

HANCOCK JOHN INCOME SECURITIES TRUST /MA

Form DEF 14A

February 06, 2009

**Table of Contents**

As filed with the Securities and Exchange Commission on February 6, 2009.

**SCHEDULE 14A**

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

FILE NUMBER 811-04186

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

**JOHN HANCOCK INCOME SECURITIES FUND**

(Name of Registrant as Specified in Its Charter)

**JOHN HANCOCK INCOME SECURITIES FUND**

(Name of Person(s) Filing Proxy Statement)

Payment of filing fee (check the appropriate box):

\$125 per Exchange Act Rules 0-11(c) (1) (ii), 14a-6 (i) (1), or  
14a-6 (i) (2) or Item 22(a) (2) or schedule 14A (sent by wire transmission).

Fee paid previously with preliminary materials.

No fee required.

---

**Table of Contents**

February 6, 2009

John Hancock Investors Trust  
John Hancock Income Securities Trust

Dear Shareholder:

As an investor in one or both the funds listed above, you are cordially invited to attend the annual shareholder meeting on Tuesday, April 14, 2009, at 10:30 a.m., Eastern Time, to be held at the offices of John Hancock Funds, 601 Congress Street, Boston, Massachusetts 02210-2805.

The enclosed proxy statement sets forth three proposals that you are being asked to vote on. The first proposal, a routine item, concerns the election of trustees. Routine items occur annually and make no fundamental or material changes to a fund's investment objectives, policies or restrictions, or to the investment management contract. The other proposals are not considered routine items. All three are summarized below.

**Elect your fund's Board of Trustees**

For each fund, the proposal asks shareholders to elect eleven Trustees to serve until their respective successors are elected and qualified. Your proxy statement includes a brief description of each nominee's background.

**Adopt a staggered Board for leadership stability**

Currently each fund's shareholders must elect all of the fund's Trustees every year. In order to provide increased leadership stability and ensure continuity of oversight of these funds, and in line with modern accepted corporate governance practices, this proposal asks shareholders to approve changes to each fund's governing document that would divide the fund's Board into three classes of Trustees, with shareholders being asked to approve only one class of nominees each year.

**Adopt a new form of investment advisory agreement**

You are being asked to approve a new form of Advisory Agreement between each fund and John Hancock Advisers, LLC. The purpose of this proposal is to streamline the advisory agreements across the John Hancock Fund Complex, primarily to clarify that the new Agreement covers only investment advisory services. Consistency in operational procedures across the John Hancock Fund Complex will speed processes and minimize transaction error. These benefits contribute to a goal of maintaining, even reducing, operational costs. Restricting the new form of Advisory Agreement to investment advisory services will facilitate the Adviser's ability to manage those services that are non-investment in nature.

**The new form of Advisory Agreement will not result in any change in advisory fee rates or the level or quality of advisory services provided to the funds, and will not materially increase the funds' overall expense ratios.**

Other details and impacts of this proposal are described in the accompanying proxy statement.

**Your vote is important!**

Please complete the enclosed proxy ballot form, sign it and mail it to us immediately. For your convenience, a postage-paid return envelope has been provided. Your prompt response will help avoid the cost of additional mailings at your fund's expense.

If you have any questions, please call 1-800-852-0218, Monday through Friday, between 9:00 a.m. and 7:00 p.m., Eastern Time.

Thank you in advance for your prompt action on these very important matters.

Sincerely,

Keith F. Hartstein  
Chief Executive Officer

---

**TABLE OF CONTENTS**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

ANNUAL MEETING OF SHAREHOLDERS

PROXY STATEMENT

PROPOSAL ONE

ELECTION OF TRUSTEES

PROPOSAL TWO

STAGGERED BOARD ELECTIONS

PROPOSAL THREE

REVISED FORM OF INVESTMENT ADVISORY AGREEMENT

MISCELLANEOUS

SHAREHOLDER PROPOSALS

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY JOHN HANCOCK INVESTORS

TRUST JOHN HANCOCK INCOME SECURITIES TRUST

ATTACHMENT 1 JOHN HANCOCK FUNDS AUDIT COMMITTEE CHARTER

ATTACHMENT 2 AUDIT AND COMPLIANCE COMMITTEE REPORT

ATTACHMENT 3 JOHN HANCOCK FUNDS NOMINATING, GOVERNANCE AND

ADMINISTRATION COMMITTEE CHARTER

ATTACHMENT 4

ATTACHMENT 5 NEW FORM OF ADVISORY AGREEMENT

ATTACHMENT 6 EVALUATION BY EACH BOARD OF AGREEMENTS UNDER PROPOSAL

THREE

ATTACHMENT 7

ATTACHMENT 8

---

**Table of Contents**

**JOHN HANCOCK INVESTORS TRUST  
JOHN HANCOCK INCOME SECURITIES TRUST  
601 Congress Street, Boston, Massachusetts 02210**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
To Be Held on April 14, 2009**

