

SERFF Tracking Number: MNLF-125752383 State: Arkansas  
Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 40209  
Company Tracking Number: GP1060.19  
TOI: A02.1G Group Annuities - Deferred Non- Sub-TOI: A02.1G.002 Flexible Premium  
Variable and Variable  
Product Name: Separate Account Riders  
Project Name/Number: 2008 Fall Fund Launch/GP1060.19

## Filing at a Glance

Company: John Hancock Life Insurance Company (U.S.A.)

Product Name: Separate Account Riders SERFF Tr Num: MNLF-125752383 State: ArkansasLH  
TOI: A02.1G Group Annuities - Deferred Non- SERFF Status: Closed State Tr Num: 40209  
Variable and Variable

Sub-TOI: A02.1G.002 Flexible Premium Co Tr Num: GP1060.19 State Status: Approved-Closed  
Filing Type: Form Co Status: Reviewer(s): Linda Bird  
Authors: Cheryl Broughton, Disposition Date: 09/15/2008  
Vanessa Ruszczyk, Ernest Chan,  
Alex Cruz  
Date Submitted: 09/09/2008 Disposition Status: Approved

Implementation Date Requested: 11/17/2008

Implementation Date:

State Filing Description:

## General Information

Project Name: 2008 Fall Fund Launch  
Project Number: GP1060.19  
Requested Filing Mode: Review & Approval

Status of Filing in Domicile: Not Filed  
Date Approved in Domicile:  
Domicile Status Comments: Exempt in Domicile  
- Michigan

Explanation for Combination/Other:  
Submission Type: New Submission  
Overall Rate Impact:

Market Type: Group  
Group Market Size: Small  
Group Market Type: Employer

Filing Status Changed: 09/15/2008  
State Status Changed: 09/15/2008  
Corresponding Filing Tracking Number:

Deemer Date:

Filing Description:

THESE RIDERS WILL BE USED ONLY WITH OUR UNALLOCATED NON-PARTICIPATING GROUP ANNUITY CONTRACTS SOLD TO TRUSTEES OF PROFIT SHARING AND PENSION PLANS QUALIFIED UNDER SECTION 401(a) OF THE INTERNAL REVENUE CODE AND TRUSTEED ELIGIBLE DEFERRED COMPENSATION PLANS OF STATE AND LOCAL GOVERNMENTS DESCRIBED IN SECTION 457(b) OF THE INTERNAL REVENUE CODE.

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## Company and Contact

### Filing Contact Information

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 Toronto, ON M4E 1E5 (416) 852-7166[FAX]

### Filing Company Information

John Hancock Life Insurance Company CoCode: 65838 State of Domicile: Michigan  
 (U.S.A.)  
 200 Bloor Street East Group Code: -99 Company Type: Lead Company  
 Toronto, ON M4W 1E5 Group Name: State ID Number:  
 (800) 333-0963 ext. [Phone] FEIN Number: 01-0233346  
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## Filing Fees

Fee Required? Yes  
 Fee Amount: \$60.00  
 Retaliatory? No  
 Fee Explanation: \$20 x 3 riders  
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
John Hancock Life Insurance Company (U.S.A.)	\$60.00	09/09/2008	22375948

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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Approved	Linda Bird	09/15/2008	09/15/2008

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## **Disposition**

Disposition Date: 09/15/2008

Implementation Date:

Status: Approved

Comment:

Rate data does NOT apply to filing.

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Item Type	Item Name	Item Status	Public Access
Supporting Document	Certification/Notice		No
Supporting Document	Application		No
Supporting Document	Life & Annuity - Acturial Memo		No
Supporting Document	Cover Letter		Yes
Supporting Document	Supporting Documentation		Yes
Supporting Document	Transmittal Form		Yes
Form	Separate Account Rider B		Yes
Form	Separate Account Rider C		Yes
Form	Separate Account Rider F		Yes

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## Form Schedule

Lead Form Number: GP1060.19

Review Status	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
	GP1060.19	Policy/Cont	Separate Account ract/Fratern Rider B al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial		0	JHUSA - Separate Account Rider B - GP1060.19.p df
	GP1068.1	Policy/Cont	Separate Account ract/Fratern Rider C al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial		0	JHUSA GIFL - Separate Account Rider C - GP1068.1.pdf
	GP1064.12	Policy/Cont	Separate Account ract/Fratern Rider F al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial		0	JHUSA Separate Account Riders F - GP1064.12.p df

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

### SEPARATE ACCOUNT B RIDER

The Sub-accounts available under this Separate Account are described below. The Company reserves the right to substitute shares of another mutual fund, trust or portfolio thereof with similar investment objectives for each Sub-account.

Sub-accounts will be selected or changed upon direction from the Contractholder.

Contributions to the Sub-accounts are recorded in Units.

#### UNIT VALUE

The Value of a Unit in the Sub-account on a Valuation Date is computed by dividing the proportion of the entire Sub-account's Market Value attributable to all Units of that kind, after deduction of any applicable charges, by the number of Units of that kind outstanding at the end of that Valuation Date. This Unit Value will remain unchanged until the next Valuation Date.

#### CONVERSION OF CONTRIBUTIONS

Contributions to an account under a Sub-account will be credited in accordance with the Contributions and Accounts section of the Contract. Such contributions will be converted into Units of the Sub-account. The number of Units credited to an account with respect to each contribution will be equal to C/U where:

“C” is the contribution received, and

“U” is the Unit Value on the Day the contribution is being converted.

#### VALUE OF AN ACCOUNT

The Value of an account on a Valuation Date will be equal to the number of Units of the appropriate Sub-account multiplied by the Unit Value determined for that kind of Unit on that Date.

The value of an account on a Date other than a Valuation Date will be equal to the sum of:

- a) the number of Units in the account multiplied by the Unit Value of that Sub-account on the most recent Valuation Date; and
- b) the amount of contributions credited to the account which have not yet been converted into Units.

#### WITHDRAWALS

Withdrawals from a Sub-account will only be allowed on a Valuation Date. On the applicable Valuation Date, the Company will convert the Units in the account into cash using the Unit Value in effect on that Valuation Date.

A request for withdrawal will be processed in accordance with the Withdrawals section of this Contract.

#### INTER-ACCOUNT TRANSFERS

Inter-account transfers will be treated in the same manner as withdrawals. Additionally, transfers will be processed in accordance with the Inter-Account Transfers section of this Contract.

#### EXPENSE RATIO

There is an expense ratio for each kind of Unit of the Sub-account. The expense ratio is composed of the Company's administrative maintenance charge plus the charges and fees of any underlying mutual fund (“the underlying fund expense”). The Company's administrative maintenance charge will be reduced if the Company or an affiliate receives asset based distribution charges (“12b-1 fees”) or sub-transfer agency fees from the underlying mutual fund or its underwriter. The expense ratio is applied against the proportion of the Market Value of the Sub-account attributable to that kind of Unit.

The expense ratio for the kind of Unit issued with respect to this Contract will be no more than the maximum administrative maintenance charge for each Sub-account outlined in this Separate Account Rider plus the underlying fund expense. This will be equivalent to a daily charge based on a percentage of the Market Value of the Sub-account attributable to that kind of Unit as outlined in this Separate Account Rider. The daily charge will be applied on each Valuation Date to the Market Value determined on that Date to be attributable to the kind of Unit issued with respect to this Contract and on each Market Day which is not a Valuation Date to the Market Value determined on the preceding Valuation Date to be attributable to the kind of Unit issued with respect to this Contract. The daily Unit Value declared reflects the application of the daily equivalent of the expense ratio.

We may change the actual administrative maintenance charge at any time provided it does not exceed the specified maximum and we give you three months advance written notice of the intended change.

**THE SUB-ACCOUNTS AVAILABLE UNDER JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B ARE AS FOLLOWS:**

**[ALLIANZ RCM TECHNOLOGY FUND**

Contributions to the Allianz RCM Technology Fund will be invested solely in shares of the Allianz RCM Technology Fund (Class A).

- The Allianz RCM Technology Fund seeks long-term capital appreciation by investing in equity securities of technology companies. The Fund will normally invest at least 65% of its total assets in technology companies. The Fund currently intends to invest primarily in companies with market capitalization's greater than \$500 million at the time of purchase, with no more than 15% of its total assets in technology companies with market capitalizations below \$100 million at the time of purchase. As a fundamental policy, which cannot be changed without shareholder approval, the Fund invests in technology companies organized or headquartered in at least three different countries (one of which can be the United States). The Fund may invest up to 50% of its total assets in foreign issuers (but under normal market conditions no more than 25% of its total assets in issuers organized or headquartered in any one foreign country, other than Japan). The Investment Manager bases its security selection on the relative investment merits of each company around the world and will not seek to duplicate the Fund's benchmarks.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[SCIENCE & TECHNOLOGY FUND**

Contributions to the Science & Technology Fund will be invested solely in shares of the John Hancock Trust - Science & Technology Trust, a portfolio managed by T. Rowe Price Associates, Inc. & RCM Capital Management, LLC.

- The Trust seeks long-term growth of capital by investing in equity securities of technology companies. Current income is incidental to the portfolio's objective.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[T. ROWE PRICE SCIENCE & TECHNOLOGY FUND**

Contributions to the T. Rowe Price Science & Technology Fund will be invested solely in shares of the T. Rowe Price Science & Technology Fund (Advisor Class).

- The T. Rowe Price Science & Technology Fund seeks long-term growth of capital by investing in equity securities of technology companies. Current income is incidental to the portfolio's objective.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[PACIFIC RIM FUND**

Contributions to the Pacific Rim Fund will be invested solely in shares of the John Hancock Trust - Pacific Rim Trust, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The Trust seeks long-term growth of capital by investing in a diversified portfolio that is comprised primarily of common stocks and equity-related securities of corporations domiciled in countries in the Pacific Rim region.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[OPPENHEIMER DEVELOPING MARKETS FUND**

Contributions to the Oppenheimer Developing Markets Fund will be invested solely in shares of the Oppenheimer Developing Markets Fund, a portfolio managed by OppenheimerFunds, Inc. (Y Class).

- The Oppenheimer Developing Markets Fund aggressively seeks capital appreciation and is designed primarily for aggressive investors seeking capital growth over the long-term. The Fund invests mainly in the common stock of issuers in emerging and developing markets throughout the world. Investors should be willing to assume the substantial risks of short-term price fluctuations and losses that are typical for an aggressive growth fund focusing on stock investments in developing and emerging markets. Under normal market conditions the Fund will invest at least 80% of its total net assets (plus borrowings for investment purposes) in equity securities of issuers whose principal activities are in at least three developing markets. The Fund can invest (but is not required to) up to 100% of its total assets in foreign securities of any market capitalization range, and will emphasize investments in common stocks and other equity securities of growth companies. Developing markets include certain countries outside the U.S. and most of Western Europe, Canada, Japan, Australia, and New Zealand that have economies, industries, or stock markets that the manager believes are growing and gaining more stability and offer attractive long-term investment prospects.

This fund is only available under limited circumstances as determined by the underlying mutual fund company.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[DFA EMERGING MARKETS VALUE FUND**

Contributions to the DFA Emerging Markets Fund will be invested solely in shares of the DFA Emerging Markets Value Fund.

- The DFA Emerging Markets Value Fund seeks long-term capital appreciation. The primary objective of the Emerging Markets Value Portfolio is to capture the return premiums of the emerging non-U.S. value asset class by investing in a well-diversified portfolio of securities. Dimensional has strict country selection criteria to ensure that each emerging market has an adequate legal structure and market liquidity. Within each approved country, all companies that meet the market capitalization and value requirements and have passed the qualitative and quantitative screening process are eligible for purchase in the portfolio.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[HEALTH SCIENCES FUND**

Contributions to the Health Sciences Fund will be invested solely in shares of the John Hancock Trust - Health Sciences Trust, a portfolio managed by T. Rowe Price Associates, Inc.

- The Trust seeks long-term capital appreciation. The Trust will normally invest at least 80% of total assets (plus any borrowings for investment purposes) in the common stocks of the companies engaged in the research, development, production, or distribution of products or services related to health care, medicine, or the life sciences. While the Trust can invest in companies of any size, the majority of Trust assets are expected to be invested in large- and mid-capitalization companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[T. ROWE PRICE HEALTH SCIENCES FUND**

Contributions to the T. Rowe Price Health Sciences Fund will be invested solely in shares of the T. Rowe Price Health Sciences Fund.

- The T. Rowe Price Health Sciences Fund seeks long-term capital appreciation. The fund will normally invest at least 65% of total assets in the common stocks of the companies engaged in the research, development, production or distribution of products or services related to health care, medicine, or the life sciences. While the fund can invest in companies of any size, the majority of fund assets are expected to be invested in large- and mid-capitalization companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[BRIDGEWAY ULTRA-SMALL COMPANY MARKET FUND**

Contributions to the Bridgeway Ultra-Small Company Market Fund will be invested solely in shares of the Bridgeway Ultra-Small Company Market Fund.

- The Ultra-Small Company Market Fund seeks to provide a long-term total return of capital, primarily through capital appreciation. The Fund aims to achieve its objective by approximating the total return of the Cap-Based Portfolio 10 Index (the "Index") published by the University of Chicago's Center for Research in Security Prices ("CRSP") over longer time periods. The Adviser normally invests more than 80% of Fund net assets in ultra-small company stocks based on company size at the time of purchase. The Bridgeway Ultra-Small Company Market Fund is a domestic equity fund utilizing quantitative investment methods to buy and sell stocks. Ultra-Small Companies are those with a market capitalization representing the smallest 10% (10<sup>th</sup> decile) of companies listed on the New York Stock Exchange. The Fund is invested in approximately 600 companies of the over 1,800 companies in the 10th decile universe.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[FIDELITY ADVISOR LEVERAGED COMPANY STOCK FUND**

Contributions to the Fidelity Advisor Leveraged Company Stock Fund will be invested solely in shares of the Fidelity Advisor Leveraged Company Stock Fund, a portfolio managed by Fidelity Management & Research Company. (T Class)

- The fund seeks capital appreciation and primarily invests in common stocks of leveraged companies (companies that issue lower-quality debt and other companies with leveraged capital structures).

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[KEELEY SMALL CAP VALUE FUND**

Contributions to the Keeley Small Cap Value Fund will be invested solely in shares of Keeley Small Cap Value Fund (Class A).

- The Fund seeks long-term capital appreciation.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[AIM SMALL CAP GROWTH FUND]**

Contributions to the AIM Small Cap Growth Fund will be invested solely in shares of the AIM Small Cap Growth Fund, managed by Invesco AIM Capital Management (Class A).

