

TORONTO DOMINION BANK  
Form 6-K  
August 24, 2006

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**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**  
**450, 5th Street**  
**Washington, D.C. 20549**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**Pursuant to Rule 13a-16 or 15d-16 of**  
**the Securities Exchange Act of 1934**

For the month of August, 2006.

The Toronto-Dominion Bank

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(Translation of registrant's name into English)

c/o General Counsel's Office  
P.O. Box 1, Toronto Dominion Centre,  
Toronto, Ontario, M5K 1A2

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**This Form 6-K is incorporated by reference into all outstanding Registration Statements of The Toronto-Dominion Bank and its affiliates filed with the U.S. Securities and Exchange Commission and the Private Placement Memoranda of Toronto Dominion Holdings (U.S.A.), Inc. dated February 24, 2005.**

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**FORM 6-K**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**THE TORONTO-DOMINION BANK**

DATE: August 24, 2006

By: /s/ Rasha El Sissi  
Name: Rasha El Sissi  
Title: Associate Vice President, Legal

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## Bank Financial Group

**3<sup>rd</sup> Quarter 2006 • Report to Shareholders • Three and nine months ended July 31, 2006**

TD Bank Financial Group Reports Very Strong  
Third Quarter 2006 Results, Raises Dividend

### **THIRD QUARTER FINANCIAL HIGHLIGHTS compared with the third quarter a year ago:**

- **Reported diluted earnings per share<sup>1</sup> were \$1.09, up 88% from \$.58**
- **Adjusted diluted earnings per share<sup>2</sup> were \$1.21, up 16% from \$1.04.**
- **Reported net income was \$796 million, compared with \$411 million.**
- **Adjusted net income was \$886 million, compared with \$739 million.**

### **THIRD QUARTER ADJUSTMENTS (ITEMS OF NOTE)**

The third quarter reported diluted earnings per share figures above include the following items of note:

- **Amortization of intangibles of \$61 million after-tax (8 cents per share), compared with \$91 million after-tax (12 cents per share) in the third quarter last year. The \$61 million is net of a related tax benefit in the future tax liability of \$24 million due to scheduled reductions in the income tax rate.**
- **The impact of hedging relationships accounting guideline (AcG-13) resulting in a loss of \$5 million after-tax (1 cent per share), compared with a loss of \$12 million after-tax (2 cents per share) in the same quarter last year.**
- **The negative impact on the provision for income taxes of the scheduled reductions in the income tax rate, resulting in an offsetting decrease of \$24 million (3 cents per share) in the net future tax assets.**

All dollar amounts are expressed in Canadian currency unless otherwise noted.

- 1 Reported results are prepared in accordance with Canadian generally accepted accounting principles (GAAP).
- 2 Adjusted earnings and reported results referenced in this Press Release and Report to Shareholders are explained in detail on page 5 under the “How the Bank Reports” section. Commencing from the first quarter 2006, the items of note include the Bank’s amortization of intangible assets. Previously, the Bank described adjusted earnings as earnings before amortization of intangibles and items of note.

**TORONTO, August 24, 2006** - TD Bank Financial Group (TDBFG or the “Bank”) today announced its financial results for the third quarter ended July 31, 2006. Results for the quarter reflect a very strong overall performance driven by broad-based contributions across the Bank. TDBFG also announced an increase in the quarterly dividend of 4 cents to 48 cents, representing an increase of 9% per fully paid common share for the quarter ended October 31, 2006.

“This quarter clearly shows our focused and consistent strategy is achieving excellent results across our businesses,” said W. Edmund Clark, TD Bank Financial Group President and Chief Executive Officer. “Our ability to continually grow and leverage our domestic retail operations while tracking progress in our U.S. businesses, confirms that our growth strategy is delivering.” Clark also noted that TDBFG’s Tier 1 capital ratio remained strong at 12.1%.



## **THIRD QUARTER BUSINESS SEGMENT PERFORMANCE**

### **Canadian Personal and Commercial Banking**

TD Canada Trust posted an outstanding quarter with earnings up 21% compared with the third quarter last year. Broad-based volume growth across the businesses and enhanced margins drove record earnings this quarter. Key contributions from Business Banking, real estate secured lending and personal deposits led Canadian Personal and Commercial Banking's ongoing earnings strength.

"Our Canadian Personal and Commercial Bank generated exceptional results again this quarter by maintaining its focus on operational excellence and delivering superior customer service. This performance is particularly remarkable when you consider the consistency of our earnings in a competitive and mature industry segment," said Clark. "Our Personal and Commercial teams continue to work hard at targeting further growth opportunities where we believe we're under-represented such as small business banking, insurance and credit card products, and I'm pleased with the ongoing momentum we're showing in these areas. Leveraging TD Canada Trust's award winning web banking offering is just one of many examples of how we're building core customer relationships that give us the opportunity to deliver an integrated banking experience," added Clark.

### **Wealth Management**

Wealth Management, including the Bank's equity share of TD Ameritrade, produced a strong quarter, with a 54% increase in earnings, compared with the third quarter last year. Domestically, the quarter saw continued earnings strength from TD mutual fund sales, discount brokerage trading volumes and the advice-based businesses. TD Waterhouse Canada is on track to complete its goal of adding 130 net new client-facing advisors by the end of calendar 2006.

TD Ameritrade posted a very strong earnings performance that translated into a net income contribution of \$55 million to the Bank's Wealth Management segment in the quarter. An increase in asset-based revenues for managing client accounts, as well as increased interest rates and spreads led to TD Ameritrade achieving a record quarter. The integration of TD Waterhouse U.S.A continues to progress on schedule.

"Wealth Management followed up last quarter's strong earnings with another great quarter," said Clark. "We're confident the broad-based progress demonstrated by our diversified wealth offering in Canada will continue to produce future earnings growth, positioning us well if capital markets continue to soften," added Clark.

### **U.S. Personal and Commercial Banking**

The Bank's U.S. Personal and Commercial Banking segment earned \$68 million from TD Banknorth in the third quarter. TD Banknorth continues to experience intense competition for high quality loans and deposits in a challenging U.S. banking environment. However, TD Banknorth's asset quality remained strong and diligent expense control was exhibited during the quarter.

As a result of the successful Hudson United Bancorp systems conversion during the quarter, customers at 200 branches in New Jersey, Pennsylvania, Connecticut and the metropolitan New York area were officially introduced to the TD Banknorth network.

