

TD BANK EUROPE LIMITED

Company Number: 02734652

WRITTEN RESOLUTION

Passed

by the Sole Member of the Company

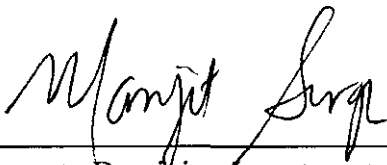
on

13th October 2005

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

Hereby resolves by written resolution that:

"The Company hereby dispenses with the obligation to appoint auditors annually. The auditors, **Ernst & Young LLP**, are therefore deemed to be re-appointed annually until such times as a resolution is passed to re-introduce the annual appointment of auditors or to replace the auditors first appointed on 31 August 2005".



Toronto Dominion Investments B.V.
Position: Managing Director

