


**2005 FOR PROFIT CORPORATION
ANNUAL REPORT**

FILED
Jan 12, 2005 8:00 am
Secretary of State

01-12-2005 90017 008 ***150.00

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DOCUMENT # P01259					
1. Entity Name INDEPENDENCE LIFE AND ANNUITY COMPANY					
Principal Place of Business ONE SUN LIFE EXECUTIVE PARK SC 1335 WELLESLEY HILLS, MA 02481 US		Mailing Address ONE SUN LIFE EXECUTIVE PARK SC 1335 WELLESLEY HILLS, MA 02481 US			
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State		4. FEI Number 61-0403075	
Zip		Zip		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Country		Country		Applied For Not Applicable	
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent		
CHIEF FINANCIAL OFFICER P O BOX 6200 (32314-6200) 200 E. GAINES ST TALLAHASSEE, FL 32399-0000			Name		
			Street Address (P.O. Box Number is Not Acceptable)		
			City		
			FL Zip Code		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)</small>					
FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees			
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE	D <input checked="" type="checkbox"/> Delete	TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	MCNULTY, III, JAMES A	NAME	Bogart, Thomas A.		
STREET ADDRESS	12 WILD HOLLY	STREET ADDRESS	150 King Street West		
CITY-ST-ZIP	MEDFIELD, MA 02052	CITY-ST-ZIP	Toronto, Ontario, Canada M5H 1J9		
TITLE	VPI <input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ANDERSON, JAMES M.A.	NAME			
STREET ADDRESS	ONE SUN LIFE EXECUTIVE PARK	STREET ADDRESS			
CITY-ST-ZIP	WELLESLEY, MA 02481	CITY-ST-ZIP			
TITLE	S <input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	KING, ELLEN B	NAME			
STREET ADDRESS	ONE SUN LIFE EXECUTIVE PARK	STREET ADDRESS			
CITY-ST-ZIP	WELLESLEY HILLS, MA 02481	CITY-ST-ZIP			
TITLE	VP II <input checked="" type="checkbox"/> Delete	TITLE	VP, Individual Insurance <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME	DETORA, MARK W	NAME	Accum, Claude A.		
STREET ADDRESS	ONE SUN LIFE EXECUTIVE PARK	STREET ADDRESS	One Sun Life Executive Park		
CITY-ST-ZIP	WELLESLEY, MA 02481	CITY-ST-ZIP	Wellesley Hills, MA 02481		
TITLE	PD <input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SALIPANTE, ROBERT C	NAME			
STREET ADDRESS	ONE SUN LIFE EXECUTIVE PARK	STREET ADDRESS			
CITY-ST-ZIP	WELLESLEY, MA 02481	CITY-ST-ZIP			
TITLE	D <input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	STEWART, DONALD A	NAME			
STREET ADDRESS	150 KING STREET WEST	STREET ADDRESS			
CITY-ST-ZIP	TORONTO, ON. CANADA, m5h1j9	CITY-ST-ZIP			
12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: <i>Ellen B. King</i>		Ellen B. King, Secretary		1/10/05 (781) 446-2486	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>		<small>Date</small>		<small>Daytime Phone #</small>	

ATTACHMENT

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Independence Life and Annuity Company
Directors / Officers continued

Gary Corsi **Vice President and Chief Financial Officer and Treasurer and Director**

Primary Address: Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Scott M. Davis **Vice President and General Counsel and Director**

Primary Address: Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Paul W. Derksen **Director**

Primary Address: Sun Life Financial Inc.
150 King Street West, 5th Floor
Toronto, Ontario M5H 1J9 (Canada)

Mary M. Fay **Vice President, Annuities and Director**

Primary Address: Sun Life Assurance Company of Canada
One Sun Life Executive Park, SC 4250
Wellesley Hills, Massachusetts 02481 (United States)

C. James Prieur **Director and Chairman**

Primary Address: Sun Life Financial Inc.
150 King Street West, 6th Floor
Toronto, Ontario M5H 1J9 (Canada)

Keith Gubbay **Vice President and Chief Actuary**

Primary Address: Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Janet V. Whitehouse **Vice President, Human Resources & Public Relations**

Primary Address: Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

John R. Wright **Executive Vice-President, Sun Life Financial U.S. Operations**

Primary Address: Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02481 (United States)

Sun
Life FinancialSM

ATTACHMENT

Amy E. Mihaich
Paralegal
Law Department

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Sun Life Assurance
Company of Canada
1335
One Sun Life Executive Park
Wellesley Hills, MA 02481-5699
Tel: (781) 446-1825
(800) 786-5433 ext. 1825
Fax: (781) 237-0707
amy_mihaich@sunlife.com

VIA OVERNIGHT MAIL

January 10, 2005

Division of Corporations
2670 Executive Center Circle
Tallahassee, Florida 32301

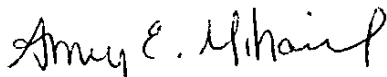
Re: Sun Life Assurance Company of Canada ("SLOC")
Sun Life Assurance Company of Canada (U.S.) ("SLUS")
Independence Life and Annuity Company ("ILAC")
MFS/Sun Life Financial Distributors, Inc. ("MFSLF")

To Whom It May Concern:

Enclosed please find the 2005 Annual Reports for SLOC, SLUS, ILAC and MFSLF, together with a check in the amount of \$150.00 for each company.

If you have any questions, please do not hesitate to contact me at the above numbers.

Very truly yours,



Amy E. Mihaich
Paralegal

Enclosures