

RESURGENCE ASSET MANAGEMENT LLC /ADV
Form SC 13D/A
December 20, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(a)

(AMENDMENT NO. 1)

Arch Wireless, Inc.

(Name of Issuer)

Common Stock

(Title and Class of Securities)

039381108

(CUSIP Number)

James B. Rubin
Resurgence Asset Management, L.L.C.
10 New King Street
White Plains, New York 10604
Telephone: (914) 288-8600

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

November 19, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

NOTE. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
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CUSIP No. 039381108

SCHEDULE 13D

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| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) James B. Rubin | |
| | Resurgence Asset Management, L.L.C. (1) | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| | 7 | SOLE VOTING POWER None (1) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER None |
| | 9 | SOLE DISPOSITIVE POWER None (1) |
| | 10 | SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (1) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable | |
| 14 | TYPE OF REPORTING PERSON* IA | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- (1) Resurgence Asset Management, L.L.C. ("RAM") exercised voting and dispositive power over the Issuer's securities solely in its capacity as the general partner and sole investment advisor of M.D. Sass Corporate Resurgence Partners, L.P. and investment advisor to M.D. Sass Corporate Resurgence Partners II, L.P. Accordingly, RAM and M.D. Sass Corporate Resurgence Partners, L.P. may be deemed to have shared voting and dispositive power with each of M.D. Sass Corporate Resurgence Partners, L.P. and M.D. Sass Corporate Resurgence Partners II, L.P. Mr. James B. Rubin serves as Chief Investment Officer and is responsible for the day-to-day investment activities of RAM.

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| ----- | | | |
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) James B. Rubin Resurgence Asset Management International, L.L.C. (1) | | |
| ----- | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) | <input type="checkbox"/> |
| | | (b) | <input type="checkbox"/> |
| ----- | | | |
| 3 | SEC USE ONLY | | |
| ----- | | | |
| 4 | SOURCE OF FUNDS* AF | | |
| ----- | | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | | <input type="checkbox"/> |
| ----- | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | |
| ----- | | | |
| | 7 | SOLE VOTING POWER None (1) | |
| ----- | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER None | |
| ----- | | | |
| | 9 | SOLE DISPOSITIVE POWER None (1) | |
| ----- | | | |
| | 10 | SHARED DISPOSITIVE POWER None | |
| ----- | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (1) | | |

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Not applicable

14 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Resurgence Asset Management International, L.L.C. ("RAMI") exercised voting and dispositive power over the Issuer's securities solely in RAMI's capacity as sole special shareholder of and sole investment advisor of M.D. Sass Corporate Resurgence International, Ltd. Accordingly, RAMI may have been deemed to share voting and dispositive power with M.D. Sass Corporate Resurgence Partners International, Ltd. On July 1, 2001, M.D. Sass Re/Enterprise International, Ltd., which had been managed by RAMI, was consolidated with M.D. Sass Re/Enterprise Partners, L.P., and their respective assets were contributed to a single master portfolio called M.D. Sass Re/Enterprise Portfolio Company, L.P., which is managed by REAM. Mr. James B. Rubin serves as Chief Investment Officer and is responsible for the day-to-day investment activities of RAMI.

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
James B. Rubin
Re/Enterprise Asset Management, L.L.C. (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

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None (1)

| | | |
|---|---|------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER None |
| | 9 | SOLE DISPOSITIVE POWER None (1) |
| | 10 | SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (1) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable | |
| 14 | TYPE OF REPORTING PERSON* IA | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Re/Enterprise Asset Management L.L.C. ("REAM") exercised voting and dispositive power over the Issuer's securities (a) as the sole investment advisor to two employee pension plans and (b) as general partner and sole investment advisor of M.D. Sass Re/Enterprise Portfolio Company, L.P. ("Enterprise") and M.D. Sass Re/Enterprise II, L.P. ("Enterprise II"). Accordingly, REAM may have been deemed to share voting and dispositive power with each of the pension plans and with Enterprise and Enterprise II. On July 1, 2001, M.D. Sass Re/Enterprise International, Ltd., which was managed by RAMI, and M.D. Sass Re/Enterprise Partners, L.P., which was managed by REAM, were consolidated and their respective assets were contributed to a single master portfolio, Enterprise. Mr. James B. Rubin serves as Chief Investment Officer and is responsible for the day-to-day investment activities of REAM.

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|---|--|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Kingstreet, Ltd. (1) | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |

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|---|---|------------------------------------|
| 3 | SEC USE ONLY | |
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| 4 | SOURCE OF FUNDS* WC | |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | _ |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands | |
| ----- | | |
| | 7 | SOLE VOTING POWER None (1) |
| ----- | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER None |
| ----- | | |
| | 9 | SOLE DISPOSITIVE POWER None (1) |
| ----- | | |
| | 10 | SHARED DISPOSITIVE POWER None |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (1) | |
| ----- | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | _ |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON* CO | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Kingstreet, Ltd. is the wholly-owned subsidiary of the M.D. Sass Re/Enterprise International Irrevocable Trust II (the "Trust"). Accordingly, Kingstreet, Ltd. and the Trust may have been deemed to share voting and dispositive power over the Issuer's securities. Voting and dispositive power on behalf of the Trust is exercised through its trustee, CITCO Trustees Company (BVI) Ltd. The sole director of Kingstreet, Ltd. is CTC Corporation, Ltd.