**This is the formal agenda for your fund's shareholder meeting. It tells you what matters will be voted on and the time and place of the meeting, should you want to attend in person.**

To the shareholders of the funds listed above:

A shareholder meeting for each fund will be held at 601 Congress Street, Boston, Massachusetts 02110, on Tuesday, April 14, 2009, at 10:30 a.m., Eastern Time, and shareholders of the funds will consider the following:

- (1) To elect eleven Trustees to serve until their respective successors have been duly elected and qualified.
- (2) To amend each fund's Declaration of Trust to divide the Board into three classes of Trustees and to provide for shareholder approval of each such class every three years.
- (3) To adopt a new form of investment advisory agreement.
- (4) To transact such other business as may properly come before the meeting or any adjournment of the meeting.

**Your Trustees recommend that you vote in favor of the proposals.**

Shareholders of record of each fund as of the close of business on January 23, 2009 are entitled to notice of and to vote at the fund's annual meeting and at any related follow-up meeting. The proxy statement and proxy card are being mailed to shareholders on or about February 6, 2009.

*Whether or not you expect to attend the meeting, please complete and return the enclosed proxy in the accompanying envelope. No postage is necessary if mailed in the United States.*

**Important Notice Regarding the Availability of Proxy Materials for  
the Shareholder Meeting to be Held on April 14, 2009.**

**The proxy statement is available at <http://bnymellon.mobular.net/bnymellon/jhi>.**

By order of the Board of Trustees,

Thomas M. Kinzler  
Secretary

February 6, 2009

---

**Table of Contents**

**JOHN HANCOCK INVESTORS TRUST  
JOHN HANCOCK INCOME SECURITIES TRUST  
601 Congress Street, Boston, Massachusetts 02210**

**ANNUAL MEETING OF SHAREHOLDERS  
To Be Held on April 14, 2009**

**PROXY STATEMENT**

This proxy statement contains the information you should know before voting on the proposals described in the notice. *Each fund will furnish without charge a copy of its Annual Report and/or Semiannual Report to any shareholder upon request. If you would like a copy of your fund's report, please send a written request to the attention of the fund at 601 Congress Street, Boston, Massachusetts 02210 or call John Hancock Funds at 1-800-892-9552.*

This proxy statement is being used by each fund's Trustees to solicit proxies to be voted at the annual meeting of each fund's shareholders. The meeting will be held at 601 Congress Street, Boston, Massachusetts, on Tuesday, April 14, 2009, at 10:30 a.m., Eastern Time.

John Hancock Investors Trust ( Investors )

John Hancock Income Securities Trust ( Income Securities )

If you sign the enclosed proxy card and return it in time to be voted at the meeting, your shares will be voted in accordance with your instructions. Signed proxies with no instructions will be voted FOR both proposals. If you want to revoke your proxy, you may do so before it is exercised at the meeting by filing a written notice of revocation with the fund at 601 Congress Street, Boston, Massachusetts 02210, by returning a signed proxy with a later date before the meeting or, if attending the meeting and voting in person, by notifying your fund's secretary (without complying with any formalities) at any time before your proxy is voted.

**Record Ownership**

The Trustees of each fund have fixed the close of business on January 23, 2009 as the record date to determine which shareholders are entitled to vote at the meeting. Shareholders of each fund are entitled to one vote per share on all business of the meeting or any postponement of the meeting relating to their fund. On the record date, the following number of shares of beneficial interest of each fund were outstanding:

<b>Fund</b>	<b>Shares</b>
Investors	8,357,036
Income Securities	11,411,632

The funds' management does not know of anyone who beneficially owned more than 5% of either fund's shares outstanding as of the record date, except for Sit Investment Associates, 300 IDS Center, 80 South Eighth Street, Minneapolis, Minnesota 55402, which owned 5.09% and 9.94% of the shares of Investors and Income Securities, respectively. (Beneficial ownership means voting power and/or investment power, which includes the power to dispose of shares.)

