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SUN LIFE FINANCIAL INC  
Form 13F-HR  
February 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2011  
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Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.  
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sun Life Financial Inc.  
-----  
Address: 150 King Street West  
-----  
Toronto, Ontario, Canada M5H 1J9  
-----

Form 13F File Number: 28-05799  
-----

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: John Vaz  
-----  
Title: Compliance Analyst  
-----  
Phone: 781-446-2420  
-----

Signature, Place, and Date of Signing:

/s/ John Vaz Wellesley Hills, MA February 13, 2012  
-----  
[Signature] [City, State] [Date]

Report Type (Check only one.):

/ / 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)  
/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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and all holdings are reported by other reporting manager(s).)

/X/ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:  
 [If there are no entries in this list, omit this section.]

| Form 13F File Number | Name          |
|----------------------|---------------|
| 28-06597             | McLean Budden |
| -----                | -----         |
| 28-04968             | MFS           |
| -----                | -----         |

FORM 13F SUMMARY PAGE

Report Summary:

|   |               |
|---|---------------|
| Number of Other Included Managers:      | 2             |
|   | -----         |
| Form 13F Information Table Entry Total: | 220           |
|   | -----         |
| Form 13F Information Table Value Total: | US\$1,781,799 |
|   | -----         |
|   | (thousands)   |

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No.   | Form 13F File Number | Name                                 |
|-------|----------------------|--------------------------------------|
| 1     | 28-12046             | Sun Capital Advisers LLC.            |
| ----- | -----                | -----                                |
| 2     | 28-12047             | Sun Life Assurance Company of Canada |
| ----- | -----                | -----                                |

[Repeat as necessary.]

FORM 13F INFORMATION TABLE - December 31, 2011

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | CO         |
|----------|----------|----------|----------|----------|----------|------------|
| -----    |          |          | VALUE    | SHRS OR  | SH/ PUT/ | INVESTMENT |

