

Edgar Filing: HANCOCK JOHN FINANCIAL SERVICES INC - Form 3

HANCOCK JOHN FINANCIAL SERVICES INC
 Form 3
 September 17, 2001

U. S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Form 3

 OMB Number 3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility

Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person			2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker o
John Hancock Financial Services, Inc.			September 5, 2001	Fresh America Corp. ("FR
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person	5. Relationship of Reporting (Check all appl
P.O. Box 111			(Voluntary)	____ Director
_____ (Street)			04-3483032	____ Officer (give title bel
Boston,	MA	02117		
(City)	(State)	(Zip)		Table 1 -- Non-Derivative Se

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr.)
Series D Cumulative Redeemable Preferred Stock	27,000	I

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 *If the form is filed by more than one reporting person, see Instructions 5 (b) (v)

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FORM 3 (continued)

Table II -- Derivative Securities Beneficially Owned (e.g., warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5.
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	Immediately	8/14/2011	Common Stock	45,414,529
	fn. (b)			\$0.0001

Explanation of Responses:

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- (a) John Hancock Life Insurance Company ("JHLICO"), a direct, wholly owned subsidiary of John Hancock Financial Services, Inc., owns 24,840 shares of Series D Cumulative Redeemable Preferred Stock. In addition, John Hancock Variable Life Insurance Company ("JHVLICO"), a direct, wholly owned subsidiary of JHLICO, owns 1,620 shares and Investors Partner Life Insurance Company, a direct, wholly-owned subsidiary of JHVLICO owns 540 shares.
- (b) Although the Warrants are immediately exercisable, the Issuer currently does not have a sufficient number of authorized shares of Common Stock to issue upon exercise of the Warrants. Before the Warrants may be exercised by the Reporting Persons, shareholder approval, which is beyond the control of the Reporting Persons, must be obtained to, among other things, approve an amendment to the Issuer's Articles of Incorporation to increase the number of authorized shares of Common Stock and decrease the stated par value of the Common Stock.
- (c) JHLICO beneficially owns Warrants to purchase 29,519,444 shares of common stock. JHLICO also has direct beneficial ownership over Warrants owned by advisory account, Signature 1A (Cayman) LTD. to purchase 4,541,453 shares of common stock and direct beneficial ownership over Warrants owned by advisory account, Signature 3 Limited to purchase 4,541,453 shares of common stock. John Hancock Variable Life Insurance Company owns Warrants to purchase 6,812,179 shares of common stock.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

JOHN HANCOCK FINANCIAL SERVICES, INC.

By: /s/Barry J. Rubenstein

September 17, 2001

**Barry J. Rubenstein
Vice President, Counsel, & Secretary

Date

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not to respond unless the form displays a currently valid OMB control number.

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SEC 1473 (3/99)

Joint Filer Information

Issuer Name and Trading Symbol: Fresh America Corp. ("FRES")

Date of Event Requiring Statement: September 5, 2001

Designated Reporter: John Hancock Financial Services, Inc.

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1. Name and address of Reporting Person:

John Hancock Life Insurance Company
200 Clarendon Street
Boston, MA 02117

IRS Number: 04-1414660

By: /s/Roger G. Nastou

Roger G. Nastou
Vice President

2. Name and address of Reporting Person:

John Hancock Variable Life Insurance Company
200 Clarendon Street
Boston, MA 02117

IRS Number: 04-2664016

By: /s/Michele G. Van Leer

Michele G. Van Leer
President

3. Name and address of Reporting Person:

Investors Partner Life Insurance Company
200 Clarendon Street
Boston, MA 02117

By: /s/Michle G. Van Leer

Michele G. Van Leer
President