

HANCOCK JOHN FINANCIAL SERVICES INC
Form SC 13D/A
December 10, 2001

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 1*)

Fresh America Corp.
(Name of Issuer)

Warrants (exercisable into common stock)
(Title of Class of Securities)

35803R 6# 7
(CUSIP Number)

Marcia A. Casey
Senior Counsel
John Hancock Financial Services, Inc.
T-30-12
Post Office Box 111
Boston, Massachusetts 02117
(617) 572-9183

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

November 30, 2001
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The shares of Fresh America Corp. held by John Hancock Financial Services, Inc. and its subsidiary entities were reallocated among the various joint filers.

(Continued on following pages)

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* 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

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 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
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

45,414,529: 38,602,350 through its direct,
wholly-owned subsidiary JHLICO and
6,812,179 through its indirect,
wholly-owned subsidiary John Hancock
Variable Life Insurance Company

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

45,414,529: 38,602,350 through its direct,
wholly-owned subsidiary JHLICO and
6,812,179 through its indirect,
wholly-owned subsidiary John Hancock
Variable Life Insurance Company

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Rows 7 and 9.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES* |_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

84.4% as described in Rows 7 and 9.

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_ |
(b) |X |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) |_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7 SOLE VOTING POWER

38,602,350 directly and 6,812,179 through its
indirect, wholly-owned subsidiary John Hancock
Variable Life Insurance Company

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

38,602,350 directly and 6,812,179 through its
indirect, wholly-owned subsidiary John Hancock
Variable Life Insurance Company

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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38,602,350

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

84.4% See Item 4

14 TYPE OF REPORTING PERSON*

IC, IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Variable Life Insurance Company
I.R.S. No. 04-2664016

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7 SOLE VOTING POWER

6,812,179

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

6,812,179

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6,812,179

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

44.8% See Item 4

14 TYPE OF REPORTING PERSON*

IC, IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

This statement relates to Warrants to purchase Common Stock (the "Warrants"), \$.01 par value per share (provided however that par value is expected to change to \$.001 per share upon the approval and filing of the Amended and Restated Articles of Incorporation of the Issuer as described in Item 4), of Fresh America Corp. (the "Issuer"). The principal executive offices of the Issuer are located at 6600 LBJ Freeway, Suite 180, Dallas, Texas 75240.

Item 2. Identity and Background

The persons filing this statement are John Hancock Financial Services, Inc., a Delaware corporation ("JHFS"), its direct, wholly-owned subsidiary, John Hancock Life Insurance Company, a Massachusetts corporation, ("JHLICO"), and JHLICO's direct, wholly-owned subsidiary John Hancock Variable Life Insurance Company ("JHVLICO), a Massachusetts corporation, (collectively, the "Reporting Persons").

JHFS's principal business is diversified financial services. JHLICO's and JHVLICO's principal business is life insurance. The principal office and business address for the Reporting Persons is located at John Hancock Place, P.O. Box 111, Boston, Massachusetts 02117.

The name, residence or business address and principal occupation or employment of each of the executive officers and directors of the Reporting Persons are set forth in Attachments A, B, and C, respectively. Except as otherwise noted in Attachments A, B, or C, each is a citizen of the United States of America and neither the Reporting Persons nor any such person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or been party to any civil proceeding which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

There has been no change to Item 3 "Source and Amount of Funds or Other Consideration" as was reported in Schedule 13D filed with the SEC on September 17, 2001.

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Item 4. Purpose of Transaction

There has been no change to Item 3 "Purpose of Transaction" as was reported in Schedule 13D filed with the SEC on September 17, 2001.

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Item 5. Interest in Securities of the Issuer

This Schedule 13D Amendment No. 1 is being filed to reflect a reallocation in the securities of the Issuers as follows:

17,550	John Hancock Life Insurance Company
4,050	John Hancock Variable Life Insurance Company
2,700	Signature 1A (Cayman), Ltd.
2,700	Signature 3 Limited ("Signature 3")

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

There has been no change to Item 6 "Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer" as was reported in Schedule 13D filed with the SEC on September 17, 2001.

Item 7. Material to Be Filed as Exhibits

None

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and current.

December 10, 2001

John Hancock Financial Services, Inc.

By: /s/ Barry J. Rubenstein

Name: Barry J. Rubenstein
Title: Vice President, Counsel & Secretary

John Hancock Life Insurance Company

By: /s/ Roger G. Nastou

Name: Roger G. Nastou
Title: Vice President

John Hancock Variable Life Insurance Company

By: /s/ Michele G. Van Leer

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Name: Michele G. Van Leer
 Title: Chairman

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ATTACHMENT A

JOHN HANCOCK FINANCIAL SERVICES, INC.

