

SERFF Tracking Number: MNLF-127354897 State: Arkansas
Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
Company Tracking Number: MNLF-127354897
TOI: A02.1G Group Annuities - Deferred Non- Variable and Variable Sub-TOI: A02.1G.002 Flexible Premium
Product Name: Separate Account Rider- Fall 2011
Project Name/Number: /

Filing at a Glance

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

Product Name: Separate Account Rider- Fall 2011 SERFF Tr Num: MNLF-127354897 State: Arkansas

TOI: A02.1G Group Annuities - Deferred Non- Variable and Variable SERFF Status: Closed-Approved- Closed State Tr Num: 49506

Sub-TOI: A02.1G.002 Flexible Premium Co Tr Num: MNLF-127354897 State Status: Approved-Closed
Filing Type: Form Reviewer(s): Linda Bird

Authors: Nadia Petri, Vanessa

Ruszczzyk, Ashley Lambert

Date Submitted: 08/09/2011

Disposition Date: 08/15/2011
Disposition Status: Approved-Closed

Implementation Date Requested: On Approval
State Filing Description:

Implementation Date:

General Information

Project Name:

Project Number:

Requested Filing Mode: Review & Approval

Explanation for Combination/Other:

Submission Type: New Submission

Group Market Type: Employer

Filing Status Changed: 08/15/2011

State Status Changed: 08/15/2011

Created By: Vanessa Ruszczzyk

Corresponding Filing Tracking Number:

Filing Description:

Dear Sir/Madam:

Status of Filing in Domicile: Pending

Date Approved in Domicile:

Domicile Status Comments: Filed in Domicile of Michigan - Pending Approval

Market Type: Group

Group Market Size: Small

Overall Rate Impact:

Deemer Date:

Submitted By: Vanessa Ruszczzyk

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

Form: GP1060.28 – Separate Account B Rider

SERFF Tracking Number: MNLF-127354897 State: Arkansas
Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
Company Tracking Number: MNLF-127354897
TOI: A02.1G Group Annuities - Deferred Non- Sub-TOI: A02.1G.002 Flexible Premium
Variable and Variable
Product Name: Separate Account Rider- Fall 2011
Project Name/Number: /

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

Form GP1060.28 replaces and is similar to form GP1060.27 which was originally approved in its entirety on February 17, 2011.

These new Riders will replace the currently approved Riders. The changes being made in this filing are as a result of our ongoing investment line-up due diligence and for clarification purposes. 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 form effective November 7, 2011.

For your information, we have attached the Rider Use Summary, which lists the approved policy forms to which these riders may be attached. These Riders, once approved will be available to new business 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.

Your consideration of this submission is appreciated, and we look forward to receiving the Department's approval.

Company and Contact

Filing Contact Information

Vanessa Rusczyk, Contract Analyst vanessa_rusczyk@jhancock.com
200 Bloor St. E. 416-852-8126 [Phone]
ET16-A14 416-852-7166 [FAX]
Toronto, ON M4E 1E5

Filing Company Information

John Hancock Life Insurance Company CoCode: 65838 State of Domicile: Michigan
(U.S.A.)

SERFF Tracking Number: MNLF-127354897 State: Arkansas
 Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
 Company Tracking Number: MNLF-127354897
 TOI: A02.1G Group Annuities - Deferred Non- Sub-TOI: A02.1G.002 Flexible Premium
 Variable and Variable

Product Name: Separate Account Rider- Fall 2011

Project Name/Number: /

200 Bloor Street East
 Toronto, ON M4W 1E5
 (800) 333-0963 ext. [Phone]

Group Code: 904
 Group Name:
 FEIN Number: 01-0233346

Company Type: Lead Company
 State ID Number:

Filing Fees

Fee Required? Yes
 Fee Amount: \$50.00
 Retaliatory? No
 Fee Explanation: %50/rider
 Per Company: No

| COMPANY | AMOUNT | DATE PROCESSED | TRANSACTION # |
|---|---------|----------------|---------------|
| John Hancock Life Insurance Company (U.S.A.) | \$50.00 | 08/09/2011 | 50481137 |

SERFF Tracking Number: MNLF-127354897 State: Arkansas
Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
Company Tracking Number: MNLF-127354897
TOI: A02.1G Group Annuities - Deferred Non- Sub-TOI: A02.1G.002 Flexible Premium
Variable and Variable
Product Name: Separate Account Rider- Fall 2011
Project Name/Number: /

Correspondence Summary

Dispositions

| Status | Created By | Created On | Date Submitted |
|---------------------|------------|------------|----------------|
| Approved- Closed | Linda Bird | 08/15/2011 | 08/15/2011 |

SERFF Tracking Number: MNL-127354897 State: Arkansas
Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
Company Tracking Number: MNL-127354897
TOI: A02.1G Group Annuities - Deferred Non- Sub-TOI: A02.1G.002 Flexible Premium
Variable and Variable
Product Name: Separate Account Rider- Fall 2011
Project Name/Number: /

Disposition

Disposition Date: 08/15/2011

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: MNLF-127354897 State: Arkansas
 Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
 Company Tracking Number: MNLF-127354897
 TOI: A02.1G Group Annuities - Deferred Non- Variable and Variable Sub-TOI: A02.1G.002 Flexible Premium
 Product Name: Separate Account Rider- Fall 2011
 Project Name/Number: /

| Schedule | Schedule Item | Schedule Item Status | Public Access |
|---------------------|--------------------------------|----------------------|---------------|
| Supporting Document | Flesch Certification | No | No |
| Supporting Document | Application | No | No |
| Supporting Document | Life & Annuity - Acturial Memo | No | No |
| Supporting Document | Memo of Variable Material | Yes | Yes |
| Form | Separate Account Rider B | Yes | Yes |

