

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL*	UNSECURED PORTION IF ANY
		H	W					
Account No.		February 1, 1994						
A.G. Edwards & Sons, Inc. Peggy Hubbs 2801 Clark Street St. Louis, MO 63103		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					14,000.00	Unknown
		Value \$ Unknown						
Account No.		December 15, 1994						
ABN AMRO Incorporated Michele Dwyer 208 South Lasalle Street Chicago, IL 60604		14% Note-First priority security interest in substantially all of the assets					1,850,000.00	Unknown
		Value \$ Unknown						
Account No.		December 15, 1994						
ABN AMRO Securities LLC Peter Guilarte 135 East 57th Street, 18th Floor New York, NY 10022-2101		14% Note-First priority security interest in substantially all of the assets					3,520,000.00	Unknown
		Value \$ Unknown						
Account No.		February 1, 1994						
ABN AMRO Securities LLC Peter Guilarte 135 East 57th Street, 18th Floor New York, NY 10022-2101		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					27,400,000.00	Unknown
		Value \$ Unknown						
Subtotal							32,784,000.00	
(Total of this page)								

29 continuation sheets attached

In re Arch Wireless Holdings, Inc., Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Abrams Capital International Jason Price 425 Boylston Street Suite 3 Boston, MA 02116		-					1,200,000.00	Unknown
			Value \$ Unknown					
Account No.			Secured Bank Creditor					
Abrams Capital Partners I, LP Jason Price 425 Boylston Street Suite 3 Boston, MA 02116		-					2,000,000.00	Unknown
			Value \$ Unknown					
Account No.			Secured Bank Creditor					
Abrams Capital Partners II, LP Jason Price 425 Boylston Street Suite 3 Boston, MA 02116		-					26,799,681.81	Unknown
			Value \$ Unknown					
Account No.			Secured Bank Creditor					
Ark CLO 2000-1, Ltd. William Getschow 600 Travis Street 50th Floor Houston, TX 77002		-					25,485,616.11	Unknown
			Value \$ Unknown					
Account No.			Secured Bank Creditor					
Ark II CLO 2001-1, Limited Paul Bavis 225 Franklin Street MAO/CO Boston, MA 02110		-					14,910,327.40	Unknown
			Value \$ Unknown					
Subtotal							70,395,625.32	
(Total of this page)								

Sheet 1 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Avenue Special Situations Fund, L.P. Esther Friedlander 535 Madison Avenue 15th Floor New York, NY 10022	-						10,784,848.47	Unknown
Account No.			February 1, 1994					
Baird (Robert W.) & Co. Incorporated Sara R. Blankenheim 777 E. Wisconsin Avenue Milwaukee, WI 53202	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				1,949,000.00	Unknown
Account No.			Secured Bank Creditor					
Bank of America, N.A. Emil Joost 901 Main Street 64th Floor Dallas, TX 75202-3714	-						63,653,586.63	Unknown
Account No.			December 15, 1994					
Bank of New York (The) Cecile Lamarco 925 Patterson Plank Rd. Secaucus, NJ 07094	-		14% Note-First priority security interest in substantially all of the assets				41,405,000.00	Unknown
Account No.			February 1, 1994					
Bank of New York (The) Cecile Lamarco 925 Patterson Plank Rd. Secaucus, NJ 07094	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				20,815,000.00	Unknown
Subtotal							138,607,435.10	
(Total of this page)								

Sheet 2 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			December 15, 1994					
Bankers Trust Company John Lasher 648 Grassmere Park Road Nashville, TN 37211	-		14% Note-First priority security interest in substantially all of the assets					
			Value \$ Unknown				50,000.00	Unknown
Account No.			February 1, 1994					
Bankers Trust Company John Lasher 648 Grassmere Park Road, 18th Floor Nashville, TN 37211	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
			Value \$ Unknown				5,045,000.00	Unknown
Account No.			February 1, 1994					
Bankers Trust Company/SAFRA National Ban Scott Habura 14 Wall Street, 5th Fl Broker/Clearance New York, NY 10005	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
			Value \$ Unknown				50,000.00	Unknown
Account No.			Secured Bank Creditor					
Barclays Bank PLC Andrew Wynn 101 California Street Ste. 1800 San Francisco, CA 94111	-							
			Value \$ Unknown				13,151,104.15	Unknown
Account No.			Secured Bank Creditor					
BBT Fund, L.P. Richard Maybaum 115 East Putnam Avenue Greenwich, CT 06830	-							
			Value \$ Unknown				3,695,645.94	Unknown