"The underlying quality of TD Banknorth's earnings demonstrates their ability to maintain a strong position in a competitive and challenging U.S. banking environment," said Clark. "TD Banknorth remains well positioned for the future and we're pleased with the ongoing progress of the Hudson integration," he added.

**Wholesale Banking**

Wholesale Banking delivered strong earnings in the third quarter defined by broad-based contributions across its businesses, and complemented by robust security gains. Earnings in the quarter increased to \$179 million, an increase of 38% compared with adjusted earnings in third quarter of last year.

“Wholesale Banking’s earnings performance this quarter demonstrates the strength of our ongoing franchise. We reached a major milestone in the third quarter by substantially completing the exit of our global structured products business, repositioning TD Securities to deliver more consistent earnings, with less risk, to better support TDBFG’s strategic objectives,” said Clark.

**Conclusion**

“This quarter was defined by broad-based business results and outstanding earnings, clearly showing our strategy is working,” said Clark. “By continuing to focus on enhancing our strong domestic retail operations and through the investments made to grow in the U.S., I have every reason to believe we’ll continue to drive good short-term results while solidifying a growth platform that delivers long-term shareholder value,” Clark concluded.

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**CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

From time to time, the Bank makes written and oral forward-looking statements, including in this report, in other filings with Canadian regulators or the U.S. Securities and Exchange Commission (SEC), and in other communications. All such statements are made pursuant to the “safe harbour” provisions of the United States Private Securities Litigation Reform Act of 1995 and any applicable Canadian securities legislation. Forward-looking statements include, among others, statements regarding the Bank’s objectives and targets for 2006 and beyond, and strategies to achieve them, the outlook for the Bank’s business lines, and the Bank’s anticipated financial performance. The economic assumptions for 2006 for each of our business segments are set out in the 2005 Annual Report under the headings “Economic Outlook” and “Business Outlook and Focus for 2006”. Forward-looking statements are typically identified by words such as “believe”, “expect”, “anticipate”, “intend”, “estimate”, “plan”, “may” and “could”. By their very nature, these statements require us to make assumptions and are subject to inherent risks and uncertainties, general and specific, which may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Some of the factors that could cause such differences include: the credit, market, liquidity, interest rate, operational, reputational, insurance, strategic, foreign exchange, regulatory, legal and other risks discussed in the management discussion and analysis section in other regulatory filings made in Canada and with the SEC, including the Bank’s 2005 Annual Report; general business and economic conditions in Canada, the United States and other countries in which the Bank conducts business, as well as the effect of changes in monetary policy in those jurisdictions and changes in the foreign exchange rates for the currencies of those jurisdictions; the degree of competition in the markets in which the Bank operates, both from established competitors and new entrants; legislative and regulatory developments; the accuracy and completeness of information the Bank receives on customers and counterparties; the development and introduction of new products and services in markets; expanding existing distribution channels; developing new distribution channels and realizing increased revenue from these channels, including electronic commerce-based efforts; the Bank’s ability to execute its integration, growth and acquisition strategies, including those of its subsidiaries, particularly in the U.S.; changes in accounting policies and methods the Bank uses to report its financial condition, including uncertainties associated with critical accounting assumptions and estimates; the effect of applying future accounting changes; global capital market activity; consolidation in the Canadian financial services sector; the Bank’s ability to attract and retain key executives; reliance on third parties to provide components of the Bank’s business infrastructure; technological changes; change in tax laws; unexpected judicial or regulatory proceedings; continued negative impact of the United States securities litigation environment; unexpected changes in consumer spending and saving habits; the possible impact on the Bank’s businesses of international conflicts and terrorism; acts of God, such as earthquakes; the effects of disease or illness on local, national or international economies; the effects of disruptions to public infrastructure, such as transportation, communications, power or water supply; and management’s ability to anticipate and manage the risks associated with these factors and execute the Bank’s strategies. A substantial amount of the Bank’s business involves making loans or otherwise committing resources to specific companies, industries or countries. Unforeseen events affecting such borrowers, industries or countries could have a material adverse effect on the Bank’s financial results, businesses, financial condition or liquidity. The preceding list is not exhaustive of all possible factors. Other factors could also adversely affect the Bank’s results. For more information, see the discussion starting on page 56 of the Bank’s 2005 Annual Report. All such factors should be considered carefully when making decisions with respect to the Bank, and undue reliance should not be placed on the Bank’s forward-looking statements. The Bank does not undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by or on its behalf.



*Prior to its release, this document was reviewed by the Bank's Audit Committee and was approved by the Bank's Board of Directors, on the Audit Committee's recommendation.*

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATING PERFORMANCE**

This Management's Discussion and Analysis (MD&A) is presented to enable readers to assess material changes in the financial condition and operational results of TD Bank Financial Group (the "Bank") for the quarter and the nine months ended July 31, 2006, compared with the corresponding periods. This MD&A should be read in conjunction with our unaudited interim consolidated Financial Statements and related Notes included in this Report to Shareholders and with our 2005 Annual Report. This MD&A is dated August 23, 2006. Unless otherwise indicated, all amounts are expressed in Canadian dollars and have been primarily derived from the Bank's annual or interim consolidated financial statements prepared in accordance with Canadian generally accepted accounting principles (GAAP). Certain comparative amounts have been restated to conform with the presentation adopted in the current period. Additional information relating to the Bank is on the Bank's website [www.td.com](http://www.td.com), as well as on SEDAR at [www.sedar.com](http://www.sedar.com).

