

TD BANK EUROPE LIMITED

Company Number: 2734652

RESOLUTIONS

PASSED BY THE MEMBERS OF THE COMPANY

ON

11 March 2003

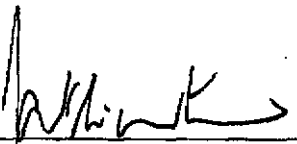
Toronto Dominion Investments B.V., being the sole Member of TD Bank Europe Limited (the "Company"):

HEREBY RESOLVES BY ORDINARY RESOLUTION THAT

- PricewaterhouseCoopers LLP be reappointed auditors of the Company (having been previously appointed by the Company's Board to fill the casual vacancy arising by reason of the resignation of PricewaterhouseCoopers) and by virtue of an elective resolution passed on this day, to hold office until a resolution is passed to re-introduce the annual appointment of auditors or to replace the auditors of the Company as hereby re-appointed; and

HEREBY RESOLVES BY ELECTIVE RESOLUTION TO

- Dispense with the need for the annual appointment of auditors until such time as a resolution is passed to re-introduce the annual appointment of auditors or to replace the auditors of the Company reappointed by an ordinary resolution passed on this day.


for Toronto Dominion Investments B.V.

