

April 10, 2002

**VIA FACSIMILE AND MAIL**

Paul D. Guthrie  
Torys LLP  
Suite 3000  
79 Wellington St. W.  
Box 270, TD Centre  
Toronto ON  
M5K 1N2

Dear Mr. Guthrie:

**Re: Proposed Transaction between Sun Life Financial Services of Canada Inc. (“SLF”) and Clarica Life Insurance Company (“Clarica”): Notice pursuant to section 15 of *The Securities Regulations*, cS-42.2 Reg. 1 (the “Regulations”)**

We acknowledge receipt of your letter dated March 28, 2002 providing the Commission with notice of a proposed securities exchange transaction pursuant to which SLF will acquire all of the outstanding common shares of Clarica.

Pursuant to section 15 of the Regulations, we hereby approve the proposed transaction. This approval is based on the assumption that the transaction, when completed, will be as described. Should there be any material change to the transaction, please provide written notice to the Deputy Director, Registration so that the significance of the change may be assessed.

We acknowledge receipt of \$250.00 for the application filing fee, and enclose receipt #69341.

Please call me at (306) 787-5876 or email me at [lfichter@ssc.gov.sk.ca](mailto:lfichter@ssc.gov.sk.ca) if you have any questions.

Yours sincerely,

*“Leah Fichter”*

Leah Fichter  
Deputy Director, Registration