Sheet **3** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page) **21,991,750.09**

In re Arch Wireless Holdings, Inc.
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Bear Stearns & Co., Inc. Gloria Dombrowski 245 Park Avenue 4th Floor New York, NY 10167	-						41,622,049.03	Unknown
Account No.			Secured Bank Creditor					
Bear Stearns Investment Products Inc. Rick Kammler 245 Park Avenue 4th Floor New York, NY 10167	-						5,359,374.99	Unknown
Account No.			February 1, 1994					
Bear Stearns Securities Corp. Vincent Marzella One Metrotech Center North, 4th Floor Brooklyn, NY 11201-3862	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				16,859,000.00	Unknown
Account No.			December 15, 1994					
Bear, Stearns Securities Corp. Vincent Marzella One Metrotech Center North, 4th Floor Brooklyn, NY 11201-3862	-		14% Note-First priority security interest in substantially all of the assets				7,543,000.00	Unknown
Account No.			Secured Bank Creditor					
Bellport Capital Partners LP Gregory T. Hradsky 660 Madison Ave. 14th Floor New York, NY 10021	-						0.06	Unknown

Sheet **4** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

71,383,424.08

In re Arch Wireless Holdings, Inc., Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.		February 1, 1994					
BNY Clearing International Services Divi Michael Grana 101 Barclay Street, 13th Floor New York, NY 10286	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				250,000.00	Unknown
Value \$		Unknown					
Account No.		February 1, 1994					
BNY Clearing Services LLC Richard Brown Address for Notification Milwaukee, WI 53202	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				1,090,000.00	Unknown
Value \$		Unknown					
Account No.		December 15, 1994					
Boston Safe Deposit and Trust Company Constance Holloway c/o Mellon Bank, N.A. 525 William Penn W Pittsburgh, PA 15259	-	14% Note-First priority security interest in substantially all of the assets				1,020,000.00	Unknown
Value \$		Unknown					
Account No.		February 1, 1994					
Boston Safe Deposit and Trust Company Constance Holloway c/o Mellon Bank N.A. 525 William Penn Wa Pittsburgh, PA 15259	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				1,320,000.00	Unknown
Value \$		Unknown					
Account No.		December 15, 1994					
Brown Brothers Harriman & Co. Robert Davide 63 Wall Street New York, NY 10005	-	14% Note-First priority security interest in substantially all of the assets				150,000.00	Unknown
Value \$		Unknown					
Subtotal						3,830,000.00	
(Total of this page)							

Sheet **5** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
Chares Schwab & Co., Inc. c/o ADP Proxy Services 51 Mercedes Way Edgewood, NY 11717	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				136,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Christine J. Tanney 8 Hill Ave. Nesconset, NY 11767	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				20,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
CIBC World Markets Corp. Mr. Douglas Wallen 200 Liberty Street, 6th Floor New York, NY 10281	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				40,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
CIBC, Inc. Ihor Zaluckyj 425 Lexington Avenue New York, NY 10017	-						0.53	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Citibank, N.A. Carlton Klein 599 Lexington Avenue 21st Floor New York, NY 10043	-						46,623,320.06	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							46,819,320.59	

