



## THE TORONTO-DOMINION BANK

Corporate Investment Banking Group  
55 King St. W.  
P.O. Box 1  
Toronto, Ontario M5K 1A2

by courier

Telephone No. (416) 983-4732  
Fax - (416) 307-1222

### Conformed Copy

July 17, 1998

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

Re: EMU Protocol - Adherence

Ladies and Gentlemen,

The purpose of this letter is to confirm our adherence to the ISDA EMU Protocol as published by the International Swaps and Derivatives Association, Inc. on 6<sup>th</sup> May, 1998 (the "Protocol"). This letter constitutes an Adherence Letter as referred to in the Protocol.

The definitions and provisions 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. Specified Terms

Annex 1	ISDA EMU Continuity Provisions	Applicable
Annex 2	Price Sources	Applicable
Annex 3	Payment Netting	Applicable
Annex 4	EMU Definitions	Applicable
Annex 5	Bond Options	Not 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.

### 3. Payment

We enclose payment of USD 500.00 in respect of our adherence to the EMU Protocol.

#### **4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Susan Moore  
The Toronto-Dominion Bank  
9<sup>th</sup> 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

By: "Craig Scott"  
Craig Scott  
Associate Vice President