- The AIM Small Cap Growth Fund has an investment objective of long-term growth of capital. The fund seeks to meet its objective by investing, normally, at least 80% of its assets in securities of small-capitalization companies. In complying with this 80% investment requirement, the fund will invest primarily in marketable equity securities, including convertible securities, but its investments may include other securities such as synthetic instruments. Synthetic instruments are investments that have economic characteristics similar to the fund's direct investments, and may include warrants, futures, options, exchange-traded funds and American Depositary Receipts. The fund considers a company to be a small-capitalization company if it has a market capitalization, at the time of purchase, no larger than the largest capitalized company included in the Russell 2000 Index during the most recent 11 month period (based on month-end data) plus the most recent Date during the current month.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[EXPLORER FUND]**

Contributions to the Explorer Fund will be invested solely in the shares of the Vanguard Explorer Fund (Investor Class).

- The Vanguard Explorer Fund seeks to provide long-term capital growth. The Fund invests mainly in the stocks of small companies (which, at the time of purchase, typically have Market Values between \$500 million and \$2.5 billion). These companies tend to be unseasoned but are considered by the Fund's advisers to have superior growth potential. Also, these companies often provide little or no dividend income. Historically, these stocks have been more volatile in price than the large-cap stocks that dominate the overall stock market, and they often perform quite differently. Vanguard Explorer Fund employs five investment advisers, each of which independently chooses and maintains a portfolio of common stocks for the Fund. The Fund's board of trustees decides the proportion of Fund assets to be managed by each adviser and may change these proportions at any time. Although the Fund typically does not make significant investments in foreign securities, it reserves the right to invest up to 20% of its assets this way. The Fund may also invest in stock futures and options contracts, which are types of derivatives. Losses (or gains) involving futures can sometimes be substantial—in part because a relatively small price movement in a futures contract may result in an immediate and substantial loss (or gain) for a fund. The Fund will not use derivatives for speculative purposes or as leveraged investments that magnify gains or losses. The Fund's obligation under futures contracts will not exceed 20% of its total assets.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[SMALL CAP GROWTH FUND]**

Contributions to the Small Cap Growth Fund will be invested solely in shares of the John Hancock Trust – Small Cap Growth Trust, a portfolio managed by Wellington Management Company, LLP.

- The Small Cap Growth Trust seeks long-term capital appreciation. The portfolio invests, under normal market conditions, primarily in small-cap companies that are believed to offer above-average potential for growth in revenues and earnings

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[EMERGING SMALL COMPANY FUND**

Contributions to the Emerging Small Company Fund will be invested solely in shares of the John Hancock Funds II - Emerging Small Company Fund, a portfolio managed by RCM Capital Management, LLC.

- The portfolio seeks long-term growth of capital by investing, under normal market conditions, at least 80% of the portfolio's total assets (plus any borrowings for investment purposes) in common stock equity securities of companies with market capitalization's that approximately match the range of capitalization of the Russell 2000 Index at the time of purchase.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[FRANKLIN SMALL-MID CAP GROWTH FUND**

Contributions to the Franklin Small-Mid Cap Growth Fund will be invested solely in shares of the Franklin Small-Mid Cap Growth Fund (Class A).

- The Franklin Small-Mid Cap Growth Fund seeks long-term growth of capital. Under normal market conditions, the Fund will invest at least 65% of its total assets in the equity securities of U.S. small capitalization (small cap) companies. For this fund, small cap companies are those companies with market cap values not exceeding: (i) \$1.5 billion; or (ii) the highest market cap value in the Russell 2000 Index; whichever is greater at the time of purchase.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[ROYCE OPPORTUNITY FUND**

Contributions to Royce Opportunity Fund will be invested solely in the shares of the Royce Opportunity Fund (Service Class).

- The Royce Opportunity Fund's goal is long-term growth of capital. Royce invests the Fund's assets primarily in a diversified portfolio of equity securities issued by small and micro-cap companies in an attempt to take advantage of what it believes are opportunistic situations for undervalued securities. Although the Fund normally focuses on the securities of companies with market capitalization's less than \$2 billion, it may, in certain market environments, invest an equal or greater percentage of its assets in securities of larger-cap companies. Normally, the Fund will invest at least 65% of its net assets in equity securities. The prices of small- and micro-cap securities are generally more volatile and their markets are less liquid relative to larger-cap securities. Therefore, the Fund may involve considerably more risk of loss and its returns may differ significantly from funds investing in larger-cap companies or other asset classes.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[SMALL CAP GROWTH INDEX FUND**

Contributions to the Small Cap Growth Index Fund will be invested solely in shares of the Vanguard Small Cap Growth Index Fund (Investor Class).

- The Small Cap Growth Index Fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization growth stocks. The Fund employs a "passive management"—or indexing—investment approach designed to track the performance of the MSCI US Small Cap Growth Index, a broadly diversified index of growth stocks of smaller U.S. companies. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the Index, holding each stock in approximately the same proportion as its weighting in the Index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[DFA U.S. TARGETED VALUE FUND**

Contributions to the DFA U.S. Targeted Value Fund will be invested solely in shares of the DFA U.S. Targeted Value Portfolio.

- The DFA U.S. Targeted Value portfolio seeks to achieve long-term capital appreciation. The portfolio provides investors with exposure to securities of small U.S. companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[SMALL CAP VALUE INDEX FUND**

Contributions to the Small Cap Value Index Fund will be invested solely in shares of the Vanguard Small Cap Value Index Fund (Investor Class).

- The Small Cap Value Index Fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks. The Fund employs a "passive management"—or indexing—investment approach designed to track the performance of the MSCI US Small Cap Value Index, a broadly diversified index of value stocks of smaller U.S. companies. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the Index, holding each stock in approximately the same proportion as its weighting in the Index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[SMALL CAP INDEX FUND\***

Contributions to the Small Cap Index Fund will be invested solely in shares of the John Hancock Trust - Small Cap Index Trust, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Trust is to seek to approximate the aggregate total return of a small cap U.S. domestic equity market index. The Trust seeks to achieve this objective by attempting to track the performance of the Russell 2000 Index. The Russell 2000 Index is an unmanaged index composed of the stocks of smaller U.S. companies. The index is composed of the 2,000 smallest companies out of the 3,000 largest U.S. companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

**[DFA U.S. SMALL CAP FUND**

Contributions to the DFA U.S. Small Cap Fund will be invested solely in shares of the DFA U.S. Small Cap Fund.

- The DFA U.S. Small Cap Fund seeks long-term capital appreciation. The primary objective of the U.S. Small Company Fund is to capture the return premiums of the U.S. small company asset class by investing in a well-diversified portfolio of securities. All companies that fall into the smallest 10% of the market universe (market capitalization) and have passed our qualitative and quantitative screening process are eligible for purchase in the portfolio.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[AMERICAN CENTURY SMALL COMPANY FUND**

Contributions to the American Century Small Company Fund will be invested solely in shares of the American Century Small Company Fund (Advisor Class).

- The American Century Small Company Fund seeks capital appreciation. The fund invests primarily in common stocks of small companies. The fund's investment strategy utilizes quantitative, computer driven models to construct the portfolio of stocks for the fund.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[AMERICAN CENTURY VISTA FUND**

Contributions to the American Century Vista Fund will be invested solely in shares of the American Century Vista Fund (Investor Class).

- The American Century Vista Fund seeks long term growth of capital by investing in companies the manager believes will increase in value over time, using a growth investment strategy developed by American Century. This strategy looks for companies with earnings and revenues that are not only growing, but also growing at a successively faster or accelerating pace.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[MID-CAP GROWTH INDEX FUND**

Contributions to the Mid-Cap Growth Index Fund will be invested solely in shares of the Vanguard Mid-Cap Growth Index Fund (Investor Class).

- The Vanguard Mid-Cap Growth Index Fund seeks to track the performance of the MSCI US Mid Cap Growth Index, a benchmark index that measures the investment return of mid-capitalization growth stocks.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LEGG MASON GROWTH FUND**

Contributions to the Legg Mason Growth Fund will be invested solely in shares of the Legg Mason Growth Trust (Financial Intermediary Class).

- The Legg Mason Growth Trust seeks to achieve maximum long-term capital appreciation with minimum long-term risk to principal. The fund invests primarily in common stocks that, in the advisers' opinion, appear to offer above average growth potential and trade at a significant discount to the adviser's assessment of their intrinsic value. Any income realized, will be incidental to the fund's objective.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[TURNER CORE GROWTH FUND**

Contributions to the Turner Core Growth Fund will be invested solely in shares of Turner Core Growth Fund (Investor Class).

- The Fund seeks long-term capital appreciation.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[JOHN HANCOCK RAINIER GROWTH FUND**

Contributions to the John Hancock Rainier Growth Fund will be invested solely in shares of the John Hancock Funds III – John Hancock Rainier Growth Fund (Class A).

- The Fund seeks to maximize long-term capital appreciation.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[JENNISON 20/20 FOCUS FUND**

Contributions to the Jennison 20/20 Focus Fund will be invested solely in shares of the Jennison Associates LLC. (Z Class)

- The investment objective is long-term growth of capital. The fund seeks investments whose prices will increase over several years.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LEGG MASON PARTNERS AGGRESSIVE GROWTH FUND**

Contributions to the Legg Mason Partners Aggressive Growth Fund will be invested solely in shares of the Legg Mason Partners Aggressive Growth Fund (Class I).

- The Legg Mason Partners Aggressive Growth Fund's investment objective is to seek capital appreciation. The fund invests primarily in common stocks of companies that the manager believes are experiencing, or will experience, growth in earnings that exceeds the average rate of earnings growth of the companies which comprise the S & P 500 Index. The fund may invest in the securities of large, well-known companies, which offer prospects of long-term earnings growth. However, because small- to medium-sized companies often achieve higher earnings growth rates, a significant portion of the fund's assets may be invested in the securities of such companies. In the selection process, the manager emphasizes individual security selection while diversifying the fund's investments across industries, which may help to reduce risk. The manager focuses primarily, but not exclusively, on emerging growth companies that have passed their "start-up" phase and show positive earnings and the prospect of achieving significant profit gains beginning in the two to three years after the fund acquires their stocks.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[MID CAP STOCK FUND**

Contributions to the Mid Cap Stock Fund will be invested solely in shares of the John Hancock Funds II - Mid Cap Stock Fund, a portfolio managed by Wellington Management Company, LLP. (Class I)

- The portfolio seeks long-term growth of capital by investing primarily in equity securities of companies with market capitalization's that approximately match the range of capitalization of the Wilshire Mid Cap 750 Index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[NATURAL RESOURCES FUND**

Contributions to the Natural Resources Fund will be invested solely in shares of the John Hancock Funds II - Natural Resources Fund, a portfolio managed by Wellington Management Company, LLP.

- The portfolio seeks long-term total return. Under normal market conditions, the portfolio will invest at least 80% of its net assets in equity and equity-related securities of natural resource-related companies worldwide. Natural resource-related companies include companies that own or develop energy, metals, forest products and other natural resources, or supply goods and services to such companies. The portfolio seeks to invest in companies that are expected to benefit from rising demand for natural resources and natural resource-based products and services. The portfolio invests in four major areas: 1) energy, 2) metals and mining, 3) forest products and 4) other natural resource-based companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[ENERGY FUND**

Contributions to the Energy Fund will be invested solely in shares of the Vanguard Energy Fund (Investor Class).

- The Vanguard Energy Fund seeks to achieve long-term capital appreciation by investing at least 80% of its assets in the common stocks of companies engaged in energy related activities. These activities may involve newer sources of energy, such as geothermal, nuclear, and solar power, as well as more traditional sources of energy, such as oil, natural gas, and coal. The portfolio will not purchase the stocks of electric utility companies, although it may invest in natural gas distributors and natural gas pipeline concerns. In selecting stocks, Wellington Management Company, LLP (Wellington Management), adviser to the portfolio, uses a "bottom up" approach in which stocks are chosen based on the adviser's estimates of fundamental investment value. A security will generally be considered appropriate if (as determined by the investment adviser) at least 50% of the issuer's assets, revenues, or net income is related to, or derived from the energy industry. Also, a security will be sold when the adviser believes that an alternative investment provides more attractive risk/return characteristics.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[ALL CAP GROWTH FUND**

Contributions to the All Cap Growth Fund will be invested solely in shares of the John Hancock Funds II - All Cap Growth Fund, a portfolio managed by Invesco AIM Capital Management.

- The portfolio seeks long-term capital appreciation by investing the portfolio's assets, under normal market conditions, principally in common stocks of companies that are likely to benefit from new or innovative products, services or processes, as well as those that have experienced above-average, long-term growth in earnings and have excellent prospects for future growth.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[FINANCIAL SERVICES FUND**

Contributions to the Financial Services Fund will be invested solely in shares of the John Hancock Trust - Financial Services Trust, a portfolio managed by Davis Selected Advisers, LP (Davis Advisers).

- The Trust seeks growth of capital. The Trust invests primarily in common stock of financial companies. During normal market conditions, at least 80% of the Trust's assets (plus any borrowings for investment purposes) are invested in companies that are principally engaged in financial services.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[DAVIS FINANCIAL FUND**

Contributions to the Davis Financial Fund will be invested solely in shares of the Davis Financial Fund (Class A).

- The Davis Financial Fund seeks growth of capital. The fund invests primarily in common stock of financial companies. During normal market conditions, at least 65% of the fund's assets are invested in companies that are principally engaged in financial services. The manager looks for financial services companies with sustainable growth rates selling at modest price-earnings multiples that it believes will expand as other investors recognize the company's true worth.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[NEW WORLD FUND**

Contributions to the New World Fund will be invested solely in shares of the New World Fund<sup>SM</sup>, a portfolio managed by the American Funds Group. (Class R5)

- The Fund seeks long-term growth of capital by investing in stocks and bonds with significant exposure to countries that have developing economies and/or markets. The fund invests in securities of issuers based in "qualified developing countries," as well as in equity securities of issuers based in the developed world with significant assets or revenues attributable to developing countries. For their total return potential, the fund also invests in bonds offering exposure to developing countries.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[OPPENHEIMER INTERNATIONAL GROWTH FUND**

Contributions to the Oppenheimer International Growth Fund will be invested solely in shares of the Oppenheimer International Growth Fund, a portfolio managed by OppenheimerFunds, Inc. (Y Class)

- The Fund seeks long-term capital appreciation. The Fund mainly invests in the common stock of growth companies that are domiciled or that have their primary operations outside of the United States.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[INTERNATIONAL OPPORTUNITIES FUND**

Contributions to the International Opportunities Fund will be invested solely in shares of the John Hancock Funds II - International Opportunities Fund, a portfolio managed by Marsico Capital Management, LLC.

