

Company number: 01455450

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

TORONTO DOMINION HOLDINGS (U.K.) LIMITED (**Company**)

04 December 2008

The directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**):


THAT the draft regulations attached to this Resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned being a person entitled to vote on the Resolution on 04 December 2008 hereby irrevocably agrees to the Resolution:

Signed by John White



.....

On Behalf of the Sole Member of Toronto Dominion Holdings (U.K.) Limited

Date:

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to: Kirsten Thomas, 14/18 Finsbury Square, Triton Court, London, EC2A 1DB

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 25 December 2008 sufficient agreement has been received for the Resolution to pass it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.