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Resurgence Parallel Fund, L.L.C. (1) | | | |
| ----- | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) | <input type="checkbox"/> | |
| | | (b) | <input type="checkbox"/> | |
| ----- | | | | |
| 3 | SEC USE ONLY | | | |
| ----- | | | | |
| 4 | SOURCE OF FUNDS* WC | | | |
| ----- | | | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | | <input type="checkbox"/> | |
| ----- | | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | | |
| ----- | | | | |
| | 7 | SOLE VOTING POWER None (1) | | |
| ----- | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER None | | |
| | ----- | | | |
| | 9 | SOLE DISPOSITIVE POWER None (1) | | |
| ----- | | | | |
| | 10 | SHARED DISPOSITIVE POWER None | | |
| ----- | | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None | | | |
| ----- | | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | | <input type="checkbox"/> | |
| ----- | | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable | | | |
| ----- | | | | |
| 14 | TYPE OF REPORTING PERSON* OO | | | |
| ----- | | | | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- (1) Resurgence Parallel Fund, L.L.C.'s managers, Martin D. Sass, Hugh R. Lamle and Martin E. Winter, exercised voting and dispositive power over the Issuer's securities.

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) M.D. Sass Associates Inc. Employees Profit Sharing Plan (1) | | |
| ----- | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) | <input type="checkbox"/> |
| | | (b) | <input type="checkbox"/> |
| ----- | | | |
| 3 | SEC USE ONLY | | |
| ----- | | | |
| 4 | SOURCE OF FUNDS* WC | | |
| ----- | | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | | <input type="checkbox"/> |
| ----- | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION New York | | |
| ----- | | | |
| | 7 | SOLE VOTING POWER None (1) | |
| ----- | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER None | |
| ----- | | | |
| | 9 | SOLE DISPOSITIVE POWER None (1) | |
| ----- | | | |
| | 10 | SHARED DISPOSITIVE POWER None | |
| ----- | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (1) | | |
| ----- | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | | <input type="checkbox"/> |
| ----- | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable | | |

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14 TYPE OF REPORTING PERSON*
EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The trustee of M.D. Sass Associates, Inc. Employees Profit Sharing Plan is Martin E. Winter.

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
James B. Rubin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

7 SOLE VOTING POWER
None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITHb

8 SHARED VOTING POWER
None

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES*

|_ |

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 Not applicable

 14 TYPE OF REPORTING PERSON*
 IN

 *SEE INSTRUCTIONS BEFORE FILLING OUT!

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 1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Devonshire Capital Partners, L.L.C. (1)

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_
 (b) |_

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e) |_

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 N/A

 7 SOLE VOTING POWER
 None (1)

 NUMBER OF SHARES
 BENEFICIALLY
 OWNED BY
 EACH REPORTING
 PERSON WITH

 8 SHARED VOTING POWER
 None

 9 SOLE DISPOSITIVE POWER
 None (1)

 10 SHARED DISPOSITIVE POWER
 None

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Not applicable

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The manager of Devonshire Capital Partners, L.L.C. ("Devonshire"), Thomas A. Larkin, is responsible for ordinary management and investment decisions. However, the voting of certain securities in which Devonshire owns more than 5% of the voting power must be approved of a majority of the Class A members. Class A members of Devonshire are James B. Rubin, Guadalupe G. Rubin and Thomas A. Larkin.

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
J.B. Rubin & Company Profit Sharing Plan (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
N/A

7 SOLE VOTING POWER
None(1)

NUMBER OF SHARES
BENEFICIALLY

8 SHARED VOTING POWER
None

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OWNED BY
EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER
None (1)

10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* |__|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Not applicable

14 TYPE OF REPORTING PERSON*
EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The trustee of J.B. Rubin & Company Profit Sharing Plan is James B.
Rubin.

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Guadalupe G. Rubin IRA (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |__|
(b) |__|

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) |__|

6 CITIZENSHIP OR PLACE OF ORGANIZATION
N/A

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7 SOLE VOTING POWER
None (1)

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

8 SHARED VOTING POWER
None

9 SOLE DISPOSITIVE POWER
None (1)

10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Not applicable

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Voting and dispositive power is executed by Guadalupe G. Rubin.