**FINANCIAL HIGHLIGHTS**

(unaudited)

	July 31		For the three months ended		For the nine months ended	
	2006	2006	April 30	July 31	July 31	July 31
(millions of Canadian dollars, except as noted)						
<b>Results of operations</b>						
Total revenues	\$ 3,288	\$ 3,118	\$ 3,098	\$ 9,810	\$ 8,814	
Dilution gain (loss), net	-	(5)	-	1,559	-	
Provision for credit losses	109	16	40	239	70	
Non-interest expenses	2,147	2,103	2,577	6,540	6,579	
Net income - reported	796	738	411	3,841	1,640	
Net income - adjusted <sup>1</sup>	886	780	739	2,501	2,096	
Economic profit <sup>2</sup>	347	271	258	981	780	
Return on common equity	16.8%	16.5%	10.4%	29.0%	15.4%	
Return on invested capital <sup>2</sup>	15.7%	14.6%	15.5%	15.7%	16.1%	
<b>Financial position</b>						
Total assets	\$ 385,845	\$ 388,596	\$ 368,423	\$ 385,845	\$ 368,423	
Total risk-weighted assets	139,141	135,763	130,495	139,141	130,495	
Total shareholders' equity	19,427	19,283	15,775	19,427	15,775	
<b>Financial ratios - reported</b>						
(percent)						
Efficiency ratio	65.3%	67.6%	83.2%	57.5%	74.6%	
Tier 1 capital to risk-weighted assets	12.1	12.1	10.0	12.1	10.0	
Tangible common equity as a % of risk-weighted assets	9.1	9.0	7.0	9.1	7.0	
Provision for credit losses as a % of net average loans	.26	.04	.10	.20	.07	
<b>Common share information - reported</b> (Canadian dollars)						

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Per share										
Basic earnings	\$	<b>1.10</b>	\$	1.02	\$	.58	\$	<b>5.34</b>	\$	2.39
Diluted earnings		<b>1.09</b>		1.01		.58		<b>5.30</b>		2.38
Dividends		<b>.44</b>		.44		.40		<b>1.30</b>		1.16
Book value		<b>26.36</b>		26.24		22.25		<b>26.36</b>		22.25
Closing share price		<b>57.75</b>		62.45		55.90		<b>57.75</b>		55.90
Shares outstanding (millions)										
Average basic		<b>719.1</b>		715.7		707.6		<b>715.8</b>		684.9
Average diluted		<b>724.7</b>		722.5		713.4		<b>722.1</b>		690.4
End of period		<b>720.8</b>		718.8		709.0		<b>720.8</b>		709.0
Market capitalization (billions of Canadian dollars)										
	\$	<b>41.6</b>	\$	44.9	\$	39.6	\$	<b>41.6</b>	\$	39.6
Dividend yield		<b>2.9%</b>		2.6%		2.8%		<b>2.8%</b>		2.9%
Dividend payout ratio		<b>40.0%</b>		43.0%		68.9%		<b>24.3%</b>		48.8%
Price to earnings multiple		<b>9.4</b>		11.1		17.0		<b>9.4</b>		17.0
<b>Common share information - adjusted</b> (Canadian dollars)										
Per share										
Basic earnings	\$	<b>1.22</b>	\$	1.10	\$	1.04	\$	<b>3.49</b>	\$	3.09
Diluted earnings		<b>1.21</b>		1.09		1.04		<b>3.46</b>		3.07
Dividend payout ratio		<b>35.9%</b>		40.7%		38.3%		<b>37.5%</b>		38.2%
Price to earnings multiple		<b>12.8</b>		14.4		14.0		<b>12.8</b>		14.0

<sup>1</sup> Adjusted earnings and reported results are explained in detail on page 5 under the “How the Bank Reports” section.

<sup>2</sup> Economic profit and return on invested capital are adjusted measures and are explained in detail on page 7 under the “Economic Profit and Return on Invested Capital” section.

**HOW WE PERFORMED****Corporate Overview**

The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Financial Group. The Bank serves more than 14 million customers in four key businesses operating in a number of locations in key financial centres around the globe: Canadian Personal and Commercial Banking, including TD Canada Trust; U.S. Personal and Commercial Banking through TD Banknorth; Wealth Management, including TD Waterhouse Canada, TD Waterhouse U.K. and the Bank's investment in TD Ameritrade; and Wholesale Banking, including TD Securities. The Bank also ranks among the world's leading on-line financial services firms, with more than 4.5 million on-line customers. The Bank had \$386 billion in assets, as at July 31, 2006. The Bank is headquartered in Toronto, Canada. The Bank's common stock is listed on the Toronto Stock Exchange and on the New York Stock Exchange under symbol: TD, as well as on the Tokyo Stock Exchange. Additional information relating to the Bank is on the Bank's website at [www.td.com](http://www.td.com), as well as on SEDAR at [www.sedar.com](http://www.sedar.com).

**How the Bank Reports**

The Bank's financial results, as presented on pages 21 to 35 of this Report to Shareholders, are prepared in accordance with GAAP. The Bank refers to results prepared in accordance with GAAP as "reported" results. The Bank also utilizes "adjusted" earnings to assess each of its businesses and to measure overall Bank performance. To arrive at adjusted earnings, the Bank removes "items of note", net of tax, from reported earnings. The items of note are listed in the tables below. The items of note relate to items which management does not believe are indicative of underlying business performance. Commencing the first quarter of 2006, the items of note include the Bank's amortization of intangible assets which primarily relate to the TD Banknorth acquisition in March 2005 and the Canada Trust acquisition in fiscal 2000. Previously, the Bank described adjusted earnings as earnings before the amortization of intangibles and items of note. The Bank believes that adjusted earnings provide the reader with a better understanding of how management views the Bank's performance. As explained, adjusted earnings are different from reported results determined in accordance with GAAP. Adjusted earnings and related terms used in this report are not defined terms under GAAP, and therefore, may not be comparable to similar terms used by other issuers. The tables below provide a reconciliation between the Bank's adjusted earnings and its reported results.

**Operating results - reported**

(unaudited)

(millions of Canadian dollars)	<b>July 31</b> <b>2006</b>	<i>For the three months ended</i>		<i>For the nine months ended</i>	
		April 30 2006	July 31 2005	<b>July 31</b> <b>2006</b>	July 31 2005
Net interest income	\$ 1,623	\$ 1,427	\$ 1,563	\$ 4,657	\$ 4,367
Other income	1,665	1,691	1,535	5,153	4,447
Total revenues	3,288	3,118	3,098	9,810	8,814
Dilution gain (loss), net	-	(5)	-	1,559	-
Provision for credit losses	(109)	(16)	(40)	(239)	(70)
Non-interest expenses	(2,147)	(2,103)	(2,577)	(6,540)	(6,579)
<b>Income before provision for income taxes, non-controlling interests in subsidiaries and equity in net income of associated company</b>	<b>1,032</b>	994	481	<b>4,590</b>	2,165
Provision for income taxes	(235)	(244)	(12)	(699)	(446)

