

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
for the fiscal year ended December 31, 2001 -OR-

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
for the transition period from _____ to _____.

Commission File Number 1-31237

TOUCH AMERICA HOLDINGS, INC.

(successor to The Montana Power Company)
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

81-0540231

(IRS Employer Identification No.)

130 North Main St., Butte, Montana

(Address of principal executive offices)

59701-9332

(Zip code)

Registrant's telephone number, including area code **(406) 497-5100**

Exhibit Index is found on page 10.

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Name of each exchange on which registered
Common Stock	New York Stock Exchange Pacific Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act:

Title of Class
Preferred Stock

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

The aggregate market value of the voting stock held by nonaffiliates of the Company was \$425,895,109 at March 22, 2002.

On March 22, 2002, the Company had 103,772,874 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K [].

EXPLANATORY NOTE

The Registrant hereby amends its Annual Report on Form 10-K for the year ended December 31, 2001, as follows:

Item 14 is amended to include financial statements for TW Wireless, L.L.C., (Exhibit 99c) which are filed by amendment in accordance with Regulation S-X 3-09(b). These financial statements were not available when the Registrant filed its Annual Report on Form 10-K. The financial statements of TW Wireless, L.L.C. include a report of Arthur Andersen dated March 8, 2002. We have been informed that as a result of the sale of Arthur Andersen's Denver Practice to KPMG on June 30, 2002, a signed consent of Arthur Andersen is not available.

This amendment is filed solely to include financial statements for TW Wireless, L.L.C. To preserve the nature and character of the disclosures originally set forth in our 2001 Annual Report on Form 10-K, this Form 10-K/A does not otherwise update the 2001 Annual Report on Form 10-K or reflect events occurring after the filing date of our 2001 Annual Report on Form 10-K.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

- (a) Please refer to Item 8, "Financial Statements and Supplementary Data," of our Report on Form 10-K for the year ended December 31, 2001 for a complete listing of all consolidated financial statements and financial statement schedules.
- (b) We filed the following reports on Form 8-K:

Date	Subject
November 19, 2001	Item 5. Other Events. To update and amend the Report of Independent Accountants, Consolidated Financial Statements, and related Management's Discussion and Analysis of Financial Condition and Results of Operations (2000 MD&A) contained in MPC's 2000 Annual Report on Form 10-K for the period ended December 31, 2000 (2000 Form 10-K).
December 18, 2001	Item 5. Other Events. Excerpts from Press Release dated December 14, 2001, "Touch America Receives Waiver for Credit Facility Compliance."

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS (CONTINUED)

(c) Exhibits		<u>Incorporation by Reference</u>	
		<u>Previous Filing</u>	<u>Previous Exhibit Designation</u>
3 (a)	Certificate of Incorporation of Touch America Holdings, Inc., dated September 27, 2000	333-65058	3.1
3 (b)	By-laws of Touch America Holdings, Inc. dated September 28, 2000	333-65058	3.2
4 (a)	Mortgage and Deed of Trust	2-5927	7 (e)
4 (b)	First Supplemental Indenture	2-10834	4 (e)
4 (c)	Second Supplemental Indenture	2-14237	4 (d)
4 (d)	Third Supplemental Indenture	2-27121	2 (a) -5
4 (e)	Fourth Supplemental Indenture	2-36246	2 (a) -6
4 (f)	Fifth Supplemental Indenture	2-39536	2 (a) -7
4 (g)	Sixth Supplemental Indenture	2-49884	2 (a) -8 (a)
4 (h)	Seventh Supplemental Indenture	2-52268	2 (a) -9
4 (i)	Eighth Supplemental Indenture	2-53940	2 (a) -10
4 (j)	Ninth Supplemental Indenture	2-55036	2 (a) -11
4 (k)	Tenth Supplemental Indenture	2-63264	2 (a) -12
4 (l)	Eleventh Supplemental Indenture	2-86500	2 (a) -13
4 (m)	Twelfth Supplemental Indenture	33-42882	4 (c)
4 (n)	Thirteenth Supplemental Indenture	33-55816	4 (a) -14
4 (o)	Fourteenth Supplemental Indenture	33-64576	4 (c)
4 (p)	Fifteenth Supplemental Indenture	33-64576	4 (d)
4 (q)	Sixteenth Supplemental Indenture	33-50235	99 (a)
4 (r)	Seventeenth Supplemental Indenture	33-56739	99 (a)
4 (s)	Eighteenth Supplemental Indenture	33-56739	99 (b)
4 (t)	Nineteenth Supplemental Indenture	1-4566 2000 Form 10-K	99
10 (a) (i)	Benefit Restoration Plan for Senior Management Executives and Board of Directors	33-42882	10 (a) (i)
10 (a) (ii)	Deferred Compensation Plan for Non-Employee Directors	33-42882	10 (a) (ii)
10 (a) (iii)	Long-Term Incentive Stock Ownership Plan	1-4566 1992 Form 10-K	10 (a) (iii)
10 (a) (iv)	Asset Purchase Agreement	1-4566 Form 8-K Dated November 2, 1998	2 (a)
10 (a) (v)	Colstrip Unit #3 Wholesale Transmission Service Agreement (Exhibit F-1 to the Asset Purchase Agreement)	1-4566 Form 8-K Dated November 2, 1998	10 (a)

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS (CONTINUED)