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| NAME OF ISSUER                  | TITLE OF CLASS | CUSIP     | (x\$1000) | PRN AMT    | PRN CALL | DISCRETION | MA |
|---------------------------------|----------------|-----------|-----------|------------|----------|------------|----|
| 3M Corporation                  | COM            | 88579Y101 | 6,453     | 78,960     | SH       | SHARED     | 1  |
| 3M Corporation                  | COM            | 88579Y101 | 1,336     | 16,344     | SH       | SHARED     | 2  |
| Abbott Laboratories             | COM            | 002824100 | 3,004     | 53,420     | SH       | SHARED     | 1  |
| AES Corporation                 | COM            | 00130H105 | 3,525     | 297,733    | SH       | SHARED     | 1  |
| AES Corporation                 | COM            | 00130H105 | 1,286     | 108,630    | SH       | SHARED     | 2  |
| Akamai Technologies Inc         | COM            | 00971T101 | 5,566     | 172,428    | SH       | SHARED     | 1  |
| Akamai Technologies Inc         | COM            | 00971T101 | 2,147     | 66,498     | SH       | SHARED     | 2  |
| Alcatel Sa-sponsored ADR        | COM            | 013904305 | 6,650     | 4,263,113  | SH       | SHARED     | 1  |
| Alcatel Sa-sponsored ADR        | COM            | 013904305 | 2,505     | 1,605,517  | SH       | SHARED     | 2  |
| Altria Group Inc                | COM            | 02209S103 | 1,843     | 62,166     | SH       | SHARED     | 1  |
| Altria Group Inc                | COM            | 02209S103 | 678       | 22,876     | SH       | SHARED     | 2  |
| American Eagle<br>Outfitters    | COM            | 02553E106 | 1,669     | 109,159    | SH       | SHARED     | 2  |
| American Express Co             | COM            | 025816109 | 3,782     | 80,187     | SH       | SHARED     | 1  |
| American International<br>Group | COM            | 026874784 | 4,489     | 193,475    | SH       | SHARED     | 1  |
| Amgen Inc                       | COM            | 031162100 | 4,164     | 64,851     | SH       | SHARED     | 1  |
| Amgen Inc                       | COM            | 031162100 | 1,634     | 25,442     | SH       | SHARED     | 2  |
| AT&T Inc                        | COM            | 00206R102 | 8,482     | 280,494    | SH       | SHARED     | 1  |
| AT&T Inc                        | COM            | 00206R102 | 2,150     | 71,099     | SH       | SHARED     | 2  |
| Bank of America Corp            | COM            | 060505104 | 1,115     | 200,543    | SH       | SHARED     | 2  |
| Barclays Bank Plc               | COM            | 06738C828 | 37,381    | 54,200,000 | SH       | SHARED     | 1  |
| Barclays Bank Plc               | COM            | 06738C828 | 14,277    | 20,700,000 | SH       | SHARED     | 1  |
| Baxter International Inc        | COM            | 071813109 | 3,445     | 69,624     | SH       | SHARED     | 1  |
| Baxter International Inc        | COM            | 071813109 | 1,430     | 28,894     | SH       | SHARED     | 2  |
| BB&T Corp                       | COM            | 054937107 | 3,963     | 157,443    | SH       | SHARED     | 1  |
| BB&T Corp                       | COM            | 054937107 | 1,209     | 48,016     | SH       | SHARED     | 2  |
| Berkshire Hathaway<br>Inc-CL B  | COM            | 084670702 | 3,722     | 48,779     | SH       | SHARED     | 1  |
