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.	0393811	08	SCHEDULE 1	3D	PAGE 2 OF 38	PAGES
1				. OF ABOVE PERSO	ONS (ENTITIES	ONLY)
		Resurgence A	sset Manageme	nt, L.L.C. (1)		
2		CHECK THE API	PROPRIATE BOX	IF A MEMBER OF		_ _
3		SEC USE ONLY				
4		SOURCE OF FUI	 NDS*			
5			DISCLOSURE O	F LEGAL PROCEED: 2 (e)	INGS IS REQUI	 RED _
6		CITIZENSHIP (OR PLACE OF O	RGANIZATION		
			7 SOL	E VOTING POWER None (1)		
В	NUMBER OF SHARES BENEFICIALLY OWNED BY		8 SHA	RED VOTING POWER		
	CH REPORT ERSON WIT		9 SOL:	E DISPOSITIVE PO	DWER	
			10 SHA	RED DISPOSITIVE None	POWER	
11		AGGREGATE AMO	OUNT BENEFICI	ALLY OWNED BY EA	ACH REPORTING	PERSON
12		CHECK BOX IF		E AMOUNT IN ROW	(11) EXCLUDE	s _
13		PERCENT OF C		TED BY AMOUNT IN	N ROW (11)	
14		TYPE OF REPO	RTING PERSON*			
		*SEE INST	 RUCTIONS BEFO	 RE FILLING OUT!		

(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.

CUSIP No.	039381108	SCHED	ULE 13D	PAGE 3 OF 3	38 PAGES
1	James B. Ri	NTIFICATIC ubin	ERSONS ON NOS. OF ABOVE P	•	•
2	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER	OF A GROUP*	(a) _ (b) _
3	SEC USE ON	 _Y			
4	SOURCE OF 1	 FUNDS*			
5	CHECK BOX :		SURE OF LEGAL PROC	EEDINGS IS REQU	JIRED _
6	CITIZENSHII Delaware	P OR PLACE	OF ORGANIZATION		
		7	SOLE VOTING POW	ER	
BE	NUMBER OF SHARES BENEFICIALLY OWNED BY		SHARED VOTING P	OWER	
EACH REPORTING PERSON WITH		9	SOLE DISPOSITIV None (1)	E POWER	
		10	SHARED DISPOSIT	IVE POWER	
11	AGGREGATE A	AMOUNT BEN	EFICIALLY OWNED B	Y EACH REPORTIN	NG PERSON

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*	
	*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.

CUSIP No.	039381108	SCHEDULE 13D	PAGE 4 OF 38 PAG	ES
1	I.R.S. James H	F REPORTING PERSONS IDENTIFICATION NOS. OF ABOVE 3. Rubin erprise Asset Management, L.L.		Y)
2	CHECK 1	THE APPROPRIATE BOX IF A MEMBE	R OF A GROUP* (a)	. — .
3	SEC USI	E ONLY		
4	SOURCE AF	OF FUNDS*		
5		BOX IF DISCLOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED	1_1
6	CITIZEN Delawan	NSHIP OR PLACE OF ORGANIZATION		

SOLE VOTING POWER

4

None(1)

	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARI	ED VOTING POW None	ER	
			9	SOLE	DISPOSITIVE None(1)	POWER	
			10	SHARI	ED DISPOSITIV None	E POWER	
	11	AGGREGATE AMC	UNT BEN	 IEFICIAI	LLY OWNED BY	EACH REPORTIN	IG PERSON
	12	CHECK BOX IF CERTAIN SHARE		FREGATE	AMOUNT IN RO	W (11) EXCLUE	DES _
	13	PERCENT OF CI Not applicabl		PRESENTI	ED BY AMOUNT	IN ROW (11)	
	14	TYPE OF REPOR	TING PE	RSON*			
		*SEE INSTR	UCTIONS	BEFORI	E FILLING OUT	!	
(1) Re/Enterprise Asset M dispositive power ove investment advisor to partner and sole inve Portfolio Company, L. L.P. ("Enterprise II" voting and dispositive Enterprise and Enterprise and Enterprise and Enterprise Partner Consolidated and their master portfolio, Enterprise Toursetment Officer and activities of REAM.			wo empl ment ac ("Ente Accord power w se II. ich was L.P., respect prise.	oyee pedvisor of erprise' dingly, with each on July manage which with assume assume. Jar	securities (a ension plans of M.D. Sass of M.D. S REAM may haven of the pen of 1, 2001, M. ed by RAMI, a was managed bests were connes B. Rubin) as the sole and (b) as ge Re/Enterprise ass Re/Enterp e been deemed sion plans ar D. Sass Re/Ernd M.D. Sass y REAM, were tributed to a serves as Chi	eneral eneral enerise II, d to shar ad with aterprise a single ef
	No 02020		CCUER	NII E 121		DACE 5 OF 3	O DACES
	1	NAME OF REPOR I.R.S. IDENTI Kingstreet, I	TING PE	RSONS	OF ABOVE PER		
	2	CHECK THE APP	ROPRIAT	E BOX	IF A MEMBER O	F A GROUP*	(a) _ (b) _