Sheet 6 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			December 15, 1994					
Citibank, N.A. David A. Leslie 3800 Citibank Center B3-15 Tampa, FL 33610	-		14% Note-First priority security interest in substantially all of the assets				4,575,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Citibank, N.A. David A. Leslie 3800 Citibank Center B3-15 Tampa, FL 33610	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				4,625,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
City National Bank Rod Bollins 400 North Roxbury Drive 3rd Floor Beverly Hills, CA 90210	-						6,626,812.41	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
City Securities Corporation Ginny Taylor 135 N. Pennsylvania Street, Suite 2200 Indianapolis, IN 46204	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				10,000.00	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
Clara A. Dolson 660 W. Conway Dr NW Atlanta, GA 30327-3632	-		14% Note-First priority security interest in substantially all of the assets				5,000.00	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							15,841,812.41	

Sheet 7 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Coast Business Credit Roger Scadron 12121 Wilshire Blvd. Suite 1400 Los Angeles, CA 90025	-		Value \$ Unknown				8,832,244.28	Unknown
Account No.			February 1, 1994					
Consuela M. Litza 503 Bear Lake LN Hatley, WI 54440-9411	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				25,000.00	Unknown
Account No.			Secured Bank Creditor					
Continental Casualty Company N/A John Tsokolas 333 South Wabash Avenue 23 South Chicago, IL 60685	-		Value \$ Unknown				14,641,311.71	Unknown
Account No.			Secured Bank Creditor					
Contrarian Funds, LLC Jon Bauer 411 West Putnam Avenue S-225 Greenwich, CT 06830	-		Value \$ Unknown				28,750,226.40	Unknown
Account No.			Secured Bank Creditor					
Credit Industriel et Commercial Marcus Edward 520 Madison Avenue 37th Floor New York, NY 10022	-		Value \$ Unknown				21,537,140.34	Unknown
Subtotal							73,785,922.73	
(Total of this page)								

Sheet **8** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Credit Lyonnais New York Branch Mark Campellone 1301 Avenue of the Americas New York, NY 10019		-						
			Value \$ Unknown				21,537,140.34	Unknown
Account No.			Secured Bank Creditor					
Credit Suisse First Boston Don Pollard 11 Madison Avenue, 5th Floor New York, NY 10010		-						
			Value \$ Unknown				7,000,000.00	Unknown
Account No.			February 1, 1994					
Crews & Associates, Inc. Don Winton 124 W. Capitol, Suite 2000 Little Rock, AR 72201		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
			Value \$ Unknown				25,000.00	Unknown
Account No.			February 1, 1994					
Deutsche Bank Alex. Brown Inc. Anne Hyman Proxy Department P.O. Box 1776 Baltimore, MD 21203		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
			Value \$ Unknown				1,480,000.00	Unknown
Account No.			Secured Bank Creditor					
DK Acquisition Partners, L.P. Michael J. Leffell 885 Third Avenue Suite 3300 New York, NY 10022		-						
			Value \$ Unknown				22,000,000.00	Unknown
Subtotal (Total of this page)							52,042,140.34	

Sheet 9 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
Donald J. Bruckner & Barbara W. Bruckner 37 August Lane Hicksville, NY 11801-4419		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				5,000.00	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
Donaldson, Lufkin and Jenrette Securitie Al Hernandez Securities Corporation Jersey City, NJ 07399		-	14% Note-First priority security interest in substantially all of the assets				77,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Donaldson, Lufkin and Jenrette Securitie Al Hernandez Securities Corporation Jersey City, NJ 07399		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				993,000.00	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
E*Trade Securities, Inc. Doug Richwine 10951 White Rock Road Rancho Cordova, CA 95670		-	14% Note-First priority security interest in substantially all of the assets				10,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
E*Trade Securities, Inc. Doug Richwine 10951 White Rock Road Rancho Cordova, CA 95670		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				31,000.00	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							1,116,000.00	