- The portfolio seeks long-term growth of capital. The portfolio invests, under normal market conditions, at least 65% of its assets in common stocks of foreign companies that are selected for their long-term growth potential. The portfolio may invest in companies of any size throughout the world. The portfolio normally invests in issuers from at least three different countries not including the U.S. The portfolio may invest in common stocks of companies operating in emerging markets.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FUND**

Contributions to the Columbia Marsico International Opportunities Fund will be invested solely in shares of the Columbia Marsico International Opportunities Fund (Class A).

- The Columbia Marsico International Opportunities Fund seeks long-term growth of capital by investing at least 65% of its assets in common stocks of foreign companies. The management team may invest in companies of any size, but focuses on large companies. These companies are selected for their long-term growth potential. The portfolio normally invests in issuers from at least three different countries not including the United States and generally holds a core position of 35 to 50 common stocks. The portfolio may also invest in common stocks of companies operating in emerging markets.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[INTERNATIONAL SMALL CAP FUND**

Contributions to the International Small Cap Fund will be invested solely in shares of the John Hancock Funds II - International Small Cap Fund, a portfolio managed by Templeton Investment Counsel Inc.

- The portfolio seeks long-term capital appreciation. Under normal market conditions, the portfolio will invest at least 80% of its net assets (plus any borrowings for investment purposes) in securities issued by foreign companies which have total stock market capitalization's or annual revenues of \$4 billion or less ("small company securities").

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[JOHN HANCOCK INTERNATIONAL GROWTH FUND**

Contributions to the John Hancock International Growth Fund will be invested solely in shares of the John Hancock Funds III - International Growth Fund (Class 1).

- The portfolio seeks to achieve its objective by outperforming its benchmark. The portfolio typically invests in a diversified portfolio of equity investments from the world's developed markets outside the U.S.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[SMALLCAP WORLD FUND**

Contributions to the SMALLCAP World Fund will be invested solely in shares of the SMALLCAP World Fund®, a portfolio managed by the American Funds Group. (Class R5)

- The Fund seeks to provide long-term growth of capital by investing in the stocks of smaller companies in the United States and around the world, one of few small-company growth funds that invests globally. Normally, at least 80% of assets will be invested in equities of issuers having market capitalizations of less than \$3.5 billion, measured at time of purchase.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[INTERNATIONAL EQUITY INDEX FUND\***

Contributions to the International Equity Index Fund will be invested solely in shares of the John Hancock Trust - International Equity Index Trust A, a portfolio managed by State Street Global Advisors Funds Management, Inc. (SSgA).

- The investment objective of the Trust is to seek to approximate the aggregate total return of a foreign equity market index. The Trust seeks to achieve this objective by attempting to track the performance of the Morgan Stanley European Australian Far East Free Index. The MSCI EAFE Index is an unmanaged index of approximately 1,000 securities traded in non-U.S. markets. Countries and geographical areas such as Europe, Australia and Japan typically comprise a greater percentage of the MSCI EAFE Index than other geographical areas and, therefore, tend to have a greater impact on the performance of the index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

### **[DFA INTERNATIONAL VALUE FUND**

Contributions to the DFA International Value Fund will be invested solely in shares of the DFA International Value Fund.

- The DFA International Value Fund seeks long-term capital appreciation. The primary objective of the International Value Portfolio is to capture the return premiums of the developed non-U.S. value asset class by investing in a well-diversified portfolio of securities. Within each country, all companies that meet the market capitalization and value requirements and have passed the qualitative and quantitative screening process are eligible for purchase in the portfolio.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[EUROPACIFIC GROWTH FUND**

Contributions to the EuroPacific Growth Fund will be invested solely in shares of the EuroPacific Growth Fund®, a portfolio managed by the American Funds Group. (Class R5).

- The EuroPacific Growth Fund® seeks to provide long-term growth of capital. It invests primarily in stocks of issuers located in Europe and the Pacific Basin. The fund may also hold cash or money market instruments.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[INTERNATIONAL VALUE FUND**

Contributions to the International Value Fund will be invested solely in shares of the John Hancock Funds II - International Value Fund, a portfolio managed by Templeton Investment Counsel, Inc.

- The portfolio seeks long-term growth of capital by investing, under normal market conditions, primarily in equity securities of companies located outside the U.S., including in emerging markets.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[INTERNATIONAL CORE FUND**

Contributions to the International Core Fund will be invested solely in shares of the John Hancock Funds III - International Core Fund, a portfolio managed by Grantham, Mayo, Van Otterloo & Company LLC (Class 1).

- The portfolio seeks long-term growth of capital. Under normal market conditions, the portfolio invests at least 80% of its net assets (plus any borrowings for investment purposes) in common stocks. The portfolio primarily invests in the countries that make up the MSCI EAFE Index. At least 50% of the portfolio's assets will be invested in securities that are represented in the MSCI EAFE Index. However, the portfolio may invest up to 50% of its total assets in non-Index securities of companies located in the countries that make up the Index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[OPPENHEIMER GLOBAL FUND**

Contributions to the Oppenheimer Global Fund will be invested solely in shares of the Oppenheimer Global Fund, a portfolio managed by OppenheimerFunds, Inc. (Y Class).

- The Oppenheimer Global Fund's investment objective is to seek capital appreciation and is designed for investors seeking capital growth in their investment over the long-term from a fund that invests in the U.S. and abroad. The Fund invests mainly in the common stock of companies in the U.S. and foreign countries. The Fund can invest without limit in foreign countries and can invest in any country, including countries with developed or emerging markets. However, the Fund currently emphasizes investments in developed countries such as the United States, Western European countries, and Japan. The Fund does not limit its investments to companies in a particular capitalization range but currently focuses its investments in mid- and large-cap companies. As a fundamental policy, the Fund normally will invest in at least three countries (one of which may be the United States). Typically the Fund invests in a number of countries.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[BLACKROCK MID-CAP VALUE OPPORTUNITIES FUND**

Contributions to the BlackRock Mid-Cap Value Opportunities Fund will be invested solely in shares of the BlackRock Mid-Cap Value Opportunities Fund, a portfolio managed by BlackRock Investment Management, LLC. (Class I)

- The investment objective of the Fund is to seek capital appreciation and, secondarily, income, by investing in securities, primarily equity securities that are believed to be undervalued and therefore represent an investment value.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[MID CAP INDEX FUND\***

Contributions to the Mid Cap Index Fund will be invested solely in shares of the John Hancock Trust - Mid Cap Index Trust, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Trust is to seek to approximate the aggregate total return of a mid cap U.S. domestic equity market index. The Trust seeks to achieve this objective by attempting to track the performance of the S&P Mid Cap 400 Index. The S&P 400 Index is an unmanaged index composed of the securities of 400 medium sized U.S. companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[NEW PERSPECTIVE FUND]**

Contributions to the New Perspective Fund will be invested solely in shares of the New Perspective Fund®, a portfolio managed by the American Funds Group. (Class R5)

- The Fund seeks to provide long-term growth of capital through investments all over the world, including the United States. Diversifies among blue chip companies in the United States and abroad, emphasizing multinational or global companies and focusing on opportunities generated by changes in global trade patterns and economic and political relationships.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[CAPITAL WORLD GROWTH AND INCOME FUND]**

Contributions to the Capital World Growth and Income Fund will be invested solely in shares of the Capital World Growth and Income Fund<sup>SM</sup>, a portfolio managed by the American Funds Group. (Class R5)

- The Capital World Growth and Income Fund<sup>SM</sup> seeks to provide long-term growth of capital with current income by investing in established, growing companies all over the world, including the United States. With the flexibility to take advantage of opportunities around the world, the fund invests primarily in blue chip stocks issued by companies in the world's largest stock markets. The fund is conservatively managed and focuses on established companies that pay regular dividends.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[DREYFUS PREMIER STRUCTURED MIDCAP FUND]**

Contributions to the Dreyfus Premier Structured Midcap Fund will be invested solely in shares of the Dreyfus Premier Structured Midcap Fund (Class A).

- The Dreyfus Premier Structured Midcap Fund seeks long-term capital growth. To pursue this goal, the fund normally invests at least 80% of its assets in the stocks of companies included in the S&P 400 MidCap Index or the Russell Midcap Index at the time of purchase. The fund's stock investments may include common stocks, preferred stocks and convertible securities of U.S. and foreign issuers.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[TEMPLETON WORLD FUND]**

Contributions to the Templeton World Fund will be invested solely in shares of the Templeton World Fund (Class A).

- The Templeton World Fund's investment goal is long-term capital growth. Under normal market conditions, the Fund invests mainly in the equity securities of companies located anywhere in the world, including emerging markets. At least 65% of its total assets will be invested in issuers located in at least three different countries (including the U.S.). The Fund also invests in American, European and Global Depositary Receipts. The Fund, from time to time, may have significant investments in one or more countries or in particular sectors such as technology (including computer hardware and software, electronics, and telecommunications) and financial institutions. Depending upon current market conditions, the Fund generally invests a portion of its total assets in debt securities of companies and governments located anywhere in the world. The Fund may use swap agreements as a derivative strategy to protect its assets, implement a cash or tax management strategy or enhance its returns. The Fund may invest up to 5% of its total assets in swap agreements.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **BRANDYWINE BLUE FUND**

Contributions to the Brandywine Blue Fund will be invested solely in shares of the Brandywine Blue Fund, a portfolio managed by Friess Associates, LLC.

- The fund seeks capital appreciation. The Brandywine Funds invest principally in common stocks of U.S. companies, and to a lesser extent, in equity securities of foreign issuers, usually those which are publicly traded in the United States either directly or through American Depository Receipts ("ADRs").

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **CAPITAL APPRECIATION FUND**

Contributions to the Capital Appreciation Fund will be invested solely in shares of the John Hancock Funds II - Capital Appreciation Fund, a portfolio managed by Jennison Associates, LLC.

- The portfolio seeks long-term growth of capital and seeks to achieve its objective by investing at least 65% of the portfolio's total assets in equity-related securities of companies that exceed \$1 billion in market capitalization and that have above-average growth prospects.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **JENNISON GROWTH FUND**

Contributions to the Jennison Growth Fund will be invested solely in shares of the Jennison Growth Fund (Class A).

- The Jennison Growth Fund seeks long-term growth of capital. The Fund seeks investments whose price will increase over several years. The Fund will typically have 65% of its total assets invested in equity related securities of companies that exceed \$1 billion in market capitalization and that are believed to have above-average growth prospects.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **RIVERSOURCE EQUITY VALUE FUND**

Contributions to the RiverSource Equity Value Fund will be invested solely in shares of RiverSource Equity Value Fund (Class R4).

- The Fund seeks growth of capital and income.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **VICTORY DIVERSIFIED STOCK FUND**

Contributions to the Victory Diversified Stock Fund will be invested solely in shares of Victory Diversified Stock Fund (Class A).

- The Fund seeks to provide long-term growth of capital.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[THE GROWTH FUND OF AMERICA**

Contributions to the Growth Fund of America will be invested solely in shares of the Growth Fund of America®, a portfolio managed by American Funds Group. (Class R5).

- The Growth Fund of America® seeks to provide growth of capital. The fund invests primarily in common stocks. The growth-oriented, equity-type securities generally purchased by the fund may involve large price swings and potential for loss. The fund may invest up to 15% of its assets in securities of issuers domiciled outside the U.S. and Canada, and not included in the Standard & Poor's 500 Composite Index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[OPTIMIZED ALL CAP FUND**

Contributions to the Optimized All Cap Fund will be invested solely in shares of the John Hancock Trust - Optimized All Cap Trust, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The Optimized All Cap Trust seeks long-term growth of capital. The Trust seeks to achieve its objective by investing, under normal circumstances, primarily in equity securities of U.S. companies with high growth potential. The portfolio may invest in large, mid and small sized companies, though large capitalization companies will generally form the greatest component.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[FIDELITY ADVISOR NEW INSIGHTS FUND**

Contributions to the Fidelity Advisor New Insights Fund will be invested solely in shares of Fidelity Advisor New Insights Fund (Class T).

- The Fund seeks capital appreciation.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[GROWTH INDEX FUND**

Contributions to the Growth Index Fund will be invested solely in shares of the Vanguard Growth Index Fund (Investor Class).

- The Vanguard Growth Index Fund seeks to track the performance of the MSCI US Prime Market Growth Index, a benchmark index that measures the investment return of large-capitalization growth stocks.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[ALL CAP CORE FUND**

Contributions to the All Cap Core Fund will be invested solely in shares of the John Hancock Trust - All Cap Core Trust, a portfolio managed by Deutsche Asset Management, Inc. ("DeAM").

- The investment objective of the Trust is to seek long-term growth of capital. The portfolio invests in stocks within all asset classes (small, mid and large cap) primarily those within the Russell 3000 Index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[FIDELITY CONTRA FUND**

Contributions to the Fidelity Contra Fund will be invested solely in shares of the Fidelity Contra Fund.

- The Fidelity Contra Fund seeks capital appreciation. It invests primarily in undervalued common stocks and securities convertible into common stock. It may also invest in preferred stocks, warrants, and other debt securities. The fund seeks companies currently out of favor with the investing public that may have favorable long-term outlooks due to termination of unprofitable operations, changes in management, industry or products, or a possible merger/acquisition. This strategy can lead to investments in small and medium-sized companies, which carry more risk than larger ones. The fund may invest up to 5% of its assets in lower-quality debt securities, sometimes called "junk" bonds.

This Fund is only available under limited circumstances as determined by the underlying mutual fund company.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying mutual fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[COLUMBIA VALUE AND RESTRUCTURING FUND**

Contributions to the Columbia Value and Restructuring Fund will be invested solely in shares of the Columbia Value and Restructuring Fund (Z Class).

- The Columbia Value and Restructuring Fund seeks long-term capital appreciation by investing in companies which the Investment Adviser believes will benefit from their restructuring or redeployment of assets and operations in order to become more competitive or profitable.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[TOTAL STOCK MARKET INDEX FUND\***

Contributions to the Total Stock Market Index Fund will be invested solely in shares of the John Hancock Trust - Total Stock Market Index Trust, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Trust is to seek to approximate the aggregate total return of a broad U.S. domestic equity market index. The Trust seeks to achieve this objective by attempting to track the performance of the Wilshire 5000 Equity Index. The Wilshire 5000 Index is an unmanaged index composed of more than 7000 stocks including all of the U.S. common stocks regularly traded on the New York and American Stock Exchanges and the NASDAQ over-the-counter markets.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

**[BLUE CHIP GROWTH FUND**

Contributions to the Blue Chip Growth Fund will be invested solely in shares of the John Hancock Funds II - Blue Chip Growth Fund, a portfolio managed by T. Rowe Price Associates, Inc.