SERFF Tracking Number: MNLF-127354897 State: Arkansas
 Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
 Company Tracking Number: MNLF-127354897
 TOI: A02.1G Group Annuities - Deferred Non- Variable and Variable Sub-TOI: A02.1G.002 Flexible Premium
 Product Name: Separate Account Rider- Fall 2011
 Project Name/Number: /

Form Schedule

Lead Form Number: GP1060.28

| Schedule Item Status | Form Number | Form Type | Form Name | Action | Action Specific Data | Readability | Attachment |
|----------------------|-------------|---------------------------------------|--------------------------|---------|----------------------|-------------|--|
| | GP1060.28 | Policy/Contract/Fraternal Certificate | Separate Account Rider B | Initial | | 0.000 | JHUSA - Separate Account Rider B - GP1060.28.pdf |

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

SEPARATE ACCOUNT B RIDER

This Separate Account Rider will be attached to and made part of the Contract and all documents specified under the definition of Contract will form the entire Contract.

The Sub-accounts available under this Separate Account are described below. The Company may substitute shares of another mutual fund, trust or portfolio thereof with similar investment objectives for each Sub-account, subject to Section 4, Notice of Change.

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 has 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 (“AMC”), sales and service fee (if applicable), plus the charges and fees of any underlying mutual fund, trust or portfolio (“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, trust, portfolio 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 administrative maintenance charge for each Sub-account outlined in this Separate Account Rider, sales and service fees (if applicable) 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.

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

SEPARATE ACCOUNT B RIDER (Cont'd)

We may change the actual administrative maintenance charge at any time subject to Section 4, Notice of Change. In addition, in the event of any change in the underlying fund expense ratio by the underlying mutual fund, trust or portfolio, the expense ratio for each kind of unit of the Sub-account will be automatically adjusted to reflect the same extent of such change.

ADMINISTRATIVE MAINTENANCE CHARGE AND REVENUE SHARING

For all Sub-accounts that are advised or sub-advised exclusively by a mutual fund, trust or portfolio unaffiliated with the Company, we receive revenue equal to [0.50%] of your Contract assets invested in each Sub-account. This revenue comes from two sources:

- 1) an Annual Maintenance Charge (AMC), and
- 2) fees (referred to as "revenue sharing") paid by the underlying mutual fund, trust or other fund related source to us for recordkeeping and other services provided to you by the Company.

The AMC is a direct administrative charge made by us against the entire Sub-account, if applicable. This charge, together with revenue sharing and all the other charges under the Contract, constitute the Company's compensation for all the administrative and recordkeeping services it provides in connection with the Contract, as described in the Service Schedule. The fund expense ratio is a charge for the underlying mutual fund, trust, or portfolio and is determined by the underlying fund, trust, or portfolio and reported in their annual reports, prospectuses or trust documents.

The amount of revenue sharing received by the Company varies from fund to fund, and can come from the fund or trust's Rule 12(b)-1 fees, sub-transfer agency fees, other fund fees, or fees from other fund-related sources. The Company uses all revenue sharing received to reduce the AMC for the Sub-account. If we do not receive any revenue sharing from an unaffiliated underlying mutual fund, trust, or portfolio, the AMC for the Sub-account is [0.50%].

For Sub-accounts advised and sub-advised exclusively by the Company's affiliates, the total fees received by the Company and its affiliates may be higher than those advised or sub-advised exclusively by unaffiliated mutual fund companies. These fees are derived from the mutual fund's, trust's or portfolio's Rule 12(b)-1, sub-transfer agency, investment management, AMC or other fees, and may vary from Sub-account to Sub-account. Except for the Retirement Living, Retirement Choices, Lifestyle, Select Asset Allocation and Select Core Sub-accounts, the Company uses the revenue received from 12(b)-1, sub-transfer agency and investment management fees to determine the AMC for the Sub-account, such that the sum of the 12(b)-1, sub-transfer agency, investment management fees and AMC received by us equals [0.55%]. For the Retirement Living, Retirement Choices, Lifestyle, Select Asset Allocation and Select Core Sub-accounts, the AMC received by us equals [0.20%].

SALES AND SERVICE FEE

The sales and service fee represents the charges for compensation that a plan service provider (other than the Company) may receive for services provided to the Plan, as negotiated between the Plan and such service provider. The sales and service fee may also include an asset-based fee for services provided by John Hancock. The sales and service fee will not exceed 1.00% of the Market Value of each Sub-account calculated as an annual rate, applied daily.

[FIDELITY ADVISOR GOLD FUND

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

- The Fund seeks capital appreciation by primarily investing in companies engaged in exploration, mining, processing, or dealing in gold, or to a lesser degree, in silver, platinum, diamonds, or other precious metals and minerals. The Fund may also invest up to 25% of assets in physical gold and other precious metals.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[NATURAL RESOURCES FUND

Contributions to the Natural Resources Fund will be invested solely in shares of the John Hancock Funds II - Natural Resources Fund (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[DFA EMERGING MARKETS VALUE FUND

Contributions to the DFA Emerging Markets Value Fund will be invested solely in shares of the DFA Emerging Markets Value Fund, a portfolio managed by Dimensional Fund Advisors, Inc. (DFA).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[ROYCE OPPORTUNITY FUND

Contributions to Royce Opportunity Fund will be invested solely in the shares of the Royce Opportunity Fund (Class Investment), a portfolio managed by Royce & Associates, LLC.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), a portfolio managed by Franklin Templeton.

- 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 capitalizations or annual revenues of \$4 billion or less ("small company securities").

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class T), a portfolio managed by Fidelity Management & Research Company (Fidelity).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[INTERNATIONAL OPPORTUNITIES FUND

Contributions to the International Opportunities Fund will be invested solely in shares of the John Hancock Funds II - International Opportunities Fund (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[OPPENHEIMER DEVELOPING MARKETS FUND

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

- 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.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PIMCO COMMODITY REAL RETURN STRATEGY FUND

Contributions to the PIMCO Commodity Real Return Strategy Fund will be invested solely in shares of the PIMCO Commodity Real Return Strategy Fund[®] (Administrative Class), a portfolio managed by Pacific Investment Management Company (PIMCO).

