

SECURITIES AND EXCHANGE COMMISSION

FORM 485BPOS

Post-effective amendments [Rule 485(b)]

Filing Date: 2007-12-10

SEC Accession No. 0000853285-07-000245

(HTML Version on [secdatabase.com](http://secdatabase.com))

FILER

**SUN LIFE OF CANADA U S VARIABLE ACCOUNT F**

CIK: **853285** | IRS No.: **042461439** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **485BPOS** | Act: **33** | File No.: **033-41628** | Film No.: **071294618**

Mailing Address  
112 WORCESTER ST.  
WELLESLEY HILLS MA 02481

Business Address  
112 WORCESTER ST.  
WELLESLEY HILLS MA 02481  
7812636302

**SUN LIFE OF CANADA U S VARIABLE ACCOUNT F**

CIK: **853285** | IRS No.: **042461439** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **485BPOS** | Act: **40** | File No.: **811-05846** | Film No.: **071294619**

Mailing Address  
112 WORCESTER ST.  
WELLESLEY HILLS MA 02481

Business Address  
112 WORCESTER ST.  
WELLESLEY HILLS MA 02481  
7812636302



---

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM N-4**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Post-Effective Amendment No 27

and

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

Amendment No. 79

**SUN LIFE OF CANADA (U.S.) VARIABLE ACCOUNT F**  
(Exact Name of Registrant)

**SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)**  
(Name of Depositor)

One Sun Life Executive Park  
Wellesley Hills, Massachusetts 02481  
(Address of Depositor's Principal Executive Offices)

Depositor's Telephone Number: (781) 237-6030

Bruce A. Teichner, Assistant Vice President and Senior Counsel  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park SC 1335  
Wellesley Hills, Massachusetts 02481  
(Name and Address of Agent for Service)

***Copies of Communications to:***

Thomas C. Lauerman, Esq.  
Jordan Burt LLP  
1025 Thomas Jefferson Street, N.W.  
Suite 400 East  
Washington, D.C. 20007-0805

---

It is proposed that this filing will become effective (check appropriate box)

- Immediately upon filing pursuant to paragraph (b) of Rule 485  
 on (date) pursuant to paragraph (b) of Rule 485  
 60 days after filing pursuant to paragraph (a)(1) of Rule 485  
 on (date) pursuant to paragraph (a)(1) of Rule 485.

If appropriate, check the following box:

- this post-effective amendment designates a new effective date for a previously filed post-effective amendment.

No filing fee is due because an indefinite amount of securities is deemed to have been registered in reliance on Section 24(f) of the Investment Company Act of 1940.

---

This Amendment No. 27 to the Registration Statement on Form N-4 (the "Registration Statement") (File Nos. 33-41628, 811-05846) is being filed pursuant to Rule 485(b) under the Securities Act of 1933, as amended, in order to add a supplement to one of the prospectuses filed with Post-Effective Amendment No. 26 to the Registration Statement, which was filed on April 26, 2007. This Amendment does not otherwise delete, amend, or supersede any prospectus, statement of additional information, exhibit, or other information contained in Post-Effective Amendment No. 26 to the Registration Statement.

---

## PART A

---

**SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)  
SUPPLEMENT DATED DECEMBER 10, 2007**

**TO PROSPECTUSES DATED MAY 1, 2007  
FOR FUTURITY II AND FUTURITY III  
and  
TO PROSPECTUSES DATED MAY 1, 2006  
FOR FUTURITY SELECT FOUR PLUS, FUTURITY SELECT INCENTIVE,  
FUTURITY SELECT FREEDOM, FUTURITY SELECT SEVEN,  
FUTURITY ACCOLADE, FUTURITY FOCUS II, AND FUTURITY SELECT FOUR**

**ISSUED BY SUN LIFE OF CANADA (U.S.) VARIABLE ACCOUNT F**

On or about March 10, 2008, the above-captioned prospectuses are amended to add new investment options.

*The following new investment options will be added to the above-captioned prospectuses on or about March 10, 2008. As a result, the list of the available investment options appearing on the cover page of each prospectus is supplemented by the addition of the following investment options and corresponding investment management disclosures:*

**Large-Cap Equity Funds**

SC<sup>SM</sup> Lord Abbett Growth & Income Fund

**Mid-Cap Equity Funds**

SC<sup>SM</sup> Goldman Sachs Mid Cap Value Fund

**High Yield Bond Funds**

SC<sup>SM</sup> PIMCO High Yield Fund

**Sun Capital Advisers LLC** advises the Sun Capital Funds; SC<sup>SM</sup> Lord Abbett Growth & Income Fund (sub-advised by **Lord, Abbett & Co. LLC**), SC<sup>SM</sup> Goldman Sachs Mid Cap Value Fund (sub-advised by **Goldman Sachs Asset Management, L.P.**), SC<sup>SM</sup> PIMCO High Yield Fund (sub-advised by **Pacific Investment Management Company LLC**).

