

Edgar Filing: ARCH WIRELESS INC - Form SC 13G/A

ARCH WIRELESS INC
Form SC 13G/A
February 13, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

ARCH WIRELESS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

039392105

(CUSIP Number)

DECEMBER 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-
1. Name of Reporting Person Davidson Kempner International, Ltd.
S.S. or I.R.S. Identifica-
tion No. of Above Person

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2. Check the Appropriate Box (a)
 if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization British Virgin Islands

Number of Shares	(5)	Sole Voting Power	169,287
Beneficially	(6)	Shared Voting Power	0
Owned by Each	(7)	Sole Dispositive Power	169,287
Reporting Person	(8)	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 169,287

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 0.9%

12. Type of Reporting Person CO

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1. Name of Reporting Person Davidson Kempner Institutional
 S.S. or I.R.S. Identifica- Partners, L.P.
 tion No. of Above Person

2. Check the Appropriate Box (a)
 if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares	(5)	Sole Voting Power	146,841
Beneficially	(6)	Shared Voting Power	0
Owned by Each	(7)	Sole Dispositive Power	146,841
Reporting Person	(8)	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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146,841

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 0.7%

12. Type of Reporting Person PN

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1. Name of Reporting Person Davidson Kempner Partners
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization New York

Number of Shares	(5) Sole Voting Power	98,000
Beneficially	(6) Shared Voting Power	0
Owned by Each	(7) Sole Dispositive Power	98,000
Reporting Person	(8) Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

98,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 0.5%

12. Type of Reporting Person PN

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1. Name of Reporting Person M.H. Davidson & Co.

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S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization New York

Number of Shares	(5)	Sole Voting Power	10,271
Beneficially	(6)	Shared Voting Power	0
Owned by Each	(7)	Sole Dispositive Power	10,271
Reporting Person	(8)	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
10,271

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 N/A

12. Type of Reporting Person PN

CUSIP No. 039392105

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1. Name of Reporting Person M.H. Davidson & Co., L.L.C.
S.S. or I.R.S. Identification No. of Above Person 401(K) Plan

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization New York

Number of Shares	(5)	Sole Voting Power	65
Beneficially	(6)	Shared Voting Power	0
Owned by Each	(7)	Sole Dispositive Power	65
Reporting Person	(8)	Shared Dispositive Power	0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

65

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 N/A

12. Type of Reporting Person EP

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1. Name of Reporting Person Davidson Kempner International
S.S. or I.R.S. Identifica- Advisors, L.L.C.
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place Delaware
of Organization

Number of Shares	(5) Sole Voting Power	105
Beneficially	(6) Shared Voting Power	169,287
Owned by Each	(7) Sole Dispositive Power	105
Reporting Person	(8) Shared Dispositive Power	169,287

9. Aggregate Amount Beneficially Owned by Each Reporting Person

169,287

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 0.9%

12. Type of Reporting Person 00

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1. Name of Reporting Person Davidson Kempner Advisors Inc.
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place New York
of Organization

Number of Shares (5) Sole Voting Power 0
Beneficially (6) Shared Voting Power 146,841
Owned by Each (7) Sole Dispositive Power 0
Reporting Person (8) Shared Dispositive Power 146,841

9. Aggregate Amount Beneficially Owned by Each Reporting Person
146,841

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 0.7%

12. Type of Reporting Person IA

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1. Name of Reporting Person MHD Management Co.
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place New York
of Organization

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Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	98,000
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	98,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person
98,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row 9 0.5%

12. Type of Reporting Person PN

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1. Name of Reporting Person Marvin H. Davidson
S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box (a) []
if a Member of a Group (b) [X]

3. S.E.C. Use Only

4. Citizenship or Place of Organization United States

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	424,504
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	424,504

9. Aggregate Amount Beneficially Owned by Each Reporting Person
424,504

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row 9 2.1%

12. Type of Reporting Person IN

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1. Name of Reporting Person Thomas L. Kempner, Jr.
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization United States

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	424,569
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	424,569

9. Aggregate Amount Beneficially Owned by Each Reporting Person
424,569

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 2.1%

12. Type of Reporting Person IN

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1. Name of Reporting Person Stephen M. Dowicz
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

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 4. Citizenship or Place of Organization United States

 Number of Shares (5) Sole Voting Power 0
 Beneficially (6) Shared Voting Power 424,569
 Owned by Each (7) Sole Dispositive Power 0
 Reporting Person (8) Shared Dispositive Power 424,569