| Berkshire Hathaway<br>Inc-CL B  | COM            | 084670702 | 1,421     | 18,622     | SH       | SHARED     | 2  |
| Best Buy Company Inc            | COM            | 086516101 | 3,045     | 130,281    | SH       | SHARED     | 1  |
| Best Buy Company Inc            | COM            | 086516101 | 1,114     | 47,668     | SH       | SHARED     | 2  |
| Boeing Company                  | COM            | 097023105 | 6,777     | 92,396     | SH       | SHARED     | 1  |
| Boeing Company                  | COM            | 097023105 | 1,323     | 18,038     | SH       | SHARED     | 2  |
| Boston Scientific               | COM            | 101137107 | 5,073     | 950,000    | SH       | SHARED     | 1  |
| Boston Scientific Corp          | COM            | 101137107 | 6,789     | 1,271,282  | SH       | SHARED     | 1  |
| Boston Scientific Corp          | COM            | 101137107 | 2,608     | 488,308    | SH       | SHARED     | 2  |
| Bristol-Myers Squibb            | COM            | 110122108 | 8,121     | 230,444    | SH       | SHARED     | 1  |
| Bristol-Myers Squibb            | COM            | 110122108 | 1,801     | 51,118     | SH       | SHARED     | 2  |
| Caterpillar Inc                 | COM            | 149123101 | 2,918     | 32,204     | SH       | SHARED     | 1  |
| CCG Commercial Pool II<br>Inc   | COM            | 12501RAF6 | 617       | 1,000      | SH       | SHARED     | 1  |
| Centro Retail Australia         | COM            | 00000CRF2 | 21,269    | 12,128,585 | SH       | SHARED     | 1  |
| Centro Retail Australia         | COM            | BSL0B74C7 | -         | 9,688,869  | SH       | SHARED     | 1  |
| Centurytel Inc                  | COM            | 156700106 | 5,658     | 152,084    | SH       | SHARED     | 1  |
| Centurytel Inc                  | COM            | 156700106 | 1,523     | 40,946     | SH       | SHARED     | 2  |
| Charles Schwab Corp./The        | COM            | 808513105 | 2,886     | 256,345    | SH       | SHARED     | 1  |
| Charles Schwab Corp./The        | COM            | 808513105 | 792       | 70,358     | SH       | SHARED     | 2  |
| Chevron Corporation             | COM            | 166764100 | 11,988    | 112,672    | SH       | SHARED     | 1  |
| Chevron Corporation             | COM            | 166764100 | 3,556     | 33,419     | SH       | SHARED     | 2  |
| Cisco Systems Inc               | COM            | 17275R102 | 7,142     | 395,014    | SH       | SHARED     | 1  |
| Cisco Systems Inc               | COM            | 17275R102 | 2,368     | 130,994    | SH       | SHARED     | 2  |
| Citigroup Inc                   | COM            | 172967424 | 930       | 35,356     | SH       | SHARED     | 2  |
| Coca-Cola Co                    | COM            | 191216100 | 7,106     | 101,556    | SH       | SHARED     | 1  |
| Coca-Cola Co                    | COM            | 191216100 | 1,598     | 22,845     | SH       | SHARED     | 2  |
| ConocoPhillips                  | COM            | 20825C104 | 7,239     | 99,345     | SH       | SHARED     | 1  |
| ConocoPhillips                  | COM            | 20825C104 | 1,604     | 22,012     | SH       | SHARED     | 2  |
| Consolidated Edison Inc         | COM            | 209115104 | 3,017     | 48,641     | SH       | SHARED     | 1  |