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
James B. Rubin, IRA (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

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| | | |
|---|---|---|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION N/A | |
| | | 7 SOLE VOTING POWER None (1) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 8 SHARED VOTING POWER None |
| | | 9 SOLE DISPOSITIVE POWER None (1) |
| | | 10 SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (1) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | _ |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable | |
| 14 | TYPE OF REPORTING PERSON* OO | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Voting and dispositive power is executed by James B. Rubin.

| | | | |
|-----------|-----------|--------------|---------------------|
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|-----------|-----------|--------------|---------------------|

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|---|---|------------------------------|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Resurgence Parallel Fund II, L.L.C. (1) | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) _ _ |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* | |

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WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e) |__|

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 7 SOLE VOTING POWER
 None (1)

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 8 SHARED VOTING POWER
 None

 9 SOLE DISPOSITIVE POWER
 None (1)

 10 SHARED DISPOSITIVE POWER
 None

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 None (1)

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES* |__|

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 Not applicable

 14 TYPE OF REPORTING PERSON*
 OO

 *SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Resurgence Parallel Fund II, L.L.C.'s managers, Martin D. Sass, Hugh R. Lamle and Martin E. Winter, exercised voting and dispositive power over the Issuer's securities.

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 1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Resurgence Asset Management Employee Retirement Plan (1)

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |__|

| | |
|---|---|
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS* OO |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION N/A |
| ----- | |
| | 7 SOLE VOTING POWER None (1) |
| ----- | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 SHARED VOTING POWER None |
| ----- | |
| | 9 SOLE DISPOSITIVE POWER None (1) |
| ----- | |
| | 10 SHARED DISPOSITIVE POWER None |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None(1) |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable |
| ----- | |
| 14 | TYPE OF REPORTING PERSON* EP |
| ----- | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The trustee of Resurgence Asset Management Employee Retirement Plan is James B. Rubin.

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| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | J. B. Rubin & Company Defined Contribution Plan (1) | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* 00 | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION N/A | |
| | 7 | SOLE VOTING POWER None (1) |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER None |
| | 9 | SOLE DISPOSITIVE POWER None (1) |
| | 10 | SHARED DISPOSITIVE POWER None |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (1) | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable | |
| 14 | TYPE OF REPORTING PERSON* EP | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) The trustee of the J. B. Rubin & Company Defined Contribution Plan is James B. Rubin.

CUSIP No. 039381108

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| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
|---|--|--|

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Mid Ocean Capital Ltd. (1)

| | | | |
|---|---|-----|---|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) | _ |
| | | (b) | _ |

| | | | |
|---|--------------|--|--|
| 3 | SEC USE ONLY | | |
|---|--------------|--|--|

| | | | |
|---|------------------|--|--|
| 4 | SOURCE OF FUNDS* | | |
| | WC | | |

| | | | |
|---|--|--|---|
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e) | | _ |
|---|--|--|---|

| | | | |
|---|--------------------------------------|--|--|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | British Virgin Islands | | |

| | | | |
|---|-------------------|--|--|
| 7 | SOLE VOTING POWER | | |
| | None (1) | | |

| | | | |
|---|---|---------------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | |
| | | None | |

| | | | |
|---|---|------------------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER | |
| | | None (1) | |

| | | | |
|---|----|--------------------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 10 | SHARED DISPOSITIVE POWER | |
| | | None | |

| | | | |
|----|--|--|--|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | None (1) | | |

| | | | |
|----|--|--|---|
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | | _ |
|----|--|--|---|

| | | | |
|----|--|--|--|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | Not applicable | | |

| | | | |
|----|---------------------------|--|--|
| 14 | TYPE OF REPORTING PERSON* | | |
| | OO | | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Mid Ocean Capital Ltd. is the wholly-owned subsidiary of the M.D. Sass Corporate Resurgence International Irrevocable Trust B (the "Trust"). Accordingly, Mid Ocean Capital Ltd. and the Trust may have been deemed to share voting and dispositive power over the Issuer's securities. Voting and dispositive power over the Issuer's securities is exercised through CITCO Trustees (BVI) Ltd. The sole director of Mid Ocean Capital Ltd. is CTC Corporation, Ltd.

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This Amendment No. 1 (this "Amendment") to the Schedule 13D filed on July 3, 2001 (the "Schedule 13D") relates to Common Stock (the "Common Stock") of Arch Wireless, Inc., a Delaware corporation ("Issuer"). This filing is made by Resurgence Asset Management, L.L.C., Resurgence Asset Management International, L.L.C., Re/Enterprise Asset Management, L.L.C., Kingstreet Ltd., Resurgence Parallel Fund L.L.C., M.D. Sass Associates, Inc. Employees Profit Sharing Plan, James B. Rubin, Devonshire Capital Partners, L.L.C., J.B. Rubin & Company Profit Sharing Plan, Guadalupe G. Rubin IRA, James B. Rubin IRA, Resurgence Parallel Fund II, LLC, Resurgence Asset Management Employee Retirement Plan, J.B. Rubin & Company Defined Contribution Plan, and Mid Ocean Capital Ltd. (collectively, the "Reporting Persons"). Pursuant to this Amendment, the Reporting Persons hereby amend Items 4, 5 and 7 to the Schedule 13D as set forth in this Amendment.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 to the Schedule 13D is hereby amended to add the following as a new paragraph at the end thereof:

"Between November 7, 2001 and December 7, 2001, the Reporting Persons sold all 16,239,776 shares of the Common Stock beneficially owned by them and as such no longer oppose the restructuring plan originally proposed by the Issuer. The Issuer also filed a voluntary petition under Chapter 11 of the Bankruptcy Code on December 6, 2001. None of the Reporting Persons presently has any plans or proposals that relate to or otherwise result in any matter required to be disclosed in response to paragraphs (a) through (i) of Item 4 of Schedule 13D. "

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 to the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) - (b) See Rows 7, 9, 11 and 13 of each cover page.
- (c) Between November 7, 2001 and December 7, 2001, the Reporting Persons sold all 16,239,776 shares of the Common Stock beneficially owned by them at a price per share ranging from \$0.01350 to \$0.04500 in open market transactions. For information about each sale, see Exhibit 3 hereto.
- (d) No person other than those named in Item 2 to this Schedule 13D is known to have the right to receive or the power to direct the receipt of the proceeds from the sale of shares of Common Stock beneficially owned by the Reporting Persons.
- (e) December 5, 2001.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

| | |
|-----------|--|
| Exhibit 1 | Agreement as to Joint Filing of Schedule 13D |
| Exhibit 2 | Disclaimer of Beneficial Ownership |
| Exhibit 3 | Schedule of Sales |

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 20, 2001

RESURGENCE ASSET MANAGEMENT, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

RESURGENCE ASSET MANAGEMENT INTERNATIONAL, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

RE/ENTERPRISE ASSET MANAGEMENT, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

KINGSTREET LTD.

/S/ CTC CORPORATION, LTD

CTC Corporation, Ltd, Director

RESURGENCE PARALLEL FUND, L.L.C.

BY: /S/ MARTIN E. WINTER

Martin E. Winter, Member

M.D. SASS ASSOCIATES, INC. EMPLOYEES PROFIT SHARING PLAN

BY: /S/ MARTIN E. WINTER

Martin E. Winter, Trustee

JAMES B. RUBIN

/S/ JAMES B. RUBIN

James B. Rubin

J.B. RUBIN & COMPANY PROFIT SHARING PLAN

BY: /S/ JAMES B. RUBIN

James B. Rubin, Trustee

RESURGENCE ASSET MANAGEMENT EMPLOYEE RETIREMENT PLAN

BY: /S/ JAMES B. RUBIN

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James B. Rubin, Trustee

CUSIP No. 039381108

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DEVONSHIRE CAPITAL PARTNERS, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Member

GUADALUPE G. RUBIN IRA

BY: /S/ GUADALUPE G. RUBIN

Guadalupe G. Rubin, Beneficiary

JAMES B. RUBIN IRA

BY: /S/ JAMES B. RUBIN

James B. Rubin, Beneficiary

RESURGENCE PARALLEL FUND II, LLC

BY: /S/ MARTIN E. WINTER

Martin E. Winter, Member

J.B. RUBIN & COMPANY DEFINED CONTRIBUTION PLAN

BY: /S/ JAMES B. RUBIN

James B. Rubin, Trustee

MID OCEAN CAPITAL LTD.

/S/ CTC CORPORATION, LTD.

CTC Corporation, Ltd., Director

CUSIP No. 039381108

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EXHIBIT INDEX TO SCHEDULE 13D
ARCH WIRELESS, INC.

Exhibit 1

Agreement between Resurgence Asset Management, L.L.C.

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("RAM"), Resurgence Asset Management International, L.L.C. ("RAMI"), Re/Enterprise Asset Management, L.L.C. ("REAM"), Kingstreet Ltd., Resurgence Parallel Fund L.L.C. ("Parallel Fund I"), M.D. Sass Associates, Inc. Employees Profit Sharing Plan ("SAEPS"), James B. Rubin, Devonshire Capital Partners, L.L.C. ("Devonshire"), J.B. Rubin & Company Profit Sharing Plan (the "Rubin Plan"), Guadalupe G. Rubin IRA, James B. Rubin IRA, Resurgence Parallel Fund II, LLC ("Parallel Fund II"), Resurgence Asset Management Employee Retirement Plan ("RAM Plan"), J. B. Rubin & Company Defined Contribution Plan ("Rubin Contribution Plan") and Mid Ocean Capital Ltd. as to joint filing of Schedule 13D.

Exhibit 2 Disclaimer of Beneficial Ownership by RAM, RAMI and REAM.

Exhibit 3 Schedule of Sales

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EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13D

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13D, and agrees that this amendment to Schedule 13D is filed on its behalf.

Dated: December 20, 2001

RESURGENCE ASSET MANAGEMENT, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

RESURGENCE ASSET MANAGEMENT INTERNATIONAL, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

RE/ENTERPRISE ASSET MANAGEMENT, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

KINGSTREET LTD.

/S/ CTC CORPORATION, LTD.

