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FILED
May 17, 1999 8:00 am
Secretary of State

05-17-1999 90026 027 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 828190 (9)

1. Corporation Name
 SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

Principal Place of Business Mailing Address
 One Sun Life Executive Pk One Sun Life Executive Pk
 1 Sun Life Executive Park SC 3331
 Wellesley Hills, MA 02481 Wellesley Hills, MA 02481
 US US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 One Sun Life Executive Pk 26 One Sun Life Executive Pk
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 27 SC 3331
 City & State City & State
 Wellesley Hills, MA 28 Wellesley Hills, MA
 Zip Country Zip Country
 02481 25 USA 02481 30 USA

3. Date Incorporated or Qualified
 01/12/1970
 4. FEI Number Applied For
 04-2461439 Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing \$5.00 May Be Added to Fees
 Trust Fund Contribution
 8. This corporation owes the current year Intangible Personal Property Tax. 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 checked="" 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	Margaret Sears Mead	
STREET ADDRESS	One Sun Life Executive Park	
CITY-ST-ZIP	Wellesley Hills, MA	
TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	McNeil, John D	
STREET ADDRESS	10 McKenzie Ave	
CITY-ST-ZIP	Toronto, Ontario, Canada	
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	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	C. James Prieur	
1.3 STREET ADDRESS	19 Clovelly Road	
1.4 CITY-ST-ZIP	Wellesley, 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	S	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Ellen B King	
4.3 STREET ADDRESS	105 Warren Road	
4.4 CITY-ST-ZIP	Ashland, MA	
5.1 TITLE	CD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Donald A. Stewart	
5.3 STREET ADDRESS	20 Minneola Road, East Unit #88	
5.4 CITY-ST-ZIP	Mississauga, Ontario, Canada	
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 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, with all other like empowered.

SIGNATURE: Robert P. Vrolyk 4/22/99 (781) 446-1360
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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Sun Life Assurance Company of Canada (U.S.)
Officers and Directors

February 4, 1999

	<u>Soc. Sec. #</u>	<u>Date of Birth</u>	<u>Title</u>	<u>Home Address</u>
Donald A. Stewart President Sun Life Assurance Company of Canada 150 King Street West Toronto, Ontario, Canada M5H 1J9	N/A	November 6, 1946	Chairman and Director	20 Minneola Road, East Unit #88 Mississauga, Ontario, Canada L5G 4N9
C. James Prieur Senior Vice President and General Manager Sun Life Assurance Company of Canada One Sun Life Executive Park Wellesley Hills, MA 02481	018-76-1514	April 21, 1951	President and Director	19 Clovelly Road Wellesley, MA 02481
S. Caesar Raboy Senior Vice President and Deputy General Manager Sun Life Assurance Company of Canada One Sun Life Executive Park Wellesley Hills, MA 02481	087-28-6738	May 20, 1936	Director	220 Boylston Street Boston, Massachusetts 02110
Richard B. Bailey c/o Massachusetts Financial Services Company 500 Boylston Street Boston, MA 02116	024-20-4917	Sept. 14, 1926	Director	63 Atlantic Ave, Apt 11D Boston, MA 02110
M. Colyer Crum 104 Westcliff Road Weston, MA 02193	151-26-3119	June 5, 1932	Director	winter: 3321 Hanover Circle Loxahatchee, FL 33470 104 Westcliff Road Weston, MA 02193

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Sun Life Assurance Company of Canada (U.S.)
Officers and Directors.... Continued

	<u>Soc. Sec. #</u>	<u>Date of Birth</u>	<u>Title</u>	<u>Home Address</u>
David D. Horn Strong Road P. O. Box 24 New Vineyard, ME 04956	006-38-4353	June 7, 1941	Director	Strong Road P. O. Box 24 New Vineyard, ME 04956
John S. Lane Senior Vice President, Investments Sun Life Assurance Company of Canada 150 King Street West Toronto, Ontario, Canada M5H 1J9	202-642-898 (Can.)	March 1, 1935	Director	77 Dawlish Avenue Toronto, Ontario, Canada M4N 1H2
Angus A. MacNaughton President Genstar Investment Corporation Metro Tower, Suite 1170 950 Tower Lane Foster-City, CA 94404	570-59-3705	July 15, 1931	Director	481 Kingswood Lane Danville, CA 94506
John D. McNeil Chairman Sun Life Assurance Company of Canada 150 King Street West Toronto, Ontario, Canada M5H 1J9	034-62-7850	February 17, 1934	Director	10 McKenzie Avenue Toronto, Ontario, Canada M4W 1J9
James M. A. Anderson	034-80-7267	Sept. 14, 1949	Vice President, Investments	5 Thackeray Road Wellesley, Massachusetts 02481
Robin L. Camara	138-44-3955	May 13, 1951	Vice President, Human Resources and Administrative Services	164 Main Street Norwell, MA 02061
Peter F. Demuth	096-42-3528	June 4, 1958	Vice President and Chief Counsel and Assistant Secretary	71 Hancock Avenue Newton Centre, MA 02159



