

**STATE OF MICHIGAN**  
**DEPARTMENT OF ENERGY, LABOR AND ECONOMIC GROWTH**  
**OFFICE OF FINANCIAL AND INSURANCE REGULATION**  
**Before the Commissioner of Financial and Insurance Regulation**

**In the matter of the proposed  
redomestication of the Manufacturers  
Life Insurance Company (U.S.A.)  
from Maine to Michigan**

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**Order No. 10-095-M**

**Issued and entered  
this 23<sup>rd</sup> day of November 2010  
by Ken Ross  
Commissioner**

**ORDER AMENDING ORDER NO. 92-15421-M**

On December 30, 1992, Commissioner David J. Dykhouse issued Order No. 92-15421-M, Final Approval of Redomestication (the "Final Order"). The Final Order is attached hereto and incorporated by reference.

In the Final Order, Commissioner Dykhouse approved the redomestication of Manufacturers Life Insurance Company (U.S.A.) ("Manulife USA") from Maine to Michigan.

Effective April 2004, Manulife Financial Corporation completed a merger with John Hancock Financial Services, Inc. Further, effective December 31, 2009, John Hancock Life Insurance Company (U.S.A.) ("JHUSA"), formerly Manulife USA, merged with John Hancock Life Insurance Company and John Hancock Variable Life Insurance Company, with JHUSA being the surviving entity. For purposes of clarity in this Order Amending the Final Order ("Amended Order"), Manulife USA shall be referred to as JHUSA.

Pursuant to Exhibit A to the Final Order, the Undertaking Regarding Books and Records, and to date, JHUSA has maintained its location for its books and records in Toronto, Canada. JHUSA has requested that the Commissioner approve, pursuant to Section 5256 of the Code, a change in the location of its books and records from Toronto, Canada to Boston, Massachusetts. JHUSA has executed an Amended Undertaking, a copy of which is attached hereto and is incorporated by reference. The Amended Undertaking states, in Paragraph 2 – "Location of Books and Records," that JHUSA shall "maintain the books and records as described in Section 5256 of the Michigan Insurance Code at John Hancock Life Insurance Company (U.S.A.), 601 Congress Street, Boston, Massachusetts 02210."

The Commissioner is satisfied that the change in JHUSA's location of its books and records, as set forth in the Amended Undertaking, does not materially alter the form and substance of the Final Order, and therefore, the Commissioner, pursuant to Section 5256 of the Code, approves the Amended Undertaking.

Therefore, it is ORDERED that:

Effective the date this Amended Order is signed, the Final Order is amended by replacing Exhibit A to the Final Order, the December 30, 1992, Undertaking Regarding Books and Records, with the September 20, 2010, Amended Undertaking Regarding Books and Records. In all other respects, the Final Order shall remain effective.

A handwritten signature in black ink, appearing to be 'KR', written over a horizontal line.

Ken Ross  
Commissioner

STATE OF MICHIGAN  
DEPARTMENT OF COMMERCE  
INSURANCE BUREAU

*Approved redom*

In the matter of the proposed  
redomestication of The Manufacturers  
Life Insurance Company (U. S. A.)  
from Maine to Michigan /

No. 92-15421-M

Issued and entered  
this 30th day of December, 1992  
David J. Dykhouse  
Commissioner of Insurance

FINAL APPROVAL OF REDOMESTICATION

I

BACKGROUND

The Manufacturers Life Insurance Company (U. S. A.) (Manulife U.S.A.), a Maine stock life insurer, has applied to the Michigan Commissioner of Insurance (Commissioner) to redomesticate to Michigan pursuant to Section 412 et seq of the Michigan Insurance Code of 1956, as amended (Code), MCLA 500.412 et seq. Manulife U.S.A.'s application to redomesticate was filed on December 4, 1992.

Manulife U.S.A. is owned by The Manufacturers Life Insurance Company of Michigan (Manulife Michigan), which is a wholly owned subsidiary of The Manufacturers Life Insurance Company, a Canadian mutual life insurance company whose "port of entry" into the United States is Michigan.

Manulife U.S.A. submitted copies of its licenses in 47 states and the District of Columbia.

Manulife U.S.A.'s current Michigan certificate of authority grants the insurer authority to write life and disability insurance. On December 18, 1992 the insurer requested that its certificate of authority be amended to add variable annuity-separate account authority.

II

ISSUE

At issue in this matter is whether or not the statutory requirements have been met such that, pursuant to Section 412 of the Code, MCLA 500.412; MSA 24.1412, the Commissioner shall approve the proposed redomestication. In addition, the Commissioner must decide if conditions exist that warrant the Commissioner's use of discretionary authority provided pursuant to Section 414 of the Code, MCLA 500.414; MSA 24.1414.