Edgar Filing: RESURGENCE ASSET MANAGEMENT LLC /ADV - Form SC 13D/A

CTC Corporation, Ltd., Director

RESURGENCE PARALLEL FUND, L.L.C.

BY: /S/ MARTIN E. WINTER

Martin E. Winter, Member

M.D. SASS ASSOCIATES, INC. EMPLOYEES PROFIT SHARING PLAN

BY: /S/ MARTIN E. WINTER

Martin E. Winter, Trustee

JAMES B. RUBIN

/S/ JAMES B. RUBIN

James B. Rubin

J.B. RUBIN & COMPANY PROFIT SHARING PLAN

BY: /S/ JAMES B. RUBIN

James B. Rubin, Trustee

CUSIP No. 039381108

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RESURGENCE ASSET MANAGEMENT EMPLOYEE RETIREMENT PLAN

BY: /S/ JAMES B. RUBIN

James B. Rubin, Trustee

DEVONSHIRE CAPITAL PARTNERS, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Member

GUADALUPE G. RUBIN IRA

BY: /S/ GUADALUPE G. RUBIN

Guadalupe G. Rubin, Beneficiary

JAMES B. RUBIN IRA

BY: /S/ JAMES B. RUBIN

James B. Rubin, Beneficiary

Edgar Filing: RESURGENCE ASSET MANAGEMENT LLC /ADV - Form SC 13D/A

RESURGENCE PARALLEL FUND II, LLC

BY: /S/ MARTIN E. WINTER

Martin E. Winter, Member

J.B. RUBIN & COMPANY DEFINED CONTRIBUTION PLAN

BY: /S/ JAMES B. RUBIN

James B. Rubin, Trustee

MID OCEAN CAPITAL LTD.

/S/ CTC CORPORATION, LTD.

CTC Corporation, Ltd., Director

CUSIP No. 039381108

SCHEDULE 13D

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EXHIBIT 2

DISCLAIMER OF BENEFICIAL OWNERSHIP

Each of the undersigned disclaims beneficial ownership of the securities referred to in the Schedule 13D to which this exhibit is attached, and the filing of this Schedule 13D shall not be construed as an admission that any of the undersigned is, for the purpose of Section 13D or 13G of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Schedule 13D.

Dated: December 20, 2001

RESURGENCE ASSET MANAGEMENT, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

RESURGENCE ASSET MANAGEMENT INTERNATIONAL, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

RE/ENTERPRISE ASSET MANAGEMENT, L.L.C.

BY: /S/ JAMES B. RUBIN

James B. Rubin, Co-Chair

CUSIP No. 039381108

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EXHIBIT 3

SCHEDULE OF SALES

RESURGENCE ASSET MANAGEMENT, L.L.C.1

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 487,000 | 0.04500 |
| November 8, 2001 | 48,647 | 0.04010 |
| November 12, 2001 | 24,322 | 0.03300 |
| November 13, 2001 | 72,969 | 0.03300 |
| November 15, 2001 | 97,294 | 0.03000 |
| November 16, 2001 | 145,938 | 0.02500 |
| November 19, 2001 | 291,876 | 0.02600 |
| November 20, 2001 | 291,876 | 0.02800 |
| November 21, 2001 | 236,678 | 0.02800 |
| November 29, 2001 | 184,059 | 0.01900 |
| November 30, 2001 | 433,080 | 0.01880 |

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| | | |
|------------------|-----------|---------|
| December 3, 2001 | 433,081 | 0.01510 |
| December 4, 2001 | 433,080 | 0.01350 |
| December 5, 2001 | 433,080 | 0.01440 |
| December 6, 2001 | 3,395,238 | 0.01740 |
| December 7, 2001 | 205,713 | 0.01420 |

1 Resurgence Asset Management, L.L.C. ("RAM") exercised voting and dispositive power over the Issuer's securities solely in its capacity as the general partner and sole investment advisor of M.D. Sass Corporate Resurgence Partners, L.P. and investment advisor to M.D. Sass Corporate Resurgence Partners II, L.P. Accordingly, RAM and M.D. Sass Corporate Resurgence Partners, L.P. may be deemed to have shared voting and dispositive power with each of M.D. Sass Corporate Resurgence Partners, L.P. and M.D. Sass Corporate Resurgence Partners II, L.P. Mr. James B. Rubin serves as Chief Investment Officer and is responsible for the day-to-day investment activities of RAM.