(c) Exhibits		<u>Incorporation by Reference</u>	
		<u>Previous Filing</u>	<u>Previous Exhibit Designation</u>
10(a) (vi)	Non-Colstrip Unit #3 Wholesale Transmission Service Agreement (Exhibit F-2 to the Asset Purchase Agreement)	1-4566 Form 8-K Dated November 2, 1998	10(b)
10(a) (vii)	Generation Interconnection Agreement (Exhibit G to the Asset Purchase Agreement)	1-4566 Form 8-K Dated November 2, 1998	10(c)
10(a) (viii)	Equity Contribution Agreement	1-4566 Form 8-K Dated November 2, 1998	10(d)
10(a) (ix)	Amendment No. 1 to the Asset Purchase Agreement	1-4566 Form 8-K Dated January 3, 2000	2(a)
10(a) (x)	Amendment No. 2 to the Asset Purchase Agreement	1-4566 Form 8-K Dated January 3, 2000	2(b)
10(b) (i)	Unit Purchase Agreement dated September 29, 2000, by and among Touch America Holdings, Inc., The Montana Power Company and NorthWestern Corporation.	333-65058	10.5
10(b) (ii)	Stock and Asset Purchase Agreement (relating to the divestiture of MPC's oil and natural gas businesses) dated as of August 25, 2000 among Entech, Inc., a Montana corporation and a wholly owned subsidiary of the Registrant; Altana Exploration Company, a Montana corporation and a wholly owned subsidiary of Entech, PanCanadian Petroleum Limited, a Canadian corporation; and PanCanadian Energy, Inc., a Delaware corporation and a wholly owned subsidiary of PanCanadian Petroleum.	1-4566 November 14, 2000 Form 10-Q	10(a)

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS (CONTINUED)

(c) Exhibits		<u>Incorporation by Reference</u>	
		<u>Previous Filing</u>	<u>Previous Exhibit Designation</u>
10(b) (iii)	Stock and Asset Purchase (relating to the divestiture of MPC's coal operations) dated as of September 15, 2000 between Entech, Inc., a Montana corporation and a wholly owned subsidiary of the Registrant; and Westmoreland Coal Company, a Delaware corporation.	1-4566 November 14, 2000 Form 10-Q	10(b)
10(b) (iv)	Stock and Asset Purchase (relating to the divestiture of Continental Energy) dated as of September 19, 2000 between Entech, Inc., a Montana corporation and a wholly owned subsidiary of the Registrant; and BBI Power Corporation, a Delaware corporation.	1-4566 November 14, 2000 Form 10-Q	10(c)
10(b) (v)	Unit Purchase Agreement (relating to the divestiture of MPC's electric and natural gas utility Operations) dated as of September 29, 2000 among the Registrant, a Montana corporation; Touch America Holdings, Inc., a Delaware corporation and an affiliate of the Registrant; and NorthWestern Corporation, a Delaware corporation.	1-4566 November 14, 2000 Form 10-Q	10(d)
10(b) (vi)	Agreement and Plan of Merger, dated as of February 20, 2001, by and among the Touch America Holdings, Inc., The Montana Power, L.L.C., and The Montana Power Company	333-65058	10.4
10(c)	Participation Agreements among United States Trust Company of New York, Burnham Leasing Corporation, and SGE (New York) Associates, Certain Institutions, The Montana Power Company and Bankers Trust Company	33-42882	10(c)
10(d) (i)	Tier 1 Termination Benefits Upon Change in Control Agreement	1-4566 March 31, 2001 Form 10-Q	10(a)
10(d) (ii)	Tier 2 Termination Benefits Upon Change in Control Agreement	1-4566 March 31, 2001 Form 10-Q	10(b)

10(d)(iii)	Tier 3 Termination Benefits Upon Change in Control Agreement	1-4566 March 31, 2001 Form 10-Q	10(c)
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ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS (CONTINUED)

(c) Exhibits		<u>Incorporation by Reference</u>	
		<u>Previous Filing</u>	<u>Previous Exhibit Designation</u>
12	Statement Re Computation of Ratio of Earnings to Fixed Charges	1-31237 2001 Form 10-K	12
21	Subsidiaries of the Registrant	1-31237 2001 Form 10-K	21
23	Consent of Independent Accountants	1-31237 2001 Form 10-K	23
99a	Twentieth Supplemental Indenture	1-31237 2001 Form 10-K	99a
99b	Twenty-First Supplemental Indenture	1-31237 2001 Form 10-K	99b
99c ¹	TW Wireless L.L.C. Financial Statements as of December 31, 2001 and 2000		
99d ¹	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		

¹ Filed herewith

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOUCH AMERICA HOLDINGS, INC.

(Registrant)

By /s/ Robert P. Gannon

Robert P. Gannon

Chairman of the Board

Dated: October 16, 2002

I, Robert P. Gannon, Chief Executive Officer of Touch America Holdings, Inc., certify that:

1. I have reviewed this amended annual report on Form 10-K/A of Touch America Holdings, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; and
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

Dated: October 16, 2002

/s/ Robert P. Gannon

Robert P. Gannon

Chief Executive Officer

I, Jerrold P. Pederson, Chief Financial Officer of Touch America Holdings, Inc., certify that:

1. I have reviewed this amended annual report on Form 10-K/A of Touch America Holdings, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; and
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

Dated: October 16, 2002

/s/ J.P. Pederson
J.P. Pederson
Chief Financial Officer

EXHIBIT INDEX

Exhibit 99c¹

TW Wireless, L.L.C. Financial Statements as of December 31, 2001 and 2000

Exhibit 99d¹

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

¹ Filed herewith