Although the annual meetings of the funds are being held jointly and proxies are being solicited through the use of this joint proxy statement, shareholders of each fund will vote separately as to proposals affecting their fund.



**Table of Contents**

**PROPOSAL ONE**

**ELECTION OF TRUSTEES**

**General**

Each fund's Board of Trustees consists of eleven members. Holders of the shares of each fund are entitled to elect eleven Trustees at this meeting. Ms. Jackson, Ms. McGill Peterson and Messrs. Boyle, Carlin, Cunningham, Ladner, Martin, Moore, Pruchansky, Russo and Vrysen have been designated as subject to election by holders of the shares of each fund.

As of the date of this proxy, each nominee for election, except Mr. Vrysen, currently serves as a Trustee of each fund. Using the enclosed proxy card, you may authorize the proxies to vote your shares for the nominees or you may withhold from the proxies authority to vote your shares for one or more of the nominees. If no contrary instructions are given, the proxies will vote FOR the nominees. Each of the nominees has consented to his or her nomination and has agreed to serve if elected. If, for any reason, any nominee should not be available for election or able to serve as a Trustee, the proxies will exercise their voting power in favor of such substitute nominee, if any, as the funds' Trustees may designate. The funds have no reason to believe that it will be necessary to designate a substitute nominee.

**Proposal One**

For each fund, Ms. Jackson, Ms. McGill Peterson and Messrs. Boyle, Carlin, Cunningham, Ladner, Martin, Moore, Pruchansky, Russo and Vrysen are the current nominees for election by the shareholders.

**Vote Required for Proposal One**

The vote of a plurality of the votes cast by the shares of a fund is sufficient to elect the nominees to serve as Trustees of that fund.

**Each Board recommends that shareholders of each fund vote FOR all the nominees in Proposal One.**

**Table of Contents****Information Concerning Nominees**

The following table sets forth certain information regarding the nominees for election to the Boards. The table also shows each nominee's principal occupation or employment and other directorships during the past five years and the number of John Hancock funds overseen by the current Trustees. There are currently ten Trustees of each fund, nine of whom are not interested persons (as defined in the Investment Company Act of 1940, as amended (the "1940 Act")) of the funds ( "Independent Trustees"). The address of each nominee is 601 Congress Street, Boston, Massachusetts 02210-2805.

Name, (Year of Birth)	Year Commenced Service	Principal Occupation(s) and other Directorships during the Past Five Years	Number of John Hancock Funds Overseen Currently
-----------------------	------------------------------	---	--

**NOMINEES FOR ELECTION****Independent Trustees**

James F. Carlin (1940) Trustee	2005	Director and Treasurer, Alpha Analytical Laboratories (chemical analysis) (since 1985); Part Owner and Treasurer, Lawrence Carlin Insurance Agency, Inc. (since 1995); Part Owner and Vice President, Mone Lawrence Carlin Insurance Agency, Inc. (until 2005); Chairman and CEO, Carlin Consolidated, Inc. (management/investments) (since 1987); Trustee, Massachusetts Health and Education Tax Exempt Trust (1993 - 2003).	50
William H. Cunningham (1944) Trustee	2005	Professor, University of Texas, Austin, Texas (since 1971); former Chancellor, University of Texas System and former President of the University of Texas, Austin, Texas; Chairman and CEO, IBT Technologies (until 2001); Director of the following: Hicks Acquisition Company 1, Inc. (since 2007); Hire.com (until 2004), STC Broadcasting, Inc. and Sunrise Television Corp. (until 2001), Symtx, Inc.(electronic manufacturing) (since 2001), Adorno/Rogers Technology, Inc. (until 2004), Pinnacle Foods Corporation (until 2003), rateGenius (until 2003), Lincoln National Corporation (insurance) (since 2006), Jefferson-Pilot Corporation (diversified life insurance company) (until 2006), New Century Equity Holdings (formerly Billing Concepts) (until 2001), eCertain (until 2001), ClassMap.com (until	50

2001), Agile Ventures (until 2001), AskRed.com (until 2001), Southwest Airlines (since 2000), Introgen (manufacturer of biopharmaceuticals) (since 2000) and Viasystems Group, Inc. (electronic manufacturer) (until 2003); Advisory Director, Interactive Bridge, Inc. (college fundraising) (until 2001); Advisory Director, Q Investments (until 2003); Advisory Director, JP Morgan Chase Bank (formerly Texas Commerce Bank Austin), LIN Television (until 2008), WilTel Communications (until 2003) and Hayes Lemmerz International, Inc. (diversified automotive parts supply company) (since 2003).