DIRECTORS AND EXECUTIVE OFFICERS (as of 9/14/01)

Name	Business or Residential Address	Positions with JHFS and Principal Occupation
I. MacAllister Booth	68 Barnes Hill Road Concord, MA 01742	Director - JHFS
Wayne A. Budd	John Hancock Place P.O. Box 111 Boston, MA 02117	Director - Executive Vice President General Counsel - JHFS
John M. Connors, Jr.	200 Clarendon Street Boston, MA 02116	Director - JHFS; CEO and Chairman of Hill, Holiday, Connors, & Associates, Inc.
David F. D'Alessandro	John Hancock Place P.O. Box 111 Boston, MA 02117	Director, Chairman and President - JHFS
Robert E. Fast, Esq.	60 State Street Boston, MA 02109	Director - JHFS; Senior Vice President and Dorr
Dr. Kathleen Foley Feldstein	147 Clifton Street Belmont, MA 02178	Director - JHFS; President of Feldstein Studies, Inc.
Nelson S. Gifford	75 Federal Street Suite 1100 Boston, MA 02110-1911	Director - JHFS; President of Capital
Thomas P. Glynn	800 Boylston Street Boston, MA 02199	Director - JHFS; Chief Executive Officer, Partners HealthCare
Michael C. Hawley	P.O. Box 111 Boston, MA 02117	Director - JHFS
Edward H. Linde	800 Boylston Street Boston, MA 02199	Director - JHFS; President of Boston Properties, Inc.
Judith A. McHale	7700 Wisconsin Avenue Bethesda, MD 20814	Director - JHFS; President of Officer of Discovery Company
R. Robert Popeo, Esq.	One Financial Center Boston, MA 02111	Director - JHFS; Chairman of Cohn, Ferris, Glovsky and
Richard F. Syron	81 Wyman Street Waltham, MA 02454	Director - JHFS; Chairman and CEO of Thermo Electron

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Robert J. Tarr, Jr.

200 Wheeler Road
Burlington, MA 01803

Director - JHFS; Chairm
CEO of HomeRuns.com

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ATTACHMENT B

JOHN HANCOCK LIFE INSURANCE COMPANY

DIRECTORS AND EXECUTIVE OFFICERS (as of 9/14/01)

Name	Business or Residential Address	Positions with JHLICO a Principal Occupation
Foster L. Aborn	John Hancock Place P.O. Box 111 Boston, MA 02117	Director - JHLICO
I. MacAllister Booth	68 Barnes Hill Road Concord, MA 01742	Director - JHLICO
Wayne A. Budd	John Hancock Place P.O. Box 111 Boston, MA 02117	Director - Executive Vi General Counsel - JHLI
John M. Connors, Jr.	200 Clarendon Street Boston, MA 02116	Director - JHLICO; CEO Hill, Holiday, Connors,
David F. D'Alessandro	John Hancock Place P.O. Box 111 Boston, MA 02117	Director, Chairman and Officer - JHLICO
John M. DeCiccio	John Hancock Place P.O. Box 111 Boston, MA 02117	Director - JHLICO; Execo President and Chief Inv JHLICO
Robert E. Fast, Esq.	60 State Street Boston, MA 02109	Director - JHLICO; Seni Hale and Dorr
Dr. Kathleen Foley Feldstein	147 Clifton Street Belmont, MA 02178	Director - JHLICO; Pres Economics Studies, Inc.
Nelson S. Gifford	75 Federal Street Suite 1100 Boston, MA 02110-1911	Director - JHLICO; Prin Capital
Thomas P. Glynn	800 Boylston Street Boston, MA 02199	Director - JHLICO; Chie Officer, Partners Healt
Michael C. Hawley	John Hancock Place P.O. Box 111 Boston, MA 02117	Director - JHLICO
Edward H. Linde	800 Boylston Street Boston, MA 02199	Director - JHLICO; Pres Boston Properties, Inc.

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Judith A. McHale	7700 Wisconsin Avenue Bethesda, MD 20814	Director - JHLICO; Pres Operating Officer of Di Communications, Inc.
R. Robert Popeo, Esq.	One Financial Center Boston, MA 02111	Director - JHLICO; Chai Levin, Cohn, Ferris, GL
Richard F. Syron	81 Wyman Street Waltham, MA 02454	Director - JHLICO; Chai and CEO of Thermo Elect

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Name	Business or Residential Address	Positions with JHLICO a Principal Occupation
Robert J. Tarr, Jr.	200 Wheeler Road Burlington, MA 01803	Director - JHLICO; Chai and CEO of HomeRuns.com

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ATTACHMENT C

JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY

Directors as of September 14, 2001

Name	Business or Residential Address	Positions with JHFS and Occupation
Ronald J. Bocage	John Hancock Place P. O. Box 111 Boston, MA 02117	Director - Vice Preside Counsel
David F. D'Alessandro	John Hancock Place P. O. Box 111 Boston, MA 02117	Director - Chairman
Bruce M. Jones	197 Clarendon Street Boston, MA 02117	Director - Vice Preside
Barbara L. Luddy	200 Berkeley Street Boston, MA 02117	Director - Vice Preside Actuary
Robert S. Paster	John Hancock Place P. O. Box 111 Boston, MA 02117	Director - Vice Preside

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Robert R. Reitano

John Hancock Place
P. O. Box 111
Boston, MA 02117

Director - Vice President
Investment Officer

Paul J. Strong

197 Clarendon Street
Boston, MA 02117

Director - Vice President

Michele G. Van Leer

197 Clarendon Street
Boston, MA 02117

Director - Vice Chairman
President