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Non-controlling interests, net of tax	<b>(52)</b>	(47)	(58)	<b>(136)</b>	(79)
Equity in net income of associated company, net of tax	<b>51</b>	35	-	<b>86</b>	-
<b>Net income - reported</b>	<b>796</b>	738	411	<b>3,841</b>	1,640
Preferred dividends	<b>(6)</b>	(6)	-	<b>(17)</b>	-
<b>Net income available to common shareholders - reported</b>	<b>\$ 790</b>	\$ 732	\$ 411	<b>\$ 3,824</b>	\$ 1,640

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**Reconciliation of non-GAAP  
measures<sup>1</sup> (unaudited)****Adjusted net income to reported  
results****Operating results - adjusted**

(millions of Canadian dollars)	<b>July 31</b>		<i>For the three months ended</i>		<i>For the nine months ended<sup>4</sup></i>	
	<b>2006</b>	<b>2006</b>	<b>July 31</b>	<b>July 31</b>	<b>July 31</b>	<b>July 31</b>
Net interest income	\$ 1,623	\$ 1,427	\$ 1,563	\$ 4,657	\$ 4,367	
Other income	1,673	1,675	1,599	5,182	4,477	
Total revenues	3,296	3,102	3,162	9,839	8,844	
Provision for credit losses	(109)	(76)	(82)	(299)	(225)	
Non-interest expenses	(2,021)	(1,978)	(2,052)	(6,111)	(5,764)	
<b>Income before provision for income taxes, non-controlling interests in subsidiaries and equity in net income of associated company</b>	<b>1,166</b>	<b>1,048</b>	<b>1,028</b>	<b>3,429</b>	<b>2,855</b>	
Provision for income taxes	(283)	(260)	(231)	(871)	(680)	
Non-controlling interests, net of tax	(57)	(50)	(58)	(159)	(79)	
Equity in net income of associated company, net of tax	60	42	-	102	-	
<b>Net income - adjusted</b>	<b>886</b>	<b>780</b>	<b>739</b>	<b>2,501</b>	<b>2,096</b>	
Preferred dividends	(6)	(6)	-	(17)	-	
<b>Net income available to common shareholders - adjusted</b>	<b>\$ 880</b>	<b>\$ 774</b>	<b>\$ 739</b>	<b>\$ 2,484</b>	<b>\$ 2,096</b>	
<b>Items of note affecting net income, net of income taxes</b>						
Amortization of intangibles <sup>2</sup>	\$ (61)	\$ (86)	\$ (91)	\$ (229)	\$ (268)	
Dilution gain on Ameritrade transaction, net of costs	-	(5)	-	1,665	-	
Dilution loss on the acquisition of Hudson United by TD Banknorth	-	-	-	(72)	-	
Balance sheet restructuring charge in TD Banknorth	-	-	-	(19)	-	
Wholesale Banking restructuring charge	-	-	(10)	(35)	(25)	
Hedging impact due to AcG-13	(5)	10	(12)	15	10	
General allowance release	-	39	-	39	23	
Other tax items	(24)	-	30	(24)	30	
Non-core portfolio loan loss recoveries (sectoral related)	-	-	23	-	67	
Loss on structured derivative portfolios	-	-	(30)	-	(30)	
Tax charge related to reorganizations	-	-	-	-	(25)	
Litigation charge	-	-	(238)	-	(238)	

<b>Total items of note</b>		<b>(90)</b>		<b>(42)</b>		<b>(328)</b>		<b>1,340</b>		<b>(456)</b>
<b>Net income available to common shareholders - reported</b>	<b>\$</b>	<b>790</b>	<b>\$</b>	<b>732</b>	<b>\$</b>	<b>411</b>	<b>\$</b>	<b>3,824</b>	<b>\$</b>	<b>1,640</b>

**Reconciliation of reported earnings per share (EPS) to adjusted<sup>3</sup> (unaudited)**

(Canadian dollars)	<b>July 31</b>	<i>For the three months ended</i>			<i>For the nine months ended</i>	
		<b>2006</b>	April 30 2006	July 31 2005	<b>July 31</b>	July 31 2005
Diluted - reported	<b>\$ 1.09</b>	\$ 1.01	\$ .58	<b>\$ 5.30</b>	\$ 2.38	
Items of note affecting income (as above)	<b>.12</b>	.06	.46	<b>(1.86)</b>	.66	
Items of note affecting EPS only <sup>5</sup>	-	.02	-	<b>.02</b>	.03	
Diluted - adjusted	<b>\$ 1.21</b>	\$ 1.09	\$ 1.04	<b>\$ 3.46</b>	\$ 3.07	
Basic - reported	<b>\$ 1.10</b>	\$ 1.02	\$ .58	<b>\$ 5.34</b>	\$ 2.39	

1. Certain comparative amounts have been restated to conform to the presentation adopted in the current period.

2. See additional information in the "Amortization of Intangibles, net of income taxes" table on page 7.

3. Earnings per share (EPS) is computed by dividing income by the weighted average number of shares outstanding during the period. As a result, the sum of the quarterly EPS figures may not equal year-to-date EPS.

4. Items of note in addition to those included in the third quarter of 2006 are as follows: *first quarter 2005* - amortization of intangibles-\$87 million; non-core portfolio loan loss recoveries (sectoral related)-\$20 million; hedging impact due to AcG-13-(\$11) million; and \$23 million relating to general allowance release; *first quarter 2006* - amortization of intangibles-\$82 million; dilution gain of \$1.67 billion (U.S.\$1.45 billion) on the Ameritrade transaction net of costs; dilution loss of \$72 million on the acquisition of Hudson United Bancorp by TD Banknorth; the Bank's share of TD Banknorth's balance sheet restructuring charge of \$19 million (U.S.\$16 million); restructuring charge in connection with the previously announced decision to reposition the Bank's global structured products businesses of \$35 million; the impact of hedging relationships accounting guideline (AcG-13) resulting in a gain of \$10 million; *second quarter 2005* - amortization of intangibles-\$90 million; restructuring charge in connection with the Bank's global structured products businesses of \$15 million; the impact of hedging relationships accounting guideline (AcG-13) resulting in a gain of \$33 million; other tax items related to an internal restructuring tax charge of \$25 million; non-core portfolio loss recoveries-\$24 million; *second quarter 2006* - amortization of intangibles-\$86 million; a reduction to the TD Ameritrade dilution gain of \$5 million; the impact of hedging relationships accounting guideline (AcG-13) resulting in a gain of \$10 million; general loss provision release-\$39 million; *third quarter 2005* - amortization of intangibles - \$91 million; restructuring charge of \$10 million in connection with the repositioning of the Bank's global structured products in Wholesale Banking; the impact of hedging relationships accounting guideline (AcG-13) resulting in a loss of \$12 million; a tax benefit of \$30 million as a result of a higher tax rate applied to the future tax asset related to specific provisions; specific non-core portfolio loan loss recoveries (sectoral related) of \$23 million; loss of \$30 million on exiting a portfolio within the global structured products businesses in Wholesale Banking; and a contingent litigation reserve of \$238 million related to Enron.