**Table of Contents**

<b>Name, (Year of Birth) and Position with the Fund</b>	<b>Year Commenced Service</b>	<b>Principal Occupation(s) and other Directorships during the Past Five Years</b>	<b>Number of John Hancock Funds Overseen Currently</b>
Deborah C. Jackson (1952) Trustee	2008	Chief Executive Officer, American Red Cross of Massachusetts Bay (since 2002); Board of Directors of Eastern Bank Corporation (since 2001); Board of Directors of Eastern Bank Charitable Foundation (since 2001); Board of Directors of American Student Association Corp. (since 1996); Board of Directors of Boston Stock Exchange (2002 – 2008); Board of Directors of Harvard Pilgrim Healthcare (since 2007).	50
Charles L. Ladner (1938) Trustee	2004	Chairman and Trustee, Dunwoody Village, Inc. (retirement services) (since 2008); Senior Vice President and Chief Financial Officer, UGI Corporation (public utility holding company) (retired 1998); Vice President and Director for AmeriGas, Inc. (retired 1998); Director of AmeriGas Partners, L.P.(gas distribution) (until 1997); Director, EnergyNorth, Inc. (until 1995); Director, Parks and History Association (until 2005).	50
Stanley Martin (1947) Trustee	2008	Senior Vice President/Audit Executive, Federal Home Loan Mortgage Corporation (2004 – 2006); Executive Vice President/Consultant, HSBC Bank USA (2000 – 2003); Chief Financial Officer/Executive Vice President, Republic New York Corporation & Republic National Bank of New York (1998 – 2000); Partner, KPMG LLP (1971 – 1998).	50
Patti McGill Peterson (1943) Trustee and Chairperson	1996	Principal, PMP Globalinc (consulting) (since 2007); Senior Associate, Institute for Higher Education Policy (since 2007); Executive Director, CIES (international education agency) (until 2007); Vice President, Institute of International Education (until 2007); Senior Fellow, Cornell University Institute of Public Affairs, Cornell University (1997 – 1998); Former President Wells College, St. Lawrence University and the Association of Colleges and Universities of the State of New York. Director of	50

the following: Niagara Mohawk Power Corporation (until 2003); Security Mutual Life (insurance) (until 1997); ONBANK (until 1993). Trustee of the following: Board of Visitors, The University of Wisconsin, Madison (since 2007); Ford Foundation, International Fellowships Program (until 2007); UNCF, International Development Partnerships (until 2005); Roth Endowment (since 2002); Council for International Educational Exchange (since 2003).

John A. Moore (1939) Trustee	1996	President and Chief Executive Officer, Institute for Evaluating Health Risks, (nonprofit institution) (until 2001); Senior Scientist, Sciences International (health research) (until 2003); Former Assistant Administrator & Deputy Administrator, Environmental Protection Agency; Principal, Hollyhouse (consulting) (since 2000); Director, CIIT Center for Health Science Research (nonprofit research) (until 2007).	50
------------------------------------	------	--	----

**Table of Contents**

Name, (Year of Birth) and Position with the Fund	Year Commenced Service	Principal Occupation(s) and other Directorships during the Past Five Years	Number of John Hancock Funds Overseen Currently
Steven R. Pruchansky (1944) Trustee and Vice Chairman	2005	Chairman and Chief Executive Officer, Greenscapes of Southwest Florida, Inc. (since 2000); Director and President, Greenscapes of Southwest Florida, Inc. (until 2000); Member, Board of Advisors, First American Bank (since 2008); Managing Director, Jon James, LLC (real estate) (since 2000); Director, First Signature Bank & Trust Company (until 1991); Director, Mast Realty Trust (until 1994); President, Maxwell Building Corp. (until 1991).	50
Gregory A. Russo (1949) Trustee	2008	Vice Chairman, Risk & Regulatory Matters, KPMG, LLC ( KPMG ) (2002-2006); Vice Chairman, Industrial Markets, KPMG (1998 2002).	21
<b>Non-Independent Trustees</b>			
James R. Boyle* (1959) Trustee	2005	Executive Vice President, Manulife Financial Corporation ( MFC ) (since 1999); President, John Hancock Variable Life Insurance Company (since 2007); Executive Vice President, John Hancock Life Insurance Company (since 2004); Chairman and Director, John Hancock Advisers, LLC ( JHA or the Adviser ), The Berkeley Financial Group, LLC ( The Berkeley Group ) (holding company) and John Hancock Funds, LLC (since 2005); Chairman and Director, John Hancock Investment Management Services, LLC ( JHIMS ) (since 2006); Senior Vice President, The Manufacturers Life Insurance Company (U.S.A.) (until 2004).	268
John G. Vrysen* (1955) Nominee	N/A	Senior Vice President, MFC (since 2006); Director, Executive Vice President and Chief Operating Officer, the Adviser, The Berkeley Group, JHIMS, and John Hancock Funds, LLC (since 2007); Chief Operating Officer, John Hancock Funds ( JHF ), John Hancock Funds II ( JHF II ), John Hancock Funds III ( JHF III ) and John Hancock Trust ( JHT ) (since 2007); Director, John Hancock Signature Services, Inc. ( Signature Services ) (since 2005); Chief Financial Officer, the Adviser, The Berkeley Group, MFC Global Investment Management (U.S.) ( MFC	N/A