Sheet 10 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc., Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
Edward D. Jones & Co. Hedy Getz 700 Maryville Center Drive St. Louis, MO 63141		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				45,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
FC-CBO II Limited Erick Huerta 600 Travis St. 49th Floor Houston, TX 77002		-					4,460,729.43	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
First Clearing Corporation Charita Thompson 10700 Wheat First Drive Glen Allen, VA 23060		-	14% Note-First priority security interest in substantially all of the assets				955,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
First Clearing Corporation Charita Thompson 10700 Wheat First Drive Glen Allen, VA 23060		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				1,797,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
First Source Loan Obligations Insured Tr Adam Gould 2850 W. Golf Road 5th Floor Rolling Meadow, IL 60008		-					9,940,218.62	Unknown
Value \$			Unknown					
Subtotal							17,197,948.05	
(Total of this page)								

Sheet 11 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

17,197,948.05

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
First Union National Bank Melissa McDonald 301 South College Street DC-5 Charlotte, NC 28288-0537	-						16,104,390.87	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Fleet National Bank Timothy Willard 100 Federal Street Mail: MA DE 10009A Boston, MA 02110	-						45,983,206.32	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Fleet Securities, Inc. Ida Fields 26 Broadway New York, NY 10004	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				1,754,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Franklin CLO I, Limited Mary Ann Chase N/A One Franklin Parkway San Mateo, CA 94403	-						4,460,729.43	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Franklin Floating Rate Trust Mary Anne Chase One Franklin Parkway San Mateo, CA 94403	-						140,131,486.72	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							208,433,813.34	

Sheet 12 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
General Electric Capital Corporation Brian Jack 120 Long Ridge Road 3rd Floor Stamford, CT 06827	-						30,282,809.47	Unknown
Account No.			Secured Bank Creditor					
General Motors Employees Global Group Pe Allan Brown 35 East 21st Street New York, NY 10010	-						5,000,000.00	Unknown
Account No.			December 15, 1994					
Geneva Smith Williams & Brenda Smith Abbott Ten Com, 1202 Bridle Path Marietta, GA 30068-4921	-		14% Note-First priority security interest in substantially all of the assets				50,000.00	Unknown
Account No.			December 15, 1994					
Goldman, Sachs & Co. Patricia Baldwin 180 Maiden Lane New York, NY 10038	-		14% Note-First priority security interest in substantially all of the assets				6,020,000.00	Unknown
Account No.			February 1, 1994					
Goldman, Sachs & Co. Patricia Baldwin 180 Maiden Lane New York, NY 10038	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				740,000.00	Unknown

Sheet 13 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

42,092,809.47

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
H & R Block Financial Advisors, Inc. Brian Newcombe 751 Griswold Street Detroit, MI 48226		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				5,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Harris Investorline, Inc. Tyson Graves P O Box 21886 1 Pershing Plaza Seattle, WA 98111-3886		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				10,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
ING Baring (U.S) Capital LLC Joan M. Chiappe 55 East 52nd Street 32nd Floor New York, NY 10055		-					8,245,341.17	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
ING Baring (U.S.) Capital LLC a/k/a Agen Joan M. Chiappe 55 East 52nd Street 32nd Floor New York, NY 10055		-					4,500,000.00	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
ING Barings Corp. Ken Hayden 350 Park Avenue New York, NY 10022		-	14% Note-First priority security interest in substantially all of the assets				2,000,000.00	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							14,760,341.17	

Sheet 14 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			December 15, 1994					
Ingalls & Snyder, L.L.C. c/o ADP Proxy Services		-	14% Note-First priority security interest in substantially all of the assets					
			Value \$ Unknown				50,000.00	Unknown
Account No.			February 1, 1994					
Ingalls & Snyder, L.L.C. c/o ADP Proxy Services		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
			Value \$ Unknown				189,000.00	Unknown
Account No.			February 1, 1994					
J.J.B. Hilliard, W.L. Lyons, Inc. Kevin Medico c/o ADP Proxy Services 51 Mercedes Way Edgewood, NY 11717		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
			Value \$ Unknown				5,000.00	Unknown
Account No.			December 15, 1994					
Joseph Saar TR 11/7/97 Saar Trust 10642 Larchfield Ln Dallas, TX 75238-2813		-	14% Note-First priority security interest in substantially all of the assets					
			Value \$ Unknown				10,000.00	Unknown
Account No.			Secured Bank Creditor					
JPMorgan Chase Bank N/A Karoline Bellum 270 Park Avenue 17th Floor New York, NY 10017		-						
			Value \$ Unknown				33,434,091.88	Unknown