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|                                |     |           |        |         |    |        |   |
|--------------------------------|-----|-----------|--------|---------|----|--------|---|
| Corning Inc                    | COM | 219350105 | 3,608  | 277,981 | SH | SHARED | 1 |
| Corning Inc                    | COM | 219350105 | 1,360  | 104,799 | SH | SHARED | 2 |
| Cosi Inc                       | COM | 22122P101 | 703    | 996,776 | SH | SHARED | 1 |
| Cosi Inc                       | COM | 22122P101 | 262    | 371,709 | SH | SHARED | 2 |
| CVS Caremark Corporation       | COM | 126650100 | 4,640  | 113,788 | SH | SHARED | 1 |
| CVS Caremark Corporation       | COM | 126650100 | 1,585  | 38,867  | SH | SHARED | 2 |
| Delta Air Lines Inc            | COM | 247361702 | 3,381  | 417,870 | SH | SHARED | 1 |
| Delta Air Lines Inc            | COM | 247361702 | 635    | 78,515  | SH | SHARED | 2 |
| DR Horton Inc                  | COM | 23331A109 | 4,076  | 323,196 | SH | SHARED | 1 |
| DR Horton Inc                  | COM | 23331A109 | 1,595  | 126,513 | SH | SHARED | 2 |
| Duke Energy Corp               | COM | 26441C105 | 3,179  | 144,504 | SH | SHARED | 1 |
| EI Dupont de Nemour and<br>Co  | COM | 263534109 | 6,712  | 146,614 | SH | SHARED | 1 |
| EI Dupont de Nemour and<br>Co  | COM | 263534109 | 1,480  | 32,335  | SH | SHARED | 2 |
| Eli Lilly & Co                 | COM | 532457108 | 4,119  | 99,118  | SH | SHARED | 1 |
| Eli Lilly & Co                 | COM | 532457108 | 1,533  | 36,892  | SH | SHARED | 2 |
| EOG Resources                  | COM | 26875P101 | 3,697  | 37,526  | SH | SHARED | 1 |
| EOG Resources                  | COM | 26875P101 | 1,422  | 14,438  | SH | SHARED | 2 |
| Exelon Corporation             | COM | 30161N101 | 6,630  | 152,872 | SH | SHARED | 1 |
| Exelon Corporation             | COM | 30161N101 | 1,495  | 34,478  | SH | SHARED | 2 |
| Exxon Mobil Corp               | COM | 30231G102 | 19,556 | 230,725 | SH | SHARED | 1 |
| Exxon Mobil Corp               | COM | 30231G102 | 5,434  | 64,113  | SH | SHARED | 2 |
| Fedex Corp                     | COM | 31428X106 | 1,938  | 23,202  | SH | SHARED | 1 |
| Forest Laboratories Inc        | COM | 345838106 | 6,276  | 207,410 | SH | SHARED | 1 |
| Forest Laboratories Inc        | COM | 345838106 | 2,411  | 79,676  | SH | SHARED | 2 |
| Gap Inc                        | COM | 364760108 | 3,612  | 194,711 | SH | SHARED | 1 |
| Gap Inc                        | COM | 364760108 | 1,399  | 75,395  | SH | SHARED | 2 |
| General Electric Company       | COM | 369604103 | 9,085  | 507,236 | SH | SHARED | 1 |
| General Electric Company       | COM | 369604103 | 2,453  | 136,942 | SH | SHARED | 2 |
| General Motors Co              | COM | 37045V100 | 2,506  | 123,643 | SH | SHARED | 1 |
| General Motors Co              | COM | 37045V100 | 971    | 47,911  | SH | SHARED | 2 |
| Goldman Sachs Group Inc        | COM | 38141G104 | 2,754  | 30,454  | SH | SHARED | 1 |
| Goldman Sachs Group Inc        | COM | 38141G104 | 1,013  | 11,198  | SH | SHARED | 2 |
| Goodyear Tire & Rubber<br>Co   | COM | 382550101 | 4,799  | 338,704 | SH | SHARED | 1 |
| Goodyear Tire & Rubber<br>Co   | COM | 382550101 | 1,826  | 128,899 | SH | SHARED | 2 |
| Google Inc-cl A                | COM | 38259P508 | 9,544  | 14,777  | SH | SHARED | 1 |
| Google Inc-cl A                | COM | 38259P508 | 3,668  | 5,679   | SH | SHARED | 2 |
| Gsi Group Inc                  | COM | 36191C205 | 423    | 41,337  | SH | SHARED | 1 |
| Gsi Group Inc                  | COM | 36191C205 | 251    | 24,582  | SH | SHARED | 2 |
| HALOZYME THERAPEUTICS<br>INC   | COM | 40637H109 | 4,783  | 502,900 | SH | SHARED | 1 |
| HALOZYME THERAPEUTICS<br>INC   | COM | 40637H109 | 1,772  | 186,382 | SH | SHARED | 2 |
| Hess Corp                      | COM | 42809H107 | 3,515  | 61,876  | SH | SHARED | 1 |
| Hess Corp                      | COM | 42809H107 | 1,227  | 21,597  | SH | SHARED | 2 |
| Home Depot Inc                 | COM | 437076102 | 3,575  | 85,046  | SH | SHARED | 1 |
| Honeywell International<br>Inc | COM | 438516106 | 7,857  | 144,557 | SH | SHARED | 1 |
| Honeywell International<br>Inc | COM | 438516106 | 1,490  | 27,423  | SH | SHARED | 2 |
| IBM Corp                       | COM | 459200101 | 8,212  | 44,659  | SH | SHARED | 1 |
| IBM Corp                       | COM | 459200101 | 1,998  | 10,868  | SH | SHARED | 2 |
| Intel Corp                     | COM | 458140100 | 15,656 | 645,590 | SH | SHARED | 1 |
| Intel Corp                     | COM | 458140100 | 4,557  | 187,916 | SH | SHARED | 2 |
| Intermec Inc                   | COM | 458786100 | 2,218  | 323,387 | SH | SHARED | 1 |
| Intermec Inc                   | COM | 458786100 | 853    | 124,383 | SH | SHARED | 2 |
| Intermec Inc                   | COM | 458786100 | 2,230  | 325,000 | SH | SHARED | 1 |
| International Paper Co         | COM | 460146103 | 6,723  | 227,114 | SH | SHARED | 1 |
| International Paper Co         | COM | 460146103 | 1,757  | 59,343  | SH | SHARED | 2 |

