



TD Bank Financial Group
Investment Banking
Treasury Credit
TD Tower
66 Wellington Street West, 6th Floor
Toronto, Ontario M5K 1A2
(416) 983-4732 (direct)
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Conformed Copy

by courier

November 16, 2001

International Swaps and Derivatives Association, Inc.
600 Fifth Avenue, 27th Floor
Rockefeller Center
New York, NY 10020-2302

Re: 2001 Euro Protocol - Adherence

Dear Sirs and Mesdames,

The purpose of this letter is to confirm our adherence to the 2001 Euro Protocol as published by the International Swaps and Derivatives Association, Inc. on September 24, 2001 (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 supplements and forms part of each ISDA Master Agreement between us and each other Adhering Party.

1. Annex Applicability

| <u>Annex</u> | <u>Title</u> | <u>Applicability</u> |
|--------------|----------------------------------|----------------------|
| Annex 1 | Euro – Payments and Rate Fixings | Applicable |
| Annex 2 | Euro – Notional Redenomination | Applicable |
| Annex 3 | Euro – Accounts for Payment | Applicable |
| Annex 4 | Euro – Payment Netting | Applicable |

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, including, without limitation, the reproduction, display, posting or publication of this Adherence Letter.



3. Payment

We enclose payment of USD 1,000.00 in respect of our adherence to the Protocol.

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Susan Moore
Vice President, TD Securities
6th Floor, TD Tower
55 King Street West
Toronto, Ontario M5K 1A2

Telephone: (416) 982-2011
Facsimile: (416) 307-1222

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

Yours sincerely,

THE TORONTO-DOMINION BANK

"Keith McQueen"

by: Keith McQueen
Vice President and Director