Sheet **15** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

33,688,091.88

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.		February 1, 1994					
JPMorgan Chase Bank Paula J. Dabner c/o JP Morgan Investor Services Dallas, TX 75240	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				20,000.00	Unknown
Value \$		Unknown					
Account No.		December 15, 1994					
JPMorgan Chase Bank/CCSG Lance Samuells P.O. Box 2558 1 Pershing Plaza Houston, TX 77252	-	14% Note-First priority security interest in substantially all of the assets				13,355,000.00	Unknown
Value \$		Unknown					
Account No.		February 1, 1994					
JPMorgan Chase Bank/CCSG Lance Samuells P.O. Box 2558 Houston, TX 77252	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				11,000,000.00	Unknown
Value \$		Unknown					
Account No.		December 15, 1994					
JPMorgan Chase Bank/Fiduciary Trust Comp Dennis J. Gomes Two World Trade Center, 96th Floor New York, NY 10048-0772	-	14% Note-First priority security interest in substantially all of the assets				175,000.00	Unknown
Value \$		Unknown					
Account No.		Secured Bank Creditor					
KZH CNC LLC Shan McSweeney 767 fifth Avenue 34th Floor New York, NY 10153	-					13,248,366.41	Unknown
Value \$		Unknown					
Subtotal						37,798,366.41	
(Total of this page)							

Sheet 16 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc., Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
Legg Mason Wood Walker, Inc. c/o ADP Proxy Services 14201 Dallas Pkwy		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				50,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Lehman Brothers International (Europe)-P Chris Visconti 101 Hudson Street Jersey City, NJ 07302		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				500,000.00	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
Lehman Brothers, Inc. Edward Han 101 Hudson Street, 20th Floor Jersey City, NJ 07302		-	14% Note-First priority security interest in substantially all of the assets				2,000,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Lehman Brothers, Inc. Edward Han 101 Hudson Street, 20th Floor Jersey City, NJ 07302		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				9,460,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Lehman Commercial Paper Inc. Andrew Keith 101 Hudson Street 30th Floor Jersey City, NJ 07302		-					28,848,086.69	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							40,858,086.69	

Sheet 17 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
LINSCO/Private Ledger Corp. Issuer Services Proxy Materials c/o ADP Edgewood, NY 11717		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				3,000.00	Unknown
Account No.			Secured Bank Creditor					
Loeb Partners Corporation Robert Grubin 61 Broadway New York, NY 10006		-					5,000,000.00	Unknown
Account No.			February 1, 1994					
Lois Bender 2385 NW 64th Street Boca Raton, FL 33496-3618		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				40,000.00	Unknown
Account No.			December 15, 1994					
Mary Lou Hopkins 5408 Glenwick Ln Dallas, TX 75209-5010		-	14% Note-First priority security interest in substantially all of the assets				10,000.00	Unknown
Account No.			February 1, 1994					
McDonald Investments Inc. 4900 Tiedeman Mail Code OH-01-49-0230 Brooklyn, OH 44114		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				10,000.00	Unknown
Subtotal							5,063,000.00	
(Total of this page)								

