



Manulife Financial

U.S. DEPT. OF LABOR
EMPLOYER RESPONSIBILITY
INSURE

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VIA COURIER

June 28, 2002

2520032900167

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644, U.S. Department of Labor
2000 Constitution Avenue N.W.
Washington, DC 20210 U.S.A.

Dear Sir or Madam:

Re: Top Hat Filing

Pursuant to DOL Regs Section 2520.104-23, the undersigned hereby submits this statement on behalf of The Manufacturers Life Insurance Company (U.S.A.) (the "Company"). The Company's address is at 73 Tremont Street, Suite 1300, Boston, MA 02109-3915 and its employer identification number as assigned by the Internal Revenue Service is 01-0233346.

Effective as of January 1, 2002, the Company adopted two deferred compensation plans for certain of its employees and agents. The first plan, entitled Manufacturers Life Insurance Company (U.S.A.) Non-Qualified Deferred Compensation Plan, is maintained primarily for the purpose of providing deferred compensation for a select group of management and highly-compensated employees of the Company and its subsidiaries. The second plan, entitled Manufacturers Life Insurance Company (U.S.A.) Non-qualified Deferred Compensation Plan For Manulife Financial Partners, is maintained primarily for the purpose of providing deferred compensation for a select group of individual and corporate agents of the Company and its subsidiaries. All benefits under the two plans are paid as needed solely from the general assets of the Company and administration of the plans is performed at the Company's office in Boston. The two plans currently cover 72 and 10 participants, respectively.

Please contact the undersigned if you should require any additional information or a copy of the plan documents.

Yours truly,

Sally S. Kwan
Assistant Vice President & Senior Counsel
US Law Department

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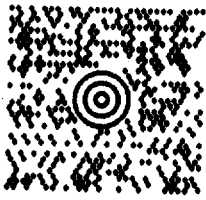
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