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Headnote

An issuer wants relief from the requirements in Parts 2 and 3 of MI 52-109 to file annual and interim certificates

Exemption Order

Manulife Financial Capital Trust

Section 4.5 of Multilateral Instrument 52-109

Background

- ¶ 1 Manulife Financial Capital Trust (the Trust) applied for an exemption from the requirements in Parts 2 and 3 of MI 52-109 to file annual and interim certificates (Certification Filings).

Representations

- ¶ 2 The Trust represents that:
1. it is an open-end trust established under the laws of Ontario pursuant to a declaration of trust made as of October 30, 2001, as amended and restated on December 5, 2001;
 2. it is a reporting issuer or the equivalent in each of the provinces and territories of Canada that provides for a reporting issuer regime and is not, to the best of its knowledge, in default of any applicable requirements of securities legislation other than the requirement to make Certification Filings in British Columbia and Quebec;
 3. its financial year end is December 31;
 4. its outstanding securities consist of Special Trust Securities, which are voting securities, and Manulife Financial Capital Securities (MaCS), of which two series are outstanding;
 5. it distributed 60,000 MaCS – Series A and 940,000 MaCS – Series B in a public offering under a prospectus dated December 5, 2001 (the Offering);

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6. all of the Special Trust Securities are held by The Manufacturers Life Insurance Company (MLI), which is a direct subsidiary of Manulife Financial Corporation (MFC);
7. it is an indirect subsidiary of MFC;
8. it is a special purpose issuer established solely for the purpose of providing MLI (and indirectly MFC) with a cost-effective method of raising capital that meets certain Canadian financial institution regulatory requirements;
9. disclosure about the Trust is provided in a note to the annual financial statements of MFC and MLI;
10. it does not and will not carry on any operations other than in connection with the Offering;
11. MLI is a reporting issuer or the equivalent in each of the provinces and territories of Canada that provides for a reporting issuer regime and is not, to the best of its knowledge, in default of any applicable requirements under securities legislation;
12. MFC is a reporting issuer or the equivalent in each of the provinces and territories of Canada that provides for a reporting issuer regime and is not, to the best of its knowledge, in default of any applicable requirements under securities legislation;
13. under an MRRS decision document dated September 7, 2004 (the MRRS Decision), the Trust is exempted from the requirements to file
 - interim financial statements and interim management's discussion and analysis (Interim Filings), and
 - an annual information form, annual financial statements and annual management's discussion and analysis (Annual Filings)on certain terms and conditions, including that MFC and MLI file their Interim Filings and Annual Filings on the Trust's SEDAR profile (the Continuous Disclosure Relief);
14. the MRRS Decision also provides the Trust with an exemption from the Certification Filings in all provinces except British Columbia and Quebec, on certain terms and conditions, including that MFC and MLI file their Certification Filings on the Trust's SEDAR profile;

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15. investors in MaCS are ultimately concerned about the affairs and financial performance of MFC and MLI rather than the Trust, so it is appropriate that MFC's and MLI's Certification Filings be available to holders of MaCS on the same basis as the Interim Filings and Annual Filings of MFC and MLI;
16. because British Columbia adopted MI 52-109 on September 19, 2005, the Trust is required to make Certification Filings in the province.

Order

¶ 3 Because it is not prejudicial to the public interest, the Commission orders under section 4.5 of MI 52-109 that the Trust is exempt from the requirements in MI 52-109 to file interim and annual certificates, provided that:

- (a) the Trust is not required to, and does not file, its own Interim Filings and Annual Filings;
- (b) each of MFC and MLI files its Certification Filings under the Trust's SEDAR profile, at the same time as MFC and MLI are required to file them;
- (c) each of MFC and MLI files its Interim Filings and Annual Filings under the Trust's SEDAR profile, at the same time as MFC and MLI are required to file them;
- (d) each of MFC and MLI sends its interim and annual financial statements and related management's discussion and analysis to holders of the Special Trust Securities and MaCS who request such materials, at the same time and in the same manner as if the holders of the Special Trust Securities and MaCS were holders of MFC common shares or non-debt securities of MLI;
- (e) MFC and MLI remain reporting issuers or the equivalent;
- (f) all outstanding securities of the Trust are either MaCS or Special Trust Securities;
- (g) MLI or its affiliates beneficially own all of the outstanding Special Trust Securities and MFC beneficially owns all of the outstanding voting shares of MLI or its affiliate that owns the Special Trust Securities;
- (h) the Trust pays all applicable filing fees that it would otherwise have to pay in connection with the Certification Filings; and

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- (i) the Trust qualifies for the relief contemplated by, and is in compliance with, the requirements and conditions of the Continuous Disclosure Relief;

and provided that this Order shall expire 30 days after the date a material adverse change occurs in the affairs of the Trust.

¶ 4 February 24, 2006

Noreen Bent
Manager, Legal Services, Corporate Finance
British Columbia Securities Commission