Sheet 18 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.		February 1, 1994						
Mercantile-Safe Deposit & Trust Company Harriet Hart 766 Old Hammonds Ferry Road Proxy Unit # Linthicum, MD 21090	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					90,000.00	Unknown
		Value \$	Unknown					
Account No.		December 15, 1994						
Merrill Lynch, Pierce Fenner & Smith Saf Veronica E. O'Neill 4 Corporate Place Piscataway, NJ 08854	-	14% Note-First priority security interest in substantially all of the assets					45,000.00	Unknown
		Value \$	Unknown					
Account No.		Secured Bank Creditor						
Merrill Lynch, Pierce, Fenner & Smith In Sandra Perez-Neuwirth 250 Vesey Street, North Tower 16th Floor New York, NY 10080	-						15,056,515.85	Unknown
		Value \$	Unknown					
Account No.		February 1, 1994						
Merrill, Lynch, Pierce Fenner & Smith Sa Veronica E. O'Neill 4 Corporate Place Piscataway, NJ 08854	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					159,000.00	Unknown
		Value \$	Unknown					
Account No.		Secured Bank Creditor						
MFP Investors, LLC Annette Emanuel 51 JFK Parkway 2nd Floor Short Hills, NJ 07078	-						5,000,000.00	Unknown
		Value \$	Unknown					
Subtotal							20,350,515.85	
(Total of this page)								

Sheet 19 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc., Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
ML CLO XIX Sterling (Cayman) Ltd. Cathy Chambers 13455 Noel Rd. LB # 45 Dallas, TX 75240	-						4,416,122.16	Unknown
Account No.			Secured Bank Creditor					
ML CLO XV Pilgrim America (Cayman) Ltd. Robert Wilson N/A 7337 E. Doubletree Ranch Road Scottsdale, AZ 85258	-						4,460,729.43	Unknown
Account No.			Secured Bank Creditor					
ML CLO XX Pilgrim America (Cayman) Ltd. Robert Wilson N/A 7337 E. Doubletree Ranch Road Scottsdale, AZ 85258	-						4,460,729.43	Unknown
Account No.			Secured Bank Creditor					
Monarch Partners, LP Joseph Kiely 535 Madison Ave. 7th Floor New York, NY 10022	-						4,421,000.00	Unknown
Account No.			February 1, 1994					
Morgan Stanley & Co. Incorporated Victor Reich One Pierrepont Plaza, 7th Floor Brooklyn, NY 11201	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				2,000,000.00	Unknown

Sheet **20** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

19,758,581.02

In re Arch Wireless Holdings, Inc., Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.		February 1, 1994					
Morgan Stanley DW Inc. Issuer Services c/o ADP Proxy Services Edgewood, NY 11717	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
		Value \$ Unknown				369,000.00	Unknown
Account No.		Secured Bank Creditor					
Morgan Stanley Prime Income Trust Kevin Eagan 1221 Avenue of the Americas 22nd Floor New York, NY 10020	-						
		Value \$ Unknown				12,085,747.23	Unknown
Account No.		February 1, 1994					
Murphy & Durieu James Goldrin 120 Broadway New York, NY 10271	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
		Value \$ Unknown				299,000.00	Unknown
Account No.		Secured Bank Creditor					
Natexis Banque Populaires Michael Pellerito 1251 Avenue of the Americas 34th Floor New York, NY 10020	-						
		Value \$ Unknown				6,626,812.41	Unknown
Account No.		December 15, 1994					
National Financial Services Corporation Molly Carter 200 Liberty Street, 20th Floor New York, NY 10281	-	14% Note-First priority security interest in substantially all of the assets					
		Value \$ Unknown				30,000.00	Unknown

Sheet 21 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

19,410,559.64

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
National Financial Services Corporation Molly Carter 200 Liberty Street 51 Mercedes Way New York, NY 10281		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				121,000.00	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
National Investor Services Corp. Terence Meehan 55 Water Street, 32 Floor New York, NY 10041		-	14% Note-First priority security interest in substantially all of the assets				165,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
National Investor Services Corp. Terence Meehan 55 Water Street, 32 Floor New York, NY 10041		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				146,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Nuveen Senior Income Fund Van Dao 180 Grand Avenue Suite 1535 Oakbrook, IL 94612		-					7,231,400.01	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
OZ Master Fund, LTD. Susan Rubin 9 West 57th Street 39th Floor New York, NY 10019		-					0.45	Unknown
Value \$			Unknown					
Subtotal							7,663,400.46	
(Total of this page)								