III

ANALYSIS

Section 412 of the Code, MCLA 500.412, MSA 24.1412 reads as follows:

- (1) An insurer organized under the laws of any other state and admitted to do business in this state for the purpose of writing insurance may become a domestic insurer by complying with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type and by designating its principal place of business at a place in this state.
- (2) An insurer who complies with subsection (1) shall be entitled to domestic insurer certificates and licenses to transact business in this state and shall be subject to the authority and jurisdiction of this state.

Section 414 of the Code, MCLA 500.414, MSA 24.1414 reads as follows:

The certificate of authority, agent's appointments, licenses, rates, and other items which the commissioner allows, in his or her discretion, which are in existence at the time an insurer licensed to transact the business of insurance in this state transfers its corporate domicile to this or any other state by merger, consolidation, or any other lawful method shall continue in full force and effect upon the transfer if the insurer remains duly qualified to transact the business of insurance in this state. All outstanding policies of a transferring insurer shall remain in full force and effect and need not be endorsed as to the new name of the company or its new location unless so ordered by the commissioner. Each transferring insurer shall file new forms with appropriate endorsements if allowed by, and under such conditions as approved by, the commissioner. Each transferring insurer shall notify the commissioner of the details of the proposed transfer and shall file promptly any resulting amendments to corporate documents filed or required to be filed with the commissioner.

The Commissioner must determine if the applicant insurer is in fact organized under the laws of any other state and admitted to do the business of insurance in this state.

The determination of compliance with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type includes at least the following:

1. The Restated Articles of Redomestication, to the extent applicable, shall comply with Chapter 50 of the Code, MCLA 500.5000 et seq; MSA 24.15000 et seq, and be approved by the Michigan Attorney General and the Commissioner.
2. The Bylaws, to the extent applicable, shall comply with Chapter 52 of the Code, MCLA 500.5200 et seq; MSA 24.15200 et seq.
3. The applicant shall meet the capitalization requirements of Section 410 of the Code, MCLA 500.410 et seq; MSA 24.1410 et seq.
4. The applicant shall meet the deposit requirement of Section 411 of the Code, MCLA 500.411 et seq; MSA 24.1411 et seq.
5. The applicant shall meet the qualifying assets requirement of Section 901 of the Code, MCLA 500.901 et seq; MSA 24.1901 et seq.
6. The applicant, to the extent applicable, shall meet the physical presence, record keeping, and trust requirements of Section 5256 of the Code, MCLA 500.5256; MCLA 500.5256; MSA 24.15256; and shall have designated its principal place of business at a place in this state as required by Section 412 of the Code, MCLA 500.410; MSA 24.1412.

#### IV

#### FINDINGS OF FACT AND CONCLUSIONS OF LAW

Based upon the foregoing consideration and the record in this matter, it is FOUND and CONCLUDED that:

1. Manulife U.S.A. is a Maine stock life insurer, admitted to transact the business of insurance in Michigan.
2. Manulife U.S.A.'s Restated Articles of Redomestication have been approved by the Michigan Attorney General and the Commissioner.

3. Manulife U.S.A.'s bylaws comply with Chapter 52 of the Code.
4. Manulife U.S.A. meets the capitalization requirements of Section 410 of the Code.
5. Manulife U.S.A. meets the deposit requirements of Section 411 of the Code, by virtue of the deposit made with the State Treasurer of Michigan on December 23, 1992.
6. Manulife U.S.A. meets the qualifying assets requirement of Section 901 of the Code.
7. Manulife U.S.A., in Article I of its Restated Articles of Redomestication, has designated its principal office for the transaction of business in this State to be the city of Bloomfield Hills, State of Michigan.
8. Manulife U.S.A. has executed the "Undertaking Regarding Books and Records Pursuant to Section 5256 of the Michigan Insurance Code" attached as Exhibit A.

V

ORDER.

Therefore, it is ORDERED that:

1. The redomestication of Manulife U.S.A. is approved, effective December 30, 1992.
2. Manulife U.S.A. shall be issued an amended Michigan certificate of authority, reflecting its state of domicile as Michigan, effective December 30, 1992.
3. The Michigan certificate of authority, agent appointments, licenses, rates and policy forms of Manulife U.S.A. shall continue in full force and effect upon the transfer of domicile.

The Commissioner of Insurance specifically retains jurisdiction of the matter contained herein and the authority to issue such further order or orders as he shall deem just, necessary, and appropriate.

