



TD Bank Financial Group
Royal Trust Tower
77 King Street West, 14th Floor
Toronto, Ontario M5K 1A2

January 15, 2010

Send to: japancacprotocol@isda.org

Dear Sirs,

ISDA Japan Corporate Calculation Agent City Protocol - Adherence

The purpose of this letter is to confirm our adherence to the ISDA Japan Corporate Calculation Agent City Protocol as published by the International Swaps and Derivatives Association, Inc. on 12 January 2010 (the **Protocol**). This letter constitutes an Adherence Letter as referred to in the Protocol. The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Governing Master Agreement between us and each other Adhering Party.

1. Specified Terms

The amendments in the Annex to the Protocol shall apply to each Governing Master Agreement to which we are a party in accordance with the terms of the Protocol and this Adherence Letter.

2. Appointment as Agent and Release

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive, and hereby release ISDA from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by ISDA.

3. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Mark Cantwell
Address: Triton Court 14/18 Finsbury Square, London, England EC2A 1DB
Telephone: 44 20 7282-8250
Fax: 44 20 7588-0906
E-mail: mark.cantwell@tdsecurities.com

We consent to the publication of a conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

THE TORONTO-DOMINION BANK

By:

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|---------------------------|
| Name: Maria Mangahas |
| Title: Manager |
| Signature: Maria Mangahas |