

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.

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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* |_ |

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) |_
(b) |_
|_ |

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

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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		
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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)		_
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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*		_
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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.

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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

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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 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

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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