



Direction and Indemnity

(to be executed by each Trustee of In-Trust Account when requesting transfer from In-Trust Account to Registered Education Savings Plan (RESP))

TO: TD Asset Management Inc.
TD Waterhouse Private Investment Counsel Inc.
TD Investment Services Inc.
TD Securities Inc.
TD Waterhouse Canada Inc.
The Toronto-Dominion Bank
The Canada Trust Company
(hereinafter referred to collectively as "TD")

Re: Transfer of Assets/Securities/Monies from "In-Trust" Account to RESP

1. I confirm that I am a Trustee of the In-Trust Account with _____
(Specify entity, e.g. TD Waterhouse Canada Inc.)
2. I have requested a transfer of assets/securities/monies from the In-Trust Account to RESP Account # _____ (the "Transfer") with _____ (specify entity).
3. I acknowledge that TD has advised me that there may be tax or legal consequences resulting from the Transfer and has recommended that I consult with a legal or tax advisor to determine whether the Transfer is appropriate given the circumstances.
4. I have not relied upon TD for any tax or legal advice.
5. The Transfer does not breach the terms of any trust.
6. I hereby authorize and direct TD to proceed with the Transfer.
7. I will indemnify TD and save it harmless against any loss, claim, damages, liability and expenses of any kind whatsoever arising from the Transfer.
8. TD may act and rely upon my facsimile signature.

DATED this _____ day of _____, _____
Month Year

Print Name

Signature