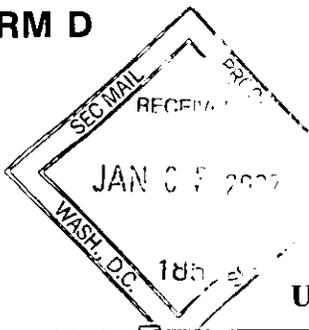


FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

1119402

|   |                |
|---|----------------|
| OMB APPROVAL  |                |
| OMB Number:   | 3235-0076      |
| Expires:  | April 30, 2008 |
| Es  | [REDACTED]     |
| ha  | [REDACTED]     |
|  |                |
| 07040572  |                |



**FORM D**  
**NOTICE OF SALE OF SECURITIES**  
**PURSUANT TO REGULATION D,**  
**SECTION 4(6), AND/OR**  
**UNIFORM LIMITED OFFERING EXEMPTION**

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
Flexible Premium Variable Universal Life Insurance (Sun Life of Canada (U.S.) Variable Account H) -LCPPVULPSV

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  
Sun Life of Canada (U.S.) Variable Account H

|  |  |  |
|--|--|--|
| Address of Executive Offices<br>One Sun Life Executive Park, Wellesley Hills, MA 02481 | (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code)<br>(781)-237-6030 |
| Address of Principal Business Operations<br>(if different from Executive Offices)      | (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code)                   |

Brief Description of Business  
Insurance Company Separate Account

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed Separate Account

**PROCESSED**

JAN 12 2007

Actual or Estimated Date of Incorporation or Organization: Month  1  2 Year  9  18  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  DE  FL  GA  IL  IN  MD  MI  MN  MO  NY  OH  RI  TN  VA  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA  WI  WY  AA  AE  AP  AS  GU  HI  IL  IN  KS  KY  LA  MA  MD  ME  MI  MN  MO  MS  MT  NC  ND  NH  NJ  NM  NV  NY  OH  OK  OR  PA  PR  RI  SC  SD  TN  TX  UT  VT  WA

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Sun Life Assurance Company of Canada (U.S.)

Business or Residence Address (Number and Street, City, State, Zip Code)

Attn: Vice President, Corporate Markets - SC1145, One Sun Life Executive Park, Wellesley Hills, MA 02481

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ N/A
3. Does the offering permit joint ownership of a single unit? .....  Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Byers, David

Business or Residence Address (Number and Street, City, State, Zip Code)

Two Metroplex Drive, Suite 111, Birmingham, AL 35209

Name of Associated Broker or Dealer

Pro-Equities

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

|  |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input checked="" type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL            | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT            | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI            | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Full Name (Last name first, if individual)

Trammell, Pat

Business or Residence Address (Number and Street, City, State, Zip Code)

Two Metroplex Drive, Suite 202, Birmingham, AL 35209

Name of Associated Broker or Dealer

M Holdings Securities

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

|  |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input checked="" type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL            | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT            | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI            | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Full Name (Last name first, if individual)

Wood, William T.

Business or Residence Address (Number and Street, City, State, Zip Code)

Two Metroplex Drive, Suite 202, Birmingham, AL 35209

Name of Associated Broker or Dealer

M Holdings Securities, Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

|  |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input checked="" type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL            | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT            | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI            | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| Last Name | First Name | Business Address   | Name of Associated Dealer      | Solicited States |
|-----------|------------|--|--------------------------------|------------------|
| Johnson   | Berkeley   | 322 North Napal Street, Santa Barbara, CA 93103                      | Pro-Equities                   | AZ,CA            |
| Davidson  | James      | 10681 Foothill Blved, Suite 301, Ranch Cucamonga, CA 91730           | Private Consulting Group       | CA               |
| Gagnon    | D. John    | 116 Huntington Ave, 10th Floor, Boston, MA 02116                     | Commonwealth Financial Network | MA               |
| Friedman  | Donald H.  | 2818 NE US Grant Place, Portland, OR 97212                           | M Holdings Securities          | MA, IN, GA       |
| Whipple   | Stephen    | 1100 Circle 75 Parkway, Suite 320, Atlanta, GA 30339                 | CBIZ Financial Solutions, Inc. | PA, CA, AZ       |
| Jordan    | Thomas J.  | ECl Insurance Services, 1515 Capital of TX Highway, Austin, TX 78746 | M Holdings Securities          | IN               |
| Corrigan  | Michael E. | 322 North Napal Street, Santa Barbara, CA 93103                      | Pro-Equities                   | CA, AZ           |
| Bergeron  | Richard E. | 80 N. Main Street, Mansfield, MA 02048                               | Commonwealth Financial Network | MA               |
| Cheney    | Jim        | 2818 NE US Grant Place, Portland, OR 97212                           | M Holdings Securities          | GA               |
| Meyer     | Bennett    | The Pavillion, Suite 724, 261 Old York Road, Jenkintown, PA 19046    | First Heartland Securities     | CA               |
| Struve    | Clark      | The Pavillion, Suite 724, 261 Old York Road, Jenkintown, PA 19046    | First Heartland Securities     | CA               |