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 424,569

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 []

11. Percent of Class Represented by Amount in Row 9 2.1%

12. Type of Reporting Person IN

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 1. Name of Reporting Person Scott E. Davidson
 S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box (a) []
 if a Member of a Group (b) [X]

3. S.E.C. Use Only

4. Citizenship or Place of Organization United States

 Number of Shares (5) Sole Voting Power 0
 Beneficially (6) Shared Voting Power 424,569
 Owned by Each (7) Sole Dispositive Power 0
 Reporting Person (8) Shared Dispositive Power 424,569

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 424,569

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 []

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11. Percent of Class Represented by Amount in Row 9 2.1%

12. Type of Reporting Person IN

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1. Name of Reporting Person Michael J. Leffell
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

3. S.E.C. Use Only

4. Citizenship or Place United States
of Organization

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	424,569
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	424,569

9. Aggregate Amount Beneficially Owned by Each Reporting Person
424,569

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 2.1%

12. Type of Reporting Person IN

CUSIP No. 039392105

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1. Name of Reporting Person Timothy I. Levart
S.S. or I.R.S. Identifica-
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b)

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 3. S.E.C. Use Only

4. Citizenship or Place of Organization United Kingdom

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	424,569
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	424,569

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 424,569

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 []

11. Percent of Class Represented by Amount in Row 9 2.1%

12. Type of Reporting Person IN

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1. Name of Reporting Person Robert J. Brivio, Jr.
 S.S. or I.R.S. Identifica-
 tion No. of Above Person

2. Check the Appropriate Box (a) []
 if a Member of a Group (b) [X]

3. S.E.C. Use Only

4. Citizenship or Place of Organization United States

Number of Shares	(5)	Sole Voting Power	0
Beneficially	(6)	Shared Voting Power	424,569
Owned by Each	(7)	Sole Dispositive Power	0
Reporting Person	(8)	Shared Dispositive Power	424,569

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 424,569

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10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	[]
11.	Percent of Class Represented by Amount in Row 9	2.1%
12.	Type of Reporting Person	IN

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This Amendment No. 1 to Schedule 13G is filed by the undersigned to amend and restate in its entirety the Schedule 13G, dated June 7, 2002, with respect to shares of Common Stock, par value \$0.01 per share, of Arch Wireless, Inc.

Item 1. (a) NAME OF ISSUER

Arch Wireless, Inc. (the "Company").

 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1800 West Park Drive, Suite 250
Westborough, Massachusetts 01581

Item 2. (a) NAMES OF PERSONS FILING

This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- (i) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL");
- (ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP");
- (iii) Davidson Kempner Partners, a New York limited partnership ("DKP");
- (iv) M.H. Davidson & Co., a New York limited partnership ("CO");
- (v) M.H. Davidson & Co., L.L.C. 401(K) Plan, an employee benefit plan (the "Plan");
- (vi) Davidson Kempner International Advisors, L.L.C. a Delaware limited liability company and the manager of DKIL ("DKIA");
- (vii) Davidson Kempner Advisers Inc., a New York corporation and the general partner of DKIP

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("DKAI");

- (viii) MHD Management Co., a New York limited partnership and the general partner of DKP ("MHD"); and
- (ix) Messrs. Marvin H. Davidson, Thomas L. Kempner, Jr., Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart and Robert J. Brivio, Jr. (collectively, the "Principals"), who are the general partners of CO and MHD, and the sole stockholders of DKIA and DKAI. The Principals, other than Mr. Davidson, serve as trustees of the Plan.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address of the principal business offices of each of the Reporting Persons is c/o Davidson Kempner Partners, 885 Third Avenue, Suite 3300, New York, New York 10022

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(c) CITIZENSHIP

- (i) DKIL - a British Virgin Islands corporation
- (ii) DKIP - a Delaware limited partnership
- (iii) DKP - a New York limited partnership
- (iv) CO - a New York limited partnership
- (v) Plan - an employee benefit plan
- (vi) DKIA - a Delaware limited liability company
- (vii) DKAI - a New York corporation
- (viii) MHD - a New York limited partnership
- (ix) Mr. Davidson - United States
- (x) Mr. Kempner - United States
- (xi) Mr. Dowicz - United States
- (xii) Mr. Davidson - United States
- (xiii) Mr. Leffell - United States
- (xiv) Mr. Levart - United Kingdom
- (xv) Mr. Brivio - United States

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(d) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.01 per share (the "Common Stock" or "Shares")

(e) CUSIP NUMBER

039392105

Item 3. This statement is not being filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c).

Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

Each of the Principals may be deemed to beneficially own an aggregate of 424,569 Shares as a result of their voting and dispositive power over the 424,569 Shares beneficially owned by DKIA, DKIL, DKIP, DKP and CO. Each of the Principals, other than Mr. Davidson, may be deemed to beneficially own an aggregate of an additional 65 Shares as a result of their serving as trustees of the Plan.

DKIA may be deemed to beneficially own the 169,287 Shares beneficially owned by DKIL as a result of its voting and dispositive power over these Shares. DKAI may be deemed to beneficially own the 146,841 Shares beneficially owned by DKIP as a result of its voting and dispositive power over those Shares. MHD may be deemed to

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beneficially own the 98,000 Shares beneficially owned by DKP as a result of its voting and dispositive power over those Shares.

(b) PERCENTAGE OWNED:

Based on calculations made in accordance with Rule 13d-3(d), and there being 20,000,000 Shares outstanding as of this date as a result of the reorganization of the Company, (i) each of the Principals may be deemed to beneficially own approximately 2.1% of the outstanding Common Stock, (ii) DKIL may be deemed to beneficially own approximately 0.9% of the outstanding Common Stock, (iii) DKIP may be deemed to beneficially own approximately 0.7% of the outstanding Common Stock, (iv) DKP may be deemed to beneficially own

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approximately 0.5% of the outstanding Common Stock, (v) CO may be deemed to beneficially own approximately significantly less than 1% of the outstanding Common Stock, (vi) the Plan may be deemed to beneficially own significantly less than 1.0% of the outstanding Common Stock, (vii) DKIA may be deemed to beneficially own approximately 0.8% of the outstanding Common Stock, (viii) DKAI may be deemed to beneficially own approximately 0.7% of the outstanding Common Stock and (ix) MHD may be deemed to beneficially own approximately 0.4% of the outstanding Common Stock .

(c) NUMBER OF SHARES AS TO WHICH
SUCH PERSON HAS VOTING OR DISPOSITIVE POWERS:

By virtue of the relationships between and among the Reporting Persons as described in Item 2, (i) each of the Principals may be deemed to share the power to direct the voting and disposition of the 424,504 shares beneficially owned by DKIA, DKIL, DKIP, DKP and CO, (ii) each of the Principals, other than Mr. Davidson, may be deemed to share the power to direct the voting and disposition of an additional 65 Shares beneficially owned by the Plan, (iii) DKIA may be deemed to share the power to direct the voting and disposition of the 169,287 Shares beneficially owned by DKIL, (iv) DKAI may be deemed to share the power to direct the voting and disposition of the 146,841 Shares beneficially owned by DKIP and (v) MHD may be deemed to share the power to direct the voting and disposition of the 98,000 Shares beneficially owned by DKP.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The partners, members or stockholders of each of the Reporting Persons, other than the Principals and the Plan, and the persons participating in the

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Plan, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the account of the such Reporting Person in accordance with their ownership interests in such Reporting Person or the Plan.

Item 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED
THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

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Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated as of February 13, 2003

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisers, L.L.C.
General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Member

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.
General Partner

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By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Secretary

DAVIDSON KEMPNER PARTNERS

By: MHD Management Co.
General Partner

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: General Partner

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M.H. DAVIDSON & CO. 401(K) PLAN

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Trustee

M.H. DAVIDSON & CO., L.L.C.

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Member

DAVIDSON KEMPNER INTERNATIONAL ADVISORS, L.L.C.

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Member

DAVIDSON KEMPNER ADVISERS INC.

By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Secretary

MHD MANAGEMENT CO.

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By: /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: General Partner

/s/ Marvin H. Davidson

Name: Marvin H. Davidson

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

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/s/ Stephen M. Dowicz

Name: Stephen M. Dowicz

/s/ Scott E. Davidson

Name: Scott E. Davidson

/s/ Michael J. Leffell

Name: Michael J. Leffell

/s/ Timothy I. Levart

Name: Timothy I. Levart

/s/ Robert J. Brivio, Jr.

Name: Robert J. Brivio, Jr.