

Edgar Filing: METROCALL HOLDINGS INC - Form SC 13G

METROCALL HOLDINGS INC  
Form SC 13G  
February 15, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Metrocall Holdings, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value per share

-----  
(Title of Class of Securities)

59164X 10 5

-----  
(CUSIP Number)

December 31, 2004

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(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)  
/x/ Rule 13d-1(c)  
Rule 13d-1(d)  
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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 the  
disclosures provided in a prior cover page.

The information required in 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 (the "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):

Toronto Dominion (Texas) LLC, formerly known as Toronto Dominion (Texas), Inc.

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

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

NUMBER OF SHARES	5.	Sole Voting Power: None
BENEFICIALLY OWNED BY EACH	6.	Shared Voting Power: None
REPORTING PERSON WITH	7.	Sole Dispositive Power: None
	8.	Shared Dispositive Power: None

9. Aggregate Amount Beneficially Owned by Each Reporting Person: None

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

11. Percent of Class Represented by Amount in Row (9): 0% of the Shares of Common Stock

12. Type of Reporting Person (See Instructions): CO

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Item 1.

(a) Name of Issuer:

Metrocall Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices

6677 Richmond Highway, Alexandria Virginia 22306

Item 2.

(a) Name of Person Filing:

Toronto Dominion (Texas) LLC, formerly known as Toronto Dominion (Texas), Inc.

(b) Address of Principal Business Office or, if none, Residence:

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909 Fannin Street Suite 1700, Houston, Texas 77010

(c) Citizenship

Delaware

(d) Title of Class of Securities

Common Stock, \$0.01 par value per share

(e) CUSIP Number

59164X 10 5

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

None

(b) Percent of class:

None

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

(i) Sole power to vote or to direct the vote:

None

(ii) Shared power to vote or to direct the vote:

None

(iii) Sole power to dispose or to direct the disposition of:

None

(iv) Shared power to dispose or to direct the disposition of:

None

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

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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 I certify that, to the best of my 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.

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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 correct.

Date: February 14, 2005

Toronto Dominion (Texas) LLC

/s/ NADINE EIDE

-----  
Name: Nadine Eide  
Title: Secretary