



# Securities

TD Bank Financial Group  
Investment Banking  
Treasury Credit  
TD Tower  
66 Wellington Street West, 6<sup>th</sup> Floor  
Toronto, Ontario M5K 1A2

## CONFORMED COPY

September 18, 2009

Send to: COAprotocol@isda.org

Dear Sirs,

### ISDA Close-out Amount Protocol - Adherence

The purpose of this letter is to confirm our adherence to the ISDA Close-out Amount Protocol as published by the International Swaps and Derivatives Association, Inc. on 27 February 2009 (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 Master Agreement between us and each other Adhering Party.

#### 1. Specified Terms

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

	Applicable	Not Applicable
Annex 1 - 9 Election	X	

	Amended	Preserved
Loss Election	X	

We agree that if we do not specify above whether the Annex 1 – 9 Election is “Applicable” or “Not Applicable” and/or whether the Loss Election is “Amended” or “Preserved”, we shall be **deemed to check the Annex 1 – 9 Applicable Election and Loss Amended Election** respectively.

#### 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:

Susan Moore, TD Securities  
66 Wellington Street West  
6th Floor, TD Tower  
Toronto, Ontario M5K 1A2

Telephone: 416-982-2011  
Fax: 416-307-1222  
E-mail: susan.moore@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: Henry Scheppat

Title: Managing Director

Signature: "Henry Scheppat"