

TD BANK EUROPE LIMITED

Company Number: 2734652

RESOLUTION

PASSED BY THE MEMBERS OF THE COMPANY

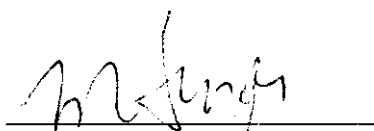
ON

31st August 2005

Toronto Dominion Investments B.V., being the sole Member of TD Bank Europe Limited (the "Company"):

HEREBY RESOLVES BY ORDINARY RESOLUTION THAT

- Ernst & Young LLP to be appointed auditors of the Company by the Company's sole member to fill the casual vacancy arising by reason of the resignation of PricewaterhouseCoopers LLP from office



for Toronto Dominion Investments B.V.

