

1455450

ELECTIVE RESOLUTION

of the Members of

TORONTO DOMINION HOLDINGS (U.K.) LIMITED

We, the undersigned, being the member entitled to attend and vote at general meetings of the above named company (the "**Company**"), **HEREBY RESOLVE** by Elective Resolution:

1. to dispense with the holding of annual general meetings; and
2. to dispense with the laying of accounts and reports before the members in general meeting.

Dated: 30 January 2002



For and on behalf of
Toronto Dominion Investments B.V.

