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Feb 12 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 828190 (9)
1. Corporation Name
SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

Principal Place of Business

% B. S. ANGUS, SECRETARY
1 SUN LIFE EXECUTIVE PARK
WELLESLEY HILLS MA 02181

Mailing Address

% B. S. ANGUS, SECRETARY
1 SUN LIFE EXECUTIVE PARK
WELLESLEY HILLS MA 02181



2. Principal Place of Business

21 One Sun Life Executive Park
Suite, Apt. #, etc.

22 City & State
Wellesley Hills, MA

23 Zip
02181

Country
USA

2a. Mailing Address

26 One Sun Life Executive Park
Suite, Apt. #, etc.

27 SC 3331
City & State

28 Wellesley Hills MA
Zip
02181

Country
USA

3. Date Incorporated or Qualified

06/23/1972

3a. Date of Last Report

05/01/1996

4. FEI Number

04-2461439

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

TREASURER OF THE STATE OF FLORIDA
INSURANCE COMMISSIONER
THE CAPITOL
TALLAHASSEE FL

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	VD	<input type="checkbox"/> DELETE
NAME	HORN, DAVID	
STREET ADDRESS	56 PINCKNEY STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LANE, JOHN S	
STREET ADDRESS	77 DAWLISH AVE	
CITY-ST-ZIP	TORONTO, ONT. CANADA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	VROLYK, ROBERT P	
STREET ADDRESS	5 KNOB CONE DRIVE	
CITY-ST-ZIP	BOYLSTON MA	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	ANGUS, BONNIE	
STREET ADDRESS	56 PINCKNEY STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	MCNEIL, JOHN D	
STREET ADDRESS	10 MCKENZIE AVE.	
CITY-ST-ZIP	TORONTO, ONTARIO, CANA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BAILEY, RICHARD B	
STREET ADDRESS	63 ATLANTIC AVE	
CITY-ST-ZIP	BOSTON MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Margaret Sears Mead	
1.3 STREET ADDRESS	One Sun Life Executive Park	
1.4 CITY-ST-ZIP	Wellesley Hills, MA 02181	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

[Signature]

REQUIRED

2/4/97

(617) 237-6030

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)