

Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.

1. Name and address of registrant Joseph J. Pietroski	2. Registration No. 3550
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3. Name of foreign principal The Manufacturers Life Insurance Company	4. Principal address of foreign principal 200 Bloor Street East Toronto, Ontario M4W 1E5
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5. Indicate whether your foreign principal is one of the following type:

Foreign government

Foreign political party

Foreign or domestic organization: If either, check one of the following:

<input type="checkbox"/> Partnership	<input type="checkbox"/> Committee
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Voluntary group
<input type="checkbox"/> Association	<input type="checkbox"/> Other (specify) _____

Individual—State his nationality _____

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6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:

a) Principal address

b) Name and title of official with whom the registrant deals.

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

The Manufacturers Life Insurance Company engages in the business of life insurance and various related financial service businesses.

b) Is this foreign principal

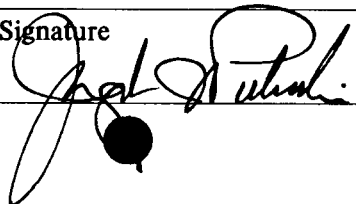
- Owned by a foreign government, foreign political party, or other foreign principal Yes No
- Directed by a foreign government, foreign political party, or other foreign principal..... Yes No
- Controlled by a foreign government, foreign political party, or other foreign principal Yes No
- Financed by a foreign government, foreign political party, or other foreign principal..... Yes No
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes No
- Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes No

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

The principal is an international mutual life insurance company and as such has policyholders in many countries. A mutual company is owned by its policyholders. The principal place of business of the company is located in Canada.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

The Manufacturers Life Insurance Company is a mutual life insurance company owned by its policyholders.

Date of Exhibit A	Name and Title	Signature
17 January 1984	Joseph J. Pietroski Legal Vice President	

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
Joseph J. Pietroski	The Manufacturers Life Insurance Company

Check Appropriate Boxes:

- The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

The Registrant is Legal Vice President of the Principal. As such, he is responsible for representing the Principal's interests in all jurisdictions in which the Principal does business. The Registrant may carry out those responsibilities personally or through representatives retained by the Registrant on behalf of the Principal. The Registrant is a permanent full-time employee of the Principal and is compensated by salary as such. His expenses are paid by the Principal.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

In representing the Principal's interests, the Registrant may retain Washington Counsel to assist him in making representations in correspondence, memoranda or in person or both. The Registrant may make similar representations, in person or in writing, without the assistance of Washington Counsel.

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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Correspondence with employees of the Executive Branch, Congressional Staff and members of Congress. Personal visits with same. All in respect of issues to be proposed or pending which might affect the Principal's business or opportunity to continue to do business profitably in the United States.

Contact includes communication also with U. S. and foreign institutions and organizations engaged in the same line of business as the Principal.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
Yes No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Materials may be prepared and disseminated to assure the fair and equitable treatment of the foreign principal under all U. S. policies, laws and regulations affecting its business interests.

Date of Exhibit B

17 January 1984

Name and Title

Joseph J. Pietroski
Legal Vice President

Signature



¹Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or actions of a government of a foreign country or a foreign political party.