

Return of Allotment of Shares

*Please complete in typescript,
or in bold black capitals.*

CHFP010

Company Number

2638489

Company Name in full

Sun Life OLAC Limited

Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To				
	Day	Month	Year	Day	Month	Year		
	0	8	1	1	2	0	0	0
Class of shares <small>(ordinary or preference etc)</small>	ORDINARY							
Number allotted	3,000,000							
Nominal value of each share	£1.00							
Amount (if any) paid or due on each share (including any share premium)	£1.00							

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

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Consideration for which the shares
were allotted

(This information must be supported by the duly
stamped contract or by the duly stamped particulars
on Form 88(3) if the contract is not in writing)



**When you have completed and signed the form send it to
Registrar of Companies at:**

Companies House, Crown Way, Cardiff, CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh

Namés and addresses of the allottees (List joint share allotments consecutively)

Company No 2638489

Shareholder details		Shares and share class allotted	
Name Sun Life Assurance Society plc		Class of shares allotted £1.00 ORDINARY	Number allotted 3,000,000
Address 107 Cheapside, London, England			
UK postcode EC2V 6DU			
Name 		Class of shares allotted 	Number allotted
Address 			
UK postcode			
Name 		Class of shares allotted 	Number allotted
Address 			
UK postcode			
Name 		Class of shares allotted 	Number allotted
Address 			
UK postcode			

Please enter the number of continuation sheets (if any) attached to this form

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Signed Secretary: *[Signature]*

Date 20th September, 2001

~~A director / secretary / administrator / administrative receiver / receiver manager / receiver~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Miss Mary JM McNalty, Group Company Secretary's Dept.
AXA UK plc, 107 Cheapside, London, EC2V 6DU.
Tel (020) 7645 1681
DX number DX exchange