	3	SEC USE ONLY				
	4	SOURCE OF FUN	 DS*			
	5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)			
	6	CITIZENSHIP O			GANIZATION	
			7	SOLE	VOTING POWER None(1)	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARI	ED VOTING POWER None	
			9	SOLE	DISPOSITIVE POWER None(1)	
			10	SHARI	ED DISPOSITIVE POWER None	
	11	AGGREGATE AMO	UNT BEN	EFICIA	LLY OWNED BY EACH REPORTING PE	 RSON
	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 REPOR	TING PE	RSON*		
		*SEE INSTR	ICTTONS	BEFORI	FILLING OUT!	

*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.

CUSIP No.	039381108	SCHEI	DULE 13D	PAGE 6 OF 3	88 PAGES
1		NTIFICATIO	ERSONS DN NOS. OF ABOVE Fund, L.L.C. (1)	PERSONS (ENTITIE	ES ONLY)
2	CHECK THE A	APPROPRIA:	FE BOX IF A MEMBE	R OF A GROUP*	(a) _ (b) _
3	SEC USE ON	LY			
4	SOURCE OF D	FUNDS*			
5	CHECK BOX : PURSUANT TO		SURE OF LEGAL PRO	CEEDINGS IS REQU	JIRED _
6	CITIZENSHI) Delaware	P OR PLACE	E OF ORGANIZATION		
		7	SOLE VOTING PO	WER	
B	NUMBER OF SHARES BENEFICIALLY OWNED BY		SHARED VOTING None	POWER	
	CH REPORTING ERSON WITH	9	SOLE DISPOSITI None (1)	VE POWER	
		10	SHARED DISPOSI None	TIVE POWER	
11	AGGREGATE i	AMOUNT BEI	NEFICIALLY OWNED	BY EACH REPORTIN	IG PERSON
12	CHECK BOX : CERTAIN SI		GREGATE AMOUNT IN	ROW (11) EXCLUI	DES _
13	PERCENT OF Not applica		PRESENTED BY AMOU	 NT IN ROW (11)	
14	TYPE OF REI	PORTING PI	ERSON*		
	*SEE IN	STRUCTIONS	BEFORE FILLING	 OUT!	

(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.

CUSIP No.	039381108	SCHED	ULE 13D	PAGE 7 OF 38 PAGES	 S
1	I.R.S. II		N NOS. OF ABOVE P	ERSONS (ENTITIES ONLY)	
2	CHECK THI	E APPROPRIAT	E BOX IF A MEMBER	OF A GROUP* (a) (b)	_ _
3	SEC USE (ONLY			
4	SOURCE OI	F FUNDS*			
5		X IF DISCLOS TO ITEM 2(d		EEDINGS IS REQUIRED	_
6	CITIZENSI New York		OF ORGANIZATION		
		7	SOLE VOTING POW	ER	
В	NUMBER OF SHARES BENEFICIALLY OWNED BY		SHARED VOTING P None	OWER	
	CH REPORTING ERSON WITH	9	SOLE DISPOSITIV	E POWER	
	10	SHARED DISPOSIT None	IVE POWER		
11	AGGREGATI None (1)	E AMOUNT BEN	EFICIALLY OWNED B	Y EACH REPORTING PERSO	 NC
12	CHECK BO		REGATE AMOUNT IN	ROW (11) EXCLUDES	_
13	PERCENT (Not appl		 RESENTED BY AMOUN	T IN ROW (11)	

