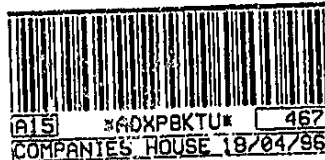


24-04-96

CHA 115

THE SECRETARIAT

KBS
£576x32
662968



363x

Annual Return

Company number

CN 557732

Company name

Sun Life Financial Associates Ltd.

Date of this return
The information on this
return is made up to

Day Month Year

DA 27 03 96

Date of next return
I wish to make the next
return to

DB 27 03 97

Registered Office
This is the address at the
date of this return

RO 107 Cheapside

Any change of registered
office must be notified
on form 287

Post town LONDON

County/Region

Postcode EC2V 6DU

Principal business activities

The trade classification
code number(s) for principal
activity or activities
is (are)

PA 8 6 2 9

Company 557732

Register of Members

The register of members
is kept at

RM	(the registered office)
Post town	
County/Region	
Postcode	

Register of Debenture Holders

A register of debenture
holders is kept at

RD	NOT APPLICABLE
Post town	
County/Region	
Postcode	

Company type

T2	Private company limited by shares
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Company Secretary

Name * Style/Title
Forenames
Surname
* Honours etc
Previous forenames
Previous surname
Usual residential address

CS	Miss
Elizabeth Julia	
Bagguley	
AD	81 Warrington Crescent
Post town	LONDON
County/Region	
Postcode	W9 1EH
Country	England

* Voluntary details

Directors (Listed in alphabetical order)

Company 557732

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Usual residential address

Date of birth

Business occupation

Other directorships

CD	Mr
Stephen Derek	
Atkinson	
AD	11 Truss Hill Road
Post town SUNNINGHILL	
County/Region Berkshire	
Postcode SL5 9AL Country	
DO	05 07 61 Nationality NA British
OC	Director, SLFA
OD	None

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Usual residential address

Date of birth

Business occupation

Other directorships

CD	Mr.
Paul James	
Barlow	
AD	Chantry House
44 Chantry View Road	
Post town GUILDFORD	
County/Region Surrey	
Postcode GUI 3XT Country	
DO	12 07 44 Nationality NA British
OC	Managing Director, SL(BM)
OD	See attached list

* Voluntary details

Directors (continued)

Company 557732

Name * Style/Title
Forenames
Surname
* Honours etc
Previous forenames
Previous surname
Usual residential address

Date of birth
Business occupation
Other directorships

CD	Mr
Forenames Andrew Patterson	
Surname Booth	
* Honours etc	
Previous forenames	
Previous surname	
AD	Lorn Cliffe
49 North Street	
Post town CALNE	
County/Region Wilts.	
Postcode FN11 0HH Country	
DO	19 07 52
Nationality NA British	
OC	Finance Director, SLFA
OD	See attached list

Name * Style/Title
Forenames
Surname
* Honours etc
Previous forenames
Previous surname
Usual residential address

Date of birth
Business occupation
Other directorships

CD	Mr.
Forenames David Hugh	
Surname Gosling	
* Honours etc	
Previous forenames	
Previous surname	
AD	265 Turleigh
Post town BRADFORD UPON AVON	
County/Region Wiltshire	
Postcode BA15 2HF Country	
DO	13 04 44
Nationality NA British	
OC	A.G.M. (CS) Direct Sales
OD	See attached list

* Voluntary details

Directors (continued)

Company 557732

Name * Style/Title
Forenames
Surname
* Honours etc
Previous forenames
Previous surname
Usual residential address

Date of birth
Business occupation
Other directorships

CD	Mr.
Jeffrey William	
Painter	
AD	'Enali', 4 Julian Close
Sneyd Park	
Post town BRISTOL	
County/Region	
Postcode BS9 1JX Country	
DO	28 05 44
Nationality	NA British
OC	GM Direct Distribution
OD	See attached list

Name * Style/Title
Forenames
Surname
* Honours etc
Previous forenames
Previous surname
Usual residential address

Date of birth
Business occupation
Other directorships

CD	Mr.
Michael James	
Stirrup	
AD	25 Malvern Drive
Thornbury	
Post town BRISTOL	
County/Region Avon	
Postcode BS12 2HY Country	
DO	21 12 53
Nationality	NA British
OC	Bus Dev Mgr, Mkt Strategy
OD	See attached list

* Voluntary details

Company 55732

Directors (continued)

Name * Style/Title
Forenames
Surname
* Honours etc
Previous forenames
Previous surname
Usual residential address
Date of birth
Business occupation
Other directorships

CD	Mr
Keith Geoffrey	
Thomas	
AD	Gable House
The Green	
Post town WINSCOMBE	
County/Region Avon	
Postcode BS25 1AL Country	
DO	06 10 48
Nationality NA British	
OC	Director, SLFA
OD	See attached list

Name * Style/Title
Forenames
Surname
* Honours etc
Previous forenames
Previous surname
Usual residential address
Date of birth
Business occupation
Other directorships

CD	
AD	
Post town	
County/Region	
Postcode Country	
DO	
Nationality NA	
OC	
OD	

* Voluntary details

Company 557732

Other relevant directorships, specifying the director in question

Other directorships for P.J. Barlow

Northern Educational Foundation Limited (resigned 17/09/91)
 Sun Life (BM) Limited
 Sun Life Direct Marketing Limited
 Sun Life Unit Services Limited

Other directorships for A.P. Booth

Sun Life Staff Schemes Limited

Other directorships for D.H. Gosling

Sun Life Portfolio Counselling Services Limited
 Sun Life Trust Management Limited
 Sun Life Unit Services Limited

Other directorships for J.W. Painter

Sun Life Direct Marketing Limited
 Sun Life Staff Schemes Limited
 Sun Life Unit Services Limited

Other directorships for M.J. Stirrup

Sun Life (BM) Limited (resigned 15/04/94)
 Sun Life Direct Marketing Limited

Other directorships for K.G. Thomas

Sun Life Staff Schemes Limited

Company 557732

Issued share capital
The shares in issue at the
date of this return are

Class	Number	Aggregate Nominal Value
£1 Ordinary	2	2.00
Totals	2	2.00

List of past and present
Members

A full list of members is enclosed on paper

Elective resolutions
(Private companies only)

None

Certificate

I certify that the
information given in this
return is true to the best
of my knowledge and belief.

I enclose the fee of £18.

Make cheques payable to
Companies House.

Signed
Secretary/Director *
(* delete as appropriate)

Date 16.4.96

This return includes 4 continuation sheets.

Contact point address

C.M. Driscoll
107 Cheapside
LONDON

Postcode EC2V 6DU

Telephone 0171 606 7788

Extension

Schedule in support of Form 363

Page 1

Complete List of Members for Sun Life Financial Associates Ltd. from
27/03/95 to 27/03/96

Member's Name and Address
Sun Life Assurance Society plc
107 Cheapside, LONDON
EC2V 6DU

Class of shares	Held at date of incorp. or last return	Shares received	Shares transferred	Date of regist- ration	Held at date of this return
£1 Ordinary Shares	1				1

Member's Name and Address
Sun Life Nominees Ltd.
107 Cheapside, LONDON
EC2V 6DU

Class of shares	Held at date of incorp. or last return	Shares received	Shares transferred	Date of regist- ration	Held at date of this return
£1 Ordinary Shares	1				1