5. *Second quarter 2006* - one-time adjustment for the impact of TD Ameritrade earnings, due to the one month lag between fiscal quarter ends. The results of the Bank include its equity share in TD Ameritrade from January 25, 2006 to March 31, 2006. As a result of the one month lag, the impact on earnings per share was approximately 2 cents per share. *Second quarter 2005* - adjustment for the impact of TD Banknorth earnings, due to the one month lag between fiscal quarter ends. Only one month of TD Banknorth earnings were included in the third quarter while two months of funding costs and share issuance affected the quarter.

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2006 REPORT TO SHAREHOLDERS

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**Amortization of Intangibles, net of income taxes** (unaudited)

(millions of Canadian dollars)	<i>For the three months ended</i>			<i>For the nine months ended</i>	
	<b>July 31</b> <b>2006</b>	April 30 2006	July 31 2005	<b>July 31</b> <b>2006</b>	July 31 2005
TD Canada Trust	\$ 31	\$ 60	\$ 72	\$ 155	\$ 234
TD Banknorth					
Reported amortization of intangibles	21	17	15	52	20
Less: non-controlling interest	4	3	1	8	1
Net amortization of intangibles	17	14	14	44	19
TD Ameritrade (included in equity in net income of associated company)	9	7	-	16	-
Other	4	5	5	14	15
<b>Amortization of intangibles, net of income taxes<sup>1</sup></b>	<b>\$ 61</b>	<b>\$ 86</b>	<b>\$ 91</b>	<b>\$ 229</b>	<b>\$ 268</b>

<sup>1</sup> Amortization of intangibles is included in the Corporate segment.

**Economic Profit and Return on Invested Capital**

The Bank utilizes economic profit as a tool to measure shareholder value creation. Economic profit is adjusted net income available to common shareholders less a charge for average invested capital. Average invested capital is equal to average common equity for the period plus the average cumulative after-tax goodwill and intangible assets amortized as of the reporting date. The rate used in the charge for capital is the equity cost of capital calculated using the capital asset pricing model. The charge represents an assumed minimum return required by common shareholders on the Bank's invested capital. The Bank's goal is to achieve positive and growing economic profit.

Return on invested capital (ROIC) is adjusted net income available to common shareholders divided by average invested capital. ROIC is a variation of the economic profit measure that is useful in comparison to the equity cost of capital. Both ROIC and the cost of capital are percentage rates, while economic profit is a dollar measure. When ROIC exceeds the equity cost of capital, economic profit is positive. The Bank's goal is to maximize economic profit by achieving ROIC that exceeds the equity cost of capital.

Economic profit and ROIC are not defined terms under GAAP. Securities regulators require that companies caution readers that earnings and other measures adjusted to a basis other than GAAP do not have standardized meanings under GAAP and therefore, may not be comparable to similar terms used by other issuers.

The following table reconciles between the Bank's economic profit, return on invested capital and adjusted net income. Adjusted earnings and related terms are discussed in the "How the Bank Reports" section.

**Reconciliation of Economic Profit, Return on Invested Capital and Adjusted Net Income**

(millions of Canadian dollars)	<i>For the three months ended</i>			<i>For the nine months ended</i>	
	<b>July 31</b> <b>2006</b>	April 30 2006	July 31 2005	<b>July 31</b> <b>2006</b>	July 31 2005
Average common equity	\$ 18,692	\$ 18,183	\$ 15,693	\$ 17,650	\$ 14,255
Average cumulative goodwill/intangible assets amortized, net of income taxes	3,578	3,511	3,259	3,506	3,168
Average invested capital	\$ 22,270	\$ 21,694	\$ 18,952	\$ 21,156	\$ 17,423



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Rate charged for invested capital	<b>9.5%</b>	9.5%	10.1%	<b>9.5%</b>	10.1%
Charge for invested capital	\$ <b>(533)</b>	\$ (503)	\$ (481)	\$ <b>(1,503)</b>	\$ (1,316)
Net income available to common shareholders - reported	<b>790</b>	732	411	<b>3,824</b>	1,640
Items of note impacting income, net of income taxes	<b>90</b>	42	328	<b>(1,340)</b>	456
Net income available to common shareholders - adjusted	<b>880</b>	774	739	<b>2,484</b>	2,096
Economic profit	\$ <b>347</b>	\$ 271	\$ 258	\$ <b>981</b>	\$ 780
Return on invested capital	<b>15.7%</b>	14.6%	15.5%	<b>15.7%</b>	16.1%

**Significant Events and Acquisitions in 2006**

**Acquisition of VFC Inc.**

On April 19, 2006, the Bank acquired 90.2% of the issued and outstanding common shares of VFC Inc. (VFC), a leading provider of automotive purchase financing and consumer instalment loans, for approximately \$294 million, paid in cash and common shares of the Bank in the amounts of \$224 million and \$70 million, respectively. On May 15, 2006, the Bank acquired the remaining 9.8% of the shares of VFC for approximately \$32 million in cash and Bank shares, resulting in a total purchase consideration of \$328 million, including acquisition costs of \$2 million.

The acquisition was accounted for by the purchase method. VFC's results are reported in the Canadian Personal and Commercial Banking segment. The acquisition of VFC by the Bank contributed \$36 million of cash and cash equivalents, \$435 million of loans, \$245 million of goodwill and intangibles, \$6 million of other assets, \$325 million of secured debt and \$18 million of other liabilities to the Bank's interim consolidated balance sheet. The excess of the total purchase consideration paid over the fair value of the identifiable net assets acquired has been allocated entirely to goodwill. The Bank is in the process of valuing certain intangible assets and, therefore, the allocation of the purchase price is subject to finalization. Goodwill arising from the acquisition is not amortized but assessed for impairment on at least an annual basis.