Global (U.S.) ), JHIMS, John Hancock Funds, LLC,  
JHF, JHF II, JHF III and JHT (2005 - 2007); Vice  
President, MFC (until 2006).

\* Because each of Mr. Vrysen and Mr. Boyle is a senior executive with the Adviser, each of them is considered an interested person (as defined in the 1940 Act) of the funds.

5

---

**Table of Contents****Executive Officers**

The following table presents information regarding the current principal officers of the funds who are neither current Trustees nor Nominees. The address of each officer is 601 Congress Street, Boston, Massachusetts 02210-2805.

<b>Name, (Year of Birth) and Position with the Fund</b>	<b>Year Commenced Service</b>	<b>Principal Occupation(s) and other Directorships during Past Five Years</b>
Keith F. Hartstein (1956) President and Chief Executive Officer	2005	Senior Vice President, MFC (since 2004); Director, President and Chief Executive Officer, JHA, The Berkeley Group, John Hancock Funds, LLC (since 2005); Director, MFC Global (U.S.) (since 2005); Director, Signature Services (since 2005); President and Chief Executive Officer, JHIMS (since 2006); President and Chief Executive Officer, JHF II, JHF III and JHT; Director, Chairman and President, NM Capital Management, Inc. (since 2005); Chairman, Investment Company Institute Sales Force Marketing Committee (since 2003); Director, President and Chief Executive Officer, MFC Global (U.S.) (2005 – 2006); Executive Vice President, John Hancock Funds, LLC (until 2005).
Thomas M. Kinzler (1955) Secretary and Chief Legal Officer	2006	Vice President and Counsel for John Hancock Life Insurance Company (U.S.A.) ( JHLICO (U.S.A.) ) (since 2006); Secretary and Chief Legal Officer, JHF, LLC, JHF II, JHF III and JHT (since 2006); Vice President and Associate General Counsel for Massachusetts Mutual Life Insurance Company (1999 – 2006); Secretary and Chief Legal Counsel for MML Series Investment Fund (2000 – 2006); Secretary and Chief Legal Counsel for MassMutual Institutional Funds (2000 – 2004); Secretary and Chief Legal Counsel for MassMutual Select Funds and MassMutual Premier Funds (2004 – 2006).
Francis V. Knox, Jr. (1947) Chief Compliance Officer	2005	Vice President and Chief Compliance Officer, JHIMS and MFC Global (U.S.) (since 2005); Chief Compliance Officer, JHF, JHF II, JHF III and JHT (since 2005); Vice President and Assistant Treasurer, Fidelity Group of Funds (until 2004).
Charles A. Rizzo (1957) Chief Financial Officer	2007	Chief Financial Officer, JHF, JHF II, JHF III and JHT (since 2007); Assistant Treasurer, Goldman Sachs Mutual Fund Complex (registered investment companies) (2005 – 2007); Vice President, Goldman Sachs (2005-2007); Managing Director and Treasurer of Scudder Funds, Deutsche Asset Management (2003 – 2005).
	2006	



Gordon M. Shone  
(1956)  
Treasurer

Treasurer, JHF (since 2006), JHF II, JHF III and JHT (since 2005); Vice President and Chief Financial Officer, JHT (2003 – 2005); Senior Vice President, JHLICO (U.S.A.) (since 2001); Vice President, JHIMS and JHA (since 2006).