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RESURGENCE ASSET MANAGEMENT INTERNATIONAL, L.L.C.2

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 201,000 | 0.04500 |
| November 8, 2001 | 20,125 | 0.04010 |
| November 12, 2001 | 10,063 | 0.03300 |
| November 13, 2001 | 30,188 | 0.03300 |
| November 15, 2001 | 40,250 | 0.03000 |
| November 16, 2001 | 60,376 | 0.02500 |
| November 19, 2001 | 120,753 | 0.02600 |
| November 20, 2001 | 120,753 | 0.02800 |
| November 21, 2001 | 103,195 | 0.02800 |
| November 29, 2001 | 94,424 | 0.01900 |

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| | | |
|-------------------|-----------|---------|
| November 30, 2001 | 222,174 | 0.01880 |
| December 3, 2001 | 222,174 | 0.01510 |
| December 4, 2001 | 222,174 | 0.01350 |
| December 5, 2001 | 222,174 | 0.01440 |
| December 6, 2001 | 1,741,792 | 0.01740 |
| December 7, 2001 | 105,532 | 0.01420 |

2 Resurgence Asset Management International, L.L.C. ("RAMI") exercised voting and dispositive power over the Issuer's securities solely in RAMI's capacity as sole special shareholder of and sole investment advisor of M.D. Sass Corporate Resurgence International, Ltd.. Accordingly, RAMI may have been deemed to share voting and dispositive power with M.D. Sass Corporate Resurgence Partners International Ltd. Mr. James B. Rubin serves as Chief Investment Officer and is responsible for the day-to-day investment activities of RAMI.

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RE/ENTERPRISE ASSET MANAGEMENT, L.L.C.3

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 258,000 | 0.04500 |
| November 8, 2001 | 25,798 | 0.04010 |
| November 12, 2001 | 12,899 | 0.03300 |
| November 13, 2001 | 38,697 | 0.03300 |
| November 15, 2001 | 51,596 | 0.03000 |
| November 16, 2001 | 77,395 | 0.02500 |
| November 19, 2001 | 154,788 | 0.02600 |
| November 20, 2001 | 154,788 | 0.02800 |
| November 21, 2001 | 132,281 | 0.02800 |
| November 29, 2001 | 121,038 | 0.01900 |
| November 30, 2001 | 284,797 | 0.01880 |
| December 3, 2001 | 284,796 | 0.01510 |
| December 4, 2001 | 284,797 | 0.01350 |
| December 5, 2001 | 284,796 | 0.01440 |

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| | | |
|------------------|-----------|---------|
| December 6, 2001 | 2,232,743 | 0.01740 |
| December 7, 2001 | 135,279 | 0.01420 |

3 Re/Enterprise Asset Management L.L.C. ("REAM") exercised voting and dispositive power over the Issuer's securities (a) as the sole investment advisor to two employee pension plans and (b) as general partner and sole investment advisor of M.D. Sass Re/Enterprise Portfolio Company, L.P. ("Enterprise") and M.D. Sass Re/Enterprise II, L.P. ("Enterprise II"). Accordingly, REAM may have been deemed to share voting and dispositive power with each of the pension plans and with Enterprise and Enterprise II. Mr. James B. Rubin serves as Chief Investment Officer and is responsible for the day-to-day investment activities of REAM.

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KINGSTREET, LTD.

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 5,000 | 0.04500 |
| November 8, 2001 | 526 | 0.04010 |
| November 12, 2001 | 263 | 0.03300 |
| November 13, 2001 | 789 | 0.03300 |
| November 15, 2001 | 1,052 | 0.03000 |
| November 16, 2001 | 1,578 | 0.02500 |
| November 19, 2001 | 3,157 | 0.02600 |
| November 20, 2001 | 3,157 | 0.02800 |
| November 21, 2001 | 2,698 | 0.02800 |
| November 29, 2001 | 2,468 | 0.01900 |
| November 30, 2001 | 5,808 | 0.01880 |
| December 3, 2001 | 5,808 | 0.01510 |
| December 4, 2001 | 5,808 | 0.01350 |
| December 5, 2001 | 5,808 | 0.01440 |
| December 6, 2001 | 45,536 | 0.01740 |
| December 7, 2001 | 2,759 | 0.01420 |

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RESURGENCE PARALLEL FUND, L.L.C.

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 14,000 | 0.04500 |
| November 8, 2001 | 1,368 | 0.04010 |
| November 12, 2001 | 684 | 0.03300 |
| November 13, 2001 | 2,052 | 0.03300 |
| November 15, 2001 | 2,736 | 0.03000 |
| November 16, 2001 | 4,104 | 0.02500 |
| November 19, 2001 | 8,209 | 0.02600 |
| November 20, 2001 | 8,209 | 0.02800 |
| November 21, 2001 | 7,015 | 0.02800 |
| November 29, 2001 | 6,419 | 0.01900 |
| November 30, 2001 | 15,103 | 0.01880 |
| December 3, 2001 | 15,103 | 0.01510 |
| December 4, 2001 | 15,103 | 0.01350 |
| December 5, 2001 | 15,103 | 0.01440 |
| December 6, 2001 | 118,402 | 0.01740 |
| December 7, 2001 | 7,174 | 0.01420 |

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M.D. SASS ASSOCIATES EMPLOYEE PROFIT SHARING PLAN

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|------------------|-----------------------|----------------------|
| November 7, 2001 | 2,000 | 0.04500 |