**THIS SUPPLEMENT SHOULD BE READ AND RETAINED FOR FUTURE REFERENCE.**

PART C  
OTHER INFORMATION

Item 24. FINANCIAL STATEMENTS AND EXHIBITS

- (a) The following Financial Statements are included in the Registration Statement:
- A. Condensed Financial Information - Accumulation Unit Values (Part A) (Incorporated herein by reference to the Registration Statement on Form N-4, File No. 33-41628, filed on April 26, 2007)
  - B. Financial Statements of the Depositor (Part B) (Incorporated herein by reference to the Registration Statement on Form N-4, File No. 33-41628, filed on April 26, 2007)
    - 1. Consolidated Statements of Income, Years Ended December 31, 2006, 2005 and 2004;
    - 2. Consolidated Balance Sheets, December 31, 2006 and 2005,
    - 3. Consolidated Statements of Comprehensive Income, Years Ended December 31, 2006, 2005 and 2004
    - 4. Consolidated Statements of Stockholder's Equity, Years Ended December 31, 2006, 2005 and 2004;
    - 5. Consolidated Statements of Cash Flows, Years Ended December 31, 2006, 2005 and 2004;
    - 6. Notes to Consolidated Financial Statements; and
    - 7. Report of Independent Registered Public Accounting Firm.
  - C. Financial Statements of the Registrant (Part B) (Incorporated herein by reference to the Registration Statement on Form N-4, File No. 33-41628, filed on April 26, 2007)
    - 1. Statement of Condition, December 31, 2006;
    - 2. Statement of Operations, Year Ended December 31, 2006;
    - 3. Statements of Changes in Net Assets, Years Ended December 31, 2006 and December 31, 2005;
    - 4. Notes to Financial Statements; and
    - 5. Report of Independent Registered Public Accounting Firm
- (b) The following Exhibits are incorporated in the Registration Statement by reference unless otherwise indicated:
- (1) Resolution of Board of Directors of the Depositor dated December 3, 1985 authorizing the establishment of the Registrant (Incorporated herein by reference to the Registration Statement on Form N-4, File No. 333-37907, filed on October 14, 1997);
  - (2) Not Applicable;
  - (3)(a) Distribution Agreement between the depositor, Massachusetts Financial Services Company and Clarendon Insurance Agency, Inc. (Incorporated herein by reference to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-4, File No. 333-37907, filed on January 16, 1998);
  - (3)(b)(i) Specimen Sales Operations and General Agent Agreement (Incorporated herein by reference to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-4, File No. 333-37907, filed on January 16, 1998);
  - (3)(b)(ii) Specimen Broker-Dealer Supervisory and Service Agreement (Incorporated herein by reference to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-4, File No. 333-37907, filed on January 16, 1998); and
  - (3)(b)(iii) Specimen Registered Representatives Agent Agreement (Incorporated herein by reference to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-4, File No. 333-37907, filed on January 16, 1998);



