

**THE CANADA TRUST COMPANY,
as trustee of CANADIAN TIRE RECEIVABLES TRUST**

SECOND SUPPLEMENTAL DECLARATION OF TRUST

Dated as of June 30, 2003

to the

**AMENDED AND RESTATED DECLARATION OF
TRUST**

Dated as of November 29, 1995

THIS SECOND SUPPLEMENTAL DECLARATION OF TRUST dated as of June 30, 2003 by The Canada Trust Company, a trust company governed by the laws of Canada.

WHEREAS Montreal Trust Company established a trust known as Canadian Tire Receivables Trust by declaration of trust dated March 31, 1995 (the “**Original Declaration of Trust**”);

AND WHEREAS the Original Declaration of Trust was amended and restated on November 29, 1995 and further amended by the First Supplemental Declaration of Trust on November 19, 2002 (as amended, the “**Declaration**”);

AND WHEREAS Montreal Trust Company amalgamated with Montreal Trust Company of Canada to form the successor Montreal Trust Company of Canada;

AND WHEREAS Montreal Trust Company of Canada resigned as Issuer Trustee on November 19, 2002;

AND WHEREAS The Canada Trust Company was appointed as successor Issuer Trustee on November 19, 2002;

AND WHEREAS pursuant to Section 7.1(c) of the Declaration, the Issuer Trustee may, from time to time, amend or alter the provisions of the Declaration to change the name of the Trust;

AND WHEREAS it is desirable to change the name of the Trust;

AND WHEREAS pursuant to Section 7.3 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 7 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 Change of Name of Trust. The name of the Trust is hereby changed to “Glacier Credit Card Trust” in the English form.

2.2 Amendment to Section 2.3(1) of the Declaration. Section 2.3(1) of the Declaration is hereby amended by deleting the reference to “Canadian Tire Receivables Trust” and substituting therefor “Glacier Credit Card Trust”.

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

THE CANADA TRUST COMPANY

By: "Susan Khokher"
Name: Susan Khokher
Title: Authorized Signatory

By: "Katherine Herbert"
Name: Katherine Herbert
Title: Authorized Signatory