- The primary objective of the portfolio is to provide long-term growth of capital. Current income is a secondary objective, and many of the stocks are expected to pay dividends.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[T. ROWE PRICE BLUE CHIP GROWTH FUND**

Contributions to the T. Rowe Price Blue Chip Growth Fund will be invested solely in shares of the T. Rowe Price Blue Chip Growth Fund (Advisor Class).

- The T. Rowe Price Blue Chip Growth Fund seeks long-term growth of capital. Current income is a secondary objective. That fund will normally invest 65% of total assets in the common stocks of large and medium-sized blue chip growth companies. These are firms that, in the manager's view, are well established in their industries and have the potential for above-average earnings. The manager focuses on companies with leading market position, seasoned management, and strong financial fundamentals.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[U.S. LARGE CAP FUND**

Contributions to the U.S. Large Cap Fund will be invested solely in shares of the John Hancock Trust - U.S. Large Cap Trust, a portfolio managed by Capital Guardian Trust Company.

- The Trust seeks long-term growth of capital and income by investing primarily in equity and equity-related securities of companies with market capitalization's greater than \$500 million.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[CORE EQUITY FUND**

Contributions to the Core Equity Fund will be invested solely in shares of the John Hancock Funds II – Core Equity Fund, a portfolio managed by Legg Mason Funds Management, Inc. ("Legg Mason").

- The portfolio seeks long-term capital growth. The portfolio invests, under normal market conditions, primarily in equity securities that, in the subadviser's opinion, offer the potential for capital growth. The subadviser follows a value discipline in selecting securities and therefore, seeks to purchase securities at large discounts to the adviser's assessment of their intrinsic value. Intrinsic value, according to the subadviser, is the value of the company measured, to different extents depending on the type of company, on factors such as, but no limited to, the discounted value of its projected future free cash flows, the company's ability to earn returns on capital in excess of its cost of capital, private Market Values of similar companies and the costs to replicate the business. Qualitative factors, such as an assessment of the company's products, competitive positioning, strategy, industry economics and dynamics, regulatory frameworks and more, are also important. Securities may be undervalued due to, among other things, uncertainty arising from the limited availability of accurate information, economic growth and change, changes in competitive conditions, technological change, and changes in government policy or geopolitical dynamics. The subadviser takes a long-term approach to investing, generally characterized by long holding periods and low portfolio turnover. The portfolio generally invests in companies with market capitalization's greater than \$5 billion, but may invest in companies of any size.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LEGG MASON VALUE FUND**

Contributions to the Legg Mason Value Fund will be invested solely in shares of the Legg Mason Value Trust (Financial Intermediary Class).

- The Legg Mason Value Fund seeks to achieve long-term capital appreciation. The portfolio primarily purchases mid-capitalization stocks of companies that are believed to be undervalued and experiencing a positive change in fundamentals.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[LARGE CAP VALUE FUND**

Contributions to the Large Cap Value Fund will be invested solely in shares of the John Hancock Funds II - Large Cap Value Fund, a portfolio managed by BlackRock Investment Management, LLC.

- The portfolio seeks long-term capital growth. The portfolio seeks to achieve its investment objective by investing at least 80% of its net assets in common stocks of large cap companies the subadviser selects from among those that are, at the time of purchase, included in the Russell 1000 Index. The portfolio will seek to outperform the Russell 1000 Value Index by investing in equity securities that the subadviser believes are selling at below normal Valuations. The Russell 1000 Value Index, a subset of the Russell 1000 Index, consists of those Russell 1000 companies with lower price-to-book ratios and lower forecasted growth values.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[BLACKROCK LARGE CAP VALUE FUND**

Contributions to the BlackRock Large Cap Value Fund will be invested solely in shares of the BlackRock Large Cap Value Fund (Class A).

- The BlackRock Large Cap Value Fund seeks long-term capital growth. The fund seeks to achieve its investment objective by investing at least 80% of its net assets in common stocks of large cap companies. The fund will seek to outperform the Russell 1000® Value Index by investing in equity securities that the Investment Adviser believes are selling at below normal Valuations. The Russell 1000® Value Index, another subset of the Russell 1000® Index, consists of those Russell 1000® companies with lower price-to-book ratios and lower forecasted growth values. The fund may also invest up to 10% in foreign securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[EATON VANCE LARGE-CAP VALUE FUND**

Contributions to the Eaton Vance Large-Cap Value Fund will be invested solely in shares of the Eaton Vance Large-Cap Value Portfolio, a portfolio managed by Eaton Vance Management. (Class A)

- The Eaton Vance Large-Cap Value Portfolio's investment objective is to seek total return. Under normal market conditions, the Portfolio primarily invests in value stocks of large-cap companies.

The Company's administrative maintenance charge may be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[DOMINI SOCIAL EQUITY FUND**

Contributions to the Domini Social Equity Fund will be invested solely in shares of the Domini Social Equity Fund (Investor Class).

- The Domini Social Equity Fund seeks to provide its shareholders with long-term total return. The Domini Social Equity Fund invests primarily in stocks of U.S. companies that meet Domini Social Investments' social and environmental standards. Subject to these standards, Wellington Management Company, LLP, the Fund's submanager, seeks to add value using a diversified quantitative stock selection approach, while managing risk through portfolio construction.

The Company's administrative maintenance charge may be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[CLASSIC VALUE FUND**

Contributions to the Classic Value Fund will be invested solely in shares of the John Hancock Trust – Classic Value Trust, a portfolio managed by Pzena Investment Management, LLC.

- The Trust seeks long-term growth of capital. The portfolio invests, under normal market conditions, at least 80% of its net assets in domestic equity securities. In managing the portfolio, the subadviser seeks to identify companies that it believes are currently undervalued relative to the market, based on estimated future earnings and cash flow. These companies generally have Market Values at Valuation ratios, such as price-to-book, below market average, as defined by the S&P 500 Index. Under normal market conditions, the portfolio is almost entirely invested in stocks. The portfolio may invest in securities of foreign issuers.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[JOHN HANCOCK CLASSIC VALUE FUND**

Contributions to the John Hancock Classic Value Fund will be invested solely in the shares of the John Hancock Classic Value Fund (Class A).

- The John Hancock Classic Value Fund seeks long-term growth of capital. To pursue this goal, the fund normally invests at least 80% of its net assets in domestic equity securities. The fund is non-diversified and may invest more than 5% of assets in securities of individual companies. In managing the portfolio, the subadviser seeks to identify companies that it believes are currently undervalued relative to the market, based on estimated future earnings and cash flow. These companies generally have market values at Valuation ratios, such as price-to-book, below market average, as defined by the S&P 500 Index. Under normal market conditions, the fund is almost entirely invested in stocks. The fund may invest in securities of foreign issuers. In abnormal market conditions, the fund may invest extensively in investment-grade short-term securities. In these and other cases, the fund might not achieve its goal.

The Company's administrative maintenance charge may be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[UTILITIES FUND**

Contributions to the Utilities Fund will be invested solely in shares of the John Hancock Trust - Utilities Trust, a portfolio managed by MFS Investment Management.

- The Trust seeks capital growth and current income (income above that available from a portfolio invested entirely in equity securities) and invests, under normal market conditions, at least 80% of its total assets (plus any borrowings for investment purposes) in equity and debt securities of domestic and foreign companies (including emerging market securities) in the utilities industry. The Trust is a non-diversified mutual fund. This means that the Trust may invest a relatively high percentage of its assets in one or a few issuers.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[MFS UTILITIES FUND**

Contributions to the MFS Utilities Fund will be invested solely in shares of the MFS Utilities Fund (Class A).

- The MFS Utilities Fund seeks capital growth and current income (income above that available from a portfolio invested entirely in equity securities). That fund will invest, under normal market conditions, at least 65% of its total assets in equity and debt securities of domestic and foreign companies in the utilities industry. The fund is a non-diversified mutual fund. This means that the fund may invest a relatively high percentage of its assets in one or a few issuers.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[T. ROWE PRICE REAL ESTATE FUND**

Contributions to the T. Rowe Price Real Estate Fund will be invested solely in the shares of the T. Rowe Price Real Estate Fund.

- The T. Rowe Price Real Estate Fund seeks to provide long-term capital growth through a combination of appreciation and current income by investing in real estate companies, including real estate investment trusts.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[REAL ESTATE SECURITIES FUND**

Contributions to the Real Estate Securities Fund will be invested solely in shares of the John Hancock Funds II - Real Estate Securities Fund, a portfolio managed by Deutsche Asset Management, Inc. ("DeAM").

- The portfolio seeks to achieve a combination of long-term capital appreciation and current income. The portfolio invests, under normal market conditions, at least 80% of net assets (plus any borrowings for investment purposes) in equity securities of real estate investment trusts ("REITs") and real estate companies. Equity securities include common stock, preferred stock and securities convertible into common stock.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[DWS RREEF REAL ESTATE SECURITIES FUND**

Contributions to the DWS RREEF Real Estate Securities Fund will be invested solely in shares of the DWS RREEF Real Estate Securities Fund, managed by DWS Investments Service Company (Class S).

- The DWS RREEF Real Estate Securities Fund seeks long-term capital appreciation and current income. The fund invests primarily in real estate securities. Under normal circumstances, the fund intends to keep at least 80% of its net assets, plus the amount of any borrowings for investment purposes invested in equity securities of real estate investment trusts ("REITs") and real estate companies. Equity securities include common stock, preferred stock and securities convertible into common stock.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[SMALL CAP OPPORTUNITIES FUND**

Contributions to the Small Cap Opportunities Fund will be invested solely in shares of the John Hancock Funds II - Small Cap Opportunities Fund, a portfolio managed by Munder Capital Management And Invesco AIM Capital Management.

- The Small Cap Opportunities Fund seeks long-term capital appreciation. Investment Strategies: the portfolio seeks this objective by investing, under normal circumstances, at least 80% of its assets (plus any borrowings for investment purposes) in equity securities of small-capitalizations within the range of the companies in the Russell 2000 Index.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[SMALL CAP VALUE FUND]**

Contributions to the Small Cap Value Fund will be invested solely in shares of the John Hancock Trust - Small Cap Value Trust, a portfolio managed by Wellington Management Company, LLP.

- The Trust seeks long-term capital appreciation. The portfolio invests, under normal market conditions, at least 80% of its assets in small-cap companies that are believed to be undervalued by various measures and offer good prospects for capital appreciation.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[SMALL COMPANY VALUE FUND]**

Contributions to the Small Company Value Fund will be invested solely in shares of the John Hancock Funds II - Small Company Value Fund, a portfolio managed by T. Rowe Price Associates, Inc.

- The portfolio seeks long-term capital growth by investing primarily in small companies whose common stocks are believed to be undervalued. Normally, the portfolio will invest at least 80% of its total assets (plus any borrowings for investment purposes) in companies with a market capitalization of \$1 billion or less. However, the portfolio will not sell a stock just because the company has grown to a market capitalization of more than \$1 billion and, on occasion, may purchase companies with a market capitalization of more than \$1 billion.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[T. ROWE PRICE SMALL CAP VALUE FUND]**

Contributions to the T. Rowe Price Small Cap Value Fund will be invested solely in shares of the T. Rowe Price Small Cap Value Fund (Advisor Class).

- The T. Rowe Price Small Cap Value Fund seeks long-term capital growth by investing primarily in small companies whose common stocks are believed to be undervalued. Normally, the fund will invest at least 65% of its total assets in companies with a market capitalization of \$1 billion or less. However, the fund will not sell a stock just because the company has grown to a market capitalization of more than \$1 billion and, on occasion, may purchase companies with a market capitalization of more than \$1 billion.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[MID VALUE FUND]**

Contributions to the Mid Value Fund will be invested solely in shares of the John Hancock Trust - Mid Value Trust, a portfolio managed by T. Rowe Price Associates, Inc.

- The Trust seeks long-term capital appreciation. The portfolio invests, under normal market conditions, primarily in a diversified mix of common stocks of mid size U.S. companies that are believed to be undervalued by various measures and offer good prospects for capital appreciation.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[RIVERSOURCE MID CAP VALUE FUND]**

Contributions to the RiverSource Mid Cap Value Fund will be invested solely in the shares of the RiverSource Mid Cap Value Fund (Class R4).

- The RiverSource Mid Cap Value Fund seeks long-term growth of capital by investing at least 80% of net assets in equity securities of medium-sized companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[MID-CAP VALUE INDEX FUND]**

Contributions to the Mid-Cap Value Index Fund will be invested solely in shares of the Vanguard Mid-Cap Value Index Fund (Investor Class).

- The Vanguard Mid-Cap Value Index Fund seeks to track the performance of the MSCI US Mid Cap Value Index, a benchmark index that measures the investment return of mid-capitalization value stocks.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[MID CAP VALUE FUND]**

Contributions to the Mid Cap Value Fund will be invested solely in shares of the John Hancock Funds II - Mid Cap Value Fund, a portfolio managed by Lord, Abnett & Co. LLC.

- The portfolio seeks capital appreciation through investments, primarily in equity securities, which are believed to be undervalued in the marketplace. The portfolio will normally invest at least 80% of its net assets (plus any borrowings for investment purposes) in mid-sized companies, with market capitalization's at the time of purchase within the market capitalization range of companies in the Russell Mid Cap Index of roughly \$500 million to \$10 billion.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LORD ABBETT MID CAP VALUE FUND]**

Contributions to the Lord Abnett Mid Cap Value Fund will be invested solely in shares of the Lord Abnett Mid Cap Value Fund (Class A).

- The Lord Abnett Mid Cap Value Fund seeks capital appreciation through investments, primarily in equity securities, which are believed to be undervalued in the marketplace. The fund will normally invest at least 65% of its total assets in mid-sized companies, with market capitalizations of roughly \$500 million to \$10 billion. Generally, the fund tries to identify stocks of companies that have the potential for significant market appreciation, due to the growing recognition of improvement in their financial results, or increasing anticipation of such improvement.

This Fund is only available under limited circumstances as determined by the underlying mutual fund company.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[VALUE FUND**

Contributions to the Value Fund will be invested solely in shares of the John Hancock Trust - Value Trust, a portfolio managed by Van Kampen Investments.

- The investment objective of the Trust is to realize an above-average total return over a market cycle of three to five years, consistent with reasonable risk. The Trust seeks to attain this objective by investing primarily in common and preferred stocks, convertible securities, rights and warrants, American Depository Receipts and other equity securities of companies with equity capitalizations usually greater than \$300 million.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[ALL CAP VALUE FUND**

Contributions to the All Cap Value Fund will be invested solely in shares of the John Hancock Funds II - All Cap Value Fund, a portfolio managed by Lord, Abnett & Co. LLC.