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| | | |
|-------------------|--------|---------|
| November 8, 2001 | 180 | 0.04010 |
| November 12, 2001 | 90 | 0.03300 |
| November 13, 2001 | 270 | 0.03300 |
| November 15, 2001 | 360 | 0.03000 |
| November 16, 2001 | 540 | 0.02500 |
| November 19, 2001 | 1,079 | 0.02600 |
| November 20, 2001 | 1,080 | 0.02800 |
| November 21, 2001 | 923 | 0.02800 |
| November 29, 2001 | 844 | 0.01900 |
| November 30, 2001 | 1,986 | 0.01880 |
| December 3, 2001 | 1,986 | 0.01510 |
| December 4, 2001 | 1,986 | 0.01350 |
| December 5, 2001 | 1,986 | 0.01440 |
| December 6, 2001 | 15,572 | 0.01740 |
| December 7, 2001 | 943 | 0.01420 |

CUSIP No. 039381108

SCHEDULE 13D

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JAMES B. RUBIN

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 14,000 | 0.04500 |
| November 8, 2001 | 1,363 | 0.04010 |
| November 12, 2001 | 682 | 0.03300 |
| November 13, 2001 | 2,045 | 0.03300 |
| November 15, 2001 | 2,726 | 0.03000 |
| November 16, 2001 | 4,090 | 0.02500 |
| November 19, 2001 | 8,179 | 0.02600 |
| November 20, 2001 | 8,179 | 0.02800 |

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| | | |
|-------------------|---------|---------|
| November 21, 2001 | 6,990 | 0.02800 |
| November 29, 2001 | 6,396 | 0.01900 |
| November 30, 2001 | 15,049 | 0.01880 |
| December 3, 2001 | 15,049 | 0.01510 |
| December 4, 2001 | 15,049 | 0.01350 |
| December 5, 2001 | 15,049 | 0.01440 |
| December 6, 2001 | 117,982 | 0.01740 |
| December 7, 2001 | 7,148 | 0.01420 |

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DEVONSHIRE CAPITAL PARTNERS, L.L.C.

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|-------------------------|
| November 7, 2001 | 9,000 | 0.04500 |
| November 8, 2001 | 875 | 0.04010 |
| November 12, 2001 | 437 | 0.03300 |
| November 13, 2001 | 1,312 | 0.03300 |
| November 15, 2001 | 1,750 | 0.03000 |
| November 16, 2001 | 2,624 | 0.02500 |
| November 19, 2001 | 5,249 | 0.02600 |
| November 20, 2001 | 5,249 | 0.02800 |
| November 21, 2001 | 4,486 | 0.02800 |
| November 29, 2001 | 4,104 | 0.01900 |
| November 30, 2001 | 9,657 | 0.01880 |
| December 3, 2001 | 9,657 | 0.01510 |
| December 4, 2001 | 9,657 | 0.01350 |
| December 5, 2001 | 9,657 | 0.01440 |

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| | | |
|------------------|--------|---------|
| December 6, 2001 | 75,713 | 0.01740 |
| December 7, 2001 | 4,587 | 0.01420 |

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J.B. RUBIN & COMPANY PROFIT SHARING PLAN

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 8, 2001 | 11 | 0.04010 |
| November 12, 2001 | 6 | 0.03300 |
| November 13, 2001 | 17 | 0.03300 |
| November 15, 2001 | 22 | 0.03000 |
| November 16, 2001 | 33 | 0.02500 |
| November 19, 2001 | 66 | 0.02600 |
| November 20, 2001 | 66 | 0.02800 |
| November 21, 2001 | 56 | 0.02800 |
| November 29, 2001 | 52 | 0.01900 |
| November 30, 2001 | 122 | 0.01880 |
| December 3, 2001 | 122 | 0.01510 |
| December 4, 2001 | 122 | 0.01350 |
| December 5, 2001 | 122 | 0.01440 |
| December 6, 2001 | 953 | 0.01740 |
| December 7, 2001 | 58 | 0.01420 |

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GUADALUPE G. RUBIN IRA

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|-------------------------|
| November 8, 2001 | 42 | 0.04010 |
| November 12, 2001 | 21 | 0.03300 |
| November 13, 2001 | 63 | 0.03300 |
| November 15, 2001 | 84 | 0.03000 |
| November 16, 2001 | 127 | 0.02500 |
| November 19, 2001 | 253 | 0.02600 |
| November 20, 2001 | 253 | 0.02800 |
| November 21, 2001 | 216 | 0.02800 |
| November 29, 2001 | 198 | 0.01900 |
| November 30, 2001 | 466 | 0.01880 |
| December 3, 2001 | 466 | 0.01510 |
| December 4, 2001 | 466 | 0.01350 |
| December 5, 2001 | 466 | 0.01440 |
| December 6, 2001 | 3,651 | 0.01740 |
| December 7, 2001 | 221 | 0.01420 |

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JAMES B. RUBIN IRA

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|-------------------------|
| November 8, 2001 | 51 | 0.04010 |
| November 12, 2001 | 26 | 0.03300 |
| November 13, 2001 | 77 | 0.03300 |