**TD Banknorth**Hudson United Bancorp

On January 31, 2006, TD Banknorth completed the acquisition of Hudson United Bancorp (Hudson) for total consideration of \$2.2 billion (U.S.\$1.9 billion), consisting of cash consideration of \$1,073 million (U.S.\$941.8 million) and the remainder in TD Banknorth common shares. The cash consideration was funded by the sale of TD Banknorth common shares to the Bank. TD Banknorth consolidates the financial results of Hudson. The transaction resulted in a dilution loss for the Bank of \$72 million, which was recognized in the first quarter of 2006. The acquisition of Hudson by TD Banknorth contributed \$6.0 billion of personal/business loans and mortgages, \$3.2 billion of securities, \$1.9 billion of goodwill and intangibles, \$.8 billion of other assets, \$8.4 billion of deposits and \$3.5 billion of other liabilities to the Bank's interim consolidated balance sheet. The allocation of purchase price is subject to finalization.

Increase in ownership in TD Banknorth

During the nine months ended July 31, 2006, TD Banknorth repurchased 8.5 million of its own shares for \$290 million (U.S.\$255 million) and the Bank acquired .8 million additional shares of TD Banknorth for \$27 million (U.S.\$23 million) in the course of open-market purchases. The Bank began reinvesting in TD Banknorth's dividend reinvestment program in November 2005 and, as of July 31, 2006, had acquired a total of approximately 2.5 million shares of TD Banknorth pursuant to the program. As of July 31, 2006, the Bank's ownership interest in TD Banknorth was 56.5%, an increase from 55.5% as at October 31, 2005.

Interchange Financial Services Corporation

On April 13, 2006, TD Banknorth announced an agreement to acquire Interchange Financial Services Corporation (Interchange), for U.S.\$480.6 million cash consideration. The deal is expected to close in TD Banknorth's first calendar quarter of 2007 and is subject to regulatory approvals and Interchange shareholders' approval.

The cash for the transaction will be financed primarily through TD Banknorth's sale of approximately 13 million of its common shares to the Bank at a price of US\$31.17 per share, for a total of approximately US\$405 million. On a pro forma basis, the Bank's percentage ownership of TD Banknorth will increase to approximately 58.9% after giving effect to the transaction.

**TD Waterhouse U.S.A. and Ameritrade**

On January 24, 2006, the Bank closed the transaction involving the sale of its U.S. brokerage business, TD Waterhouse U.S.A., at a fair market value of \$2.69 billion to Ameritrade Holding Corporation in exchange for a 32.5% ownership in the combined legal entity operating under the name "TD Ameritrade". The transaction resulted in a net dilution gain on sale of U.S.\$1.45 billion (\$1.67 billion) after-tax during the three months ended January 31, 2006 (\$1.64 billion pre-tax). There was a reduction to the TD Ameritrade dilution gain of \$5 million due to final adjustments to the purchase and sale price during the three months ended April 30, 2006.

On acquisition, the Bank's investment in TD Ameritrade less the Bank's share of TD Ameritrade's net book value was approximately \$3.7 billion and consists primarily of intangibles (approximately \$930 million) and goodwill.

The Bank reports its investment in TD Ameritrade using the equity method of accounting. The fiscal periods of the Bank and TD Ameritrade are not coterminus. The Bank's equity share of TD Ameritrade's results for TD Ameritrade's calendar quarter end date has been reported in the Bank's results for the fiscal quarter. The Bank translated its investment in TD Ameritrade at June 30, 2006 using the exchange rate on that date.

In connection with the transaction, TD Waterhouse Canada acquired 100% of Ameritrade's Canadian brokerage operations for \$77 million (U.S.\$67 million) cash consideration, which consisted primarily of intangibles and goodwill.

On February 22, 2006, the Bank announced that it had committed to purchase at least 15 million shares of TD Ameritrade by August 22, 2006 pursuant to one or more stock trading plans in accordance with Rule 10b5-1 under the U.S. Securities Exchange Act and that all purchases would be made in the open market, including through block trades, in compliance with Rule 10b-18 under the U.S. Securities Exchange Act. Under these plans, the Bank acquired 44.4 million additional shares of TD Ameritrade for \$933 million (U.S.\$831 million), which resulted in the Bank's ownership interest in TD Ameritrade increasing from 32.5% to 39.5% as at July 31, 2006.

See Note 13 for more details of acquisitions and dispositions.

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**FINANCIAL RESULTS OVERVIEW**

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**Performance Summary**

The following is an analysis of the Bank's performance on an adjusted basis for the third quarter of 2006 against the shareholder indicators the Bank included in the 2005 Annual Report. Shareholder performance indicators help guide and benchmark the Bank's accomplishments. For the purpose of this analysis, the Bank utilizes adjusted earnings, which exclude items of note from the reported results that are prepared in accordance with Canadian GAAP. Adjusted earnings and reported results are explained in detail on page 5 under the "How the Bank Reports" section.

*Economic profit* increased by \$89 million or 34%, from a year ago.

*The total shareholder return* was 6.4% for the twelve months ended July 31, 2006. This result was driven by the appreciation of the Bank's share price as the closing price of \$57.75 on July 31, 2006 was \$1.85 higher than a year earlier, and dividends paid.

*Adjusted diluted earnings per share* was up 16% from a year ago. The increase was the result of strong earnings across our businesses.

*Revenue growth* exceeded expense growth for the Bank.

*Adjusted return on risk-weighted assets* was 2.5%, compared with 2.3% a year ago.

**Net Income**Year-over-year comparison

Reported net income for the quarter was \$796 million, up \$385 million or 94%, from the third quarter of last year. The increase reflected strong results across our businesses and the fact that a \$238 million after-tax contingent litigation reserve related to Enron was recognized in the same quarter last year. Adjusted net income for the quarter was \$886 million, up \$147 million or 20%, from the same quarter a year ago.

Prior quarter comparison

Reported net income for the quarter increased by \$58 million or 8%, from the prior quarter, primarily due to strong performance from across our businesses. Adjusted net income for the quarter increased by \$106 million, or 14%, compared with the prior quarter.