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security                                  | Aggregate Offering Price   | Amount Already Sold            |
|---|--|--------------------------------|
| Debt .....  | \$ _____   | \$ _____                       |
| Equity .....                                      | \$ _____   | \$ _____                       |
|   | <input type="checkbox"/> Common <input type="checkbox"/> Preferred |                                |
| Convertible Securities (including warrants) ..... | \$ _____   | \$ _____                       |
| Partnership Interests .....                       | \$ _____   | \$ _____                       |
| Other (Specify <u>Separate Account</u> ) .....    | \$ <u>Unlimited</u>  | \$ <u>67,161,852.62</u>        |
| <b>Total</b> .....                                | <b>\$ <u>0</u></b>   | <b>\$ <u>67,161,852.62</u></b> |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

|  | Number Investors | Aggregate Dollar Amount of Purchases |
|--|------------------|--------------------------------------|
| Accredited Investors .....                           | <u>13</u>        | \$ <u>67,161,852.62</u>              |
| Non-accredited Investors .....                       | _____            | \$ _____                             |
| <b>Total (for filings under Rule 504 only)</b> ..... | _____            | \$ _____                             |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

| Type of Offering   | Type of Security | Dollar Amount Sold    |
|--------------------|------------------|-----------------------|
| Rule 505 .....     | _____            | \$ _____              |
| Regulation A ..... | _____            | \$ _____              |
| Rule 504 .....     | _____            | \$ _____              |
| <b>Total</b> ..... | _____            | <b>\$ <u>0.00</u></b> |

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

|  |  |
|--|--|
| Transfer Agent's Fees .....                                | <input type="checkbox"/> \$ <u>0.00</u>                    |
| Printing and Engraving Costs .....                         | <input type="checkbox"/> \$ <u>0.00</u>                    |
| Legal Fees .....   | <input type="checkbox"/> \$ <u>0.00</u>                    |
| Accounting Fees .....                                      | <input type="checkbox"/> \$ <u>0.00</u>                    |
| Engineering Fees .....                                     | <input type="checkbox"/> \$ <u>0.00</u>                    |
| Sales Commissions (specify finders' fees separately) ..... | <input checked="" type="checkbox"/> \$ <u>3,218,141.16</u> |
| Other Expenses (identify) _____                            | <input type="checkbox"/> \$ <u>0.00</u>                    |
| <b>Total</b> .....   | <input type="checkbox"/> \$ <u>3,218,141.16</u>            |

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

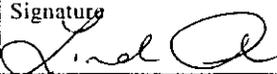
\$ 63,943,711.46

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

|  | Payments to<br>Officers,<br>Directors, &<br>Affiliates | Payments to<br>Others                            |
|--|--|--|
| Salaries and fees .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Purchase of real estate .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0                    |
| Purchase, rental or leasing and installation of machinery<br>and equipment .....   | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Construction or leasing of plant buildings and facilities .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Acquisition of other businesses (including the value of securities involved in this<br>offering that may be used in exchange for the assets or securities of another<br>issuer pursuant to a merger) ..... | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Repayment of indebtedness .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Working capital .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Other (specify): .....   | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Column Totals .....  | <input type="checkbox"/> \$ 0.00                       | <input type="checkbox"/> \$ 0.00                 |
| Total Payments Listed (column totals added) .....  |  | <input type="checkbox"/> \$ <u>63,943,711.46</u> |

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|  |  |                    |
|--|--|--------------------|
| Issuer (Print or Type)<br>Sun Life of Canada (U.S.) Variable Account H | Signature<br> | Date<br>12/29/2006 |
| Name of Signer (Print or Type)<br>Linda Allen                          | Title of Signer (Print or Type)<br>Manager, Customer Service                                     |                    |

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)