Sheet 22 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Pacholder High Yield Fund, Inc. Michael J. Laskowski 8044 Montgomery Road Suite 480 Cincinnati, OH 45236		-					2,000,000.00	Unknown
Account No.			Secured Bank Creditor					
Perry Principals, L.L.C. Rick Paige 599 Lexington Avenue 36th Floor New York, NY 10022		-					5,000,000.00	Unknown
Account No.			Secured Bank Creditor					
Pilgrim America High Income Investments Robert Wilson N/A 7337 E Doubletree Road Scottsdale, AZ 85258-2034		-					4,460,729.45	Unknown
Account No.			Secured Bank Creditor					
Pilgrim Prime Rate Trust Robert Wilson 7337 E. Doubletree Ranch Road Scottsdale, AZ 85258-2034		-					8,814,739.15	Unknown
Account No.			Secured Bank Creditor					
PNC Bank, N.A. Steve McGehrin 1600 Market Street 11th Floor Philadelphia, PA 19103		-					17,891,080.27	Unknown
Subtotal							38,166,548.87	
(Total of this page)								

Sheet 23 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			February 1, 1994					
PNC Bank, National Association Glenn Metzger 1600 Market Street, 29th Floor Philadelphia, PA 19103		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				10,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Prudential Securities Incorporated Gen Simms Class Action and Bankruptcy 111 8th Aven New York, NY 10011		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				1,784,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
PW Willow Funds LLC Sam Kim 700 Palisade Ave. Englewood Cliffs, NJ 07632		-					30,061,670.19	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Raymond, James & Associates, Inc. Dee Byrd 880 Carilion Parkway P.O. Box 12749 St. Petersburg, FL 33716		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				75,000.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
RBC Dain Rauscher Inc. Steve Schafer 510 Marquette Street Minneapolis, MN 55402		-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				251,000.00	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							32,181,670.19	

Sheet 24 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Royal Bank of Canada Andy Williamson One Liberty Plaza 5th Floor New York, NY 10006-1404	-						44,869,744.49	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
Salomon Smith Barney Inc. Pat Haller 333 W. 34th Street New York, NY 10001	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				274,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Sequils-Pilgrim I, Ltd. Robert Wilson N/A 7337 Doubletree Ranch Road Scottsdale, AZ 85258	-						4,751,730.28	Unknown
Value \$			Unknown					
Account No.			December 15, 1994					
SG Cowen Securities Corp. Anthony Bergamaschi 560 Lexington Avenue New York, NY 10022	-		14% Note-First priority security interest in substantially all of the assets				6,835,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Societe Generale, New York Branch Elaine Khalil 1221 Avenue of the Americas New York, NY 10020	-						13,614,819.68	Unknown
Value \$			Unknown					
Subtotal (Total of this page)							70,345,294.45	

Sheet 25 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.		February 1, 1994						
SSB - Trust Custody David Paldino 225 Franklin Street, M4, Suite 900 Boston, MA 02110	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					9,470,000.00	Unknown
		Value \$ Unknown						
Account No.		December 15, 1994						
State Street Bank and Trust Company Joseph J. Callahan 1776 Heritage Drive Global Corporate Act No. Quincy, MA 02171	-	14% Note-First priority security interest in substantially all of the assets					8,000,000.00	Unknown
		Value \$ Unknown						
Account No.		February 1, 1994						
Stephens, Inc. Veollette Pennington 111 Center Street, 4th Floor Little Rock, AR 72201-4402	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					10,000.00	Unknown
		Value \$ Unknown						
Account No.		February 1, 1994						
Stifel, Nicolaus & Company Incorporated Chris Wiegand 501 N. Broadway 7th Fl St. Louis, MO 63102	-	9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					10,000.00	Unknown
		Value \$ Unknown						
Account No.		Secured Bank Creditor						
SunTrust Bank Kim Evans 200 South Orange Avenue 4th Floor Orlando, FL 32801	-						9,782,098.40	Unknown
		Value \$ Unknown						
Subtotal							27,272,098.40	
(Total of this page)								