- (4)(a)(i) Specimen Flexible Payment Combination Fixed/Variable Group Annuity Contract (MFS Regatta Gold) (Incorporated herein by reference to Post-Effective Amendment No. 5 to the Registration Statement on Form N-4, File No. 33-41628, filed on April 28, 1998);
- (4)(a)(ii) Specimen Flexible Payment Combination Fixed/Variable Group Annuity Contract (MFS Regatta Platinum) (Incorporated herein by reference to Post-Effective Amendment No. 9 to the Registration Statement on Form N-4, File No. 33-41628, filed on March 2, 1998);
- (4)(b)(i) Specimen Certificate to be issued in connection with Contract filed as Exhibit 4(a)(i) (Incorporated herein by reference to Post-Effective Amendment No. 5 to the Registration Statement on Form N-4, File No 33-41628, filed on April 28, 1998);
- (4)(b)(ii) Specimen Certificate (MFS Regatta Platinum) to be issued in connection with Contract filed as Exhibit 4(a)(ii) (Incorporated herein by reference to Post-Effective Amendment No. 9 to the Registration Statement on Form N-4, File No. 33-41628, filed on March 2, 1998);
- (5)(a)(i) Specimen Application to be used with the annuity contract filed as Exhibit 4(a)(i) (Incorporated herein by reference to Post-Effective Amendment No. 7 to the Registration Statement on Form N-4, File No. 33-41628, filed on April 28, 1998);
- (5)(a)(ii) Specimen Application to be used with the annuity contract filed as Exhibit 4(a)(ii) (Incorporated herein by reference to Post-Effective Amendment No. 9 to the Registration Statement on Form N-4, File No. 33-41628, filed on March 2, 1998);
- (5)(b)(i) Specimen Application to be used with the Certificate filed as Exhibit 4(b)(i) (Incorporated herein by reference to Post-Effective Amendment No. 7 to the Registration Statement on Form N-4, File No. 33-41628, filed on April 28, 1998);
- (5)(b)(ii) Specimen Application to be used with the Certificate filed as Exhibit 4(b)(ii) (Incorporated herein by reference to Post-Effective Amendment No. 9 to the Registration Statement on Form N-4, File 33-41628, filed on March 2, 1998);
- (6)(a) Certificate of Incorporation of the Depositor (Incorporated herein by reference to Depositor's Form 10-K, File No. 333-82824, filed on March 29, 2004);
- (6)(b) By-Laws of the Depositor, as amended March 19, 2004 (Incorporated herein by reference to Depositor's Form 10-K, File No. 333-82824, filed on March 29, 2004)
- (7) Not Applicable;
- (8)(a) Participation Agreement by and between The Alger American Fund, Sun Life Assurance Company of Canada, and Fred Alger and Company, Incorporated (Incorporated herein by reference to Post Effective Amendment No. 13 to the Registration Statement on Form N-4, File No. 33-41628, filed April 26, 1999);
- (8)(b) Participation Agreement dated February 17, 1998 by and between Goldman Sachs Variable, Insurance Trust, Goldman Sachs & Co. and Sun Life Assurance Company of Canada (Incorporated herein by reference to Post-Effective Amendment No. 13 to the Registration Statement on Form N-4, File No. 33-41628, filed April 26, 1999);
- (8)(c) Fund Participation Agreement between Sun Life Assurance Company of Canada and J.P. Morgan Services Trust II (Incorporated herein by reference to Post-Effective Amendment No. 13 to the Registration Statement on Form N-4, File No. 33-41628, filed April 26, 1999);
- (8)(d) Amended and Restated Participation Agreement by and among MFS/Sun Life Services Trust, Sun Life Assurance Company of Canada (U.S.), Sun Life Insurance and Annuity Company of New York, and Massachusetts Financial Services Company (Incorporated herein by reference to Post-Effective Amendment No. 3 to the Registration Statement on Form N-4, File No. 333-107983, filed on May 28, 2004);
- (8)(e) Participation Agreement dated February 17, 1998 by and among OCC Accumulation Trust, Sun Life Assurance Company of Canada and OCC Distributors (Incorporated herein by reference to Post-Effective Amendment No. 13 to the Registration Statement on Form N-4, File No. 33-41628, filed April 26, 1999);

