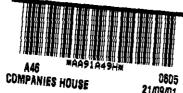


88(2)

Company Secretary	Return of Allotme	ent of Shares		
Please complete in typescript, or in bold black capitals.				
CHFP010 Company Number	2638489 Sun Life OLAC Limited			
Company Name in full				
Shares allotted (including bonus	shares):			
	From	То		
Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	Day Month Year 0 8 1 1 2 0 0	Day Month Year		
Class of shares (ordinary or preference etc)	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 all				
% that each share is to be treated as paid up				
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 com	upleted and signed the form send it to		



mpanies House, Crown Way, Cardiff, CF14 3UZ 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

Shareholder details		Shares and share class allotted		
Name Sun Life Assurance Society plc		Class of shares allotted	Number allotted	
Address		£1.00 ORDINARY	3,000,000	
Address 107 Cheapside, London, England				
UK postcode EC2V 6DU				
Name		Class of shares allotted	Number allotted	
Address				
			- L	
UK postcode				
Name	=	Class of shares allotted	Number allotted	
Address				
		1	_	
UK postcode		Class of shares allotted	Number allotted	
Name		Class of shares another	Number allotted	
Address				
UK postcode				
Please enter the number of co	ntinuation sh	neets (if any) attached to this form	0	
Signed Secretary: www.dnd	L	Date o	September, 2001	
	trative receiver	/ receiver manager / receiver		
Please give the name, address, telephone number and, if available, a DX number and	Miss Mar	ry JM McNalty, Group Compan	y Secretary's Dept.	
Exchange of the person Companies House should contact if there is any query.	AXA UK p	olc, 107 Cheapside, London,	EC2V 6DU.	
		Tel (020) 7645 16	81	
Aslueprint 12000 Company Secretary	DX numbe	er DX exchange	Page	