Year-to-date comparison

Reported net income for the nine months ended July 31, 2006 increased by \$2,201 million or 134%, from the same period of last year, primarily due to the dilution gain of \$1.665 billion recorded on the transaction with TD Ameritrade in the first quarter of 2006. The remaining growth was due to the inclusion of TD Banknorth's results and strong results across our businesses and the fact that the contingent litigation reserve related to Enron was recognized in the same period last year. Adjusted net income for the nine months ended July 31, 2006 was up \$405 million or 19%, from the same period of last year.

**Net Interest Income**Year-over-year comparison

Net interest income was \$1,623 million for the quarter, an increase of \$60 million or 4%, compared with the same quarter last year. Average earning assets totalled \$314 billion, up \$12 billion or 4%. The net interest margin as a percentage of average earning assets did not change from 2.05% a year ago.

Net interest income in TD Banknorth increased \$34 million, or 11%, primarily due to the acquisition of Hudson. Net interest income in Canadian Personal and Commercial Banking increased \$166 million, or 15%, largely driven by volume growth across most banking products, particularly in real estate secured lending, core banking, business

deposits and credit cards, as well as improvement in margins. The acquisition of VFC also contributed to the increase. Offsetting these increases was a decrease of \$99 million, or 59%, in net interest income in Wealth Management, primarily due to the sale of TD Waterhouse U.S.A. to Ameritrade. Net interest income in Wholesale Banking decreased by \$37 million, or 23% (on a taxable equivalent basis), largely due to reduced trading-related net interest income in the equity derivatives portfolio.

Prior quarter comparison

Net interest income for the quarter increased by \$196 million, or 14%, from the prior quarter. Average earning assets were 1% lower compared with the prior quarter. The net interest margin as a percentage of average earning assets improved by 21 basis points. Net interest income in Canadian Personal and Commercial Banking increased by \$113 million, or 10%, primarily due to volume increase, higher margins, (particularly in core banking) and the acquisition of VFC. U.S. Personal and Commercial Banking rose by \$15 million, or 5%, due to the acquisition of Hudson. Net interest income in Wholesale Banking increased by \$51 million, or 67% (on a taxable equivalent basis), largely due to higher trading-related net interest income within the interest rate and credit portfolios.

Year-to-date comparison

Net interest income for the nine months ended July 31, 2006 was up \$290 million, or 7%, compared with the same period last year. The increase in net interest income was primarily a result of full period inclusion of TD Banknorth results, which contributed \$953 million to total net interest income in the current period, compared with \$407 million in the prior period. Net interest income in Canadian Personal and Commercial Banking increased \$371 million, or 12%, mainly due to volume growth in real estate secured lending, core banking, business deposits and credit cards, and higher margins. The increase also includes VFC. These increases were partially offset by a decrease of \$160 million, or 34%, in net interest income in Wealth Management, mainly due to the sale of TD Waterhouse U.S.A. to Ameritrade. Net interest income in Wholesale Banking decreased by \$402 million, or 54% (on a taxable equivalent basis), primarily due to reduced trading-related net interest income within the equity and credit businesses.

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**Other Income**Year-over-year comparison

Reported other income for the quarter increased by \$130 million, or 8%, from the same quarter last year to \$1,665 million, mainly driven by increases in trading revenues, net investment securities gains and card services. There was also growth in service charges, credit fees, insurance revenue and foreign exchange - non trading. These increases were partially offset by lower discount brokerage revenues due to the sale of TD Waterhouse U.S.A. to Ameritrade and lower loan securitization revenues. TD Banknorth contributed \$142 million to other income this quarter. Adjusted other income amounted to \$1,673 million for the quarter, up \$74 million, or 5%, from the third quarter of last year.

*Investment and securities services revenues* were \$500 million, down \$76 million, or 13%, compared with the same quarter last year. Self-directed brokerage fees decreased by \$97 million, or 49%, primarily due to the sale of TD Waterhouse U.S.A. to Ameritrade. Capital market fee revenue (which includes revenues from mergers and acquisitions, underwriting, and equity sales commissions) increased by \$20 million, or 24%, mainly due to increased equity sales commissions and advisory fees. Investment management fees increased by \$9 million, or 24%, due to continued growth in customer assets. Mutual fund management fees have declined by \$10 million, or 6%, from the same quarter last year due to the sale of TD Waterhouse U.S.A. to Ameritrade, however, the decline was partially offset by higher domestic managed assets.

*Trading revenues* were \$160 million, up \$80 million, or 100%, from the same quarter last year. Trading-related income (which is the total of trading income reported in other income and net interest income on trading positions reported in net interest income) increased by \$12 million, or 9%, compared with the same quarter last year, which included a \$46 million loss associated with exiting a portfolio within the global structured products businesses. The increase was partially offset by weaker trading in interest rate portfolios.

*Insurance revenues*, net of claims, increased by \$13 million, or 6%, compared with the same quarter last year, primarily due to increased penetration of existing domestic customers and better loss and claims experience.

*Service charges* increased by \$23 million, or 10%, primarily due to an increase in domestic branch revenues and the inclusion of Hudson results.

*Securitization income* decreased by \$16 million, or 16%, due to lower gains on sales of residential mortgage and credit card loans compared with the same quarter last year.

*Card services* increased by \$22 million, or 27%, largely due to increased credit card volume.

*Net investment securities gains* were \$113 million, up \$46 million, or 69%, compared with the same quarter last year primarily due to strong gains in the equity investment portfolio.

Prior quarter comparison

Reported other income for the quarter decreased by \$26 million, or 2%, from the prior quarter, primarily due to lower investment and securities services revenues and trading income. There were gains in credit fees, net investment securities gains, service charges, loan securitization, card services, insurance revenue and foreign exchange - non-trading. Adjusted other income for the quarter decreased by \$2 million or .1% from the prior quarter.

*Investment and securities services revenues* were down \$32 million, or 6%, compared with prior quarter. Self-directed brokerage fees decreased by \$32 million, or 24%, primarily due lower average trades per day and lower commissions per trade. Capital market fee revenue increased by \$6 million, or 6%, mainly due to higher advisory fees. Investment management fees increased by \$4 million, or 9%, due to growth in customer assets. Full service brokerage revenues decreased by \$10 million, or 13%, from the prior quarter, primarily due to lower trading volumes as a result of slower equity markets.

*Trading revenues* were down \$87 million, or 35%, from the prior quarter. Trading-related income decreased by \$28 million, or 16%, primarily due to weaker trading in equity and energy portfolios.