- The Fund seeks maximum total return, consistent with preservation of capital and prudent investment management. The Fund seeks to achieve its investment objective by investing under normal circumstances in commodity linked derivative instruments backed by a portfolio of inflation-indexed securities and other Fixed Income Instruments.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[ENERGY FUND

Contributions to the Energy Fund will be invested solely in shares of the Vanguard Energy Fund (Class Investor), a portfolio managed by Vanguard Group, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[DODGE & COX INTERNATIONAL STOCK FUND

Contributions to the Dodge & Cox International Stock Fund will be invested solely in shares of the Dodge & Cox International Stock Fund, a portfolio managed by Dodge & Cox Funds.

- The Fund seeks long-term growth of principal and income. The Fund invests primarily in a diversified portfolio of equity securities issued by medium to large non-U.S. companies from at least three different foreign countries, including emerging markets. Under normal circumstances, the Fund will invest at least 80% of its total assets in common stocks, preferred stocks, securities convertible into common stocks, and securities that carry the right to buy common stocks of non-U.S. companies.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[KEELEY SMALL CAP VALUE FUND

Contributions to the Keeley Small Cap Value Fund will be invested solely in shares of the Keeley Small Cap Value Fund (Class A), a portfolio managed by Keeley Asset Management Corp.

- The Fund seeks long-term capital appreciation.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[DFA INTERNATIONAL VALUE FUND

Contributions to the DFA International Value Fund will be invested solely in shares of the DFA International Value Fund, a portfolio managed by Dimensional Fund Advisors, Inc. (DFA).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[SSgA MID CAP GROWTH INDEX FUND

Contributions to the SSgA Mid Cap Growth Index Fund will be invested solely in shares of the John Hancock Funds II - Mid Cap Growth Index Fund (Class 1), a portfolio managed by SSgA Funds Management, Inc.

- Seeks to approximate the aggregate total return of a mid cap U.S. domestic equity market index. Under normal market conditions, the fund invests at least 80% of its net assets (plus any borrowings for investment purposes) at the time of investment in (a) the common stocks that are included in the MSCI U.S. Mid Growth Index and (b) securities (which may or may not be included in the MSCI U.S. Mid Growth Index) that the subadviser believes as a group will behave in a manner similar to the index.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[INTERNATIONAL VALUE FUND

Contributions to the International Value Fund will be invested solely in shares of the John Hancock Funds II - International Value Fund (Class 1), a portfolio managed by Franklin Templeton.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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, a portfolio managed by Dimensional Fund Advisors, Inc. (DFA).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), a portfolio managed by Wellington Management Company, LLP.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class Z), a portfolio managed by Columbia Management Investment Advisers, LLC.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class Advisor), a portfolio managed by T. Rowe Price Associates, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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, a portfolio managed by Dimensional Fund Advisors, Inc. (DFA).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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), a portfolio managed by Vanguard Group, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[INTERNATIONAL EQUITY INDEX FUND*

Contributions to the International Equity Index Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - International Equity Index Trust A (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[INTERNATIONAL CORE FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[SMALLCAP WORLD FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[NEW WORLD FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[SCIENCE & TECHNOLOGY FUND

Contributions to the Science & Technology Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Science & Technology Trust (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[FINANCIAL SERVICES FUND

Contributions to the Financial Services Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Financial Services Trust (Class 1), a portfolio managed by Davis Selected Advisers, LP (Davis Advisors).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[SMALL CAP INDEX FUND*

Contributions to the Small Cap Index Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Small Cap Index Trust, a portfolio managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[AMERICAN CENTURY HERITAGE FUND

Contributions to the American Century Heritage Fund will be invested solely in shares of the American Century Heritage Fund (Class Investor), a portfolio managed by American Century Investment Management, Inc.

- 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. The objective of the managers is to build a portfolio with mid cap growth characteristics comprised of stocks delivering the best combination of acceleration and market leadership. Management looks for companies that have shown accelerating growth in sales or earnings. They believe this accelerating growth leads to upward earnings estimate revisions and expanding price-earnings multiples. Companies showing accelerating earnings are prioritized according to their share price action and will lead to more fundamental research by the analysts to find an identifiable catalyst expected to drive continued growth.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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), a portfolio managed by Grantham, Mayo, Van Otterloo & Co. LLC (GMO).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[EXPLORER FUND

Contributions to the Explorer Fund will be invested solely in the shares of the Vanguard Explorer Fund (Class Investor), a portfolio managed by Vanguard Group, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[SMALL CAP GROWTH FUND

Contributions to the Small Cap Growth Fund will be invested solely in shares of the John Hancock Variable Insurance Trust – Small Cap Growth Trust (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[INVESCO SMALL CAP GROWTH FUND

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

- The Invesco 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[OPPENHEIMER INTERNATIONAL GROWTH FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[EUROPACIFIC GROWTH FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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), a portfolio managed by Franklin Templeton.

- The Franklin Small-Mid Cap Growth Fund seeks long-term growth of capital. Under normal market conditions, the Fund will invest at least 80% 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 Mid Cap Growth Index; whichever is greater at the time of purchase.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PRUDENTIAL JENNISON 20/20 FOCUS FUND

Contributions to the Prudential Jennison 20/20 Focus Fund will be invested solely in shares of the Prudential Jennison 20/20 Focus Fund (Class Z), a portfolio managed by Jennison Associates LLC.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[LEGG MASON CLEARBRIDGE AGGRESSIVE GROWTH FUND

Contributions to the Legg Mason ClearBridge Aggressive Growth Fund will be invested solely in shares of the Legg Mason ClearBridge Aggressive Growth Fund (Class I), a portfolio managed by Legg Mason Partners Investment Funds, Inc.