- The portfolio seeks capital appreciation. The portfolio invests primarily in equity securities of U.S. and multinational companies that Lord Abnett believes are undervalued in all capitalization ranges. Under normal circumstances, the portfolio will invest at least 50% of its net assets in equity securities of large seasoned companies with market capitalizations at the time of purchase that fall within the market capitalization range of companies in the Russell 1000 Index (\$442 million to \$386 billion). Equity securities may include common stocks, preferred stock, convertible securities, warrants, and similar instruments. These are companies that appear under priced according to certain financial measurements of their intrinsic worth or business prospects (such as price-to-earnings or price-to-book ratios).

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[FUNDAMENTAL INVESTORS**

Contributions to the Fundamental Investors will be invested solely in shares of the Fundamental Investors<sup>SM</sup>, a portfolio managed by the American Funds Group. (Class R5)

- Fundamental Investors<sup>SM</sup> seeks to provide long-term growth of capital and income primarily through investments in common stocks. Using principles of fundamental analysis, the fund seeks undervalued and overlooked opportunities with the potential for long-term growth. Companies under consideration for the portfolio often have strong balance sheets, high-quality products and leading market share. The fund's holdings typically represent good value and possess above-average potential for growth in sales, earnings and dividends.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[MUTUAL DISCOVERY FUND**

Contributions to the Mutual Discovery Fund will be invested solely in shares of the Mutual Discovery Fund (Class A).

- The Mutual Discovery Fund seeks long-term capital appreciation. The fund invests primarily in common and preferred stocks, as well as, debt securities and securities convertible into common stock that are, in the opinion of the Fund's Investment Advisor, trading at prices below their intrinsic value according to, among other factors, price/book ratio, price/earnings ratio, and cash flow. The fund may also invest in securities of companies involved in mergers, consolidations, liquidations and reorganizations as well as corporate debt securities of any credit quality. It also invests in foreign securities offering similar Valuations and companies with small market capitalization.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[FRANKLIN BALANCE SHEET INVESTMENT FUND**

Contributions to the Franklin Balance Sheet Investment Fund will be invested solely in shares of the Franklin Balance Sheet Investment Fund (Class A).

- The Franklin Balance Sheet Investment Fund seeks long-term total return, of which capital appreciation and income are components. The fund typically invests in the common and preferred stocks of companies whose assets may have been understated in conventional balance sheet calculations, including: valuable franchises or other intangibles; ownership of valuable trademarks or trade names; control of distribution networks or of market share for particular products. The fund may also invest in registered, closed-end management investment companies based on a range of market-related and valuation characteristics.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[VALUE INDEX FUND**

Contributions to the Value Index Fund will be invested solely in shares of the Vanguard Value Index Fund (Investor Class).

- The Vanguard Value Index Fund seeks to track the performance of the MSCI US Prime Market Value Index, a benchmark index that measures the investment return of large-capitalization value stocks.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[MUTUAL BEACON FUND**

Contributions to the Mutual Beacon Fund will be invested solely in shares of the Mutual Beacon Fund (Class A).

- The Mutual Beacon Fund seeks capital appreciation. Income is secondary. The fund typically invests in common and preferred stocks, as well as, debt securities and securities convertible into common stock that are, in the opinion of the Fund's Investment Advisor, trading at prices below their intrinsic value according to, among other factors, price/earnings ratio, and cash flow. The fund may also invest in securities of companies involved in mergers, consolidations, liquidations and reorganizations as well as corporate debt securities of any credit quality. It may also invest from time to time in foreign securities and in securities of other investment companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[500 INDEX FUND\***

Contributions to the 500 Index Fund will be invested solely in shares of the John Hancock Trust - 500 Index Trust, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Trust is to seek to approximate the aggregate total return of a broad U.S. domestic equity market index. The Trust seeks to achieve this objective by attempting to track the performance of the S&P 500 Composite Stock Price Index. The S&P 500 Index is an unmanaged index composed of 500 selected common stocks, primarily the stocks of large U.S. companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[FUNDAMENTAL VALUE FUND**

Contributions to the Fundamental Value Fund will be invested solely in shares of the John Hancock Funds II - Fundamental Value Fund, a portfolio managed by Davis Advisors.

- The portfolio seeks growth of capital. The portfolio seeks to achieve its objective by investing primarily in common stock of U.S. companies with market capitalizations of at least \$5 billion. The manager selects common stock of quality, overlooked growth companies at value prices and to hold them for the long term.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[DAVIS NEW YORK VENTURE FUND**

Contributions to the Davis New York Venture Fund will be invested solely in shares of the Davis New York Venture Fund (Class A).

- The Davis New York Venture Fund seeks growth of capital. The fund seeks to achieve its objective by investing primarily in common stock of U.S. companies with market capitalizations of at least \$5 billion. The manager will select common stock of quality, overlooked growth companies at value prices and to hold them for the long term.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[LARGE CAP FUND**

Contributions to the Large Cap Fund will be invested solely in shares of the John Hancock Funds II - Large Cap Fund, a portfolio managed by UBS Global Asset Management (Americas) Inc.

- The portfolio seeks to maximize total return, consisting of capital appreciation and current income. Under normal circumstances, the portfolio invests at least 80% of its net assets (plus borrowings for investment purposes, if any) in equity securities of U.S. large capitalization companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[UBS U.S. LARGE CAP EQUITY FUND**

Contributions to the UBS U.S. Large Cap Equity Fund will be invested solely in shares of the UBS U.S. Large Cap Equity Fund (Class Y).

- The UBS U.S. Large Cap Equity Fund seeks to maximize total return, consisting of capital appreciation and current income. Under normal circumstances, the Fund invests at least 80% of its net assets (plus borrowings for investment purposes, if any) in equity securities of U.S. large capitalization companies.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[OPTIMIZED VALUE FUND**

Contributions to the Optimized Value Fund will be invested solely in shares of the John Hancock Funds II - Optimized Value Fund, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The portfolio seeks long-term capital appreciation. The portfolio invests primarily in high quality large-cap U.S. securities with the potential for long-term growth of capital. The subadviser uses both qualitative and quantitative analysis to determine the best investment values, emphasizing securities that may have been undervalued by the market. Qualitative analysis may include company visits and management interviews while quantitative analysis may include evaluations of financial data, assessment of market share and industry position, and factors such as price-to-earnings ratios, dividend yield, and earnings growth. The portfolio may also hold fixed income securities (including cash and cash equivalents) and foreign securities from time to time.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[THE INVESTMENT COMPANY OF AMERICA**

Contributions to the Investment Company of America will be invested solely in shares of the Investment Company of America® (Class R5).

- The Investment Company of America Fund® seeks to achieve long-term growth of capital and income. The fund strives to accomplish these objectives through extensive U.S. and global research, careful selection, and broad diversification. In the selection of securities for investment, potential for capital appreciation and future dividends are given more weight than current yield. The fund invests primarily in common stocks.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[EQUITY INCOME FUND**

Contributions to the Equity Income Fund will be invested solely in shares of the John Hancock Funds II - Equity Income Fund, a portfolio managed by T. Rowe Price Associates, Inc.

- The investment objective of the portfolio is to provide substantial dividend income and also long-term capital appreciation. The portfolio seeks to attain this objective by investing primarily in dividend-paying common stocks, particularly of established companies with favorable prospects for both increasing dividends and capital appreciation.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[T. ROWE PRICE EQUITY INCOME FUND**

Contributions to the T. Rowe Price Equity Income Fund will be invested solely in shares of the T. Rowe Price Equity Income Fund (Advisor Class).

- The T. Rowe Price Equity Income Fund seeks to provide substantial dividend income as well as long-term growth of capital through investments in the common stocks of established companies. T. Rowe Price will normally invest at least 80% of the fund's net assets in common stocks, with 65% in the common stocks of well-established companies paying above-average dividends. The managers typically employ a "value" approach in selecting investments. The manager's in-house research team seeks companies that appear to be undervalued by various measures and may be temporarily out of favor, but have good prospects for capital appreciation and dividend growth.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[WASHINGTON MUTUAL INVESTORS FUND**

Contributions to the Washington Mutual Investors Fund will be invested solely in shares of the Washington Mutual Investors Fund<sup>SM</sup>, a portfolio managed by the American Funds Group. (Class R5).

- The Washington Mutual Investors Fund<sup>SM</sup> seeks to produce income and to provide an opportunity for growth of principal consistent with sound common stock investing. The fund strives to accomplish this objective through fundamental research, careful selection and broad diversification. In the selection of securities for investment, current and potential yield as well as the potential for long-term capital appreciation are considered. The fund strives in its overall portfolio to achieve an above average yield and below average price-to-earnings ratio in relation to the Standard & Poor's 500 Composite Index (a broad, unmanaged index).

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[CAPITAL INCOME BUILDER**

Contributions to the Capital Income Builder will be invested solely in shares of the Capital Income Builder®, a portfolio managed by the American Funds Group. (Class R5)

- Capital Income Builder® seeks to provide above-average current income, a growing stream of income and, secondarily, growth of capital. In addition, the fund strives to provide a growing dividend - with higher income distributions every quarter if possible - together with a current yield that exceeds that paid by U.S. stocks in general.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[INCOME & VALUE FUND**

Contributions to the Income & Value Fund will be invested solely in shares of the John Hancock Trust - Income & Value Trust, a portfolio managed by Capital Guardian Trust Company.

- The Trust seeks the balanced accomplishment of (a) conservation of principal and (b) long-term growth of capital and income by investing the portfolio's assets in both equity and fixed-income securities. The subadviser has full discretion to determine the allocation between equity and fixed-income securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[THE INCOME FUND OF AMERICA**

Contributions to the The Income Fund of America will be invested solely in shares of the The Income Fund of America®, a portfolio managed by the American Funds Group. (Class R5)

- The Income Fund of America® seeks to provide current income and, secondarily, growth of capital through a flexible mix of equity and debt instruments. It also seeks investments in both the stock and bond markets that provide an opportunity for above-average current income and long-term capital growth. The fund has typically provided income well in excess of that provided by stocks in general.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[AMERICAN BALANCED FUND**

Contributions to the American Balanced Fund will be invested solely in shares of the American Balanced Fund®, a portfolio managed by the American Funds Group. (Class R5).

- The American Balanced Fund® seeks conservation of capital, current income and long-term growth of capital and income. The fund approaches the management of its investments as if they constituted the complete investment program of the prudent investor. The fund invests primarily in a broad range of securities, including stocks and bonds (rated Baa or BBB or better by Moody's Investors Service, Inc. or Standard & Poor's Corporation). The fund also invests in securities issued and guaranteed by the U.S. government. Normally, the fund will maintain at least 50% of the value of its assets in common stocks and at least 25% of the value of its assets in debt securities. The fund may also hold cash or money market instruments.

The Company's Administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[BLACKROCK GLOBAL ALLOCATION FUND**

Contributions to the BlackRock Global Allocation Fund will be invested solely in shares of the BlackRock Global Allocation Fund, a portfolio managed by the BlackRock Investment Management, LLC. (Class I)

- The investment objective of the Fund is to provide high total investment return through a fully managed investment policy utilizing United States and foreign equity securities, debt and money market securities, the combination of which will be varied from time to time both with respect to types of securities and markets in response to changing market and economic trends.

The Company's Administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[PIMCO ALL ASSET FUND**

Contributions to the PIMCO All Asset Fund will be invested solely in the shares of the PIMCO All Asset Fund (Administrative Class).

- The PIMCO All Asset Fund seeks maximum real return, consistent with preservation of real capital and prudent investment management. The Fund is a "fund of funds," which is a term used to describe mutual funds that pursue their investment objective by investing in other mutual funds. The PIMCO Funds in which the All Asset Fund may invest are called Underlying Funds. The Fund invests its assets in shares of the Underlying Funds and does not invest directly in stocks or bonds of other issuers. The Fund's asset allocation sub-adviser, Research Associates, determines how the Fund allocates and reallocates its assets among the Underlying Funds and attempts to diversify the Fund's assets broadly among the Underlying Funds. The Fund may invest in any or all of the Underlying Funds, but will not normally invest in every Underlying Fund at any particular time. The Fund's investment in a particular Underlying Fund normally will not exceed 50% of its total assets. The Fund's combined investments in the International StockPLUS TR Strategy, StocksPLUS and StocksPLUS Total Return Funds normally will not exceed 50% of total assets. In addition, the Fund's combined investments in the Commodity, Real Return Strategy, Real Return, Real Return II, Real Return Asset and Real Estate Real Return Strategy Funds normally will not exceed 75% of its total assets. The cost of investing in the Fund will generally be higher than the cost of investing in a mutual fund that invests directly in individual stocks and bonds. By investing in the Fund, an investor will indirectly bear fees and expenses charged by the Underlying Funds in addition to the Fund's direct fees and expenses. In addition to the Underlying Funds, the Fund may invest in additional PIMCO Funds created in the future at the discretion of PIMCO and without shareholder approval.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[ABSOLUTE RETURN FUND]**

Contributions to the Absolute Return Fund will be invested solely in shares of the John Hancock Funds II – Absolute Return Portfolio, a portfolio managed by MFC Global Investment Management (U.S.), LLC.

- The investment objective of the Portfolio is to seek maximum real return, consistent with preservation of real capital and prudent investment management.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[GLOBAL ALLOCATION FUND]**

Contributions to the Global Allocation Fund will be invested solely in shares of the John Hancock Trust - Global Allocation Trust, a portfolio managed by UBS Global Asset Management.

- The Trust seeks total return, consisting of long-term capital appreciation and current income. Under normal circumstances, the portfolio will allocate its assets between fixed income securities and equity securities. The portfolio is a multi-asset portfolio and invests in each of the major asset classes: U.S. fixed income, U.S. equities, international fixed income and international equities, based upon the subadviser's assessment of prevailing market conditions in the U.S. and abroad.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[UBS GLOBAL ALLOCATION FUND]**

Contributions to the UBS Global Allocation Fund will be invested solely in the shares of the UBS Global Allocation Fund (Class A).

