

TOUCH AMERICA HOLDINGS INC
Form SC 13G/A
February 11, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Touch America Holdings, Inc.

(Name of Issuer)

\$6.875 Series Preferred Stock

(Title of Class of Securities)

891539207

(CUSIP Number)

December 31, 2004

(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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed

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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
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Manulife Financial Corporation
I.R.S. No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

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7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Financial Services, Inc.
I.R.S. No. 04-3483032

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

N/A

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Life Insurance Company
I.R.S. No. 04-1414660

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Commonwealth of Massachusetts

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
See line 9, above.

12 TYPE OF REPORTING PERSON*
IC, IA, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Subsidiaries, LLC
I.R.S. No. 04-2687223

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

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6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

The Berkeley Financial Group, LLC
I.R.S. No. 04-3145626

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

N/A

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| | |
|----|--|
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
| 5 | SOLE VOTING POWER -0- |
| | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6 | SHARED VOTING POWER -0- |
| 7 | SOLE DISPOSITIVE POWER -0- |
| 8 | SHARED DISPOSITIVE POWER -0- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None, except through its direct, wholly-owned subsidiary, John Hancock Advisers, LLC |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 See line 9, above. |
| 12 | TYPE OF REPORTING PERSON* HC |

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Advisers, LLC
I.R.S. No. 04-2441573

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

164,778

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

164,778

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

164,778

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

45.7%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Sec. 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

Touch America Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

40 N. Main Street
Butte, MT 59701

Item 2(a) Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiary, John Hancock Financial Services, Inc. ("JHFS"), JHFS's direct, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO"), JHLICO's direct, wholly-owned subsidiary, John Hancock

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Subsidiaries, LLC ("JHS"), JHS's direct, wholly-owned subsidiary, The Berkeley Financial Group, LLC ("TBFG") and TBFG's direct, wholly-owned subsidiary, John Hancock Advisers, LLC ("JHA").

Item 2(b) Address of the Principal Offices:

The principal business offices of MFC is located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5; JHFS, JHLICO and JHS are located at John Hancock Place, P.O. Box 111, Boston, MA 02117. The principal business offices of TBFG and JHA are located at 101 Huntington Avenue, Boston, Massachusetts 02199.

Item 2(c) Citizenship:

MFC is organized and exists under the laws of Canada. JHLICO was organized and exists under the laws of the Commonwealth of Massachusetts. JHFS, JHS, TBFG and JHA were organized and exist under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

\$6.8975 Series Preferred Stock

Item 2(e) CUSIP Number:

891539207

Item 3 If the Statement is being filed pursuant to Rule

13d-1(b), or 13d-2(b), check whether the person filing is a:

MFC: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

JHFS: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

JHLICO: (c) (X) Insurance Company as defined in ss.3(a)(19) of the Act.

(e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

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(g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

JHS: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

TBFG: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

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JHA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

(a) Amount Beneficially Owned:

JHA has direct beneficial ownership of 164,778 shares of \$6.875 Series Preferred Stock. Through their parent-subsiary relationship to JHA, MFC, JHFS, JHLICO, JHS and TBFQ have indirect, beneficial ownership of these same shares.

(b) Percent of Class: 45.7%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: JHA has sole power to vote or to direct the vote of 164,778 shares of \$6.875 Series Preferred Stock under the Advisory Agreements as follows:

| Fund Name | Number of Shares |
|---|------------------|
| John Hancock Patriot Premium Dividend Fund II | 50,000 |
| John Hancock Patriot Premium Dividend Fund I | 50,850 |
| John Hancock Patriot Global Dividend Fund | 13,928 |
| John Hancock Patriot Select Dividend Trust | 50,000 |

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of: JHA has sole power to dispose or to direct the disposition of 164,778 shares of \$6.875 Series Preferred Stock under the Advisory Agreement noted in Item 4(c) (i) above.

(iv) shared power to dispose or to direct the disposition of: -0-

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:

See Item 4.

Item 7 Identification and Classification of the Subsidiary which Acquired

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the Security Being Reported on by the Parent Holding Company:

See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of a Group:

Not applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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SIGNATURE

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

Manulife Financial Corporation

By: /s/Christer V. Ahlvik

Name: Christer V. Ahlvik

Title: Vice President and Corpora

Dated: February 10, 2005

John Hancock Financial Services, Inc.

By: /s/Emanuel Alves

Name: Emanuel Alves

Title: Vice President and Corpora

Dated: February 10, 2005

John Hancock Life Insurance Company

By: /s/Emanuel Alves

Name: Emanuel Alves

Title: Vice President and Corpora

Dated: February 10, 2005

John Hancock Subsidiaries, LLC

By: /s/Emanuel Alves

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Dated: February 10, 2005

Name: Emanuel Alves
Title: Corporate Secretary and Co

The Berkeley Financial Group, LLC

By: /s/Susan S. Newton

Dated: February 10, 2005

Name: Susan S. Newton
Title: Senior Vice President and C

John Hancock Advisers, LLC

By: /s/Susan S. Newton

Dated: February 10, 2005

Name: Susan S. Newton
Title: Senior Vice President and C

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EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, John Hancock Financial Services, Inc., John Hancock Life Insurance Company, John Hancock Subsidiaries, LLC, The Berkeley Financial Group, LLC and John Hancock Advisers, LLC agree that the Schedule 13G (Amendment No. 2) to which this Agreement is attached, relating to the \$6.875 Series Preferred Stock of Touch America Holdings, Inc. is filed on behalf of each of them.

Manulife Financial Corporation

By: /s/Christer V. Ahlvik

Dated: February 10, 2005

Name: Christer V. Ahlvik
Title: Vice President and Corpora

John Hancock Financial Services, Inc.

By: /s/Emanuel Alves

Dated: February 10, 2005

Name: Emanuel Alves
Title: Vice President and Corpora

John Hancock Life Insurance Company

By: /s/Emanuel Alves

Dated: February 10, 2005

Name: Emanuel Alves
Title: Vice President and Corpora

John Hancock Subsidiaries, LLC

By: /s/Emanuel Alves

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Dated: February 10, 2005

Name: Emanuel Alves
Title: Corporate Secretary and Co

The Berkeley Financial Group, LLC

By: /s/Susan S. Newton

Dated: February 10, 2005

Name: Susan S. Newton
Title: Senior Vice President and C

John Hancock Advisers, LLC

By: /s/Susan S. Newton

Dated: February 10, 2005

Name: Susan S. Newton
Title: Senior Vice President and C

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