

(ii) the redemption by the Trust of the TD CaTS for Bank Preferred Shares Series A1 in the circumstances where the Automatic Exchange is triggered and any TD CaTS remain outstanding thereafter (the "Trust Share Redemption"); and

(iii) the exchange of the TD CaTS at the option of the holder into Bank Preferred Shares Series A1 on and after June 30, 2010 (the "Holder Exchange Right").

(h) the terms of the Bank Preferred Shares Series A1 provide, among other things, that: the Bank Preferred Shares Series A1, may be redeemed by the Bank (without the consent of the holder) by the payment of \$1,000 together with the amount of declared and unpaid dividends) or the issuance and delivery of Common Shares of the Bank (the "Bank Preferred Share Redemption").

(i) the terms of the Bank Preferred Shares Series A1 provide, among other things, that such shares are convertible at the option of the holder into Common Shares of the Bank in certain circumstances.

(j) the terms of the Bank Preferred Shares Series A1 provide, among other things, that such shares are convertible at the option of the holder into a further series of Bank Class A Preferred Shares (the "New Bank Preferred Shares") in certain circumstances;

(k) the Bank, the Trust and an independent trustee will enter into a Bank Share Exchange Trust Agreement providing for, among other things, the grant of the Automatic Exchange and the Holder Exchange Right (collectively, the "Exchange Provisions") as well as the grant by the Bank to the Trust of a right to subscribe for Bank Preferred Shares Series A1 in order to give effect to the Trust Share Redemption (the "Subscription Right");

(l) the final long form prospectus in respect of the Offering will qualify the Exchange Provisions and the Subscription Right.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the Order requested.

IT IS ORDERED:

1. **THAT**, pursuant to subsection 20(1) of the Act:

- (a) the Automatic Exchange;
- (b) the Trust Share Redemption;
- (c) the Bank Preferred Share Redemption; and

any trades pursuant to any other right of redemption, conversion or exchange described in the Prospectus by the Bank, the Trust and the holders of TD CaTS, of the Bank Preferred Shares Series A1, Common Shares or the New Bank Preferred Shares shall be exempt from sections 6 and 37 of the Act provided that no commission or other remuneration is paid or given to any person in respect of such trades except for ministerial or professional services or for services performed by a person or company registered for trading in securities under the Act.

2. THAT the fee for this order shall be \$650.00.

BY ORDER OF THE COMMISSION

Director – Legal