- (8)(f) Participation Agreement dated February, 1998 by and among Sun Life Assurance Company of Canada, Warburg Pincus Trust, Warburg Pincus Asset Management, Inc. and Counsellors Securities, Inc. (Incorporated herein by reference to Post-Effective Amendment No. 13 to the Registration Statement on Form N-4, File No. 33-41628, filed April 26, 1999);
- (8)(g) Participation Agreement dated February 17, 1998 by and among Sun Life Assurance Company of Canada, AIM Variable Insurance Funds, Inc., AIM Distributors, Inc., and Clarendon Insurance Agency, Inc. (Incorporated herein by reference to Post-Effective Amendment No. 1 to the Registration Statement on Form N-4, File No. 333-82957, filed February 3, 2000);
- (8)(h) Amended and Restated Participation Agreement dated December 18, 2004, by and among Sun Capital Advisers Trust, Sun Capital Advisers, Inc., Sun Life Assurance Company of Canada (U.S.) and Sun Life Insurance and Annuity Company of New York (Incorporated herein by reference to Post-Effective Amendment No. 8 to Registration Statement of Sun Life of Canada (U.S.) Variable Account F on Form N-4, File No. 333-83516, filed on April 26, 2005);
- (8)(i) Participation Agreement dated as of February 17, 1998 by and among the Depositor, Salomon Brothers Variable Series Funds Inc., and Salomon Brothers Asset Management Inc. (Incorporated herein by reference to Pre-Effective Amendment No. 1 to the Registration Statement on Form N-4, File No. 333-41438, filed September 25, 2000);
- (9) Opinion of Counsel and Consent to its use as to the legality of the securities being registered (Incorporated herein by reference to Pre-effective Amendment No. 1 to the Registration Statement on Form N-4, File No. 33-41628, filed September 27, 1991);
- (10)(a) Consent of Independent Registered Public Accounting Firm;\*
- (10)(b) Representation of Counsel Pursuant to Rule 485(b);\*
- (11) Financial Statement Schedules I and VI (Incorporated herein by reference to the Depositor's Form 10-K Annual Report for the fiscal year ended December 31, 2006, filed on March 28, 2007);
- (12) Not Applicable;
- (13) Schedule for Computation of Performance Quotations (Incorporated herein by reference to Post-Effective Amendment No. 10 to the Registration Statement of the Registrant on Form N-4, File No. 33-41628, filed on April 29, 1998)
- (14) Not Applicable;
- (15)(a) Powers of Attorney (Incorporated herein by reference to the Registration Statement on Form N-4, File No. 33-41628, filed on April 26, 2007);
- (15)(b) Resolution of the Board of Directors of the depositor dated July 24, 2003, authorizing the use of powers of attorney for Officer signatures (Incorporated by reference to the Registration Statement of Keyport Variable Account A on Form N-4, File No. 333-112506, filed on February 5, 2004);
- (16) Organizational Chart (Incorporated by reference to Post-Effective Amendment No. 4 to the Registration Statement of Keyport Variable Account A on Form N-4, File No. 333-114126, filed on April 25, 2007).

\* Filed herewith.

#### Item 25. DIRECTORS AND OFFICERS OF THE DEPOSITOR

<u>Name and Principal Business Address*</u>	<u>Positions and Offices With Depositor</u>
Thomas A. Bogart Sun Life Assurance Company of Canada	Director

150 King Street West, SC 114D10  
Toronto, Ontario Canada M5H 1J9  
Scott M. Davis  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 3358  
Wellesley Hills, MA 02481

Senior Vice President and General Counsel and  
Director

Mary M. Fay  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 4250  
Wellesley Hills, MA 02481

Senior Vice President and General Manager,  
Annuities and Director

Ronald H. Friesen  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 3380  
Wellesley Hills, MA 02481

Senior Vice President and Chief Financial Officer  
and Treasurer and Director

Richard P. McKenney  
Sun Life Assurance Company of Canada  
150 King Street West, SC 105D10  
Toronto, Ontario Canada M5H 1J9

Director

Robert C. Salipante  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 3376  
Wellesley Hills, MA 02481

President and Director

Donald A. Stewart  
Sun Life Assurance Company of Canada  
150 King Street West, SC 106A35  
Toronto, Ontario Canada M5H 1J9

Director

James M.A. Anderson  
Sun Life Assurance Company of Canada  
150 King Street West, SC 104A25  
Toronto, Ontario Canada M5H 1J9

Executive Vice President and Chief Investment  
Officer

Michael S. Bloom  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 1335  
Wellesley Hills, MA 02481

Assistant Vice President and Senior Counsel and  
Secretary

Keith Gubbay  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 3370  
Wellesley Hills, MA 02481

Senior Vice President and Chief Actuary

Michael K. Moran  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 3305  
Wellesley Hills, MA 02481

Vice President, Chief Accounting Officer and  
Controller

John R. Wright  
Sun Life Assurance Company of Canada (U.S.)  
One Sun Life Executive Park, SC 2163  
Wellesley Hills, MA 02481

Executive Vice President, Sun Life Financial U.S.  
Operations

#### Item 26. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL WITH THE DEPOSITOR OR REGISTRANT

No person is directly or indirectly controlled by the Registrant. The Registrant is a separate account of Sun Life Assurance Company of Canada (U.S.), which is ultimately controlled by Sun Life Financial Inc.

The organization chart of Sun Life Financial is incorporated by reference to Pre-Effective Amendment No. 2 to the Registration Statement on Form N-6 of Sun Life of Canada (U.S.) Variable Account I, File No. 333-143353, filed September 19, 2007.

None of the companies listed in such Exhibit 16 is a subsidiary of the Registrant, therefore the only financial statements being filed are those of Sun Life Assurance Company of Canada (U.S.).