- The Legg Mason ClearBridge 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[TURNER LARGE GROWTH FUND

Contributions to the Turner Large Growth Fund will be invested solely in shares of the Turner Large Growth Fund (Class Investor), a portfolio managed by Turner Investment Partners.

- The Fund seeks long-term capital appreciation.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[THORNBURG INTERNATIONAL VALUE FUND

Contributions to the Thornburg International Value Fund will be invested solely in shares of the Thornburg International Value Fund (Class R4), a portfolio managed by Thornburg Investment Management, Inc.

- The Fund seeks long-term capital appreciation by investing in equity and debt securities of all types. This goal is a fundamental policy of the Fund and may be changed only with shareholder approval. The secondary, non-fundamental goal of the Fund is to seek some current income.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), a portfolio managed by T. Rowe Price Associates, Inc.

- The T. Rowe Price Health Sciences Fund seeks long-term capital appreciation. The fund will normally invest at least 80% 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), a portfolio managed by Dimensional Fund Advisors, Inc. (DFA) & Invesco Advisers, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[SSgA MID CAP VALUE INDEX FUND

Contributions to the SSgA Mid Cap Value Index Fund will be invested solely in shares of the John Hancock Funds II - Mid Cap Value Index Fund (Class 1), a portfolio managed by SSgA Funds Management, Inc.

- Seeks to approximate the aggregate total return of a mid cap U.S. domestic equity market index. Under normal market conditions, the fund invests at least 80% of its net assets (plus any borrowings for investment purposes) at the time of investment in (a) the common stocks that are included in the MSCI U.S. Mid Value Index and (b) securities (which may or may not be included in the MSCI U.S. Mid Value Index) that the subadviser believes as a group will behave in a manner similar to the index.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[ASTON/FAIRPOINTE MID CAP FUND

Contributions to the Aston/[Fairpointe](#) Mid Cap Fund will be invested solely in shares of the Aston/[Fairpointe](#) Mid Cap Fund (Class N), a portfolio managed by [Fairpointe Capital](#), LLC.

- The Fund seeks long-term total return through capital appreciation by investing primarily in common and preferred stocks and convertible securities. Under normal conditions, the Fund invests at least 80% of its assets in mid-cap stocks of companies with an improving revenue and earnings growth outlook. The subadviser defines a mid-cap company as one having a market capitalization of between \$1 and \$12 billion at the time of acquisition. The portfolio manager selects approximately 40 stocks based on bottom-up fundamental analysis.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class Investor), a portfolio managed by Vanguard Group, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[ROYCE PENNSYLVANIA MUTUAL FUND

Contributions to the Royce Pennsylvania Mutual Fund will be invested solely in shares of the Royce Pennsylvania Mutual Fund (Investment Class), a portfolio managed by Royce & Associates, LLC.

- The Fund seeks long-term growth of capital by investing primarily in small-cap and micro-cap companies, those with market capitalizations up to \$2.5 billion, using a disciplined value approach. Royce believes that investors in the Fund should have a long-term investment horizon of at least three years.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[COLUMBIA MID CAP VALUE OPPORTUNITY FUND

Contributions to the Columbia Mid Cap Value Opportunity Fund will be invested solely in shares of the Columbia Mid Cap Value Opportunity Fund (Class Z), a portfolio managed by Columbia Management Investment Advisers, LLC.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[SMALL CAP VALUE FUND

Contributions to the Small Cap Value Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Small Cap Value Trust (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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), a portfolio managed by Franklin Templeton.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[VALUE FUND

Contributions to the Value Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Value Trust (Class 1), a portfolio managed by Invesco Advisers, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[MID CAP INDEX FUND*

Contributions to the Mid Cap Index Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Mid Cap Index Trust (Class 1), a portfolio managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class Advisor), a portfolio managed by T. Rowe Price Associates, Inc.

- 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 80% 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[OPPENHEIMER GLOBAL FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[LORD ABBETT VALUE OPPORTUNITIES FUND

Contributions to the Lord Abnett Value Opportunities Fund will be invested solely in shares of the Lord Abnett Value Opportunities Fund (Class A), a portfolio managed by Lord, Abnett & Co. LLC.

- The Fund's investment objective is long-term capital appreciation. To pursue its objective, the Fund normally invests at least 65% of its net assets in equity securities of small and mid-sized companies. The remainder of the Fund's assets may be invested in companies of all capitalization ranges. In selecting investments, the Fund attempts to invest in companies the portfolio manager believes have been undervalued by the market and are selling at reasonable prices. The Fund seeks to identify companies that have the strongest fundamentals relative to valuations and looks for positive factors that the Fund believes are likely to improve the value of the company's stock price.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

FUNDAMENTAL ALL CAP CORE FUND

Contributions to the Fundamental All Cap Core Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Fundamental All Cap Core Trust (Class 1), a portfolio managed by John Hancock Asset Management.

- The Fundamental All Cap Core 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

MID VALUE FUND

Contributions to the Mid Value Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Mid Value Trust (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

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 FundSM (Class R5), a portfolio managed by American Funds Group.

- The Capital World Growth and Income FundSM 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

CAPITAL APPRECIATION FUND

Contributions to the Capital Appreciation Fund will be invested solely in shares of the John Hancock Funds II - Capital Appreciation Fund (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[TEMPLETON WORLD FUND

Contributions to the Templeton World Fund will be invested solely in shares of the Templeton World Fund (Class A), a portfolio managed by Franklin Templeton.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[DOMINI SOCIAL EQUITY FUND

Contributions to the Domini Social Equity Fund will be invested solely in shares of the Domini Social Equity Fund (Class Institutional), a portfolio managed by Domini Social Investments & Wellington Management.

