&lt;8.4&gt;</b>	<b>\$ &lt;121,688.48&gt;</b>	<b>&lt;6.0&gt;</b>

See Accountant's Compilation Report

ULTRATELECOM, INC.



August 7, 1987

Satellite Paging, Inc.  
6167 Bristol Parkway Suite 100  
Culver City, CA 90230-6677

Dear Ms. Potter:

As per our conversation earlier this week,  
Ultratelecom, Inc. will provide financial backing for  
the operation and construction of Satellite Paging Inc.

Sincerely,

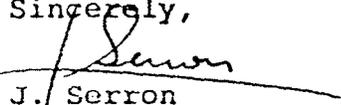
  
J. Serron  
President

EXHIBIT E

Proposed Rates & Charges

August 10, 1987

Proposed tariffs for Satellitite Paging, Inc.

	Display Pagers	Tone Pagers
1-100	\$10.00	\$5.00
100-500	\$8.00	\$3.00
500-1000	\$6.25	\$2.60
1000-5000	\$6.00	\$2.40
5000-10000	\$5.75	\$2.00