Item 27. NUMBER OF CONTRACT OWNERS

As of October 31, 2007 there were 23,284 qualified and 44,393 non-qualified Contracts.

Item 28. INDEMNIFICATION

Pursuant to Section 145 of the Delaware Corporation Law, Article 8 of the By-laws of Sun Life Assurance Company of Canada (U.S.), a copy of which was filed as Exhibit 3(b) to the Registration Statement of the Depositor on Form S-1, File No. 33-29851, provides for the indemnification of directors, officers and employees of Sun Life Assurance Company of Canada (U.S.).

Insofar as indemnification for liability arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of Sun Life Assurance Company of Canada (U.S.) pursuant to the certificate of incorporation, by-laws, or otherwise, Sun Life (U.S.) has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Sun Life (U.S.) of expenses incurred or paid by a director, officer, controlling person of Sun Life (U.S.) in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Sun Life (U.S.) will submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Act, unless in the opinion of their counsel the matter has been settled by controlling precedent, and will be governed by the final adjudication of such issue.

Item 29. PRINCIPAL UNDERWRITERS

(a) Clarendon Insurance Agency, Inc., a wholly-owned subsidiary of Sun Life Assurance Company of Canada (U.S.), acts as general distributor for the Registrant, Sun Life of Canada (U.S.) Variable Accounts C, D, E, G, I, and K, Keyport Variable Account A, KMA Variable Account, Keyport Variable Account I, KBL Variable Account A, KBL Variable Annuity Account, Sun Life (N.Y.) Variable Accounts A, B, C, D and N, and Money Market Variable Account, High Yield Variable Account, Capital Appreciation Variable Account, Government Securities Variable Account, World Governments Variable Account, and Total Return Variable Account.

<u>Name and Principal Business Address*</u>	<u>Position and Offices with Underwriter</u>
Katherine E. Sarvary	President
Michele G. Van Leer	Director
Scott M. Davis	Director
Mary M. Fay	Director
Michael S. Bloom	Secretary
Ann B. Teixeira	Assistant Vice President, Compliance
Kathleen T. Baron	Chief Compliance Officer
Michael L. Gentile	Vice President
Raymond Scanlon	Vice President
William T. Evers	Assistant Vice President and Senior Counsel
Nancy C. Atherton	Assistant Vice President & Tax Officer
Jane F. Jette	Financial/Operations Principal and Treasurer
Alyssa Gair	Assistant Secretary
Amy E. Mercer	Assistant Secretary

\*The principal business address of all directors and officers of the principal underwriter is, One Sun Life Executive Park, Wellesley Hills, Massachusetts 02481.

(b) Inapplicable.

Item 30. LOCATION OF ACCOUNTS AND RECORDS

Accounts, books and other documents required to be maintained by Section 31(a) of the Investment Company Act of 1940 and the Rules promulgated thereunder are maintained by Sun Life Assurance Company of Canada (U.S.), in whole or in part, at its executive office at One Sun Life Executive Park, Wellesley Hills, Massachusetts 02481, or at the offices of Clarendon Insurance Agency, Inc. at One Sun Life Executive Park, Wellesley Hills, Massachusetts 02481.

Item 31. MANAGEMENT SERVICES

Not Applicable.

Item 32. UNDERTAKINGS

The Registrant hereby undertakes:

- (a) To file a post-effective amendment to this Registration Statement as frequently as is necessary to ensure that the audited financial statements in the Registration Statement are never more than 16 months old for so long as payments under the variable annuity Contracts may be accepted;
  - (b) To include either (1) as part of any application to purchase a Contract offered by the prospectus, a space that an Applicant can check to request a Statement of Additional Information, or (2) a post card or similar written communication affixed to or included in the prospectus that the Applicant can remove to send for a Statement of Additional Information;
  - (c) To deliver any Statement of Additional Information and any financial statements required to be made available under SEC Form N-4 promptly upon written or oral request.
  - (d) Representation with respect to Section 26(f)(2)(A) of the Investment Company Act of 1940: Sun Life Assurance Company of Canada (U.S.) represents that the fees and charges deducted under the Contracts, in the aggregate, are reasonable in relation to the services rendered, the expenses expected to be incurred, and the risks assumed by the insurance company. The Registrant is relying on the no-action letter issued by the Division of Investment Management of the Securities and Exchange Commission to American Council of Life Insurance, Ref. No. IP-6-88, dated November 28, 1988, the requirements for which have been complied with by the Registrant.
-

## SIGNATURES

As required by the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant certifies that it meets all of the requirements of Securities Act Rule 485(b) for effectiveness of this Post-Effective Amendment to the Registration Statement and has caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf, in the Town of Wellesley Hills, and Commonwealth of Massachusetts on this 10th day of December, 2007.