	14	TYPE OF REPORT	ΓING PEF	RSON*			
		*SEE INSTRU	JCTIONS	BEFORE	E FILLING OUT	!	
(1)		ee of M.D. Sass E. Winter.	s Associ	lates,	Inc. Employe	es Profit Sh	aring Plan
 CUSIP	No. 039381	 108	SCHEDU	JLE 13I)	PAGE 8 OF	 38 PAGES
	1	NAME OF REPORT I.R.S. IDENTIF James B. Rubir	FICATION		OF ABOVE PER	SONS (ENTITI	ES ONLY)
	2	CHECK THE APPI	ROPRIATE	E BOX	IF A MEMBER O	F A GROUP*	(a) _ (b) _
	3	SEC USE ONLY					
	4	SOURCE OF FUNI)S*				
	5	CHECK BOX IF I				 DINGS IS REQ	 UIRED _
	6	CITIZENSHIP OF	R PLACE	OF OR	GANIZATION		
			7	SOLE	VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITHb		8	SHARI	ED VOTING POW	ER		
		9	SOLE	DISPOSITIVE :	POWER		
		-	10	SHARI	ED DISPOSITIV	E POWER	
	11	AGGREGATE AMOU	JNT BENE	EFICIAI	LLY OWNED BY	EACH REPORTI	NG PERSON
	12	CHECK BOX IF	 THE AGGE	 REGATE	AMOUNT IN RO	 W (11) EXCLU	 DES

	CERTAIN SHAP	RES*	_
13	PERCENT OF (CLASS REPRESENTED BY AMOUNT IN ROW (11)	
14	TYPE OF REPO	ORTING PERSON*	
	*SEE INS	TRUCTIONS BEFORE FILLING OUT!	
CUSIP No.	 039381108	SCHEDULE 13D PAGE 9 OF 38 P.	 AGES
1	I.R.S. IDEN	ORTING PERSONS TIFICATION NOS. OF ABOVE PERSONS (ENTITIES O Capital Partners, L.L.C. (1)	NLY)
2	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _
3	SEC USE ONLY	Y	
4	SOURCE OF FU	UNDS*	
5		F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRE ITEM 2(d) or 2(e)	 D _
6	CITIZENSHIP N/A	OR PLACE OF ORGANIZATION	
		7 SOLE VOTING POWER None(1)	
NUMBER OF SHARES BENEFICIALLY OWNED BY		8 SHARED VOTING POWER None	
	REPORTING SON 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*
	*SEE INSTRUCTIONS BEFORE FILLING OUT!
Thoma decis Devon major	anager of Devonshire Capital Partners, L.L.C. ("Devonshire"), s A. Larkin, is responsible for ordinary management and investment ions. However, the voting of certain securities in which shire owns more than 5% of the voting power must be approved of a ity of the Class A members. Class A members of Devonshire are B. Rubin, Guadalupe G. Rubin and Thomas A. Larkin.
CUSIP No. 03	9381108 SCHEDULE 13D PAGE 10 OF 38 PAGES
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*
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)
	OF SHARES 8 SHARED VOTING POWER ICIALLY None

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* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable TYPE OF REPORTING PERSON* 14 EP ______ *SEE INSTRUCTIONS BEFORE FILLING OUT! (1) The trustee of J.B. Rubin & Company Profit Sharing Plan is James B. Rubin. SCHEDULE 13D CUSIP No. 039381108 PAGE 11 OF 38 PAGES ______ NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Guadalupe G. Rubin IRA (1) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |_| ______ SEC USE ONLY 3 ______ SOURCE OF FUNDS* ΡF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ______ CITIZENSHIP OR PLACE OF ORGANIZATION N/A