- The 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[ALL CAP CORE FUND

Contributions to the All Cap Core Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - All Cap Core Trust (Class 1), a portfolio managed by QS Investors, LLC.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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), a portfolio managed by Rainier Investment Management, Inc.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), 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 as defined by the Russell 1000 Index. This range varies daily. 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[JP MORGAN MID CAP VALUE FUND

Contributions to the JP Morgan Mid Cap Value Fund will be invested solely in shares of the JP Morgan Mid Cap Value Fund (Class Institutional), a portfolio managed by J.P. Morgan Investment Management Inc.

- The investment objective of the Fund is to seek capital appreciation by investing in equity securities that are believed to be undervalued and therefore represent an investment value. The portfolio will typically consist of approximately 80-100 stocks.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[NEW PERSPECTIVE FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PRUDENTIAL JENNISON MID CAP GROWTH FUND

Contributions to the Prudential Jennison Mid Cap Growth Fund will be invested solely in shares of the Prudential Jennison Mid Cap Growth Fund (Class Z), a portfolio managed by Jennison Associates LLC.

- The Fund's investment objective is long-term capital appreciation. This means we seek investments whose prices will increase over several years. While we make every effort to achieve our objective, we can't guarantee success. In pursuing our objective, we normally invest at least 80% of the Fund's investable assets in equity and equity-related securities of medium-sized companies with the potential for above-average growth.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[FUNDAMENTAL INVESTORS

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

- Fundamental InvestorsSM 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[UTILITIES FUND

Contributions to the Utilities Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Utilities Trust (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[MFS UTILITIES FUND

Contributions to the MFS Utilities Fund will be invested solely in shares of the MFS Utilities Fund (Class R3), a portfolio managed by MFS Investment Management.

- 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 80% 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[TOTAL STOCK MARKET INDEX FUND*

Contributions to the Total Stock Market Index Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Total Stock Market Index Trust (Class 1), a portfolio managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[VICTORY DIVERSIFIED STOCK FUND

Contributions to the Victory Diversified Stock Fund will be invested solely in shares of Victory Diversified Stock Fund (Class A), a portfolio managed by Victory Capital Management.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[JOHN HANCOCK DISCIPLINED VALUE FUND

Contributions to the John Hancock Disciplined Value Fund will be invested solely in shares of John Hancock Funds III-John Hancock Disciplined Value Fund (Class R5), a portfolio managed by Robeco Investment Management, Inc.

- The fund seeks to provide long-term growth of capital primarily through investment in equity securities. Current income is a secondary objective. The fund pursues its objective by investing, under normal circumstances, at least 80% of its net assets in a diversified portfolio consisting primarily of equity securities, such as common stocks, of issuers with a market capitalization of \$1 billion or greater and identified by the subadviser as having value characteristics. In seeking this investment objective, the subadviser examines various factors in determining the value characteristics of such issuers in the context of the issuer's operating and financial fundamentals. The subadviser selects securities for the fund based on a continuous study of trends in industries and companies, earnings power and growth and other investment criteria.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[GROWTH INDEX FUND

Contributions to the Growth Index Fund will be invested solely in shares of the Vanguard Growth Index Fund (Class Signal), a portfolio managed by Vanguard Group, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[THE GROWTH FUND OF AMERICA

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class A), a portfolio managed by Eaton Vance Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[FIDELITY CONTRA FUND

Contributions to the Fidelity Contra Fund will be invested solely in shares of the Fidelity Contrafund, a portfolio managed by Fidelity Management & Research Company (Fidelity).

- 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.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[FIDELITY ADVISOR NEW INSIGHTS FUND

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

- The Fund seeks capital appreciation.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[MASSACHUSETTS INVESTORS FUND

Contributions to the Massachusetts Investors Fund will be invested solely in shares of the Massachusetts Investors Trust (Class R3), a portfolio managed by MFS Investment Management.

- The Fund's investment objective is to seek capital appreciation. Investments are selected primarily based on fundamental analysis of issuers and their potential in light of their current financial condition and industry position, and market, economic, political, and regulatory conditions.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[LARGE CAP FUND

Contributions to the Large Cap Fund will be invested solely in shares of the John Hancock Funds II - Large Cap Fund (Class 1), a portfolio managed by UBS Global Asset Management (UBS Global AM) 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[DODGE & COX STOCK FUND

Contributions to the Dodge & Cox Stock Fund will be invested solely in shares of the Dodge & Cox Stock Fund, a portfolio managed by Dodge & Cox Funds.

- The Fund seeks long-term growth of principal and income. A secondary objective is to achieve a reasonable current income. The Fund invests primarily in a diversified portfolio of common stocks. Under normal circumstances, the Fund will invest at least 80% of its total assets in common stocks, including those securities of foreign issuers included in the S&P 500.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[EQUITY INCOME FUND

Contributions to the Equity Income Fund will be invested solely in shares of the John Hancock Funds II - Equity Income Fund (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[FUNDAMENTAL LARGE CAP VALUE FUND

Contributions to the Fundamental Large Cap Value Fund will be invested solely in shares of the John Hancock Variable Insurance Trust – Fundamental Large Cap Value Trust (Class 1), a portfolio managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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), a portfolio managed by Davis Advisors.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class Advisor), a portfolio managed by T. Rowe Price Associates, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[COLUMBIA EQUITY VALUE FUND

Contributions to the Columbia Equity Value Fund will be invested solely in shares of the Columbia Equity Value Fund (Class A), a portfolio managed by Columbia Management Investment Advisers, LLC.

