



Ontario  
Securities  
Commission

Commission des  
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de l'Ontario

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**VIA SEDAR**

August 27, 2002

McCarthy Tetrault

**Attention: Katherine Brown**

Dear Sirs/Mesdames:

**RE: TD Asset Management Inc. ("TDAM")**  
**- MRRS Application for approval of fund mergers pursuant to clause 5.5(1)(b) of National Instrument 81-102 Mutual Funds ("NI 81-102")**  
**- SEDAR #463887; App. #634/02**

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By letter dated July 4, 2002 (the "Application"), you requested the approval of the regulator or securities regulatory authority in each of the provinces and territories of Canada (the "Decision Makers") under clause 5.5(1)(b) of NI 81-102, to permit the following fund mergers:

- (a) TD Money Market Plus Fund into TD Canadian Money Market Fund;
- (b) TD Global Government Bond Fund into TD Global RSP Bond Fund;
- (c) TD Canadian Stock Fund into TD Canadian Equity Fund;
- (d) TD North American Equity Fund into TD U.S. Equity Fund;
- (e) TD GlobalGrowth RSP Fund into TD Global Select RSP Fund; and
- (f) TD Global Biotechnology RSP Fund into TD Health Sciences RSP Fund.

Proposed mergers listed above are herein collectively referred to as the "Mergers".

This letter confirms that based on the information and representations contained in the Application and for the purposes described in the Application, the Decision Makers hereby approve the Mergers.

Yours truly,

*Paul Dempsey*  
Paul A. Dempsey  
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