



Securities

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

May 22, 2008

Send to: eledsupdatprotocol@isda.org

Dear Sirs,

ISDA European Loans CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the ISDA European Loans CDS Protocol as published by the International Swaps and Derivatives Association, Inc. on May 1, 2008 (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 Covered Transaction entered into prior to the Implementation Date between us and each other Adhering Party.

1. Specified Terms

The amendments in Schedule 1 of the Protocol shall apply to Covered Transaction to which we are a party in accordance with the terms of the Protocol.

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: Chris Hansen-Nelson
Address: 31 W. 52nd St., NYC. 10019
Telephone: (212) 827-6933
Fax: (212) 827-7231
E-mail: Chris.HansenNelson@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:

Name: Maria Mangahas
Title: Manager
Signature: Maria Mangahas