- The Fund seeks growth of capital and income.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[VALUE INDEX FUND

Contributions to the Value Index Fund will be invested solely in shares of the Vanguard Value Index Fund (Class Signal), a portfolio managed by Vanguard Group, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[BLACKROCK BASIC VALUE FUND

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

- The investment objective of the Fund is to seek capital appreciation and, secondarily, income by investing in securities, primarily equity securities, that management of the Fund believes are undervalued and therefore represent basic investment value. The Fund invests primarily in equity securities that Fund management believes are undervalued, which means that their prices are less than Fund management believes they are worth. Equity securities primarily consist of common stock, preferred stock, securities convertible into common stock, or securities or other instruments whose price is linked to the value of common stock. Fund management places particular emphasis on companies with below average price/earnings ratios that may pay above average dividends. The Fund invests primarily in common stock of U.S. companies. The Fund focuses on companies with market capitalizations of over \$5 billion.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

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

[500 INDEX FUND*

Contributions to the 500 Index Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - 500 Index Trust (Class 1), a portfolio managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[MUTUAL BEACON FUND

Contributions to the Mutual Beacon Fund will be invested solely in shares of the Mutual Beacon Fund (Class Z), a portfolio managed by Franklin Templeton.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 Advisor), a portfolio managed by Franklin Templeton.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[WASHINGTON MUTUAL INVESTORS FUND

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

- The Washington Mutual Investors FundSM 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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), a portfolio managed by American Funds Group.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PARNASSUS EQUITY INCOME FUND

Contributions to the Parnassus Equity Income Fund will be invested solely in shares of the Parnassus Equity Income Fund (Class Institutional), a portfolio managed by Parnassus Investments.

- The Fund seeks long-term capital appreciation and current income. The Fund mainly invests in securities that pay interest or dividends. The Fund also targets companies that are committed to corporate responsibility by evaluating companies' workplaces, environmental policies, product quality, corporate governance and community relations.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[IVY ASSET STRATEGY FUND

Contributions to the Ivy Asset Strategy Fund will be invested solely in shares of the Ivy Asset Strategy Fund (Class A), a portfolio managed by Ivy Investment Management Company.

- The Fund seeks to provide high total return over the long term by allocating its assets primarily among stocks, bonds, and short-term instruments of issuers located around the world. The Fund may exercise a flexible strategy in the selection of securities, and the Fund is not required to allocate its investments among stocks and bonds in any fixed proportion, nor is it limited by investment style or by the issuer's location, size, market capitalization or industry sector. The Fund may have none, some or all of its assets invested in each asset class in relative proportions that change over time based upon market and economic conditions.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[T. ROWE PRICE CAPITAL APPRECIATION FUND

Contributions to the T. Rowe Price Capital Appreciation Fund will be invested solely in shares of the T. Rowe Price Capital Appreciation Fund, a portfolio managed by T. Rowe Price Associates, Inc.

- The fund seeks long-term capital appreciation by investing primarily in common stocks. It may also hold fixed-income and other securities to help preserve principal value. The fund will invest primarily in the common stocks of established U.S. companies management believes to have above-average potential for capital growth. Common stocks typically constitute at least half of total assets. The remaining assets are generally invested in other securities, including convertible securities, corporate and government debt, foreign securities, futures, and options, in keeping with the fund's objective.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[CAPITAL INCOME BUILDER

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PAX WORLD BALANCED FUND

Contributions to the Pax World Balanced Fund will be invested solely in shares of the Pax World Balanced Fund, a portfolio managed by Pax World Management Corp.

- The Fund's primary investment objective is to seek income and conservation of principal. As a secondary investment objective, the Fund seeks long-term growth of capital. The Fund follows a Sustainable Investing approach, combining rigorous financial analysis with equally rigorous environmental, social, and governance (ESG) analysis in order to identify investments. Under normal market conditions, the Fund expects to invest approximately 60% of its assets in equity securities (such as common stocks, preferred stocks and securities convertible into common or preferred stocks) and 40% of its assets in debt securities (including but not limited to debt securities convertible into equity securities).

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[THE INCOME FUND OF AMERICA

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[CORE GLOBAL DIVERSIFICATION PORTFOLIO

Contributions to the Core Global Diversification Portfolio will be invested solely in shares of John Hancock Funds II - Core Global Diversification Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek long-term growth of capital by investing approximately 65% of the portfolio's assets in equity securities and approximately 35% of the portfolio's assets in fixed income securities.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[AMERICAN BALANCED FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[BLACKROCK GLOBAL ALLOCATION FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PIMCO ALL ASSET FUND

Contributions to the PIMCO All Asset Fund will be invested solely in the shares of the PIMCO All Asset Fund (Class Administrative), a portfolio managed by Pacific Investment Management Company (PIMCO).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[MUTUAL GLOBAL DISCOVERY FUND

Contributions to the Mutual Global Discovery Fund will be invested solely in shares of the Mutual Global Discovery Fund (Class Z), a portfolio managed by Franklin Templeton.

- The Mutual Global 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[CORE DIVERSIFIED GROWTH & INCOME PORTFOLIO

Contributions to the Core Diversified Growth & Income Portfolio will be invested solely in shares of the John Hancock Funds II – Core Diversified Growth & Income Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek long term growth of capital and income by investing approximately 75% of the portfolio's assets in equity securities and approximately 25% of the portfolio's assets in fixed income securities.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[CORE FUNDAMENTAL HOLDINGS PORTFOLIO

Contributions to the Core Fundamental Holdings Portfolio will be invested solely in shares of John Hancock Funds II - Core Fundamental Holdings Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek long-term growth of capital by investing approximately 60% of the portfolio's assets in equity securities and approximately 40% of the portfolio's assets in fixed income securities.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[MANAGERS AMG FQ GLOBAL ALTERNATIVES FUND

Contributions to the Managers AMG FQ Global Alternatives Fund will be invested solely in shares of the Managers AMG FQ Global Alternatives Fund (Class A), a portfolio managed by Managers Investment Group, LLC.