### **Committees**

In 2008, each of the funds changed its fiscal year end from December 31 to October 31. Accordingly, information in this proxy statement relating to the most recent fiscal year for both funds will be shown through or as of the end of each fund's most recently completed fiscal period (October 31, 2008), as well as for the previous full 12-month fiscal year ended December 31, 2007.

During the fiscal year ended December 31, 2007 and the fiscal period ended October 31, 2008, the Board had four standing committees: the Audit and Compliance Committee, the Contracts/Operations Committee, the Governance Committee and the Investment Performance Committee. Each Committee was comprised

**Table of Contents**

entirely of Independent Trustees. In January 2009, the Board's committee structure was changed to consist of five standing committees. The following discussion relates to the committee structure that was in place through December 2008. The new committee structure is described below under Revised Committee Structure.

*Audit and Compliance Committee.* All members of this Committee are independent under the Revised Listing Rules of the New York Stock Exchange (the NYSE), and each member is financially literate with at least one having accounting or financial management expertise. This Committee recommends to the full Board the appointment of the independent registered public accounting firm for each fund, oversees the work of the independent registered public accounting firm in connection with each fund's audit, communicates with the independent registered public accounting firm on a regular basis and provides a forum for the independent registered public accounting firm to report and discuss any matters it deems appropriate at any time. The written charter for the Audit Committee (which replaced the Audit and Compliance Committee in January 2009) is included as Attachment 1 to this proxy statement.

The Audit and Compliance Committee reports that it has: (1) reviewed and discussed each fund's audited financial statements with management; (2) discussed with the independent registered public accounting firm the matters relating to the quality of each fund's financial reporting as required by SAS 61; (3) received written disclosures and an independence letter from the independent registered public accounting firm required by Independent Standards Board Standard No. 1 and discussed with the independent registered public accounting firm their independence; and (4) based on these discussions, recommended to the Board that each fund's financial statements be included in each fund's annual report for the last fiscal year (see Attachment 2).

Each fund's Audit and Compliance Committee met five times during the fiscal year ended December 31, 2007 and four times during the fiscal period ended October 31, 2008.

*Governance Committee.* This Committee is comprised of all of the Independent Trustees. This Committee reviews the activities of the other standing committees and makes the final selection and nomination of candidates to serve as Independent Trustees. All members of this Committee also are independent under the NYSE's Revised Listing Rules. The written charter for the Nominating, Governance and Administration Committee (which replaced the Governance Committee in January 2009) is included as Attachment 3 to this proxy statement. The Trustees who are not Independent Trustees and the officers of the fund are nominated and selected by the Board.

In reviewing a potential nominee and in evaluating the renomination of current Independent Trustees, the Governance Committee expects to apply the following criteria: (i) the nominee's reputation for integrity; honesty and adherence to high ethical standards; (ii) the nominee's business acumen, experience and ability to exercise sound judgments; (iii) a commitment to understand the fund and the responsibilities of a trustee of an investment company; (iv) a commitment to regularly attend and participate in meetings of the Board and its committees; (v) the ability to understand potential conflicts of interest involving management of the fund and to act in the interests of all shareholders; and (vi) the absence of a real or apparent conflict of interest that would impair the nominee's ability to represent the interests of all the shareholders and to fulfill the responsibilities of an Independent Trustee. This Committee does not necessarily place the same emphasis on each criterion and each nominee may not have each of these qualities.

It is the intent of each Governance Committee that at least one Independent Trustee be an audit committee financial expert as defined by the Securities and Exchange Commission (the SEC).

As long as an existing Independent Trustee continues, in the opinion of the Governance Committee, to satisfy these criteria, each fund anticipates that the Committee would favor the renomination of an existing Independent Trustee rather than a new candidate. Consequently, while this Committee will consider nominees recommended by shareholders to serve as Independent Trustees, the Committee may only act upon such recommendations if there is a vacancy on the Board or the Committee determines that the selection of a new or additional Independent Trustee is in

the best interests of the funds. In the event that a vacancy arises or a change in Board membership is determined to be advisable, this Committee will, in addition to any shareholder recommendations, consider candidates identified by other means, including candidates proposed

**Table of Contents**

by members of the Committee. This Committee may retain a consultant to assist the Committee in a search for a qualified candidate, and has done so recently.