SUN LIFE OF CANADA (U.S.) VARIABLE ACCOUNT F  
(Registrant)

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)  
(Depositor)

By: /s/ Robert C. Salipante\*  
Robert C. Salipante  
President

\*By: /s/ Sandra M. DaDalt  
Sandra M. DaDalt  
Assistant Vice President  
and Senior Counsel

As required by the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities with the Depositor, Sun Life Assurance Company of Canada (U.S.), and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Robert C. Salipante*</u> Robert C. Salipante	President and Director (Principal Executive Officer)	December 10, 2007
<u>/s/ Ronald H. Friesen*</u> Ronald H. Friesen	Senior Vice President and Chief Financial Officer and Treasurer and Director (Principal Financial Officer)	December 10, 2007
<u>/s/ Michael K. Moran*</u> Michael K. Moran	Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	December 10, 2007
*By: <u>/s/ Sandra M. DaDalt</u> Sandra M. DaDalt	Attorney-in-Fact for: Thomas A. Bogart, Director Scott M. Davis, Director Mary M. Fay, Director Richard P. McKenney, Director Donald A. Stewart, Director	December 10, 2007

\*Sandra M. DaDalt has signed this document on the indicated date on behalf of the above Directors for the Depositor pursuant to powers or attorney duly executed by such persons and a resolution of the Board of Directors authorizing use of powers of attorney for Officer signatures. Resolution of the Board of Directors is incorporated herein by reference to the Registration Statement of Keyport Variable Account A on Form N-4, File No. 333-112506, filed on or about February 5, 2004. Powers of attorney are incorporated herein by reference to the Registration Statement on Form N-4, File No. 33-41628, filed on April 26, 2007.



Exhibits

10(a) Consent of Independent Registered Public Accounting Firm

10(b) Representation of Counsel pursuant to Rule 485(b)

---







## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 27 to Registration Statement No. 033-41628 (Investment Company Act of 1940 file No. 811-05846) on Form N-4 of our report dated April 20, 2007, relating to the financial statements of Regatta, Regatta Gold, Regatta Classic, Regatta Platinum, Regatta Extra, Regatta Access, Regatta Choice, Regatta Flex 4, Regatta Flex II, Regatta Choice II, Sun Life Financial Masters Extra, Sun Life Financial Masters Choice, Sun Life Financial Masters Access, Sun Life Financial Masters Flex, Sun Life Financial Masters IV and Sun Life Financial Masters VII Sub-Accounts which are included in Sun Life of Canada (U.S.) Variable Account F; and our report dated April 20, 2007, relating to the financial statements of Futurity, Futurity II, Futurity Focus, Futurity Accolade, Futurity Focus II, Futurity III, Futurity Select Four, Futurity Select Four Plus, Futurity Select Seven, Futurity Select Freedom and Futurity Select Incentive Sub-Accounts which are included in Sun Life of Canada (U.S.) Variable Account F and to the incorporation by reference of our report dated March 27, 2007 (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the adoption of the American Institute of Certified Public Accountants' Statement of Position 03-1, "Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts," effective January 1, 2004, as described in Note 1), relating to the consolidated financial statements of Sun Life Assurance Company of Canada (U.S.).

/s/Deloitte & Touche LLP  
Boston, Massachusetts  
December 10, 2007





**REPRESENTATION OF COUNSEL**

I, Elizabeth B. Love, in my capacity as counsel to Sun Life of Canada (U.S.) Variable Account F (the "Account") have reviewed this Post-Effective Amendment to the Registration Statement of the Account which is being filed pursuant to paragraph (b) of Rule 485 under the Securities Act of 1933. Based on my review of this Post-Effective Amendment and such other material relating to the operations of the Account as I deemed relevant, I hereby certify as of the date of filing this Amendment, that the Post-Effective Amendment does not contain disclosure which would render it ineligible to become effective pursuant to paragraph (b) of Rule 485.

I hereby consent to the filing of this representation as part of this Post-Effective Amendment to the Registration Statement of the Account.

/s/ ELIZABETH B. LOVE  
Elizabeth B. Love, Esq.

December 10, 2007

---