- The UBS Global Allocation Fund seeks to maximize total return, consisting of capital appreciation and current income. The Fund invests in equity and fixed income securities of issuers located within and outside the U.S. Under normal circumstances, the Fund will allocate its assets between fixed income securities and equity securities. Investments in fixed income securities may include debt securities of governments throughout the world (including the U.S.), their agencies and instrumentalities, debt securities of corporations, mortgage-backed securities and asset-backed securities. Investments in equity securities may include common stock and preferred stock. The Fund may invest in emerging market issuers by investing in other open-end investment companies advised by the Advisor. In addition, the Fund attempts to generate positive returns through sophisticated currency management techniques. The Fund may (but is not required to) use forward currency contracts, options, futures and other derivatives as part of its investment strategy or to help manage risks. The Fund may invest in cash or cash equivalent instruments, including shares of an affiliated investment company. When market conditions warrant, the Fund may make substantial temporary defensive investments in cash equivalents, which may affect the Fund's ability to pursue its investment objective.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[OPPENHEIMER INTERNATIONAL BOND FUND]**

Contributions to the Oppenheimer International Bond Fund will be invested solely in shares of Oppenheimer International Bond Fund, a portfolio managed by OppenheimerFunds, Inc. (Y Class).

- The Fund's primary objective is to seek total return. As a secondary objective, the Fund seeks income when consistent with total return.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[AMERICAN HIGH-INCOME FUND**

Contributions to the American High-Income Fund will be invested solely in shares of the American High-Income Trust<sup>SM</sup>, a portfolio managed by the American Funds Group. (Class R5)

- American High-Income Trust<sup>SM</sup> seeks to provide a high level of current income, with capital appreciation as a secondary goal. A carefully supervised, broadly diversified portfolio of lower rated and unrated, higher risk corporate bonds. The fund is prudently managed and will not stretch to meet unsustainable expectations or take inappropriate risks in order to produce higher yields. At least 65% of the portfolio will be invested in high-yield, high-risk bonds (Ba or BB or below at the time of purchase) and other similar securities, including preferred stocks. Up to 25% of assets may be invested in common stocks or equity-related securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[HIGH YIELD FUND**

Contributions to the High Yield Fund will be invested solely in shares of the John Hancock Funds II - High Yield Fund, a portfolio managed by Western Asset Management Co.

- The portfolio seeks to realize an above-average total return over a market cycle of three to five years, consistent with reasonable risk. The portfolio invests, under normal market conditions, at least 80% of the portfolio's net assets (plus any borrowings for investment purposes) in high yield securities, including corporate bonds, preferred stocks, U.S. Government Securities, mortgage backed securities, loan assignments or participations and convertible securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LEGG MASON PARTNERS GLOBAL HIGH YIELD BOND FUND**

Contributions to the Legg Mason Partners Global High Yield Bond Fund will be invested solely in shares of the Legg Mason Partners Global High Yield Bond Fund (Class A).

- The Legg Mason Partners Global High Yield Bond Fund seeks to maximize current income. As a secondary objective, the fund seeks capital appreciation. The fund invests primarily in high yield bonds issued by U.S. and foreign corporations and foreign governments and their agencies and instrumentalities. Under normal circumstances, the fund invests at least 80% of its assets in high yield bonds and related investments. The fund will limit its investments in emerging market governmental issuers to 35% of its assets.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[U.S. HIGH YIELD BOND FUND**

Contributions to the U.S. High Yield Bond Fund will be invested solely in shares of the John Hancock Funds II – U.S. High Yield Bond Fund, a portfolio managed by Wells Capital Management, Inc.

- The investment objective of the portfolio is to seek total return with a high level of current income. The portfolio invests, under normal market conditions, primarily in below investment-grade debt securities (sometimes referred to as "junk bonds" or high yield securities). The portfolio also invests in corporate debt securities and may buy preferred and other convertible securities and bank loans.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[STRATEGIC BOND FUND]**

Contributions to the Strategic Bond Fund will be invested solely in shares of the John Hancock Funds II - Strategic Bond Fund, a portfolio managed by Western Asset Management Co.

- The investment objective of the portfolio is to seek a high level of total return consistent with the preservation of capital. The portfolio seeks to achieve this objective by deploying the portfolio's assets among certain segments of the fixed-income market which they believe will best contribute to the achievement of the stated objective.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[STRATEGIC INCOME FUND]**

Contributions to the Strategic Income Fund will be invested solely in shares of the John Hancock Trust - Strategic Income Trust, a portfolio managed by MFC Global Investment Management (U.S.), LLC.

- The Trust seeks a high level of current income. The portfolio invests, under normal market conditions, primarily in foreign government and corporate debt securities from developed and emerging markets; U.S. Government and agency securities; and U.S. high yield bonds. The portfolios may also invest in preferred stock and other types of debt securities, including domestic corporate debt securities and mortgage-backed securities. Although the portfolio invests in securities rates as low as CC/Ca and their unrated equivalents, it generally intends to keep its average credit quality in the investment-grade (AAA to BBB). There is no limit on the portfolio's average maturity.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[JOHN HANCOCK STRATEGIC INCOME FUND]**

Contributions to the John Hancock Strategic Income Fund will be invested solely in the shares of the John Hancock Strategic Income Fund (Class A).

- The John Hancock Strategic Income Fund seeks a high level of current income. In pursuing this goal, the fund invests primarily in the following types of securities: foreign government and corporate debt securities from developed and emerging markets, U.S. government and agency securities, and U.S. high yield bonds. The fund may also invest in preferred stock and other types of debt securities. Although the fund invests in securities rated as low as CC/Ca and their unrated equivalents, it generally intends to keep its average credit quality in the investment-grade range (AAA to BBB). There is no limit on the fund's average maturity. The fund may use certain higher-risk investments, including derivatives (investments whose value is based on indexes, securities or currencies) and restricted or illiquid securities. In addition, the fund may invest up to 10% of net assets in U.S. or foreign stocks. In abnormal circumstances, the fund may temporarily invest extensively in investment-grade short-term securities. In these and other cases, the fund might not achieve its goal. The fund may trade securities actively, which could increase its transaction costs (thus lowering performance) and increase your taxable distributions.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[T. ROWE PRICE SPECTRUM INCOME FUND**

Contributions to the T. Rowe Price Spectrum Income Fund will be invested solely in shares of the T. Rowe Price Spectrum Income Fund.

- The T. Rowe Price Spectrum Income Fund seeks a high level of current income and preservation of capital. It invests primarily in a diversified group of T. Rowe Price mutual funds that, in turn, invest mainly in fixed-income securities. The fund's sensitivity to domestic interest rates is reduced by its investment in T. Rowe Price Equity Income Fund (which invests primarily in dividend-paying common stocks of established companies), and T. Rowe Price International Bond Fund (which invests primarily in non-U.S. fixed-income securities). The fund may also invest in T. Rowe Price's GNMA Fund, High Yield Fund, New Income Fund, Prime Reserve Fund, and Short-Term Bond Fund.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[GLOBAL BOND FUND**

Contributions to the Global Bond Fund will be invested solely in shares of the John Hancock Funds II - Global Bond Fund, a portfolio managed by Pacific Investment Management Company (PIMCO).

- The portfolio seeks maximum total return, consistent with preservation of capital and prudent investment management, by investing primarily in fixed income securities denominated in major foreign currencies, baskets of foreign currencies (such as the euro), and the U.S. dollar.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[PIMCO GLOBAL BOND FUND**

Contributions to the PIMCO Global Bond Fund will be invested solely in shares of the PIMCO Global Bond Fund (Unhedged) (Administrative Class).

- The PIMCO Global Bond Fund seeks to achieve maximum total return, consistent with preservation of capital and prudent investment management, by investing primarily in fixed-income securities denominated in major foreign currencies, baskets of foreign currencies (such as the ECU) and the U.S. dollar.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[CAPITAL WORLD BOND FUND**

Contributions to the Capital World Bond Fund will be invested solely in shares of the Capital World Bond Fund®, a portfolio managed by the American Funds Group. (Class R5)

- The Fund seeks to provide high, long-term total return consistent with prudent management by investing primarily in quality fixed-income securities issued by government and corporate issuers around the world. A broadly diversified fund that invests in bonds denominated in various currencies, including U.S. dollars. Issuers include governments and corporations in both developed and developing countries.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[INVESTMENT QUALITY BOND FUND**

Contributions to the Investment Quality Bond Fund will be invested solely in shares of the John Hancock Funds II - Investment Quality Bond Fund, a portfolio managed by Wellington Management Company, LLP.

- The portfolio seeks a high level of current income consistent with the maintenance of principal and liquidity, by investing primarily in a diversified portfolio of investment grade corporate bonds and U.S. Government bonds with intermediate to longer term maturities. The portfolio may also invest up to 20% of its assets in non-investment grade fixed income securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[TOTAL RETURN FUND**

Contributions to the Total Return Fund will be invested solely in shares of the John Hancock Funds II - Total Return Fund, a portfolio managed by Pacific Investment Management Company (PIMCO).

- The portfolio seeks to realize maximum total return, consistent with preservation of capital and prudent investment management by investing, under normal market conditions, at least 65% of the portfolio's assets in a diversified portfolio of fixed income securities of varying maturities. The average portfolio duration will normally vary within a three- to six- year time frame based on PIMCO's forecast for interest rates.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[PIMCO TOTAL RETURN FUND**

Contributions to the PIMCO Total Return Fund will be invested solely in shares of the Pacific Investment Management Company (PIMCO) Total Return Fund (Administrative Class).

- The PIMCO Total Return Fund seeks to realize maximum total return, consistent with preservation of capital and prudent investment management by investing, under normal market conditions, at least 65% of the portfolio's assets in a diversified portfolio of fixed income securities of varying maturities. The average portfolio duration will normally vary within a three- to six- year time frame based on PIMCO's forecast for interest rates.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[THE BOND FUND OF AMERICA**

Contributions to the Bond Fund of America will be invested solely in shares of the Bond Fund of America<sup>SM</sup>, a portfolio managed by the American Funds Group.

- The Bond Fund of America<sup>SM</sup> seeks to provide as high a level of current income as is consistent with preservation of capital. Invests in corporate debt securities, U.S. and other government securities, mortgage-related securities and cash.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[REAL RETURN BOND FUND]**

Contributions to the Real Return Bond Fund will be invested solely in shares of the John Hancock Funds II - Real Return Bond Fund, a portfolio managed by Pacific Investment Management Company (PIMCO).

- The portfolio seeks maximum real return, consistent with preservation of real capital and prudent investment management. The Trust seeks to achieve its objective by investing under normal circumstances at least 80% of its net assets (plus borrowings for investment purposes) in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities and corporations.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[PIMCO REAL RETURN FUND]**

Contributions to the PIMCO Real Return Fund will be invested solely in shares of the PIMCO Real Return Fund (Administrative Class).

- The PIMCO Real Return Fund seeks maximum real return, consistent with preservation of capital and prudent investment management. The fund seeks its investment objective by investing under normal circumstances at least 65% of its total assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities and corporations.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[TOTAL BOND MARKET FUND]**

Contributions to the Total Bond Market Fund will be invested solely in shares of the John Hancock Trust – Total Bond Market Trust, a portfolio managed by Declaration Management & Research, LLC.

- The Total Bond Market Trust seeks to track the performance of the Lehman Brothers Aggregate Bond Index, which broadly represents the U.S. investment-grade bond market.

The Company's Administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[CORE BOND FUND]**

Contributions to the Core Bond Fund will be invested solely in shares of the John Hancock Funds II - Core Bond Fund, a portfolio managed by Wells Capital Management, Inc.

- The portfolio seeks total return consisting of income and capital appreciation. The portfolio invests, under normal market conditions, in a broad range of investment-grade debt securities, including U.S. Government obligations, corporate bonds, mortgage- and other asset-backed securities and money market instruments. The subadviser invests in debt securities that the subadviser believes offer attractive yields and are undervalued relative to issues of similar credit quality and interest rate sensitivity. From time to time, the portfolio may also invest in unrated bonds that the subadviser believes are comparable to investment-grade debt securities. Under normal circumstances, the subadviser expects to maintain an overall effective duration range between 4 and 5 1/2 years.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

## **JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

### **[ACTIVE BOND FUND**

Contributions to the Active Bond Fund will be invested solely in shares of the John Hancock Funds II - Active Bond Fund, a portfolio managed by Declaration Management & Research LLC/MFC Global Investment Management (U.S.), LLC.

- The portfolio seeks income and capital appreciation. The portfolio normally invests at least 80% of its assets in a diversified mix of debt securities and instruments

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[U.S. GOVERNMENT SECURITIES FUND**

Contributions to the U.S. Government Securities Fund will be invested solely in shares of the U.S. Government Securities Fund<sup>SM</sup>, a portfolio managed by the American Funds Group. (Class R5)

- The U.S. Government Securities Fund<sup>SM</sup> seeks to provide a high level of current income and preservation of capital. Invests in direct obligations of the U.S. Treasury, GNMA mortgage-backed securities, securities issued by U.S. government agencies or instrumentalities that are not backed by the full faith and credit of the U.S. government and short-term debt securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

### **[U.S. GOVERNMENT SECURITIES FUND**

Contributions to the U.S. Government Securities Fund will be invested solely in shares of the John Hancock Funds II - U.S. Government Securities Fund, a portfolio managed by Western Asset Management Co.

- The investment objective of the portfolio is to obtain a high level of current income consistent with preservation of capital and maintenance of liquidity. It seeks to attain this objective by investing a substantial portion of its assets in debt obligations and mortgage backed securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities and derivative securities such as collateralized mortgage backed obligations.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.

If a Stable Value Fund Sub-account is selected as an investment option by the Contractholder, the U.S. Government Securities Fund Sub-account cannot be selected by the Contractholder.]

### **[SHORT-TERM FEDERAL FUND**

Contributions to the Short-Term Federal Fund will be invested solely in shares of the Vanguard Short-Term Federal Fund (Investor Class).

- The Vanguard Short-Term Federal Fund seeks to provide an attractive level of current income and moderate price volatility by investing solely in short-term U.S. Government and agency securities and by maintaining an average maturity of two to three years. The Portfolio is structured to assume minimal credit risk and limited exposure to the price volatility caused by interest rate changes.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.

If a Stable Value Fund Sub-account is selected as an investment option by the Contractholder, the Short-Term Federal Fund Sub-account cannot be selected by the Contractholder.]

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT B cont'd**

**[MONEY MARKET FUND**

Contributions to the Money Market Fund will be invested solely in shares of the John Hancock Trust - Money Market Trust, a portfolio managed by MFC Global Investment Management (U.S.A.) Limited.

- The Trust seeks maximum current income consistent with preservation of principal and liquidity by investing in high quality, money market instruments with maturities of 397 Days or less issued primarily by U.S. entities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.

If a Stable Value Fund Sub-account is selected as an investment option by the Contractholder, the Money Market Fund Sub-account cannot be selected by the Contractholder.]

