

Wizards-Patriots Holdings, Inc.

Form 425

May 25, 2004

Filed by Arch Wireless, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934  
Commission File No. 333-115769  
Subject Company: Arch Wireless, Inc.  
Subject Company: Metrocall Holdings, Inc.  
Subject Company: Wizards-Patriots Holdings, Inc.

In connection with a proposed business combination transaction, on May 21, 2004 Wizards-Patriots Holdings, Inc., the holding company in the proposed transaction ( Parent ), filed with the Securities and Exchange Commission (the SEC ) a registration statement on Form S-4, which includes a preliminary joint proxy statement/prospectus of Arch Wireless, Inc. ( Arch ) and Metrocall Holdings, Inc. ( Metrocall ) and other relevant documents in connection with the proposed transaction. In addition, Parent will prepare and file a definitive joint proxy statement/prospectus and other documents regarding the proposed transaction with the SEC. **Investors of Arch and Metrocall are urged to read the definitive joint proxy statement/prospectus and other relevant materials because they will contain important information about Parent, Arch and Metrocall and the proposed transaction.** The definitive joint proxy statement/prospectus will be sent to stockholders of Arch and Metrocall seeking their approval of the proposed transaction. Investors may obtain a free copy of these materials 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 definitive joint proxy statement/prospectus, once it is 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 preliminary joint proxy statement/prospectus and, when it becomes available, the definitive joint proxy statement/prospectus.

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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 April 23, 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 preliminary joint proxy statement/prospectus and, when it becomes available, the definitive joint proxy statement/prospectus.

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, each as amended by an Amendment No. 1 to Form 10-K filed on April 29, 2004. 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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[Set forth below is a press release circulated by Arch Wireless, Inc.]

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**NEWS RELEASE**

**FOR IMMEDIATE RELEASE**  
Monday, May 24, 2004

**CONTACT:** Bob Lougee (508) 435-6117

**Arch Wireless Announces Filing of Preliminary Joint Proxy Statement/Prospectus for Proposed Merger with Metrocall**

Westborough, MA (May 24, 2004) Arch Wireless, Inc. (Nasdaq: AWIN, BSE: AWL) today announced that, on May 21, 2004, in connection with the proposed business combination transaction between Arch and Metrocall Holdings, Inc., Wizards-Patriots Holdings, Inc., the holding company in the proposed transaction, filed with the Securities and Exchange Commission (SEC) a registration statement on Form S-4, which includes a preliminary joint proxy statement/prospectus of Arch and Metrocall.

In addition, Wizards-Patriots will prepare and file a definitive joint proxy statement/prospectus and other documents regarding the proposed transaction with the SEC. Investors of Arch and Metrocall are urged to read the definitive joint proxy statement/prospectus and other relevant materials because they will contain important information about Wizards-Patriots, Arch and Metrocall and the proposed transaction. The definitive joint proxy statement/prospectus will be sent to stockholders of Arch and Metrocall seeking their approval of the proposed transaction.

Investors may obtain a free copy of these materials and other documents filed by Wizards-Patriots, 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 definitive joint proxy statement/prospectus, once it is available, also may be obtained from Arch Wireless, Inc., care of Gerald J. Cimmino, 1800 West Park Drive, Westborough, MA 01581, (tel.: 508-870-6006), 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.

On March 29, 2004, Metrocall and Arch announced a merger agreement that would result in a combination of the two businesses. That transaction is subject to several conditions, including shareholder and regulatory approvals.

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Arch Wireless, Inc., headquartered in Westborough, Mass., is a leading wireless messaging and mobile information company with operations throughout the United States. It offers a full range of wireless messaging and wireless e-mail services, including mobile data solutions for the enterprise, to business and retail customers nationwide. Arch provides services to customers in all 50 states, the District of Columbia, Puerto Rico, Canada, Mexico and in the Caribbean principally through a nationwide direct sales force, as well as through indirect resellers, retailers and other strategic partners. Additional information on Arch is available on the Internet at <http://www.arch.com>.

***Statement under the Private Securities Litigation Reform Act:*** Statements contained herein or in prior press releases which are not historical fact, such as statements regarding Arch's expectations for future reductions in operating expenses, future subscriber and disconnect rates, maintenance of operating margins, and consummation of the proposed transaction with Metrocall, are forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties that may cause Arch's actual results to be materially different from the company's expectations expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those expectations include, but are not limited to, declining demand for Arch's paging products and services, Arch's ability to continue to reduce operating expenses and maintain operating margins, Arch's ability to complete announced redemptions and payments on its long-term debt, Arch's future capital needs, competitive pricing pressures, competition from both traditional paging services and other wireless communications services, government regulation, reliance upon third party providers for certain equipment and services, transaction-related risks, as well as other risks described from time to time in Arch's periodic reports and registration statements filed with the Securities and Exchange Commission. Although Arch believes the expectations reflected in the forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be attained. Arch *disclaims any intent or obligation to update any forward-looking statements.*

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