*David J. Dykhouse*

David J. Dykhouse  
Commissioner of Insurance

EXHIBIT A

UNDERTAKING REGARDING  
BOOKS AND RECORDS  
PURSUANT TO SECTION 5256  
OF THE MICHIGAN INSURANCE CODE

LJ 04 1992

LANSING, MICHIGAN

This undertaking is made this 3rd day of December, 1992, by the undersigned, The Manufacturers Life Insurance Company (U.S.A.) ("Manulife (U.S.A.)"). The undersigned hereby agrees and undertakes to:

1. PRODUCTION OF BOOKS AND RECORDS

Furnish to the Michigan Insurance Bureau (the "Bureau"), at the Bureau's principal office in Lansing, Michigan, or at any office of the Bureau specified in a demand for copies of books and records made by or on behalf of the Bureau, true, correct, complete and current copies of any or all, or any part of, the books and records of Manufacturers Life Insurance Company (U.S.A.) which the undersigned is required to make, keep current or preserve pursuant to the Michigan Insurance Code (the "Code") or the rules pursuant to the Code. This Undertaking is not intended nor shall it be construed to impose any restrictions or limitations on the authority of the Insurance Commissioner to conduct examinations of Manulife (U.S.A.) pursuant to Section 222 of the Code.

2. LOCATION OF BOOKS AND RECORDS

Unless, required to produce the books and records as set forth above, maintain the books and records as described in Section 5256 of the Michigan Insurance Code at Manulife Financial, 200 Bloor Street East, Toronto, Ontario, Canada M4W 1E5, or at the principal place of business in Michigan.

3. SUSPENSION OR REVOCATION OF CERTIFICATE OF AUTHORITY

If the undersigned fails to provide the Bureau access to books and records of Manulife (U.S.A.) in a manner satisfactory to the Insurance Commissioner, the Insurance Commissioner may, upon ninety (90) days written notice and without a hearing, suspend or revoke the Certificate of Authority of the company.

4. SUSPENSION OF UNDERTAKING

This undertaking shall not apply to Manulife (U.S.A.) during any period when the undersigned is making, keeping current, and preserving copies of all of the books and records of the company at a place within the State of Michigan.

THE MANUFACTURERS LIFE  
INSURANCE COMPANY (U.S.A.)

BY: Geoffrey Guy  
Name: Geoffrey Guy  
Vice President & Actuary

*Undertaking Books & Records*

EXHIBIT A

**UNDERTAKING REGARDING BOOKS AND RECORDS  
PURSUANT TO SECTION 5256 OF THE MICHIGAN INSURANCE CODE**

This undertaking is made this 20<sup>th</sup> day of September 2010, by the undersigned, John Hancock Life Insurance Company (U. S.A.) ("JHUSA"), a Michigan domiciled insurance Company. The undersigned hereby agrees and undertakes to:

1. PRODUCTION OF BOOKS AND RECORDS

Furnish to the Michigan Office of Financial and Insurance Regulation ("OFIR"), at its principal office in Lansing, Michigan, or at any OFIR location specified in a demand for copies of books and records made by or on behalf of OFIR, true, correct, complete and current copies of any or all, or any part of, the books and records of JHUSA which the undersigned is required to make, keep current or preserve pursuant to the Michigan Insurance Code (the "Code") or the rules pursuant to the Code. This Undertaking is not intended, nor shall it be construed, to impose any restrictions or limitations on the authority of the Michigan Insurance Commissioner to conduct examinations of JHUSA pursuant to section 222 of the Code.

2. LOCATION OF BOOKS AND RECORDS

Unless, required to produce the books and records as set forth above, maintain the books and records as described in section 5256 of the Michigan Insurance Code at John Hancock Life Insurance Company (U.S.A.) 601 Congress Street, Boston, Massachusetts 02210, or at the principal place of business in Michigan.

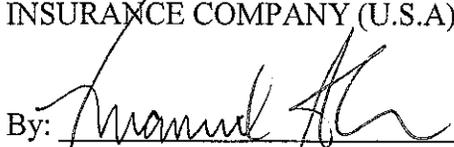
3. SUSPENSION OR REVOCATION OF CERTIFICATE OF AUTHORITY

If the undersigned fails to provide OFIR access to books and records of JHUSA in a manner satisfactory to the Insurance Commissioner, the Insurance Commissioner may, upon ninety (90) days written notice and without a hearing, suspend or revoke the Certificate of Authority of the company.

4. SUSPENSION OF UNDERTAKING

This undertaking shall not apply to JHUSA during any period when the undersigned is making, keeping current, and preserving copies of all of its books and records within the State of Michigan.

JOHN HANCOCK LIFE  
INSURANCE COMPANY (U.S.A)

By:   
Name: Emanuel Alves  
Title: Vice President, Counsel and  
Corporate Secretary