- The Fund seeks to achieve total return from investments in the global equity, fixed income, and currency markets, independent of market direction. The Fund attempts to generate returns through risk-controlled exposure to long and short positions in the global equity, bond, and currency markets. The Fund may achieve long and short exposure to global equity, bond, and currency markets through a wide range of derivative instruments and direct investments. The Fund typically will make extensive use of derivative instruments, including futures contracts on global equity and fixed income securities and security indices, options on futures contracts, securities and security indices, swap contracts, and forward contracts. There are no limits on the amount of Fund assets that may be allocated to any one of the equity, bond, and currency asset classes.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[HIGH YIELD FUND

Contributions to the High Yield Fund will be invested solely in shares of the John Hancock Funds II - High Yield Fund (Class 1), a portfolio managed by Western Asset Management Co (WAMCO).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[AMERICAN HIGH-INCOME FUND

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

- American High-Income TrustSM 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[FEDERATED INSTITUTIONAL HIGH YIELD BOND FUND

Contributions to the Federated Institutional High Yield Bond Fund will be invested solely in shares of the Federated Institutional High Yield Bond Fund (Class Institutional), a portfolio managed by Federated Investment Management Company.

- The Fund's investment objective is to seek high current income. The Fund pursues its investment objective by investing primarily in a diversified portfolio of high yield corporate bonds (also known as “junk bonds”), including debt securities issued by U.S. or foreign businesses (including emerging markets). The Fund's investment adviser (Adviser) selects securities that it believes have attractive risk-return characteristics. The Adviser's securities selection process includes an analysis of the issuer's financial condition, business and product strength, competitive position and management expertise. The Adviser does not limit the Fund's investments to securities of a particular maturity range.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

FLOATING RATE INCOME FUND

Contributions to the Floating Rate Income Fund will be invested solely in shares of the John Hancock Funds II - Floating Rate Income Fund (Class 1), a portfolio managed by Western Asset Management Company (WAMCO).

- The Fund seeks a high level of current income. Under normal circumstances, the Fund will invest at least 80% of its net assets in floating rate loans, which often include debt securities of domestic and foreign issuers that are rated below investment grade (rated below Baa by a nationally recognized statistical rating organization such as Moody's Investor Services ("Moody's") or BBB by Standard & Poor's ("S&P")), at the time of purchase, or are of comparable quality, as determined by the subadviser, and other floating rate securities.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.

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

[GLOBAL BOND FUND

Contributions to the Global Bond Fund will be invested solely in shares of the John Hancock Funds II - Global Bond Fund (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PIMCO GLOBAL BOND FUND

Contributions to the PIMCO Global Bond Fund will be invested solely in shares of the PIMCO Global Bond Fund (Unhedged) (Class Administrative), a portfolio managed by Pacific Investment Management Company (PIMCO).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[OPPENHEIMER INTERNATIONAL BOND FUND

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

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[DFA INFLATION-PROTECTED SECURITIES FUND

Contributions to the DFA Inflation-Protected Securities Fund will be invested solely in shares of the DFA Inflation-Protected Securities Portfolio (Class Institutional), a portfolio managed by Dimensional Fund Advisors, Inc. (DFA).

- The investment objective of the Portfolio is to provide inflation protection and earn current income consistent with inflation-protected securities. The Portfolio seeks its investment objective by investing in a universe of inflation protected securities that are structured to provide returns that at least keep up with the rate of inflation over the long-term. Ordinarily, the Portfolio will invest at least 80% of its net assets in inflation-protected securities issued by the U.S. government and its agencies and instrumentalities. Generally, the Portfolio will purchase securities with maturities of between five and twenty years. The Portfolio will not shift the maturity of its investments in anticipation of interest rate movements and ordinarily will have an average weighted maturity, based upon market values, of between three and twelve years.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PIMCO REAL RETURN FUND

Contributions to the PIMCO Real Return Fund will be invested solely in shares of the PIMCO Real Return Fund (Class Administrative), a portfolio managed by Pacific Investment Management Company (PIMCO).

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[TEMPLETON GLOBAL BOND FUND

Contributions to the Templeton Global Bond Fund will be invested solely in shares of the Templeton Global Bond Fund (Class A), a portfolio managed by Franklin Templeton.

- The Fund's investment goal is current income with capital appreciation and growth of income. Under normal market conditions, the Fund invests at least 80% of its net assets in "bonds." Bonds include debt securities of any maturity, such as bonds, notes, bills and debentures. In addition, the Fund's assets will be invested in issuers located in at least three countries (including the U.S.).

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[CAPITAL WORLD BOND FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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, a portfolio managed by T. Rowe Price Associates, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[STRATEGIC INCOME OPPORTUNITIES FUND

Contributions to the Strategic Income Opportunities Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Strategic Income Opportunities Trust (Class 1), a portfolio managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[ACTIVE BOND FUND

Contributions to the Active Bond Fund will be invested solely in shares of the John Hancock Funds II - Active Bond Fund (Class 1), a portfolio managed by Declaration Management & Research LLC/ John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[THE BOND FUND OF AMERICA

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

- The Bond Fund of AmericaSM 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[TOTAL RETURN FUND

Contributions to the Total Return Fund will be invested solely in shares of the John Hancock Funds II - Total Return Fund (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[CORE BOND FUND

Contributions to the Core Bond Fund will be invested solely in shares of the John Hancock Funds II - Core Bond Fund (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[PIMCO TOTAL RETURN FUND

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

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[TOTAL BOND MARKET FUND

Contributions to the Total Bond Market Fund will be invested solely in shares of the John Hancock Variable Insurance Trust – Total Bond Market Trust (Class 1), 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 FundSM (Class R5), a portfolio managed by American Funds Group.

- The U.S. Government Securities FundSM 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[T. ROWE PRICE SHORT TERM BOND FUND

Contributions to the T. Rowe Price Short Term Bond Fund will be invested solely in shares of the T. Rowe Price Short Term Bond Fund, a portfolio managed by T. Rowe Price Associates, Inc.