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| | | |
|-------------------|-------|---------|
| November 15, 2001 | 102 | 0.03000 |
| November 16, 2001 | 153 | 0.02500 |
| November 19, 2001 | 306 | 0.02600 |
| November 20, 2001 | 306 | 0.02800 |
| November 21, 2001 | 262 | 0.02800 |
| November 29, 2001 | 239 | 0.01900 |
| November 30, 2001 | 563 | 0.01880 |
| December 3, 2001 | 563 | 0.01510 |
| December 4, 2001 | 563 | 0.01350 |
| December 5, 2001 | 563 | 0.01440 |
| December 6, 2001 | 4,416 | 0.01740 |
| December 7, 2001 | 268 | 0.01420 |

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RESURGENCE PARALLEL FUND II, L.L.C.

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 2,000 | 0.04500 |
| November 8, 2001 | 196 | 0.04010 |
| November 12, 2001 | 98 | 0.03300 |
| November 13, 2001 | 294 | 0.03300 |
| November 15, 2001 | 392 | 0.03000 |
| November 16, 2001 | 588 | 0.02500 |
| November 19, 2001 | 1,176 | 0.02600 |
| November 20, 2001 | 1,176 | 0.02800 |
| November 21, 2001 | 1,005 | 0.02800 |
| November 29, 2001 | 920 | 0.01900 |

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| | | |
|-------------------|--------|---------|
| November 30, 2001 | 2,164 | 0.01880 |
| December 3, 2001 | 2,164 | 0.01510 |
| December 4, 2001 | 2,164 | 0.01350 |
| December 5, 2001 | 2,164 | 0.01440 |
| December 6, 2001 | 16,965 | 0.01740 |
| December 7, 2001 | 1,028 | 0.01420 |

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RESURGENCE ASSET MANAGEMENT, L.L.C. EMPLOYEE RETIREMENT PLAN

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 8, 2001 | 15 | 0.04010 |
| November 12, 2001 | 8 | 0.03300 |
| November 13, 2001 | 23 | 0.03300 |
| November 15, 2001 | 30 | 0.03000 |
| November 16, 2001 | 46 | 0.02500 |
| November 19, 2001 | 92 | 0.02600 |
| November 20, 2001 | 91 | 0.02800 |
| November 21, 2001 | 78 | 0.02800 |
| November 29, 2001 | 72 | 0.01900 |
| November 30, 2001 | 168 | 0.01880 |
| December 3, 2001 | 168 | 0.01510 |
| December 4, 2001 | 168 | 0.01350 |
| December 5, 2001 | 168 | 0.01440 |
| December 6, 2001 | 1,321 | 0.01740 |
| December 7, 2001 | 80 | 0.01420 |

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J.B RUBIN & COMPANY DEFINED CONTRIBUTION PLAN

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|----------------------|
| November 7, 2001 | 7,000 | 0.04500 |
| November 8, 2001 | 724 | 0.04010 |
| November 12, 2001 | 362 | 0.03300 |
| November 13, 2001 | 1,086 | 0.03300 |
| November 15, 2001 | 1,448 | 0.03000 |
| November 16, 2001 | 2,172 | 0.02500 |
| November 19, 2001 | 4,345 | 0.02600 |
| November 20, 2001 | 4,345 | 0.02800 |
| November 21, 2001 | 3,713 | 0.02800 |
| November 29, 2001 | 3,398 | 0.01900 |
| November 30, 2001 | 7,994 | 0.01880 |
| December 3, 2001 | 7,994 | 0.01510 |
| December 4, 2001 | 7,994 | 0.01350 |
| December 5, 2001 | 7,994 | 0.01440 |
| December 6, 2001 | 62,675 | 0.01740 |
| December 7, 2001 | 3,797 | 0.01420 |

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MID OCEAN CAPITAL, LTD.

| DATE OF SALE | NUMBER OF SHARES SOLD | PRICE PER SHARE (\$) |
|-------------------|-----------------------|-------------------------|
| November 7, 2001 | 1,000 | 0.04500 |
| November 8, 2001 | 79 | 0.04010 |
| November 12, 2001 | 39 | 0.03300 |
| November 13, 2001 | 118 | 0.03300 |
| November 15, 2001 | 158 | 0.03000 |
| November 16, 2001 | 236 | 0.02500 |
| November 19, 2001 | 472 | 0.02600 |
| November 20, 2001 | 472 | 0.02800 |
| November 21, 2001 | 404 | 0.02800 |
| November 29, 2001 | 369 | 0.01900 |
| November 30, 2001 | 869 | 0.01880 |
| December 3, 2001 | 869 | 0.01510 |
| December 4, 2001 | 869 | 0.01350 |
| December 5, 2001 | 869 | 0.01440 |
| December 6, 2001 | 6,817 | 0.01740 |
| December 7, 2001 | 413 | 0.01420 |