

**SAMPLE WORDING OF A STANBY LETTER OF CREDIT TO BE GIVEN BY A FOREIGN BANK TO TD BANK IN SUPPORT OF CREDIT FACILITIES ESTABLISHED FOR A CANADIAN BORROWER.**

-----SAMPLE DOCUMENT STARTS HERE-----

TO: THE TORONTO-DOMINION BANK  
MONTREAL  
SWIFT ADDRESS: TDOMCATTMTL

WE (**ISSUING BANK**), FOR THE ACCOUNT OF OUR CUSTOMER (**BUYER/GUARANTOR**), HEREBY ESTABLISH AND ISSUE AN UNCONDITIONAL AND IRREVOCABLE STANDBY LETTER OF CREDIT NO. (**####**), IN FAVOUR OF THE TORONTO-DOMINION BANK, (**TD BRANCH NAME/TRANSIT#, ADDRESS, CITY, PROVINCE, COUNTRY, POSTAL CODE**) FOR DRAWING UP TO (**CURRENCY & AMOUNT IN FIGURES AND WORDS**) EFFECTIVE IMMEDIATELY AND EXPIRING AT OUR OFFICE WITH OUR CLOSE OF BUSINESS ON (**DAY MONTH YEAR**).

EXCEPT WHEN THE AMOUNT OF THIS LETTER OF CREDIT IS INCREASED, THIS CREDIT CANNOT BE MODIFIED OR REVOKED WITHOUT YOUR PRIOR WRITTEN CONSENT. THIS LETTER OF CREDIT IS ESTABLISHED TO SECURE A CREDIT FACILITY EXTENDED BY THE TORONTO-DOMINION BANK, (**TD BRANCH NAME/TRANSIT#, ADDRESS, CITY, PROVINCE, COUNTRY, POSTAL CODE**) TO (**BORROWER FULL LEGAL NAME, ADDRESS, CITY, PROVINCE, COUNTRY, POSTAL CODE**).

THIS CREDIT IS AVAILABLE TO YOU BY PAYMENT AT SIGHT OF YOUR TESTED TELEX/AUTHENTICATED SWIFT DEMAND STATING:

"MONIES DRAWN PURSUANT TO THIS LETTER OF CREDIT REPRESENT OUTSTANDING AND UNPAID PRINCIPAL AND INTEREST CALCULATED UP TO THE VALUE DATE OF THE DRAWING OWING IN CONNECTION WITH AN AGREEMENT BETWEEN (**BORROWER FULL LEGAL NAME**), AND THE TORONTO-DOMINION BANK, (**TD BRANCH NAME/TRANSIT#, ADDRESS, CITY, PROVINCE, COUNTRY, POSTAL CODE**), (THE 'AGREEMENT')."

REIMBURSEMENT SHALL BE EFFECTED IN ACCORDANCE WITH YOUR INSTRUCTIONS CONTAINED IN YOUR AUTHENTICATED SWIFT/TESTED TELEX DEMAND. PARTIAL DRAWINGS ARE PERMITTED.

THIS LETTER OF CREDIT SHALL AUTOMATICALLY RENEW WITHOUT AMENDMENT, FOR A PERIOD OF ONE YEAR UNLESS WE NOTIFY YOU VIA TESTED TELEX/AUTHENTICATED SWIFT AT LEAST 45 DAYS PRIOR TO THE THEN CURRENT EXPIRY DATE, THAT WE ELECT NOT TO RENEW THIS LETTER OF CREDIT FOR SUCH ADDITIONAL PERIOD. UPON RECEIPT OF SUCH NOTICE YOU MAY DRAW HEREUNDER, BY SENDING US YOUR CLAIM BY AUTHENTICATED SWIFT/TESTED TELEX STATING THAT YOU HAVE RECEIVED A NON-RENEWAL NOTICE FROM OUR BANK UNDER THIS CREDIT AND THE PROCEEDS UNDER YOUR CLAIM WILL BE RETAINED AND USED BY YOU TO MEET PAYMENTS OBLIGATIONS OF THE BORROWER UNDER THE AGREEMENT.

THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (2007 REVISION), INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 600.

-----END OF SAMPLE DOCUMENT-----