- The fund seeks a high level of income consistent with minimal fluctuation in principal value and liquidity. The fund will invest in a diversified portfolio of short and intermediate-term investment-grade corporate, government, and mortgage-backed securities. The fund may also invest in money market securities, bank obligations, collateralized mortgage obligations, and foreign securities. Normally, the fund will invest at least 80% of its net assets in bonds. The fund's average effective maturity will not exceed three years. The fund will only purchase securities that are rated within the four highest credit categories (AAA, AA, A, BBB, or equivalent) by at least one nationally recognized credit rating agency or, if unrated, deemed to be of comparable quality by T. Rowe Price.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

If a Stable Value Fund Sub-account is selected as an investment option by the Contractholder, the T. Rowe Price Short Term Bond 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 (Class Investor), a portfolio managed by Vanguard Group, Inc.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.

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.]

[MONEY MARKET FUND

Contributions to the Money Market Fund will be invested solely in shares of the John Hancock Variable Insurance Trust - Money Market Trust (Class 1), a portfolio managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.

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, a trust managed by John Hancock Life Insurance Company (U.S.A.).

- The John Hancock Stable Value Trust 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.

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

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

being added by the Plan to determine that it is not a competing investment option as defined in the Contract.]

[RETIREMENT LIVING AT 2050

Contributions to the Retirement Living at 2050 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2050 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Total return, commonly understood as the combination of income and capital appreciation, includes interest, capital gains, dividends and distributions realized over a given period of time.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2045

Contributions to the Retirement Living at 2045 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2045 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2040

Contributions to the Retirement Living at 2040 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2040 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2035

Contributions to the Retirement Living at 2035 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2035 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2030

Contributions to the Retirement Living at 2030 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2030 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2025

Contributions to the Retirement Living at 2025 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2025 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2020

Contributions to the Retirement Living at 2020 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2020 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2015

Contributions to the Retirement Living at 2015 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2015 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT LIVING AT 2010

Contributions to the Retirement Living at 2010 will be invested solely in shares of the John Hancock Funds II – Lifecycle 2010 Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2050

Contributions to the Retirement Choices at 2050 will be invested solely in shares of the John Hancock Funds II – Retirement 2050 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Total return, commonly understood as the combination of income and capital appreciation, includes interest, capital gains, dividends and distributions realized over a given period of time.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2045

Contributions to the Retirement Choices at 2045 will be invested solely in shares of the John Hancock Funds II – Retirement 2045 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2045.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2040

Contributions to the Retirement Choices at 2040 will be invested solely in shares of the John Hancock Funds II – Retirement 2040 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2040.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2035

Contributions to the Retirement Choices at 2035 will be invested solely in shares of the John Hancock Funds II – Retirement 2035 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2035.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2030

Contributions to the Retirement Choices at 2030 will be invested solely in shares of the John Hancock Funds II – Retirement 2030 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2030.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2025

Contributions to the Retirement Choices at 2025 will be invested solely in shares of the John Hancock Funds II – Retirement 2025 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2025.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2020

Contributions to the Retirement Choices at 2020 will be invested solely in shares of the John Hancock Funds II – Retirement 2020 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2020.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2015

Contributions to the Retirement Choices at 2015 will be invested solely in shares of the John Hancock Funds II – Retirement 2015 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2015.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[RETIREMENT CHOICES AT 2010

Contributions to the Retirement Choices at 2010 will be invested solely in shares of the John Hancock Funds II – Retirement 2010 Portfolio (Class 1), managed by John Hancock Asset Management.

- To seek high total return until the fund's target retirement date. Under normal market conditions, the fund primarily invests its assets in underlying funds using an asset allocation strategy designed for investors expected to retire around the year 2010.

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), managed by John Hancock Asset Management.

- 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.

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

The underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

[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 (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

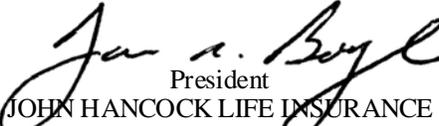
[LIFESTYLE FUND - CONSERVATIVE PORTFOLIO

Contributions to the Lifestyle Fund - Conservative Portfolio will be invested solely in shares of the John Hancock Funds II Lifestyle Conservative Portfolio (Class 1), managed by John Hancock Asset Management.

- 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 underlying fund expense is determined by the underlying mutual fund company, trust, or portfolio and may be increased or decreased at any time by such mutual fund company, trust, or portfolio.]

*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.


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

SERFF Tracking Number: MNLF-127354897 State: Arkansas
 Filing Company: John Hancock Life Insurance Company (U.S.A.) State Tracking Number: 49506
 Company Tracking Number: MNLF-127354897
 TOI: A02.1G Group Annuities - Deferred Non- Sub-TOI: A02.1G.002 Flexible Premium
 Variable and Variable
 Product Name: Separate Account Rider- Fall 2011
 Project Name/Number: /

Supporting Document Schedules

| | Item Status: | Status Date: |
|--|---------------------|-------------------------|
| Bypassed - Item: Flesch Certification | | |
| Bypass Reason: N/A | | |
| Comments: | | |

| | Item Status: | Status Date: |
|---|---------------------|-------------------------|
| Bypassed - Item: Application | | |
| Bypass Reason: N/A - Rider filing only | | |
| Comments: | | |

| | Item Status: | Status Date: |
|---|---------------------|-------------------------|
| Satisfied - Item: Life & Annuity - Acturial Memo | | |
| Comments: | | |
| Attachment: | | |
| Actuarial Memorandum - Separate Account Rider B.pdf | | |

| | Item Status: | Status Date: |
|--|---------------------|-------------------------|
| Satisfied - Item: Memo of Variable Material | | |
| Comments: | | |
| Attachment: | | |
| MEMORANDUM OF VARIABLE MATERIAL.pdf | | |

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

Separate Account Rider B – GP1060.28

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.