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|                                |     |           |         |           |    |        |   |
|--------------------------------|-----|-----------|---------|-----------|----|--------|---|
| IShares                        | COM | 464287465 | 21,240  | 428,838   | SH | SHARED | 2 |
| IShares                        | COM | 464287200 | 54,691  | 434,195   | SH | SHARED | 1 |
| IShares                        | COM | 464287481 | 13,494  | 245,126   | SH | SHARED | 1 |
| IShares                        | COM | 464287648 | 27,151  | 322,347   | SH | SHARED | 1 |
| IShares                        | COM | 464287507 | 8,923   | 101,846   | SH | SHARED | 1 |
| IShares                        | COM | 464287614 | 31,736  | 549,159   | SH | SHARED | 1 |
| IShares                        | COM | 464286699 | 2,971   | 183,870   | SH | SHARED | 1 |
| Ishares                        | COM | 464286707 | 2,600   | 132,800   | SH | SHARED | 1 |
| Ishares                        | COM | 464286806 | 536     | 27,900    | SH | SHARED | 1 |
| Ishares                        | COM | 464286848 | 8,602   | 944,206   | SH | SHARED | 1 |
| Ishares                        | COM | 464286822 | 1,188   | 22,100    | SH | SHARED | 1 |
| Ishares                        | COM | 464286699 | 2,503   | 154,900   | SH | SHARED | 1 |
| IShares Barclays               |     |           |         |           |    |        |   |
| Treasury Infl                  | COM | 464287176 | 127,933 | 1,096,351 | SH | SHARED | 1 |
| Ishares Tr                     | COM | 464287465 | 10,035  | 202,600   | SH | SHARED | 1 |
| Johnson & Johnson              | COM | 478160104 | 2,765   | 42,160    | SH | SHARED | 1 |
| JP Morgan Chase & Co           | COM | 46625H100 | 2,164   | 65,069    | SH | SHARED | 2 |
| Kayne Anderson ETR Fund, Inc.  | COM | 48660P2#0 | 16,800  | 600,000   | SH | SHARED | 1 |
| Kayne Anderson Midstream Enrgy | COM | 48661E2*8 | 17,550  | 600,000   | SH | SHARED | 1 |
| Kayne Anderson MLP Investment  | COM | 4866062#2 | 16,860  | 600,000   | SH | SHARED | 1 |
| Kayne Anderson MLP Investment  | COM | 4866064#0 | 12,760  | 440,000   | SH | SHARED | 1 |
| Kimberly-Clark Corp            | COM | 494368103 | 6,440   | 87,554    | SH | SHARED | 1 |
| Kimberly-Clark Corp            | COM | 494368103 | 1,281   | 17,419    | SH | SHARED | 2 |
| Kraft Foods Inc                | COM | 50075N104 | 7,473   | 200,036   | SH | SHARED | 1 |
| Kraft Foods Inc                | COM | 50075N104 | 1,732   | 46,369    | SH | SHARED | 2 |
| Lloyds Banking Group PLC       | COM | 539439AD1 | 3,180   | 6,000,000 | SH | SHARED | 1 |
| Lloyds Banking Group PLC       | COM | 539439AC3 | 803     | 1,460,000 | SH | SHARED | 1 |
| Lockheed Martin Corp           | COM | 539830109 | 3,188   | 39,401    | SH | SHARED | 1 |
| Lockheed Martin Corp           | COM | 539830109 | 1,232   | 15,228    | SH | SHARED | 2 |
| Louisiana Pacific Corp         | COM | 546347105 | 5,538   | 686,200   | SH | SHARED | 1 |
| Louisiana Pacific Corp         | COM | 546347105 | 1,911   | 236,758   | SH | SHARED | 2 |
| Lowe's Companies Inc           | COM | 548661107 | 3,273   | 128,963   | SH | SHARED | 1 |
| Lowe's Companies Inc           | COM | 548661107 | 1,205   | 47,484    | SH | SHARED | 2 |
| Macy's Inc                     | COM | 55616P104 | 4,889   | 151,940   | SH | SHARED | 1 |
| Macy's Inc                     | COM | 55616P104 | 1,881   | 58,462    | SH | SHARED | 2 |
| Marathon Oil Corp              | COM | 565849106 | 2,941   | 100,462   | SH | SHARED | 1 |
| Marathon Oil Corp              | COM | 565849106 | 1,131   | 38,652    | SH | SHARED | 2 |
| Marathon Petroleum Corp        | COM | 56585A102 | 1,672   | 50,231    | SH | SHARED | 1 |
| Marathon Petroleum Corp        | COM | 56585A102 | 643     | 19,326    | SH | SHARED | 2 |
| McDonald's Corp                | COM | 580135101 | 3,046   | 30,363    | SH | SHARED | 1 |
| Merck & Co. Inc.               | COM | 58933Y105 | 7,183   | 190,532   | SH | SHARED | 1 |
| Merck & Co. Inc.               | COM | 58933Y105 | 1,508   | 40,011    | SH | SHARED | 2 |
| Merge Healthcare Inc           | COM | 589499102 | 1,526   | 314,545   | SH | SHARED | 2 |
| MetLife Inc                    | COM | 59156R108 | 5,617   | 180,159   | SH | SHARED | 1 |
| Microsoft Corp                 | COM | 594918104 | 16,917  | 651,671   | SH | SHARED | 1 |
| Microsoft Corp                 | COM | 594918104 | 5,490   | 211,477   | SH | SHARED | 2 |
| Morgan Stanley                 | COM | 617446448 | 2,205   | 145,739   | SH | SHARED | 1 |
| Morgan Stanley                 | COM | 617446448 | 797     | 52,684    | SH | SHARED | 2 |
| Mosaic Holdings Inc            | COM | 61945C103 | 3,685   | 73,074    | SH | SHARED | 1 |
| Mosaic Holdings Inc            | COM | 61945C103 | 1,388   | 27,514    | SH | SHARED | 2 |
| Mrv Communications Inc         | COM | 553477100 | 882     | 1,025,247 | SH | SHARED | 2 |
| New York Times Company-Class A | COM | 650111107 | 1,204   | 155,762   | SH | SHARED | 2 |
| Occidental Petroleum Corp      | COM | 674599105 | 4,205   | 44,872    | SH | SHARED | 1 |
| Occidental Petroleum Corp      | COM | 674599105 | 1,618   | 17,264    | SH | SHARED | 2 |
| Oracle Corporation             | COM | 68389X105 | 3,304   | 128,810   | SH | SHARED | 1 |