Any shareholder recommendation for Independent Trustee must be submitted in compliance with all of the pertinent provisions of Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the Exchange Act ), to be considered by the Governance Committee. In evaluating a nominee recommended by a shareholder, this Committee, in addition to the criteria discussed above, may consider the objectives of the shareholder in submitting that nomination and whether such objectives are consistent with the interests of all shareholders. If the Board determines to include a shareholder's candidate among the slate of nominees, the candidate's name will be placed on the fund's proxy card. If this Committee or the Board determines not to include such candidate among the Board's designated nominees and the shareholder has satisfied the requirements of Rule 14a-8, the shareholder's candidate will be treated as a nominee of the shareholder who originally nominated the candidate. In that case, the candidate will not be named on the proxy card distributed with the fund's proxy statement. Each of the nominees for election as Trustee was recommended by this Committee.

Shareholders may communicate with the members of the Board as a group or individually. Any such communication should be sent to the Board or an individual Trustee in care of the Secretary of the fund at the address on the notice of this meeting. The Secretary may determine not to forward any letter to the members of the Board that does not relate to the business of the fund.

Each fund's Governance Committee met once during the fiscal year ended December 31, 2007 and twice during the fiscal period ended October 31, 2008.

*Contracts/Operations Committee.* This Committee oversees the initiation, operation and renewal of the various contracts between the funds and other entities. These contracts include advisory, custodial and transfer agency agreements and arrangements with other service providers. The Contracts/Operations Committee met four times during each fund's fiscal year ended December 31, 2007 and three times during the fiscal period ended October 31, 2008.

*Investment Performance Committee.* This Committee monitors and analyzes the performance of the funds generally, consults with the Adviser as necessary if a fund is considered to require special attention, and reviews fund peer groups and other comparative standards as necessary.

Each fund's Investment Performance Committee met four times during the fiscal year ended December 31, 2007 and three times during the fiscal period ended October 31, 2008.

*Board meetings.* Each Board held seven meetings during the fiscal year ended December 31, 2007 and seven meetings during the fiscal period ended October 31, 2008. With respect to each fund, no Trustee attended fewer than 75% of the aggregate of: (1) the total number of Board meetings; and (2) the total number of meetings held by all committees on which he or she served. The funds hold joint meetings of the Trustees and all committees.

**Revised Committee Structure.** Beginning January 2009, each fund's committee structure was revised to consist of five committees: the Audit Committee; the Compliance Committee; the Nominating, Governance and Administration Committee (which corresponds to the former Governance Committee); the Investment Performance Committee A (which corresponds to the former Investment Performance Committee); and the Contracts/Operations Committee (which corresponds to the former committee of the same name). In terms of function, other than the separate Audit and Compliance Committees, the current committees operate in the same manner as their predecessor committees.

*Audit Committee.* The accounting oversight function of this Committee is described above in the discussion of the former Audit and Compliance Committee.

*Compliance Committee.* The primary role of this Committee is to oversee the activities of each fund's Chief Compliance Officer; the implementation and enforcement of each fund's compliance policies and procedures; and compliance with the funds' and the Independent Trustees' Codes of Ethics.

**Table of Contents**

The current membership of each committee is set forth below. As Chairperson of the Board, Ms. McGill Peterson is considered an *ex officio* member of each committee and, therefore, is able to attend and participate in any committee meeting, as appropriate. Prior to January 2009, Ms. Jackson and Messrs. Martin and Russo were not members of any committee.

<b>Audit</b>	<b>Compliance</b>	<b>Nominating, Governance and Administration</b>	<b>Investment Performance A</b>	<b>Contracts/Operations</b>
Mr. Cunningham Ms. Jackson Mr. Martin	Mr. Carlin Mr. Russo	All Independent Trustees	Ms. Jackson Mr. Ladner Mr. Martin Mr. Pruchansky	Mr. Ladner Dr. Moore Mr. Pruchansky

**Trustee Ownership**

The following table shows the dollar range of each Trustee's and nominee's ownership of equity securities of the funds as well as holdings of shares of equity securities of all John Hancock funds overseen by the Trustee, as of December 31, 2008.