		7	SOLE VOTING POWER None(1)		
NUMBER OF SHARES BENEFICIALLY OWNED BY		8	SHARED VOTING POW None	ER	
EACH REP PERSON		9	SOLE DISPOSITIVE None(1)	POWER	
		10	SHARED DISPOSITIV None		
11	AGGREGATE AMO	OUNT BEI		EACH REPORTING PE	 RSON
12		THE AGO	GREGATE AMOUNT IN RC		_
13	PERCENT OF CI		PRESENTED BY AMOUNT	IN ROW (11)	
14	TYPE OF REPOR	 RTING PI	ERSON*		
	*SEE INSTE	 RUCTIONS	BEFORE FILLING OUT	!	
(1) Voting	and dispositive	power :	s executed by Guada	lupe G. Rubin.	
CUSIP No. 0393		SCHEI	DULE 13D	PAGE 12 OF 38 P.	AGES
1	NAME OF REPOR I.R.S. IDENTI James B. Rubi	IFICATIO	ON NOS. OF ABOVE PER	SONS (ENTITIES ON	LY)
2	CHECK THE APP	PROPRIA:	TE BOX IF A MEMBER C	, ,	_ _
3	SEC USE ONLY				
4	SOURCE OF FUN	 NDS*			
5	CHECK BOX IF PURSUANT TO		SURE OF LEGAL PROCEE	DINGS IS REQUIRED	_

	6	CITIZENSHIP (OR PLACE	OF ORG	ANIZATION				
			7		VOTING POWE	:R			
	NUMBER OF SHARES BENEFICIALLY OWNED BY		8		D VOTING PO	 WER			
		REPORTING ON WITH	9		DISPOSITIVE	POWER			
			10		D DISPOSITI	VE POWER			
	11	AGGREGATE AMO	OUNT BEN	 NEFICIAL	LY OWNED BY	EACH REPO)RTING P	·	ON
	12	CHECK BOX IF CERTAIN SHARE		GREGATE	AMOUNT IN F	 ROW (11) EX	CLUDES		
	13	PERCENT OF CI		PRESENTE	D BY AMOUNT	' IN ROW (1	.1)		
	14	TYPE OF REPOR	 RTING PE	ERSON*					
		*SEE INSTI	RUCTIONS	BEFORE	FILLING OU	 IT!			
(1)	Voti	ng and dispositive	power i	s execu	ted by Jame	s B. Rubir	ı .		
CUSIP	No. 0	 39381108	SCHED	OULE 13D		PAGE 13	OF 38	PAG	ES
	1	NAME OF REPOR I.R.S. IDENT Resurgence Pa	IFICATIO	NOS.			'ITIES C	NLY	')
	2	CHECK THE API	PROPRIAT	E BOX I	F A MEMBER	OF A GROUE	, -	i)	_ _
	3	SEC USE ONLY							
	4	SOURCE OF FU	 NDS*						

WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER None(1) 8 SHARED VOTING POWER NUMBER OF SHARES BENEFICIALLY None OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER None(1) SHARED DISPOSITIVE POWER None ______ 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None(1) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* _____ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Not applicable TYPE OF REPORTING PERSON* *SEE INSTRUCTIONS BEFORE FILLING OUT! Resurgence Parallel Fund II, L.L.C.'s managers, Martin D. Sass, Hugh R. (1)Lamle and Martin E. Winter, exercised voting and dispositive power over the Issuer's securities. CUSIP No. 039381108 SCHEDULE 13D PAGE 14 OF 38 PAGES 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) |_|

				(b) _
3	SEC USE ONI	 LY		
4	SOURCE OF F	 FUNDS*		
 5	CHECK BOX I		SURE OF LEGAL PROCEEDI	TNGS IS REQUIRED
6	CITIZENSHIE N/A	P OR PLACI	OF ORGANIZATION	
		7	SOLE VOTING POWER None(1)	
BENE OW	OF SHARES FICIALLY NED BY	8	SHARED VOTING POWEF	
	EACH REPORTING PERSON WITH		SOLE DISPOSITIVE PO	WER
		10	SHARED DISPOSITIVE None	POWER
11	AGGREGATE <i>I</i> None(1)	AMOUNT BEI	UEFICIALLY OWNED BY EA	CH REPORTING PERSON
12	CHECK BOX I		GREGATE AMOUNT IN ROW	(11) EXCLUDES
13	PERCENT OF Not applica		PRESENTED BY AMOUNT IN	I ROW (11)
14	TYPE OF REF	PORTING PI	CRSON*	
	*SEE INS	STRUCTION:	BEFORE FILLING OUT!	
	trustee of Resurgs B. Rubin.	gence Asse	et Management Employee	e Retirement Plan is
			_	
CUSIP No. 03	9381108	SCHEI	DULE 13D F	PAGE 15 OF 38 PAGES