**[JOHN HANCOCK STABLE VALUE FUND**

Contributions to the John Hancock Stable Value Fund will be invested solely in shares of the John Hancock Stable Value Fund (Class 1).

- The John Hancock Stable Value Fund seeks to preserve principal and provide book value liquidity on a daily basis for plan-permitted, participant-directed withdrawals while maintaining a competitive rate of interest. The fund will invest primarily in diversified fixed income mutual funds and separately managed bond accounts run by investment subsidiaries of John Hancock Life Insurance Company and, in book value stabilizing agreements offered by high quality financial institutions. The fixed income portfolios are managed to provide high current income consistent with a "AA" minimum average credit quality objective. The stabilizing agreements are designed to offset price fluctuations associated with fixed income investments by smoothing the effect of any gains or losses on the assets and to offer participants daily liquidity at book value.

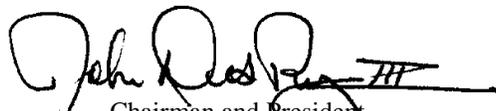
The Unit Value of the Sub-account will be defined as the Unit Value of the underlying Trust as adjusted to account for underlying Trust distributions.

Withdrawals from this Sub-account will be made at the prevailing declared Unit Value as determined by the Company. Withdrawals from this Sub-account are subject to the same restrictions that apply to the underlying Trust. The Trustee of the underlying Trust has the right to delay any participant-initiated withdrawal for up to 30 Days if it determines that immediate withdrawal may have an adverse impact on the Trust. In addition, the Trust also has the right to delay for up to 12 months, any other withdrawal, including the withdrawal of all, or a portion of the assets of an investor in the Trust. Where such, or any restrictions or price adjustments are invoked by the underlying Trust with respect to withdrawals attributable to this Contract, the Company will apply such restrictions or price adjustments to withdrawals made under this Sub-account with respect to this Contract.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying Trust and will be increased or decreased at any time.

If this Sub-account is selected by the Contractholder, no other competing investment option can be selected as an investment option by the Contractholder either in this Contract or elsewhere. The Company reserves the right to review any new investment option being added by the Plan to determine that it is not a competing investment option as defined in the Contract.]

\*None of the Index Funds or the underlying John Hancock Trust Index Trusts are sponsored, endorsed, managed, advised, sold or promoted by any of the respective companies that sponsor the broad-based securities market index, and none of these companies make any representation regarding the advisability of investing in the Index Fund.

  
Chairman and President  
JOHN HANCOCK LIFE INSURANCE  
COMPANY (U.S.A.)

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

### SEPARATE ACCOUNT C RIDER

The Sub-accounts available under this Separate Account are described below. The Company reserves the right to substitute shares of another mutual fund, trust or portfolio thereof with similar investment objectives for each Sub-account.

Sub-accounts will be selected or changed upon direction from the Contractholder.

Contributions to the Sub-accounts are recorded in Units.

#### UNIT VALUE

The Value of a Unit in the Sub-account on a Valuation Date is computed by dividing the proportion of the entire Sub-account's Market Value attributable to all Units of that kind, after deduction of any applicable charges, by the number of Units of that kind outstanding at the end of that Valuation Date. This Unit Value will remain unchanged until the next Valuation Date.

#### CONVERSION OF CONTRIBUTIONS

Contributions to an account under a Sub-account will be credited in accordance with the Contributions and Accounts section of the Contract. Such contributions will be converted into Units of the Sub-account. The number of Units credited to an account with respect to each contribution will be equal to C/U where:

“C” is the contribution received, and

“U” is the Unit Value on the Day the contribution is being converted.

#### VALUE OF AN ACCOUNT

The Value of an account on a Valuation Date will be equal to the number of Units of the appropriate Sub-account multiplied by the Unit Value determined for that kind of Unit on that Date.

The value of an account on a Date other than a Valuation Date will be equal to the sum of:

- a) the number of Units in the account multiplied by the Unit Value of that Sub-account on the most recent Valuation Date; and
- b) the amount of contributions credited to the account which have not yet been converted into Units.

#### WITHDRAWALS

Withdrawals from a Sub-account will only be allowed on a Valuation Date. On the applicable Valuation Date, the Company will convert the Units in the account into cash using the Unit Value in effect on that Valuation Date.

A request for withdrawal will be processed in accordance with the Withdrawals section of this Contract.

#### INTER-ACCOUNT TRANSFERS

Inter-account transfers will be treated in the same manner as withdrawals. Additionally, transfers will be processed in accordance with the Inter-Account Transfers section of this Contract.

#### EXPENSE RATIO

There is an expense ratio for each kind of Unit of the Sub-account. The expense ratio is composed of the Company's administrative maintenance charge plus the charges and fees of any underlying mutual fund (“the underlying fund expense”). The Company's administrative maintenance charge will be reduced if the Company or an affiliate receives asset based distribution charges (“12b-1 fees”) or sub-transfer agency fees from the underlying mutual fund or its underwriter. The expense ratio is applied against the proportion of the Market Value of the Sub-account attributable to that kind of Unit.

The expense ratio for the kind of Unit issued with respect to this Contract will be no more than the maximum administrative maintenance charge for each Sub-account outlined in this Separate Account Rider plus the underlying fund expense. This will be equivalent to a daily charge based on a percentage of the Market Value of the Sub-account attributable to that kind of Unit as outlined in this Separate Account Rider. The daily charge will be applied on each Valuation Date to the Market Value determined on that Date to be attributable to the kind of Unit issued with respect to this Contract and on each Market Day which is not a Valuation Date to the Market Value determined on the preceding Valuation Date to be attributable to the kind of Unit issued with respect to this Contract. The daily Unit Value declared reflects the application of the daily equivalent of the expense ratio.

We may change the actual administrative maintenance charge at any time provided it does not exceed the specified maximum and we give you three months advance written notice of the intended change.

**THE SUB-ACCOUNTS AVAILABLE UNDER JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT C ARE AS FOLLOWS:**

**[AMERICAN DIVERSIFIED GROWTH & INCOME FUND**

Contributions to the American Diversified Growth & Income Fund will be invested solely in shares of the John Hancock Funds II - American Diversified Growth & Income Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The Fund seeks long-term growth of capital.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[FRANKLIN TEMPLETON FOUNDING FUNDS ALLOCATION FUND**

Contributions to the Franklin Templeton Founding Funds Allocation Fund will be invested solely in shares of the Franklin Templeton Founding Funds Allocation Fund (Class A).

- The principal investment goal is capital appreciation. Its secondary goal is income.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[AMERICAN GLOBAL DIVERSIFICATION FUND**

Contributions to the American Global Diversification Fund will be invested solely in shares of John Hancock Funds II - American Global Diversification Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The Fund seeks long-term growth of capital.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[AMERICAN FUNDAMENTAL HOLDINGS FUND**

Contributions to the American Fundamental Holdings Fund will be invested solely in shares of John Hancock Funds II - American Fundamental Holdings Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The Fund seeks long-term growth of capital.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFECYCLE FUND – 2045 PORTFOLIO**

Contributions to the Lifecycle Fund - 2045 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2045 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**THE SUB-ACCOUNTS AVAILABLE UNDER JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT C ARE AS FOLLOWS:**

**[LIFECYCLE FUND – 2040 PORTFOLIO**

Contributions to the Lifecycle Fund - 2040 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2040 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFECYCLE FUND – 2035 PORTFOLIO**

Contributions to the Lifecycle Fund - 2035 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2035 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFECYCLE FUND – 2030 PORTFOLIO**

Contributions to the Lifecycle Fund - 2030 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2030 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFECYCLE FUND – 2025 PORTFOLIO**

Contributions to the Lifecycle Fund - 2025 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2025 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**THE SUB-ACCOUNTS AVAILABLE UNDER JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT C ARE AS FOLLOWS:**

**[LIFECYCLE FUND – 2020 PORTFOLIO**

Contributions to the Lifecycle Fund - 2020 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2020 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFECYCLE FUND – 2015 PORTFOLIO**

Contributions to the Lifecycle Fund - 2015 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2015 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFECYCLE FUND – 2010 PORTFOLIO**

Contributions to the Lifecycle Fund - 2010 Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle 2010 Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The fund seeks high total return until its target retirement date. To pursue this goal, the fund, which is a fund of funds, invests, under normal market conditions, substantially all of its assets in underlying funds using an asset allocation strategy designed for investors expected to retire in the designated retirement year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFECYCLE FUND - RETIREMENT PORTFOLIO**

Contributions to the Lifecycle Fund - Retirement Portfolio will be invested solely in shares of the John Hancock Funds II - Lifecycle Fund - Retirement Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Portfolio is to seek maximum real return, consistent with the preservation of capital and prudent investment management. In employing its investment strategies for the Portfolio, the subadvisor attempts to achieve a total rate of return that will support an inflation-adjusted average annual withdrawal rate of 6% of initial investment (before fees) over a long-term time horizon (approximately 30 years) while attempting to maintain a low probability of negative returns in any 12-month time period.

The Advisor and subadvisor do not represent or guarantee that the Portfolio will meet this total return goal or achieve positive returns every year.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**THE SUB-ACCOUNTS AVAILABLE UNDER JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT C ARE AS FOLLOWS:**

**[LIFESTYLE FUND - AGGRESSIVE PORTFOLIO**

Contributions to the Lifestyle Fund - Aggressive Portfolio will be invested solely in shares of the John Hancock Funds II - Lifestyle Aggressive Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Portfolio is to provide long-term growth of capital. Current income is not a consideration. The Portfolio seeks to achieve this objective by investing approximately 100% of its assets in underlying funds, which invest primarily in equity securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFESTYLE FUND - GROWTH PORTFOLIO**

Contributions to the Lifestyle Fund - Growth Portfolio will be invested solely in shares of the John Hancock Funds II - Lifestyle Growth Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Portfolio is to provide long-term growth of capital with consideration also given to current income. The Portfolio seeks to achieve this objective by investing approximately 20% of its assets in underlying funds, which invest primarily in fixed income securities and approximately 80% of its assets in underlying funds, which invest primarily in equity securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFESTYLE FUND - BALANCED PORTFOLIO**

Contributions to the Lifestyle Fund - Balanced Portfolio will be invested solely in shares of the John Hancock Funds II - Lifestyle Balanced Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Portfolio is to provide a balance between a high level of current income and growth of capital with a greater emphasis given to capital growth. The Portfolio seeks to achieve this objective by investing approximately 40% of its assets in underlying funds, which invest primarily in fixed income securities and approximately 60% of its assets in underlying funds, which invest primarily in equity securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**[LIFESTYLE FUND - MODERATE PORTFOLIO**

Contributions to the Lifestyle Fund - Moderate Portfolio will be invested solely in shares of the John Hancock Funds II - Lifestyle Moderate Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Portfolio is to provide a balance between a high level of current income and growth of capital with a greater emphasis given to high income. The Portfolio seeks to achieve this objective by investing approximately 60% of its assets in underlying funds, which invest primarily in fixed income securities and approximately 40% of its assets in underlying funds, which invest primarily in equity securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

**THE SUB-ACCOUNTS AVAILABLE UNDER JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT C ARE AS FOLLOWS:**

**[LIFESTYLE FUND – CONSERVATIVE PORTFOLIO**

Contributions to the Lifestyle Fund - Conservative Portfolio will be invested solely in shares of the John Hancock Funds II Lifestyle Conservative Portfolio, managed by MFC Global Investment Management (U.S.A.) Limited.

- The investment objective of the Portfolio is to provide a high level of current income with some consideration also given to growth of capital. The Portfolio seeks to achieve this objective by investing approximately 80% of its assets in underlying funds, which invest primarily in fixed income securities and approximately 20% of its assets in underlying funds, which invest primarily in equity securities.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying mutual fund company and may be increased or decreased at any time.]

\*None of the Index Funds or the underlying John Hancock Trust Index Trusts are sponsored, endorsed, managed, advised, sold or promoted by any of the respective companies that sponsor the broad-based securities market index, and none of these companies make any representation regarding the advisability of investing in the Index Fund.

  
Chairman and President  
JOHN HANCOCK LIFE INSURANCE  
COMPANY (U.S.A.)

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

### SEPARATE ACCOUNT F RIDER

The Sub-accounts available under this Separate Account are described below. The Company reserves the right to substitute shares of another mutual fund, trust or portfolio thereof with similar investment objectives for each Sub-account.

Sub-accounts will be selected or changed upon direction from the Contractholder.

Contributions to the Sub-accounts are recorded in Units.

#### UNIT VALUE

The Value of a Unit in the Sub-account on a Valuation Date is computed by dividing the proportion of the entire Sub-account's Market Value attributable to all Units of that kind, after deduction of any applicable charges, by the number of Units of that kind outstanding at the end of that Valuation Date. This Unit Value will remain unchanged until the next Valuation Date.

#### CONVERSION OF CONTRIBUTIONS

Contributions to an account under a Sub-account will be credited in accordance with the Contributions and Accounts section of the Contract. Such contributions will be converted into Units of the Sub-account. The number of Units credited to an account with respect to each contribution will be equal to C/U where:

“C” is the contribution received, and

“U” is the Unit Value on the Day the contribution is being converted.

#### VALUE OF AN ACCOUNT

The Value of an account on a Valuation Date will be equal to the number of Units of the appropriate Sub-account multiplied by the Unit Value determined for that kind of Unit on that Date.

The Value of an account on a Date other than a Valuation Date will be equal to the sum of:

- a) the number of Units in the account multiplied by the Unit Value of that Sub-account on the most recent Valuation Date; and
- b) the amount of contributions credited to the account which have not yet been converted into Units.

#### WITHDRAWALS

Withdrawal from a Sub-account will only be allowed on a Valuation Date. On the applicable Valuation Date, the Company will convert the Units in the account into cash using the Unit Value in effect on that Valuation Date.

A request for withdrawal will be processed in accordance with the Withdrawals section of this Contract.

#### INTER-ACCOUNT TRANSFERS

Inter-account transfers will be treated in the same manner as withdrawals. Additionally, transfers will be processed in accordance with the Inter-Account Transfers section of this Contract.

#### EXPENSE RATIO

There is an expense ratio for each kind of Unit of the Sub-account. The expense ratio is composed of the Company's administrative maintenance charge plus the charges and fees of any underlying mutual fund (“the underlying fund expense”). The Company's administrative maintenance charge will be reduced if the company or an affiliate receives asset based distribution charges (“12b-1 fees”) or sub-transfer agency fees from the underlying mutual fund or its underwriter. The expense ratio is applied against the proportion of the Market Value of the Sub-account attributable to that kind of Unit.