Sheet 26 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
The Dai-ichi Kangyo Bank, Ltd. Katsuya Noto 95 Christopher Columbus Drive Jersey City, NJ 07302	-						9,940,218.62	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
The One Group High Yield Bond Fund Robert Stiles 8044 Montgomery Rd. Suite 480 Cincinnati, OH 45236	-						3,000,000.00	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
The Prudential Insurance Company of Amer B. Ross Smead 100 Mulberry Street 7GC4 Newark, NJ 07102-4069	-						8,832,244.31	Unknown
Value \$			Unknown					
Account No.			Secured Bank Creditor					
Toronto Dominion (Texas), Inc. Peter S. Spielman 31 West 52nd Street 18th Floor New York, NY 10016	-						46,933,545.00	Unknown
Value \$			Unknown					
Account No.			February 1, 1994					
U.S. Bancorp Piper Jaffray Inc. Tia Lee Institutional Financial Services MPFP 19 Minneapolis, MN 55402	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				25,000.00	Unknown
Value \$			Unknown					

Sheet 27 of 29 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

68,731,007.93

In re Arch Wireless Holdings, Inc.,
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
U.S. Bank National Association, f/k/a Fi Peter W. Bakker One Firststar Plaza 7th Floor St. Louis, MO 63101	-		Value \$ Unknown				16,567,031.03	Unknown
Account No.			December 15, 1994					
UBS Painewebber Inc. Jane Flood 1000 Harbor Blvd Weekhawken, NJ 07087	-		14% Note-First priority security interest in substantially all of the assets					
Account No.			Value \$ Unknown				80,000.00	Unknown
Account No.			February 1, 1994					
UBS Painewebber Inc. Jane Flood 1000 Harbor Blvd Weekhawken, NJ 07087	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
Account No.			Value \$ Unknown				1,652,000.00	Unknown
Account No.			February 1, 1994					
Union Bank of California, N.A. Rebecca Lucas P. O. Box 109 Stock Record Dept San Diego, CA 92112-4103	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets					
Account No.			Value \$ Unknown				420,000.00	Unknown
Account No.			Secured Bank Creditor					
Van Kampen CLO I, Limited N/A Greg White One Parkview Plaza Oakbrook Terrace, IL 60181	-		Value \$ Unknown				7,473,238.40	Unknown
Subtotal							26,192,269.43	
(Total of this page)								

Sheet **28** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Arch Wireless Holdings, Inc.
Debtor

Case No. 01-47332-HJB

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Secured Bank Creditor					
Van Kampen Prime Rate Income Trust N/A Greg White One Parkview Plaza Oakbrook Terrace, IL 60181	-		Value \$ Unknown				556,206.10	Unknown
Account No.			February 1, 1994					
Walter F. Klink & Helen H. Klink Jt. Ten. 5586 N Prospect Avenue Chicago, IL 60656-1447	-		9.50% Note (USAM Indenture) First priority security interest in substantially all of the assets				25,000.00	Unknown
Account No.			Secured Bank Creditor					
Wayland Investment Fund II, LLC Joseph Deignan 12700 Whitewater Drive Minnetonka, MN 55343	-		Value \$ Unknown				29,145,152.59	Unknown
Account No.			Secured Bank Creditor					
Wayland Investment Fund, LLC Joseph Deignan 12700 Whitewater Drive Minnetonka, MN 55343	-		Value \$ Unknown				56,305,557.41	Unknown
Account No.			December 15, 1994					
Wells Fargo Investments, LLC Collen Grundtner 999 Third Avenue, Suite 4300 Seattle, WA 98104	-		14% Note-First priority security interest in substantially all of the assets				15,000.00	Unknown
			Value \$ Unknown				15,000.00	Unknown

Sheet **29** of **29** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

86,046,916.10

Total
(Report on Summary of Schedules)

1,344,608,750.01