

PricewaterhouseCoopers LLP
Southwark Towers
32 London Bridge Street
London SE1 9SY
Telephone +44 (0) 20 7583 5000
Facsimile +44 (0) 20 7822 4652
www.pwc.com/uk

31 August 2005

The Directors
TD Bank Europe Limited
Triton Court
14/18 Finsbury Square
London EC2A 1DB

Dear Sirs,

Notice of resignation as auditors

In accordance with Section 392 of the Companies Act 1985, we give notice that we are resigning as auditors of TD Bank Europe Limited, registered number 02734652 with effect from 31 August 2005.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of TD Bank Europe Limited.

Yours faithfully,



PricewaterhouseCoopers LLP
London