<b>Name of Trustee</b>	<b>Trustee Holdings<sup>(1)</sup> Investors</b>		<b>Income Securities</b>		<b>All John Hancock Funds Overseen</b>
<b>Independent Trustees</b>					
James F. Carlin	\$ 10,001	\$50,000	\$ 10,001	\$50,000	Over \$100,000
William H. Cunningham	\$ 1	\$10,000	\$ 1	\$10,000	Over \$100,000
Deborah C. Jackson	\$	0	\$ 1	\$10,000	\$ 1 \$10,000
Charles L. Ladner	\$ 1	\$10,000	\$ 1	\$10,000	Over \$100,000
Stanley Martin	\$ 1	\$10,000	\$ 1	\$10,000	\$10,001 \$50,000
Patti McGill Peterson	\$ 1	\$10,000	\$ 1	\$10,000	Over \$100,000
John A. Moore	\$ 1	\$10,000	\$ 1	\$10,000	Over \$100,000
Steven R. Pruchansky	\$ 1	\$10,000	\$ 1	\$10,000	Over \$100,000
Gregory A. Russo	\$ 1	\$10,000	\$ 1	\$10,000	\$10,001 \$50,000
<b>Non-Independent Trustee</b>					
James R. Boyle	\$	0	\$	0	Over \$100,000
<b>Non-Independent Nominee</b>					
John G. Vrysen	\$ 1	\$10,000	\$ 1	\$10,000	Over \$100,000

- (1) The amounts reflect the aggregate dollar range of equity securities beneficially owned by the Trustees in the funds and in all John Hancock funds overseen by each Trustee. For each Trustee, the amounts reflected include share equivalents of certain John Hancock funds in which the Trustee is deemed to be invested pursuant to the Deferred Compensation Plan for Independent Trustees, as more fully described under "Remuneration of Trustees and Officers." The information as to beneficial ownership is based on statements furnished to the funds by the Trustees. Each of the Trustees has all voting and investment powers with respect to the shares indicated. None of

the Trustees beneficially owned individually, and the Trustees and executive officers of the funds as a group did not beneficially own, in excess of one percent of the outstanding shares of any fund.

**Compliance with Section 16(a) Reporting Requirements**

Section 16(a) of the Exchange Act requires a fund's executive officers, Trustees and persons who own more than 10% of a fund's shares ( 10% Shareholders ) to file reports of ownership and changes in ownership with the SEC. Executive Officers, Trustees and 10% Shareholders are also required by SEC regulations to furnish each fund with copies of all Section 16(a) forms they file. Based solely on a review of the copies of these reports furnished to the funds and representations that no other reports were required to be filed, each

**Table of Contents**

fund believes that, during the past fiscal year, its executive officers, Trustees and 10% Shareholders complied with all applicable Section 16(a) filing requirements.

**Remuneration of Trustees and Officers**

The following table provides information regarding the compensation paid by the funds and the other investment companies in the John Hancock Fund Complex to the Independent Trustees for their services for the fiscal year ended December 31, 2007 and the fiscal period ended October 31, 2008. Any non-Independent Trustees, and each of the officers of the funds who are interested persons of the Adviser, are compensated by the Adviser and/or its affiliates and receive no compensation from the funds for their services.

Independent Trustees	Aggregate Compensation				Total Compensation	
	Investors		Income Securities		All Funds in the John Hancock Fund Complex <sup>(1)</sup>	
	FYE 12-31-07	FPE 10-31-08	FYE 12-31-07	FPE 10-31-08	FYE 12-31-07	FPE 10-31-08
James F. Carlin	\$ 1,161	\$ 5,582	\$ 1,208	\$ 5,599	\$ 145,250	\$ 255,834
William H. Cunningham <sup>(2)</sup>	\$ 1,161	\$ 4,359	\$ 1,209	\$ 4,362	\$ 145,250	\$ 152,500
Deborah C. Jackson <sup>(3)</sup>	\$ 0	\$ 1,125	\$ 0	\$ 1,125	\$ 0	\$ 34,750
Charles A. Ladner <sup>(2)</sup>	\$ 1,195	\$ 4,596	\$ 1,244	\$ 4,604	\$ 146,000	\$ 157,500
Stanley Martin <sup>(3)</sup>	\$ 0	\$ 1,498	\$ 0	\$ 1,498	\$ 0	\$ 51,960
Patti McGill Peterson <sup>(2)</sup>	\$ 1,192	\$ 4,359	\$ 1,244	\$ 4,362	\$ 151,000	\$ 152,500
John A. Moore <sup>(2)</sup>	\$ 1,475	\$ 5,729	\$ 1,535	\$ 5,734	\$ 181,000	\$ 197,000
Steven R. Pruchansky <sup>(2)</sup>	\$ 1,441	\$ 5,005	\$ 1,500	\$ 5,011	\$ 180,250	\$ 188,500
Gregory A. Russo <sup>(3)</sup>	\$ 0	\$ 1,921	\$ 0	\$ 1,921		