

METROCALL HOLDINGS INC

Form 425

March 30, 2004

Filed by Arch Wireless, Inc.  
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Subject Company: Arch Wireless, Inc.  
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Subject Company: Metrocall Holdings, Inc.  
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In connection with a proposed business combination transaction, Wizards-Patriots Holdings, Inc., the holding company in the proposed transaction ( Parent ), intends to file with the Securities and Exchange Commission (the SEC ) a registration statement on Form S-4 that will include a joint proxy statement/prospectus and other relevant documents in connection with the proposed transaction. Investors of Arch Wireless, Inc. ( Arch ) and Metrocall Holdings, Inc. ( Metrocall ) are urged to read the joint proxy statement/prospectus and other relevant materials when they become available because they will contain important information about Parent, Arch and Metrocall and the proposed transaction. Investors may obtain a free copy of these materials (when they are available) and other documents filed by Parent, Arch and Metrocall with the Securities and Exchange Commission at the SEC 's website at [www.sec.gov](http://www.sec.gov). A free copy of the joint proxy statement/prospectus, when it becomes available, also may be obtained from Arch Wireless, Inc., care of Bob Lougee, Lougee Consulting Group, 7 Bridgeton Way, Hopkinton, MA 01748, (tel.: 508-435-6117), or Metrocall Holdings, Inc., 6677 Richmond Highway, Alexandria, Virginia 22306, Attention: Shirley White (tel.: 703-660-6677). Investors also may access free copies of the documents filed with the SEC by Arch on Arch 's website at [www.arch.com](http://www.arch.com) or upon written request to Arch at its address listed above, and investors may access free copies of the documents filed with the SEC by Metrocall on Metrocall 's website at [www.metrocall.com](http://www.metrocall.com) or upon written request to Metrocall at its address indicated above.

Arch and its directors and executive officers may be deemed to be participants in the solicitation of proxies from Arch stockholders. The directors and executive officers of Arch include: William E. Redmond, Jr., Richard A. Rubin, Samme L. Thompson, James V. Continenza, Eric Gold, Carroll D. McHenry, Matthew Oristano, J. Roy Pottle and C. Edward Baker, Jr. Collectively, as of March 26, 2004, the directors and executive officers of Arch beneficially owned approximately 9.8% of the outstanding shares of the company 's common stock. Stockholders may obtain additional information regarding the interests of such participants by reading the joint proxy statement/prospectus when it becomes available.

Metrocall and its directors and executive officers may be deemed to be participants in the solicitation of proxies from Metrocall. The directors and executive officers of Metrocall include: Vincent D. Kelly, Royce Yudkoff, Eugene I. Davis, Nicholas A. Gallopo, David J. Leonard, Brian O Reilly, Steven D. Scheiwe, George Z. Moratis and Stan Sech. Collectively, as of March 26, 2004, the beneficial ownership of the directors and executive officers of Metrocall was approximately 3.1%. Stockholders may obtain additional information regarding the interests of such participants by reading the joint proxy statement/prospectus when it becomes available.

Set forth below are written materials relating to the merger first published on or after the date hereof. These materials contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations and beliefs of the management of Arch and Metrocall and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The forward-looking statements contained in these materials include statements about future financial and operating results, synergies and the proposed merger of Arch and Metrocall. These statements are not guarantees of future performance, involve certain risks, uncertainties and assumptions that are difficult to predict, and are based upon assumptions as to future events

that may not prove accurate. Therefore, actual outcomes and results may differ materially from what is expressed therein.

Risks and uncertainties pertaining to the following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: the ability of Arch and Metrocall to obtain the stockholder and regulatory approvals required for the merger; the new company's ability to successfully integrate the businesses of the two companies; unexpected costs involved in the merger or in the new company's ability to achieve cost-cutting synergies; the impact of uncertainty surrounding the merger on the businesses of the two companies; the impact of competition or marketplace trends on the market for the companies' products; and deterioration in the business of Arch or Metrocall prior to closing. Additional economic, business, competitive and/or regulatory factors affecting Arch's and Metrocall's businesses generally that may cause actual results to differ materially are discussed in their respective filings with the SEC, including their Annual Reports on Form 10-K for the fiscal year ended December 31, 2003. Arch and Metrocall do not undertake any obligation to (and expressly disclaim any such obligation to) update or alter their forward-looking statements, whether as a result of new information, future events or otherwise.

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### **Key Customer Letter Template**

To Our Valued Customer:

I have some exciting news to share with you: Arch has announced that it will merge with Metrocall Holdings, Inc. (Metrocall), a leading paging and wireless messaging company. The combined company will be one of the largest wireless communications companies in the United States with operations, network coverage and customer service throughout North America.

The combined entity will be stronger both financially and operationally than either Arch or Metrocall as stand-alone companies, creating a wireless communications leader that will be well-positioned to take advantage of future opportunities in wireless messaging.

The merger provides several significant advantages for our customers, including:

- A wider portfolio of improved wireless messaging services and advanced technologies.

- Expanded local and nationwide coverage through comprehensive wireless networks.

- Continuation of competitive pricing.

- The largest and most knowledgeable sales force in the wireless messaging industry.

- State-of-the-art customer service and billing platforms.

In short, the combined company will have the size, breadth and coverage to compete head-to-head with all other wireless communications providers. Customers also will benefit from the greater resources of a financially stronger company. Under terms of the merger agreement, the new entity will gain enhanced financial flexibility as a result of substantial cost synergies. What is more, the resources of the combined company will allow us to keep our customers well ahead of the technology curve and provide them with the latest wireless messaging products.

The company also will take on a new name, yet to be determined.

This is an exciting time in the industry – advances in technology, particularly with regard to the Internet, mean your pager and messaging device are more valuable and useful tools than ever. With this merger, we are excited to be at the forefront of these changes and look forward to using our new resources and technological capability to benefit you, our customer. I hope you share our enthusiasm for the merger and our anticipation of the new possibilities in wireless messaging created by this union.

While the merger is expected to close sometime later this year, our experienced transition team will ensure that the integration of Arch's and Metrocall's operations is seamless for our customers. However, should you have any questions or concerns during the transition period, please do not hesitate to call [name] at [number] at any time.

Sincerely,