

**IN THE MATTER OF THE FINANCIAL INSTITUTIONS ACT
R.S.B.C. 1966, c. 141, AS AMENDED**

-AND-

NORTHERN DIRECT LIFE INSURANCE COMPANY OF CANADA

-AND-

STEVEN BURKE

-AND-

FRANCIS D'COSTA

UNDERTAKING AGREEMENT

The following undertaking is provided under section 208 of the *Financial Institutions Act* (the "Act"):

NORTHERN DIRECT LIFE INSURANCE COMPANY OF CANADA ("Northern Direct"), STEVEN BURKE ("Burke") and FRANCIS D'COSTA ("D'Costa") undertake to immediately cease engaging in unauthorized insurance business (as that term is defined in section 1 of the *Act*), in British Columbia, contrary to the provisions of section 75 of the *Act*.

Approved as to form and content:



Stephanie A. Jackson
Ministry of Attorney General – Legal Service Branch
Counsel for Staff of the Superintendent of Financial Institutions

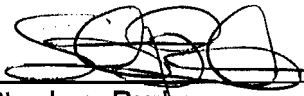
Agreed to by:




Northern Direct Life Insurance Company of Canada
by its authorized signatory

Name:

Title:



Stephen Burke



Francis D'Costa

Undertakings accepted this 12th day
of May, 2008.



W. Alan Clark
Superintendent of Financial Institutions