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Sun Life Assurance Company of Canada (U.S.)
Officers and Directors... Continued

	Soc. Sec #	Date of Birth	Title	Home Address
Ellen B. King	076-52-4375	January 31, 1957	Assistant Counsel and Secretary	105 Warren Road Ashland, MA 01721
Robert K. Leach	148-42-1792	September 23, 1955	Vice President, Finance and Product	17 Ledyard Street Wellesley, MA 02481
Robert E. McGinness	015-30-4486	May 24, 1941	Vice President and Chief Compliance Officer	19 Sheridan Road Wellesley, MA 02481
James A. McNulty, III	023-32-2003	August 21, 1942	Vice President and Assistant General Manager	81 Phillips Road Sudbury, MA 01776
L. Brock Thomson	030-50-5412	June 8, 1941	Vice President and Treasurer	52 Cypress Street Medfield, MA 02052
Robert P. Vrolyk	033-64-9220	April 15, 1953	Vice President, Finance and Actuary	5 Knob Cone Drive Boylston, MA 01505
John R. Wright	284-52-6564	April 8, 1954	Vice President and Chief Information Officer	171 Pleasant Street Norwell, MA 02061
Cheryl L. Lammie	032-40-1148	November 1, 1960	Assistant Secretary	6 Ashmont Drive Frammingham, MA 01701

Sun Life Assurance Company of Canada (U.S.)
Officers and Directors... Continued

	Soc. Sec. #	Date of Birth	Title	Home Address
Roy A. Benjamin	018-54-5870	September 8, 1959	Assistant Vice President Product Actuarial	105 Colonial Drive Reading, MA 01867
Bonnie Benincasa	058-38-5900	February 23, 1946	Valuation Actuary	99 Gray Street North Andover, MA 01845
John E. Coleman	177-52-3376	December 11, 1958	Product Officer	138 Quincy Shore Drive, Unit 168 North Quincy, MA 02171
Lori A. Comeau	031-28-5214	January 12, 1951	Finance Officer, Retirement Products and Services	7 Edith Holmes Drive Scituate, MA 02066
Janice Desmond	045-34-3381	September 7, 1946	Vice President, Individual Insurance	151 Coolidge Ave., Apt 411 Watertown, MA 02472
Mark W. DeTora	029-44-9116	November 29, 1961	Assistant Vice President, Actuarial	5 Garfield Road Melrose, MA 02176
Robert G. Frasca	010-38-0805	November 25, 1959	Assistant Vice President, Customer Service	9 Windsor Circle Woburn, MA 01801
Patricia A. Garvey	331-44-9444	October 12, 1958	Systems Officer	11 Poe Road Billerica, MA 01821
Karen R. Grudzinski	033-40-3208	March 30, 1949	Assistant Vice President and Controller	7 Sky Farm Lane Sterling, MA 01564
Marjorie Harten	010-52-4654	January 5, 1958	Accounting Officer	6 Cheryl Lane Milbury, MA 0152
Jane F. Jette	015-42-7647	October 30, 1952	Systems Development Officer	16 Plymior Drive Westboro, MA 01581
Bruce R. Johnson	042-400-4055	October 2, 1947	Assistant Vice President,	192 Farrington Lane
Donald E. Kaufman				

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Sun Life Assurance Company of Canada (U.S.)
Officers and Directors..... Continued

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	Soc. Sec. #	Date of Birth	Title	Home Address
Edward J. Roman	093-46-6626	October 5, 1953	Vice President, Retirement Products and Services	6 Lanes End Frammingham, MA 01702
Timothy A. Root	383-72-0234	June 25, 1964	Systems Development Officer	413 Beacon Street #6 Boston, MA 02215
Edward M. Shea			Assistant Vice President and Counsel	
Diane Tasselari	033-44-1204	February 4, 1962	Director, Client Management	5 Musket Road Plymouth, MA 02360
Richard A. Terrine	017-50-1924	August 4, 1959	Director, Administrative Services	4 Eustis St. Stoneham, MA 02180
Ann K. Twohig	011-38-3325	September 27, 1949	Customer Administration Services Officer	159 Union Street Norfolk, MA 02056
William Von Handorf		August 14, 1946	Director, Product Systems	16 Henry St Saugus, MA 01906
Kerrie L. White	017-62-8166	September 4, 1966	Director, Transaction Processing	46 Gaslight Drive, #8 South Weymouth, MA 02190
Thomas Woislaw	028-52-2628	December 4, 1960	Assistant Vice President, Systems	18 Kendall Drive Northboro, MA 01532