

**COMPUTERSHARE TRUST COMPANY OF CANADA,  
as trustee of GOLDEN CREDIT CARD TRUST**

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**SECOND SUPPLEMENTAL DECLARATION OF TRUST**

**Dated as of September 29, 2011**

**to the**

**AMENDED AND RESTATED DECLARATION OF  
TRUST**

**Dated as of March 31, 1999**

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**THIS SECOND SUPPLEMENTAL DECLARATION OF TRUST** dated as of September 29, 2011 by Computershare Trust Company of Canada, a trust company governed by the laws of Canada.

**WHEREAS** The Canada Trust Company (formerly, TD Trust Company) established a trust known as Golden Credit Card Trust by declaration of trust dated March 31, 1999 (the “**Original Declaration of Trust**”);

**AND WHEREAS** the Original Declaration of Trust was amended and restated on March 31, 1999 and further amended by a Supplemental Declaration of Trust on April 22, 2008 (as amended, the “**Declaration**”);

**AND WHEREAS** The Canada Trust Company resigned as Issuer Trustee on April 22, 2008;

**AND WHEREAS** Computershare Trust Company of Canada was appointed as successor Issuer Trustee on April 22, 2008;

**AND WHEREAS** pursuant to Section 8.01(1)(c) of the Declaration, the Issuer Trustee may, from time to time, amend, vary, supplement, replace or restate the provisions of the Declaration without the consent or approval of the Beneficiary or any court to the extent necessary or desirable in the sole discretion of the Issuer Trustee to permit or facilitate the carrying on of the Trust Activities including the accommodation of requests made by rating agencies or regulatory authorities in relation to the issuance of Notes;

**AND WHEREAS** it is desirable to extend the term of the Trust to permit or facilitate the carrying on of the Trust Activities;

**AND WHEREAS** pursuant to Section 8.03 of the Declaration, the Issuer Trustee is authorized to execute any supplemental declaration of trust to give effect to amendments to the Declaration made pursuant to Article 8 thereof;

**NOW THEREFORE** the Issuer Trustee hereby declares that the Declaration is amended as follows:

**ARTICLE 1  
DEFINITIONS AND INTERPRETATION**

**1.1 Definitions.** All capitalized terms used herein that are defined in the Declaration shall have the meanings ascribed to them in the Declaration, except to the extent that such terms are defined or modified herein or hereby, or the context otherwise requires.

**ARTICLE 2  
AMENDMENTS TO DECLARATION**

**2.1 Amendment to Section 1.1 of the Declaration.** Section 1.1 of the Declaration is hereby amended by adding the following definition after the definition of “Originator”:

“**Perpetuity Date**” shall mean the date that is 21 years after the death of the last survivor of the descendants of Her Majesty Queen Elizabeth II of the United Kingdom of Great Britain and Northern Ireland living on the date of the creation of the Trust;”

**2.3 Amendment to Section 9.01(a) of the Declaration.** Section 9.01(a) of the Declaration is hereby amended by deleting the last sentence thereof and replacing it with the following:

“Notwithstanding the forgoing, the Issuer Trustee will wind up the affairs of the Trust and terminate the Trust and distribute the Trust Property no later than the day immediately before the Perpetuity Date.”

**ARTICLE 3  
MISCELLANEOUS PROVISIONS**

**3.1 Ratification of Agreements.** As amended by this Second Supplemental Declaration of Trust, the Declaration is in all respects ratified and confirmed and the Declaration, as amended by this Second Supplemental Declaration of Trust, shall be read, taken and construed as one and the same document.

**3.2 Governing Law.** This Second Supplemental Declaration of Trust shall be construed in accordance with and shall be governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.

**IN WITNESS WHEREOF** Computershare Trust Company of Canada has executed this Second Supplemental Declaration of Trust as of the day and year first above written by its duly authorized signatories.

**COMPUTERSHARE TRUST COMPANY OF  
CANADA**

By: “Sean Pigott”  
Name: Sean Pigott  
Title: Corporate Trust Officer

By: “Daniel Marz”  
Name: Daniel Marz  
Title: Corporate Trust Officer