The expense ratio for the kind of Unit issued with respect to this Contract will be no more than the maximum administrative maintenance charge for each Sub-account outlined in this Separate Account Rider plus the underlying fund expense. This will be equivalent to a daily charge based on a percentage of the Market Value of the Sub-account attributable to that kind of Unit as outlined in this Separate Account Rider. The daily charge will be applied on each Valuation Date to the Market Value determined on that Date to be attributable to the kind of Unit issued with respect to this Contract and on each Market Day which is not a Valuation Date to the Market Value determined on the preceding Valuation Date to be attributable to the kind of Unit issued with respect to this Contract. The daily Unit Value declared reflects the application of the daily equivalent of the expense ratio.

We may change the actual administrative maintenance charge at any time provided it does not exceed the specified maximum and we give you three months advance written notice of the intended change.

**JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.) SEPARATE ACCOUNT F:**

**[RUSSELL LIFEPOINTS EQUITY GROWTH STRATEGY FUND**

Contributions to the Russell LifePoints Equity Growth Strategy Fund will be invested solely in shares of the Russell LifePoints Equity Growth Strategy Fund (Class E).

- The Russell LifePoints Equity Growth Strategy Fund seeks to achieve high, long-term capital appreciation, while recognizing the possibility of high fluctuations in year-to-year Market Values.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

**[RUSSELL LIFEPOINTS GROWTH STRATEGY FUND**

Contributions to the Russell LifePoints Growth Strategy Fund will be invested solely in shares of the Russell LifePoints Growth Strategy Fund (Class E).

- The Russell LifePoints Growth Strategy Fund seeks to achieve high, long-term capital appreciation with low current income, while recognizing the possibility of substantial fluctuations in year-to-year Market Values.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

**[RUSSELL LIFEPOINTS BALANCED STRATEGY FUND**

Contributions to the Russell LifePoints Balanced Strategy Fund will be invested solely in shares of the Russell LifePoints Balanced Strategy Fund (Class E).

- The Russell LifePoints Balanced Strategy Fund seeks to achieve moderate level of current income and, over time, above-average capital appreciation with moderate risk.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

**[RUSSELL LIFEPOINTS MODERATE STRATEGY FUND**

Contributions to the Russell LifePoints Moderate Strategy Fund will be invested solely in shares of the Russell LifePoints Moderate Strategy Fund (Class E).

- The Russell LifePoints Moderate Strategy Fund seeks to achieve moderate long-term capital appreciation with high current income, while recognizing the possibility of moderate fluctuations in year-to-year Market Values.

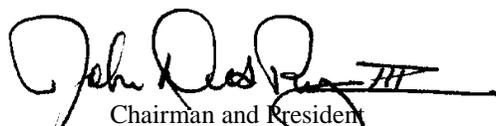
The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

**[RUSSELL LIFEPOINTS CONSERVATIVE STRATEGY FUND**

Contributions to the Russell LifePoints Conservative Strategy Fund will be invested solely in shares of the Russell LifePoints Conservative Strategy Fund (Class E).

- The Russell LifePoints Conservative Strategy Fund seeks to achieve a moderate total rate of return through low capital appreciation and reinvestment of a high level of current income.

The Company's administrative maintenance charge will be no more than [1.75] percent annually. The underlying fund expense is determined by the underlying fund company and will be increased or decreased at any time.]

  
Chairman and President  
JOHN HANCOCK LIFE INSURANCE  
COMPANY (U.S.A.)



SERFF Tracking Number: MNLF-125752383 State: Arkansas  
Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 40209  
Company Tracking Number: GP1060.19  
TOI: A02.1G Group Annuities - Deferred Non- Sub-TOI: A02.1G.002 Flexible Premium  
Variable and Variable  
Product Name: Separate Account Riders  
Project Name/Number: 2008 Fall Fund Launch/GP1060.19

## Supporting Document Schedules

**Review Status:**  
**Satisfied -Name:** Cover Letter 08/14/2008  
**Comments:**  
**Attachment:**  
AR - Letter .pdf

**Review Status:**  
**Satisfied -Name:** Supporting Documentation 08/14/2008  
**Comments:**  
**Attachments:**  
MEMORANDUM OF VARIABLE MATERIAL - Fall 2008.pdf  
AR - Rider Use Summary .pdf

**Review Status:**  
**Satisfied -Name:** Transmittal Form 08/14/2008  
**Comments:**  
**Attachment:**  
AR - Transmittal Form.pdf

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John Hancock Life Insurance Company (U.S.A.)

P.O. Box 600  
Buffalo, NY 14201-0600



August 12, 2008

**NAIC#: 65838**

**AID #: 30868**

State of Arkansas  
Department of Insurance  
Policy Form Filings  
1200 West Third Street  
Little Rock, AR 72201-1904

Dear Sir/Madam:

**Re: John Hancock Life Insurance Company (U.S.A.)  
Separate Account Riders B, C & F: GP1060.19 & GP1068.1, GP1064.12**

We are submitting for your approval the above mentioned Rider forms for use on a general basis. These Riders will be used with our Unallocated Group Annuity Contracts which have been previously approved by your Department.

- **Separate Account Rider B - GP1060.19 replaces Form GP1060.18 (previously approved May 19, 2008)**
- **Separate Account Rider C - GP1068.1 replaces Form GP1068 (previously approved May 19, 2008)**
- **Separate Account Rider F - GP1064.12 replaces Form GP1064.11 (previously approved March 3/08)**

The changes being made in this filing are as a result of our ongoing investment line-up due diligence and our need to simplify and improve our current product offering. The Riders have been updated to add new sub-accounts. For your convenience, new wording has been underlined and we certify that no other changes have been made.

We would like to begin using this updated form effective **November 17, 2008**.

For your information, we have attached a Rider Use Summary, which lists the Riders that are changing and the approved policy forms to which such riders may be attached. These Riders, once approved will be available to both new and inforce Contractholders.

**THESE RIDERS WILL BE USED ONLY WITH OUR UNALLOCATED NON-PARTICIPATING GROUP ANNUITY CONTRACTS SOLD TO TRUSTEES OF PROFIT SHARING AND PENSION PLANS QUALIFIED UNDER SECTION 401(a) OF THE INTERNAL REVENUE CODE AND TRUSTEED ELIGIBLE DEFERRED COMPENSATION PLANS OF STATE AND LOCAL GOVERNMENTS DESCRIBED IN SECTION 457(b) OF THE INTERNAL REVENUE CODE.**

Please note, due to our internal contract issuance systems, formatting and/or pagination may be altered slightly on the issued Separate Account Riders.

These Riders are being submitted to all states except New York. In addition, these Riders are exempt from filing under Bulletin 97-3 in Michigan, our state of domicile.

Your consideration of this submission is appreciated, and we look forward to receiving the Department's approval. We are submitting, via EFT, the amount of \$60.00 to cover your filing fee.

Sincerely,



Vanessa Rusczyk  
Compliance Analyst - Contracts  
Pension Compliance - Retirement Plan Services  
John Hancock Life Insurance Co. (U.S.A.)  
Tel.: (416)852-8126, Fax: (416)852-7166  
vanessa\_rusczyk@jhancock.com

**MEMORANDUM OF VARIABLE MATERIAL  
FOR  
JOHN HANCOCK INSURANCE COMPANY (U.S.A.)**

Separate Account Rider B – GP1060.19

Separate Account Rider C – GP1068.1

Separate Account Rider F – GP1064.12

All amounts shown in square brackets represent the maximum amount that would actually be issued in any given contract. If at any time the maximum or minimum filed herein were to exceed or be less than the amount filed, we will re-file the new maximum or minimum with your Department for approval prior to such amount being issued in any contract.

## RIDER USE SUMMARY - ARKANSAS

The following rider is intended for use with the forms listed below:

### RIDER NAME

Separate Account B Rider  
Separate Account C Rider  
Separate Account F Rider

### NEW FORM NUMBER

GP1060.19  
GP1068.1  
GP1064.12

### Approved Group Annuity Form Names and Form Numbers

<u>CONTRACT NAME</u>	<u>EFFECTIVE DATE</u>	<u>FORM NUMBERS</u>	<u>APPROVAL DATE</u>
<b>ARA</b>	December 31, 2007 August 6, 2007	GAC1000(ARA06G) GAC1000(ARA06)(0807)	December 5, 2007 June 18, 2007
<b>457</b>	December 31, 2007 December 31, 2007	GAC1100(457G) GAC1100(45707)	February 13, 2008 January 14, 2008
<b>MONEY MANAGER</b>	Effective November 1, 1996	GP2810(MM96)	September 18, 1996
<b>OPTIMIX</b>	Effective November 1, 1996	GP2820(OP96)	September 18, 1996
<b>ULTRAFLEX</b>	January 15, 2006	GAC1400(UF05)	October 31, 2005
<b>OPTIMIX PLUS</b>	Effective May 30, 1997	GP1832(OPPLUS97)	March 17, 1997
<b>ULTRAFLEX PLUS</b>	Effective July 1, 1998	GP1844(UFPLUS98)	May 18, 1998

## Life, Accident & Health, Annuity, Credit Transmittal Document

<b>1.</b>	<b>Prepared for the State of</b>	Arkansas					
<b>2.</b>	<b>Department Use Only</b>						
	<b>State Tracking ID</b>						
<b>3.</b>	<b>Insurer Name &amp; Address</b>	<b>Domicile</b>	<b>Insurer License Type</b>	<b>NAIC Group #</b>	<b>NAIC #</b>	<b>FEIN #</b>	<b>State #</b>
	John Hancock Life Insurance Company (U.S.A.) P.O. Box 600 Buffalo, N.Y. 14201-0600	Michigan	Life	904	65838	01-0233346	
<b>4.</b>	<b>Contact Name &amp; Address</b>	<b>Telephone #</b>	<b>Fax #</b>	<b>E-mail Address</b>			
	Attention: Vanessa Ruszczyk John Hancock Life Insurance Company (U.S.A.) P.O. Box 600 Buffalo, N.Y. 14201-0600	(416)852-8126	(416)852-7166	vanessa_ruszczyk@jhancock.com			
<b>5.</b>	<b>Requested Filing Mode</b>	<input checked="" type="checkbox"/> Review & Approval <input type="checkbox"/> File & Use <input type="checkbox"/> Informational <input type="checkbox"/> Combination (please explain): _____ <input type="checkbox"/> Other (please explain): _____					
<b>6.</b>	<b>Company Tracking Number</b>	GP1060.19, GP1068.1, GP1064.12					
<b>7.</b>	<input checked="" type="checkbox"/> <b>New Submission</b>	<input type="checkbox"/> <b>Resubmission</b>	Previous file # _____				
<b>8.</b>	<b>Market</b>	<input type="checkbox"/> Individual <input type="checkbox"/> Franchise <input type="checkbox"/> Small <input type="checkbox"/> Large <input type="checkbox"/> Small and Large <input checked="" type="checkbox"/> Employer <input type="checkbox"/> Association <input type="checkbox"/> Blanket <input type="checkbox"/> Discretionary <input type="checkbox"/> Trust <input type="checkbox"/> Other: _____					
<b>9.</b>	<b>Type of Insurance</b>	A02.1G Group Annuities – Deferred Non-Variable and Variable					
<b>10.</b>	<b>Product Coding Matrix Filing Code</b>	A02.1G.002 Group Annuities Deferred Non-Variable and Variable – Flexible Premium					
<b>11.</b>	<b>Submitted Documents</b>	<input type="checkbox"/> <b>FORMS</b> <input type="checkbox"/> Policy <input type="checkbox"/> Outline of Coverage <input type="checkbox"/> Certificate <input type="checkbox"/> Application/Enrollment <input checked="" type="checkbox"/> Rider/Endorsement <input type="checkbox"/> Advertising <input type="checkbox"/> Schedule of Benefits <input type="checkbox"/> Other  <b>Rates</b> <input type="checkbox"/> New Rate <input type="checkbox"/> Revised Rate  <input type="checkbox"/> <b>FILING OTHER THAN FORM OR RATE:</b> Please explain: _____  <b>SUPPORTING DOCUMENTATION</b> <input type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Third Party Authorization <input type="checkbox"/> Association Bylaws <input type="checkbox"/> Trust Agreements <input checked="" type="checkbox"/> Statement of Variability <input checked="" type="checkbox"/> Certifications <input checked="" type="checkbox"/> Actuarial Memorandum <input checked="" type="checkbox"/> Other _____					

12.	<b>Filing Submission Date</b>	<b>August 2008</b>	
13	<b>Filing Fee (If required)</b>	Amount <u>60.00</u>	Check Date <u>N/A</u>
		Retaliatory <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Check Number <u>N/A - EFT</u>
14.	<b>Date of Domiciliary Approval</b>	<b>N/A – Exempt in Michigan</b>	
15.	<b>Filing Description:</b>		
<p style="text-align: center;"><b>Separate Account B Rider – GP1060.19</b></p> <p style="text-align: center;"><b>Separate Account C Rider – GP1068.1</b></p> <p style="text-align: center;"><b>Separate Account F Rider – GP1064.12</b></p>			

16.	<b>Certification (If required)</b>		
<p><b>I HEREBY CERTIFY</b> that I have reviewed the applicable filing requirements for this filing, and the filing complies with all applicable statutory and regulatory provisions for the state of _____.</p>			
Print Name <u><b>Vanessa Ruszczyk</b></u>		Title <u><b>Compliance Analyst - Contracts</b></u>	
Signature <u></u>		Date: <u><b>August 16, 2008</b></u>	

<b>17.</b>	<b>Form Filing Attachment</b>	
This filing transmittal is part of company tracking number		MNLF-125593855
This filing corresponds to rate filing company tracking number		

	Document Name	Form Number		Replaced Form Number
	Description			Previous State Filing Number
01	Separate Account B Rider	GP1060.19	<input checked="" type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	GP1060.18
02	Separate Account C Rider	GP1068.1	<input checked="" type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	GP1068
03	Separate Account F Rider	GP1064.12	<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	GP1064.11
04			<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	
05			<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	
06			<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	
07			<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	
08			<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	
09			<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	
10			<input type="checkbox"/> Initial <input type="checkbox"/> Revised <input type="checkbox"/> Other _____	

LH FFA-1

18.		Rate Filing Attachment		
This filing transmittal is part of company tracking number				
This filing corresponds to form filing company tracking number				
Overall percentage rate indication (when applicable)				
Overall percentage rate impact for this filing		%		
	Document Name	Affected Form Numbers		Previous State Filing Number
	Description			
01			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
02			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
03			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
04			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
05			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
06			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
07			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
08			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
09			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	
10			<input type="checkbox"/> New <input type="checkbox"/> Revised Request +____% -____% <input type="checkbox"/> Other _____	

LH RFA-1