

# COPY

WILKINSON ) BARKER ) KNAUER ) LLP

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January 24, 2002

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

Re: *Arch Connecticut Valley, Inc.*  
*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. § 1.9 19, Arch Connecticut Valley, Inc. ("ACV"), 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 ownership of ACV, which will exist upon Commission approval of the proposed transaction outlined in the contemporaneously filed FCC Form 603 Application for Assignment and subsequent consummation thereof.

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

Sincerely,

WILKINSON BARKER KNAUER, LLP



By: Kathryn A. Zachem  
Carolyn W. Croves

A handwritten signature in black ink, appearing to be "K. Zachem", written over the typed name.

Attachment

**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): <b>Arch Connecticut Valley, Inc.</b>		3) FCC Registration Number (FRN): <b>0003612553</b>	

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

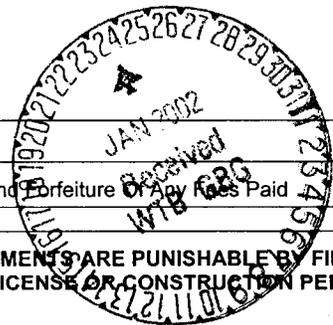
4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:
<b>N/A</b>			

**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>1/24/2002</b>
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Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of 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>0005859368</b>	
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 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 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)**

I1a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	I1b) Principal Business:	I1c) FCC Registration Number (FRN):	I1d) 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): <b>0005870514</b>	
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 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 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)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) 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 Holdings, Inc. d/b/a</b> <b>Arch Wireless</b>			3) FCC Registration Number(FRN): <b>0003291382</b>	
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 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 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>			

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>Franklin Floating Rate Trust</b>		3) FCC Registration Number (FRN): <b>TIN:</b>	
4) Disclosable Interest Holder's Address: <b>1 Franklin Parkway, Building 920, Floor 2, San Mateo, CA 94403-1906</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list): <b>I</b>	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): <b>0</b>	7) Percent of Interest Held in Applicant: <b>10.57%</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>United States</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>			

**FCC Ownership Disclosure Information**

**I. Applicant Information**

Arch Wireless, Inc. (“AWI”), a Delaware corporation, is the ultimate parent corporation of various FCC licensee entities. Arch Wireless Communications, Inc. (“AWCI”), a Delaware corporation, is a 100 percent, wholly-owned, direct subsidiary of AWI. The following FCC licensee entities are 100 percent, wholly-owned, indirect subsidiaries of AWI: Arch Wireless Holdings, Inc. d/b/a Arch Wireless (“AWHI”), a Delaware corporation; Paging Network of America, Inc. (“PageNet”), a Delaware corporation; Arch Communications Enterprises LLC (“ACE”), a Delaware limited liability company; Arch Connecticut Valley, Inc. (“ACV”), a Massachusetts corporation; and MobileMedia License Co. L.L.C. (“MobileMedia”), a Delaware limited liability company. AWI, AWCI, AWHI, PageNet, ACE, ACV and MobileMedia all have their headquarters at 1800 West Park Drive, Suite 250, Westborough, Massachusetts 0158 1.

Related FCC Regulated Business of AWI

4a) Name and Address of all FCC Regulated Businesses owned by AWI:	4 b ) 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

‘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

Page 2 of 3

Paging Network of America, Inc. 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. 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	49.9
Cal Autofone, Inc. <sup>2</sup> 1615 Highland Avenue Eureka, CA 95.503	Commercial mobile radio service	49.9
Radio Electronics Products Corporation 1615 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

<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.

**II. Disclosable-Interest Holder-Information**

One party may be deemed to hold a 10 percent or greater interest in AWI through investments.

**FRANKLIN FLOATING RATE TRUST**

**1 Franklin Parkway**

**Building 920, Floor 2**

**San Mateo, California 94403-1906**

- (a) Maximum Interest in AWI: 10.57%
- (b) Citizenship: U.S.
- (c) Telephone: (650) 3 12-2980  
Facsimile: (650) 3 12-3346
- (d) Contact Person: Tyler Chan
- (e) Principal Business: Mutual fund investing primarily in senior secured corporate loans and corporate debt securities with floating interest rates.
- (f) Franklin Floating Rate Trust does not hold, directly or indirectly, 10% or greater of any other FCC regulated business.

In preparing the instant FCC Form 602, AWI, in good faith and using its best efforts, has diligently attempted to gather the required ownership disclosure information concerning attributable interest holders for the Commission's records. The information contained on the attached Schedules A reflect all information provided to AWI by the Franklin Floating Rate Trust ("FFRT"), which is one of several mutual funds managed by Franklin Templeton Investments located at One Franklin Parkway, San Mateo, CA 94403-1906; however, because some of the information requested by the FCC is considered confidential by FFRT's investment advisors, some information is unavailable to AWI. AWI, as a publicly traded company, has no actual control over FFRT, and is not able to obtain certain FFRT-related information. AWI will continue to attempt to obtain the required information and will update the instant filing as new or changed information regarding FFRT becomes available to AWI.