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|                                 |     |           |         |           |    |        |   |
|---------------------------------|-----|-----------|---------|-----------|----|--------|---|
| Oracle Corporation              | COM | 68389X105 | 1,282   | 49,975    | SH | SHARED | 2 |
| Pepsico Inc                     | COM | 713448108 | 6,846   | 103,174   | SH | SHARED | 1 |
| Pepsico Inc                     | COM | 713448108 | 1,470   | 22,158    | SH | SHARED | 2 |
| Pfizer Inc                      | COM | 717081103 | 10,450  | 482,919   | SH | SHARED | 1 |
| Pfizer Inc                      | COM | 717081103 | 1,100   | 50,819    | SH | SHARED | 2 |
| Philip Morris<br>International  | COM | 718172109 | 4,879   | 62,166    | SH | SHARED | 1 |
| Philip Morris<br>International  | COM | 718172109 | 1,795   | 22,876    | SH | SHARED | 2 |
| PNC Financial Services<br>Group | COM | 693475105 | 5,966   | 103,446   | SH | SHARED | 1 |
| Powershares QQQ Nasdaq<br>100   | COM | 73935A104 | 24,331  | 435,800   | SH | SHARED | 1 |
| Procter & Gamble Co             | COM | 742718109 | 8,918   | 133,683   | SH | SHARED | 1 |
| Procter & Gamble Co             | COM | 742718109 | 2,230   | 33,428    | SH | SHARED | 2 |
| Prudential Financial Inc        | COM | 744320102 | 5,629   | 112,314   | SH | SHARED | 1 |
| Qualcom Inc                     | COM | 747525103 | 4,059   | 74,212    | SH | SHARED | 1 |
| Qualcom Inc                     | COM | 747525103 | 1,525   | 27,883    | SH | SHARED | 2 |
| Raytheon Company                | COM | 755111507 | 3,179   | 65,705    | SH | SHARED | 1 |
| Raytheon Company                | COM | 755111507 | 1,229   | 25,395    | SH | SHARED | 2 |
| Silicon Graphics                | COM | 82706L108 | 9,983   | 871,123   | SH | SHARED | 1 |
| Silicon Graphics                | COM | 82706L108 | 3,638   | 317,493   | SH | SHARED | 2 |
| Silicon Graphics Int<br>Corp    | COM | 82706L108 | 10,778  | 940,500   | SH | SHARED | 1 |
| SPDR S&P 500 ETF Trust          | COM | 78462F103 | 247,194 | 1,969,675 | SH | SHARED | 1 |
| State Street Bank &<br>Trust Co | COM | 857477103 | 3,607   | 89,490    | SH | SHARED | 1 |
| State Street Bank &<br>Trust Co | COM | 857477103 | 1,192   | 29,571    | SH | SHARED | 2 |
| Supervalu Inc                   | COM | 868536103 | 8,002   | 985,519   | SH | SHARED | 1 |
| Supervalu Inc                   | COM | 868536103 | 3,100   | 381,831   | SH | SHARED | 2 |
| Target Corp                     | COM | 87612E106 | 1,127   | 21,997    | SH | SHARED | 2 |
| Technicolor SA                  | COM | 010918292 | 1,606   | 1,067,987 | SH | SHARED | 1 |
| Travelers Cos Inc               | COM | 89417E109 | 3,292   | 55,632    | SH | SHARED | 1 |
| United Continental<br>Holdings  | COM | 910047109 | 29      | 1,536     | SH | SHARED | 1 |
| United Continental<br>Holdings  | COM | 910047109 | 743     | 39,391    | SH | SHARED | 2 |
| United Technologies Corp        | COM | 913017109 | 7,296   | 99,823    | SH | SHARED | 1 |
| United Technologies Corp        | COM | 913017109 | 1,355   | 18,533    | SH | SHARED | 2 |
| Unum Group                      | COM | 91529Y106 | 5,435   | 257,957   | SH | SHARED | 1 |
| Unum Group                      | COM | 91529Y106 | 2,115   | 100,368   | SH | SHARED | 2 |
| US Bancorp                      | COM | 902973304 | 7,673   | 283,667   | SH | SHARED | 1 |
| US Bancorp                      | COM | 902973304 | 1,455   | 53,793    | SH | SHARED | 2 |
| Vanguard Europe Pacific<br>ETF  | COM | 921943858 | 4,447   | 145,171   | SH | SHARED | 1 |
| Vanguard REIT ETF               | COM | 922908553 | 60,703  | 1,046,600 | SH | SHARED | 1 |
| Vanguard REIT ETF               | COM | 922908553 | 9,727   | 167,710   | SH | SHARED | 2 |
| Vanguard REIT ETF               | COM | 922908553 | 46,822  | 807,277   | SH | SHARED | 1 |
| Vanguard Short-Term Bond<br>ETF | COM | 921937827 | 109,601 | 1,355,774 | SH | SHARED | 1 |
| Vanguard Total Bond<br>Market   | COM | 921937835 | 146,264 | 1,750,825 | SH | SHARED | 1 |
| Verizon Communications<br>Inc   | COM | 92343V104 | 7,141   | 177,997   | SH | SHARED | 1 |
| Verizon Communications<br>Inc   | COM | 92343V104 | 1,532   | 38,184    | SH | SHARED | 2 |
| Viacom Inc                      | COM | 92553P201 | 4,501   | 99,121    | SH | SHARED | 1 |
| Viacom Inc                      | COM | 92553P201 | 1,658   | 36,503    | SH | SHARED | 2 |
| Vicor Corp                      | COM | 925815102 | 2,098   | 263,604   | SH | SHARED | 1 |
| Vicor Corp                      | COM | 925815102 | 1,049   | 131,738   | SH | SHARED | 2 |
| Vicor Corp                      | COM | 925815102 | 4,355   | 547,164   | SH | SHARED | 1 |

