

**SECOND SUPPLEMENTAL TO THE AMENDED AND RESTATED
DECLARATION OF TRUST**

THIS SECOND SUPPLEMENTAL TO THE AMENDED AND RESTATED DECLARATION OF TRUST is made as of the 15th day of April, 2010 by Montreal Trust Company of Canada, a trust company incorporated under the laws of Canada (the “**Issuer Trustee**”).

WHEREAS Section 8.3 of the declaration of trust that established CARDS II Trust (the “**Trust**”) made as of August 30, 2004, as amended and restated as of September 14, 2004, and supplemented by a first supplemental to the amended and restated declaration of trust (collectively, “**Declaration of Trust**”), authorizes the Issuer Trustee to execute any supplemental declaration of trust to give effect to amendments to the Declaration of Trust made pursuant to Article 8 of the Declaration of Trust;

AND WHEREAS the obligations specified in the Declaration of Trust to be performed by Canadian Imperial Bank of Commerce (“**CIBC**”), in its capacity as administrative agent, are presently performed by CIBC, in its capacity as financial services agent;

AND WHEREAS pursuant to Section 8.1(c) of the Declaration of Trust, the Issuer Trustee deems it necessary and desirable to amend the references in the Declaration of Trust to the “Administrative Agent” to references to the “Financial Services Agent” in order to permit and facilitate the carrying on of the Trust Activities;

NOW THEREFORE the Issuer Trustee hereby declares:

1. Section 1.1 of the Declaration of Trust is amended by deleting the definitions of “Administrative Agent” and “Administrative Agreement”.
2. The Declaration of Trust is amended by deleting all references to the words “Administration Agreement”, and substituting therefor the words “Financial Services Agreement”.
3. The Declaration of Trust is amended by deleting all references to the words “Administrative Agent”, and substituting therefor the words “Financial Services Agent”.
4. Section 1.1 of the Declaration of Trust is amended by inserting, immediately after the definition of “Final Settlement Date”, the following definitions:

“**Financial Services Agent**” means CIBC, its assigns and any successor financial services agent to the Trust appointed in replacement thereof as permitted under the Financial Services Agreement;

“**Financial Services Agreement**” means the amended and restated financial services agreement made as of February 8, 2008 between the Issuer Trustee and the Financial Services Agent, as such

agreement may be amended, supplemented, modified, restated or replaced from time to time;”

5. This Second Supplemental to the Amended and Restated Declaration of Trust is supplemental to the Declaration of Trust and shall be read in conjunction therewith. Except only insofar as the same may be inconsistent with the express provisions of this Second Supplemental to the Amended and Restated Declaration of Trust, all of the provisions of the Declaration of Trust shall apply to and shall have effect in the same manner as if they and the provisions of this Second Supplemental to the Amended and Restated Declaration of Trust were contained in one instrument.
6. This Second Supplemental to the Amended and Restated Declaration of Trust shall be governed by the laws of the Province of Ontario and the laws of Canada applicable therein.
7. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Declaration of Trust.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF the Issuer Trustee has caused this Second Supplemental to the Amended and Restated Declaration of Trust to be executed as of the date first above written.

**MONTREAL TRUST COMPANY OF
CANADA**

By: “David Ha”
Name: David Ha
Title: Professional, Corporate Trust

By: “Ann Samuel”
Name: Ann Samuel
Title: Administrator, Corporate Trust