

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Keyport Life Insurance Company		12/31/2003	CORPORATION: RHODE ISLAND

RECEIVING PARTY DATA

Name:	Sun Life Assurance Company of Canada (U.S.)
Street Address:	One Sun Life Executive Park
City:	Wellesley
State/Country:	MASSACHUSETTS
Postal Code:	02481
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1322520	KEY ANNUITY
Registration Number:	1451276	KEYLIFE
Registration Number:	1452501	KEYSOURCE
Registration Number:	1539589	KEYSAVER
Registration Number:	1778078	KEYBONUS 100
Registration Number:	1972046	ANNUITIES HELP YOUR FUTURE GROW
Registration Number:	2030232	KEYINDEX
Registration Number:	2241252	KEYACCUMULATOR
Registration Number:	2283972	KEYREWARD
Registration Number:	2286241	KEYCHOICE
Registration Number:	2425262	A CERTAIN FUTURE

CORRESPONDENCE DATA

900033389

**TRADEMARK
 REEL: 003170 FRAME: 0809**

CH \$290.00 1322520

Fax Number: (617)646-8646
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-646-8000
Email: drwtrademarks@wolfgreenfield.com
Correspondent Name: Douglas R. Wolf, Wolf Greenfield & Sacks
Address Line 1: 600 Atlantic Avenue
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ATTORNEY DOCKET NUMBER:	K0483.40000US00
NAME OF SUBMITTER:	Douglas R. Wolf
Signature:	/drw/
Date:	10/05/2005

Total Attachments: 3
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Delaware

PAGE 1

The First State

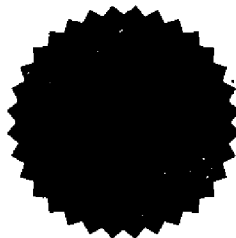
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KEYPORT LIFE INSURANCE COMPANY", A RHODE ISLAND CORPORATION,

WITH AND INTO "SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)" UNDER THE NAME OF "SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF OCTOBER, A.D. 2003, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0739523 8100M

AUTHENTICATION: 2690254

030659625

DATE: 10-15-03

TRADEMARK

REEL: 003170 FRAME: 0811

CERTIFICATE OF MERGER
merging
KEYPORT LIFE INSURANCE COMPANY, a Rhode Island corporation,
with and into
SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.), a Delaware corporation
(under Section 252 of the General Corporation Law
of the State of Delaware)

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned submits this Certificate of Merger for filing to effect the merger of Keyport Life Insurance Company, a Rhode Island corporation, with and into Sun Life Assurance Company of Canada (U.S.), a Delaware corporation.

Sun Life Assurance Company of Canada (U.S.) hereby certifies that:


- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) Sun Life Assurance Company of Canada (U.S.), a Delaware corporation;
and
 - (b) Keyport Life Insurance Company, a Rhode Island corporation.
- (2) An Agreement and Plan of Merger (the "Plan of Merger"), has been approved, adopted, certified, executed and acknowledged by Keyport Life Insurance Company and Sun Life Assurance Company of Canada (U.S.) in accordance with the provisions of Section 252 of the Delaware General Corporation Law.
- (3) The name of the surviving corporation is Sun Life Assurance Company of Canada (U.S.), a Delaware corporation.
- (4) The Certificate of Incorporation of Sun Life Assurance Company of Canada (U.S.) as in effect immediately prior to the merger shall be the certificate of incorporation of the surviving corporation until thereafter amended in accordance with the provisions thereof and/or the laws of the State of Delaware.
- (5) A copy of the Plan of Merger is on file at the principal place of business of Sun Life Assurance Company of Canada (U.S.) at One Sun Life Executive Park, Wellesley Hills, MA 02481.
- (6) A copy of the Plan of Merger will be furnished by Sun Life Assurance Company of Canada (U.S.), on request and without cost, to any stockholder of Keyport Life Insurance Company or Sun Life Assurance Company of Canada (U.S.).
- (7) The merger of Keyport Life Insurance Company with and into Sun Life Assurance Company of Canada (U.S.) shall be effective at 5:00 p.m. on December 31, 2003.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 10/14/2003
FILED 11:30 AM 10/14/2003
SRV 030659625 - 0739523 FILE

(8) The authorized capital stock of Keyport Life Insurance Company is 2,500,000 shares of Common Stock, \$1.25 par value.

IN WITNESS WHEREOF, the undersigned, duly authorized officer of Sun Life Assurance Company of Canada (U.S.), has caused this Certificate of Merger to be signed this 18th day of June, 2003.

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

By: 
Name: Robert C. Salipante
Title: President

NYB 550058.3 73742 00156 06/17/03 10:02am

RECORDED: 10/05/2005

TRADEMARK
REEL: 003170 FRAME: 0813