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|                               |     |           |        |               |        |   |
|-------------------------------|-----|-----------|--------|---------------|--------|---|
| Wachovia Capital Trust<br>III | COM | 92978AAA0 | 13,400 | 16,000,000 SH | SHARED | 1 |
| Wachovia Capital Trust<br>III | COM | 92978AAA0 | 838    | 1,000,000 SH  | SHARED | 1 |
| Wal-Mart Stores Inc           | COM | 931142103 | 7,603  | 127,220 SH    | SHARED | 1 |
| Wal-Mart Stores Inc           | COM | 931142103 | 1,651  | 27,629 SH     | SHARED | 2 |
| Walt Disney Co                | COM | 254687106 | 4,830  | 128,792 SH    | SHARED | 1 |
| Walt Disney Co                | COM | 254687106 | 1,454  | 38,762 SH     | SHARED | 2 |
| Wells Fargo & Co              | COM | 949746101 | 1,700  | 61,697 SH     | SHARED | 2 |
| Weyerhaeuser Co               | COM | 962166104 | 0      | 1 SH          | SHARED | 2 |
| Whirlpool Corp                | COM | 963320106 | 3,474  | 73,211 SH     | SHARED | 1 |
| XL Capital Ltd                | COM | 98372PAJ7 | 308    | 394,000 SH    | SHARED | 1 |

1,781,799