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December 17, 2001

Magalie Roman Salas  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

Re: *Arch Communications Enterprises, LLC*  
*FCC Ownership Disclosure Information for*  
*Wireless Telecommunications Services (FCC Form 602)*

Dear Ms. Salas:

Pursuant to Section 1.919 of the Commission's rules, 47 C.F.R. § 1.919, Arch Communications Enterprises, LLC ("Arch"), by its attorneys, hereby submits an original and one copy of the FCC Form 602, FCC Ownership Disclosure Report. The information contained herein reflects the current ownership of Arch.

Please contact the undersigned should you have any questions concerning this filing.

Sincerely,  
WILKINSON BARKER KNAUER, LLP

By:   
Kathryn A. Zachen  
Carolyn W. Groves

Attachment



12/26/01 PS4

**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): <b>Arch Communications Enterprises, LLC</b>		3) FCC Registration Number (FRN): 	

**Related FCC Regulated Businesses of Applicant / Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:
<b>N/A</b>			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Paul</b>	MI: <b>H</b>	Last Name: <b>Kuzia</b>	suffix:
Title: <b>Executive Vice President - Technology and Regulatory Affairs</b>			

Signature: 	Date: <b>12/17/01</b>
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Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).

Schedule for Disclosable interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Arch Wireless, Inc.</b>			3) FCC Registration Number(FRN): <b>1005851360</b>	
4) Disclosable Interest Holders Address: <b>1800 West Park Drive, Suite 250, Westborough, MA 01581</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list): <b>D</b>	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>C</b>		7) Percent of Interest Held in Applicant: <b>100 %</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>See Exhibit 1</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>Pelaware</b>	
10) Relationship Description (if the <b>discloseable</b> interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Exhibit 1</b>				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):		II d) Percent of Interest Held:
<b>See Exhibit 1</b>				

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual)		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Arch Wireless Communications, Inc.</b>			3) FCC Registration Number(FRN): 	
4) Disclosable interest Holder's Address: <b>1800 West Park Drive, Suite 250, Westborough, MA 1581</b>				
5) Type of interest in Applicant ( ) (refer to Instructions for list): <b>D</b>		6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>C</b>		7) Percent of Interest Held in Applicant: <b>100 %</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>See Exhibit 1</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>Delaware</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of owners from indirect owner to the applicant): <b>See Exhibit 1</b>				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	II d) Percent of Interest Held:
<b>See Exhibit 1</b>			

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): <b>Arch Wireless Holdings, Inc. d/b/a Arch Wireless</b>			3) FCC Registration Number(FRN): 	
4) Disclosable Interest Holder's Address: <b>1800 West Park Drive, Suite 250, Westborough, MA 01581</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list): <b>D</b>		6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>C</b>		7) Percent of Interest Held in Applicant: <b>100 %</b>
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): <b>See Exhibit 1</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>Delaware</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Exhibit 1</b>				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary)	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:
<b>See Exhibit 1</b>			

**THIS ATTACHMENT CONTAINS TIN INFORMATION**

FCC Form 602

Exhibit 1

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**FCC Ownership Disclosure Information**

The following entities are all wholly-owned subsidiaries and FCC **Regulated** Businesses of Arch Wireless, Inc. (“AWI”), ultimate parent company of Applicant:

4a) Name and Address of all FCC Regulated Businesses owned by AWI:	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Arch Wireless Communications, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
Arch Wireless Holdings, Inc. d/b/a Arch Wireless 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
Arch Connecticut Valley, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
Arch Communications Enterprises LLC' 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
MobileMedia License Co. L.L.C. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service		100
Benbow PCS Ventures, Inc. 16 15 Highland Avenue Eureka, CA 95503	Commercial mobile radio service		49.9

'Arch Wireless Holdings, Inc. d/b/a Arch Wireless is the sole member of Arch Communications Enterprises LLC.

**THIS ATTACHMENT CONTAINS TIN INFORMATION**

FCC Form 602

Exhibit 1

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Cal Autofone, Inc. <sup>2</sup> 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	49.9
Radio Electronics Products Corporation 16 15 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	49.9
PageCall, Inc. 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	49.9
Nationwide 929.8875 LLC <sup>3</sup> c/o Paul, Hastings, Janofsky & Walker, LLP 1299 Pennsylvania Ave., N.W. 10th Floor Washington, DC 20004-2400	Commercial mobile radio service	50
Paging Network of America, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 0158 1	Commercial mobile radio service	100

<sup>2</sup>AWI, through its 49.9 percent indirect ownership interest in Benbow PCS Ventures, Inc. (“Benbow”), holds a 49.9 percent interest in Cal Autofone, Radio **Electronics** Products Corporation and **PageCall**, Inc., all of which are 100 percent owned by **Benbow**. AWI holds its interest in **Benbow** through a wholly-owned AWI subsidiary, **Benbow** Investments, Inc., a Delaware corporation.

<sup>3</sup>AWI holds a 50 percent total interest in Nationwide 929.8875 LLC (“Nationwide”) through two indirect, wholly-owned subsidiaries: Arch Connecticut Valley, Inc. (5.1 percent ) and Arch Communications Enterprises LLC (44.9 percent). The other 50 percent of Nationwide is held by Cellco Partnership, **d/b/a** Verizon Wireless. Detailed ownership information as to Cellco Partnership is set forth in its FCC Form 602 currently on file with the Commission.