1	NAME OF REPO		PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	J. B. Rubin	& Compan	y Defined Contribution Plan (1)			
2	CHECK THE A	PPROPRIAT	E BOX IF A MEMBER OF A GROUP* (a) _ (b) _			
3	SEC USE ONL	SEC USE ONLY				
4	SOURCE OF F	SOURCE OF FUNDS*				
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)				
6	CITIZENSHIP N/A	OR PLACE	OF ORGANIZATION			
		7	SOLE VOTING POWER None(1)			
NUMBER OF SHARES BENEFICIALLY OWNED BY		8	SHARED VOTING POWER None			
	EACH REPORTING PERSON WITH		SOLE DISPOSITIVE POWER None(1)			
		10	SHARED DISPOSITIVE POWER None			
11	AGGREGATE AI	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 (PRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPO	TYPE OF REPORTING PERSON* EP				
	 *91	EE INSTRII	CTIONS REFORE FILLING OUT!			

*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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NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

		Mid Ocean Cap	ital Ltd	. (1)	
	2	CHECK THE APP	ROPRIATE	BOX IF A MEMBER OF A GROUP*	(a) _ (b) _
	3	SEC USE ONLY			
	4	SOURCE OF FUN	 DS*		
	5	CHECK BOX IF		RE OF LEGAL PROCEEDINGS IS REQUI	IRED _
	6	CITIZENSHIP O British Virgi		OF ORGANIZATION s	
			7	SOLE VOTING POWER None(1)	
	NUMBER OF S BENEFICIA	LLY	8	SHARED VOTING POWER None	
	OWNED B EACH REPOR PERSON WI	TING	9	SOLE DISPOSITIVE POWER None(1)	
			10	SHARED DISPOSITIVE POWER None	
	11	AGGREGATE AMO	UNT BENE	FICIALLY OWNED BY EACH REPORTING	PERSON
	 12	CHECK BOX IF CERTAIN SHAR		REGATE AMOUNT IN ROW (11) EXCLU	 JDES _
	13	PERCENT OF C		RESENTED BY AMOUNT IN ROW (11)	 I
	14	TYPE OF REPOR	TING PER	SON*	
		*SEE INS	TRUCTION	S BEFORE FILLING OUT!	
(1)	Sass Corp (the "Tru have been Issuer's securitie	orate Resurgen st"). Accordi deemed to sha securities. V s is exercised	ce Internogly, Miner voting and through	holly-owned subsidiary of the M. national Irrevocable Trust B d Ocean Capital Ltd. and the Trug and dispositive power over the d dispositive power over the Iss CITCO Trustees (BVI) Ltd. The std. is CTC Corporation, Ltd.	ıst may e suer's
CUSIP N	o. 039381	 108	SCHED		 38 PAGES

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 $13\,\mathrm{D}$ 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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CUSIP No. 039381108

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

James B. Rubin, Trustee

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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

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EXHIBIT INDEX TO SCHEDULE 13D ARCH WIRELESS, INC.

Exhibit 1 Agreement between Resurgence Asset Management, L.L.C.

("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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SCHEDULE 13D

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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.

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

SCHEDULE 13D

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RESURGENCE ASSET MANAGEMENT EMPLOYEE RETIREMENT

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

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

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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

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

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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

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.

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

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

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

November 8,	2001	180	0.04010
November 12,	2001	90	0.03300
November 13,		270	0.03300
November 15,		360	0.03000
November 16,	2001	540	0.02500
November 19,		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,		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		NUMBER OF SHARES SOLD	(\$)
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		8,179	0.02800

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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December 5, 2001

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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 0.03300 437 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 0.02800 November 21, 2001 4,486 0.02800 November 29, 2001 4,104 0.01900 November 30, 2001 9,657 0.01880 9,657 December 3, 2001 0.01510 _____ 9,657 December 4, 2001 0.01350 _____ ______

9,657

0.01440

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

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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SCHEDULE 13D

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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

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