*Insurance revenues*, net of claims, increased by \$2 million, or 1%, compared with prior quarter, primarily due to continued organic growth and improved claims experience.

*Service charges* increased by \$30 million, or 14%, largely reflecting an increase in domestic branch revenues.

*Securitization income* increased by \$13 million, or 18%.

*Card services* increased by \$17 million, or 20%, largely due to increased volume.

*Net investment securities gains* were up \$31 million, or 38%, compared with prior quarter due to strong gains in the equity investment portfolio.

Year-to-date comparison

Reported other income for the nine months ended July 31, 2006 increased by \$706 million, or 16%, from the same period last year to \$5,153 million, mainly driven by increases in net investment securities gains, trading income, service charges, credit services, insurance revenue and foreign exchange - non-trading. These increases were partially offset by lower investment and securities services revenues due to the sale of TD Waterhouse U.S.A. to Ameritrade and lower loan securitization revenues. Adjusted other income amounted to \$5,182 million for the nine months ended July 31, 2006, up \$705 million, or 16%, from the same period of last year.

*Investment and securities services revenues* were down \$109 million, or 6%, compared with the same period last year as self-directed brokerage fees decreased by \$194 million, or 30%, primarily due to the sale of TD Waterhouse U.S.A. to Ameritrade. Capital market fee revenue increased by \$26 million, or 9%, mainly due to increased equity sales commissions. Investment management fees increased by \$33 million, or 30% and full service broker revenues increased by \$6 million, or 3%, from the same period last year primarily due to solid growth in assets under management and assets under administration respectively. Mutual fund management fees increased by \$8 million, or 2% from the same period last year due to higher domestic managed assets.

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*Trading revenues* were up \$464 million, or 197%, from the same period last year. Trading-related income increased by \$38 million, or 6%, primarily due to improved trading in equity, energy and foreign exchange portfolios, offset by weaker trading in interest rate portfolios. The same period of last year included the \$46 million loss associated with exiting a portfolio within the global structured products businesses.

*Insurance revenues*, net of claims, increased by \$66 million, or 11%, compared with prior year due to reasons previously discussed.

*Service charges* increased by \$123 million, or 22%, largely reflecting the inclusion of full period TD Banknorth results, the inclusion of Hudson results and an increase in domestic branch revenues.

*Securitization income* decreased by \$45 million, or 15%, due to lower gains on sales of residential mortgage and credit card loans compared with the same period last year.

*Card services* increased by \$76 million, or 39%, largely due to the inclusion of full period results of TD Banknorth and increased volume.

*Net investment securities gains* were up \$52 million, or 31%, compared with the same period last year reflecting gains in the equity investment portfolio.

### Provision for Credit Losses

#### Year-over-year comparison

During the quarter, the Bank recorded a provision for credit losses of \$109 million, an increase of \$69 million from the same quarter last year, primarily due to higher net specific provisions recorded during the quarter. Further, a \$42 million recovery in the non-core lending portfolio for amounts previously provided for under sectoral provisions was recognized in the third quarter of prior year.

#### Prior quarter comparison

Provision for credit losses for the quarter was up \$93 million, from \$16 million in the prior quarter, primarily due to the \$60 million general loan loss provision release in the prior quarter and a \$34 million increase in net specific provisions in the current quarter, and provision for credit losses relating to VFC.

#### Year-to-date comparison

Provision for credit losses for the nine months ended July 31, 2006 increased \$169 million over the same period of the prior year. The increase was primarily attributable to a \$120 million recovery in the non-core lending portfolio related to amounts previously provided for under sectoral provisions that did not recur and higher net provision for credit losses recorded during the current year. The increase was partially offset by a higher release of the general loan loss provision.

### Provision for Credit Losses

(millions of Canadian dollars)	<i>For the three months ended</i>			<i>For the nine months ended</i>	
	<b>July 31 2006</b>	April 30 2006	July 31 2005	<b>July 31 2006</b>	July 31 2005
Net new specifics (net of reversals)	\$ 140	\$ 106	\$ 114	\$ 397	\$ 292
Recoveries	(33)	(32)	(54)	(96)	(163)
Provision for credit losses - specifics	107	74	60	301	129
Change in general allowance					
TD Bank	-	(60)	-	(60)	(35)
VFC	9	-	-	9	-
TD Banknorth	(7)	2	(20)	(11)	(24)
<b>Total</b>	\$ 109	\$ 16	\$ 40	\$ 239	\$ 70



**Non-Interest Expenses and Efficiency Ratio**

Year-over-year comparison

Reported expenses for the quarter were \$2,147 million, a decrease of \$430 million, or 17%, from the same quarter last year, mainly reflecting the \$365 million (\$238 million after-tax) contingent litigation reserve related to Enron recognized in the third quarter of prior year which did not recur, expenses of \$212 million related to TD Waterhouse U.S.A. incurred in the third quarter of last year which did not recur due to the sale of TD Waterhouse U.S.A. to Ameritrade, and lower brokerage-related fees, occupancy, restructuring costs and equipment costs. These decreases were partially offset by higher salaries and employee benefits, professional and advisory services and marketing and business development. Adjusted expenses were \$2,021 million for the quarter, down \$31 million, or 2%, from the third quarter of last year.

*Reported efficiency ratio* decreased to 65.3% from 83.2% in the same quarter last year. The Bank's adjusted efficiency ratio was 61.3%, compared with 64.9% a year ago.

Prior quarter comparison

Reported non-interest expenses for the quarter were up \$44 million, or 2%, compared with \$2,103 million last quarter, primarily due to higher marketing and business development expenses, equipment, professional advisory services and salaries and employee benefits. Adjusted expenses for the quarter increased by \$43 million, or 2% from the prior quarter.

*Reported efficiency ratio* was 65.3%, compared with 67.6% in the prior quarter. The Bank's adjusted efficiency ratio was 61.3%, compared with 63.8% in the prior quarter.

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Year-to-date comparison

Reported non-interest expenses for the nine months ended July 31, 2006 were down \$39 million, or 1%, compared with \$6,579 million in the same period of last year, mainly reflecting the contingent litigation reserve related to Enron recognized in the same period of last year which did not recur, expenses related to TD Waterhouse U.S.A. incurred in the same period of last year which did not recur due to the sale of TD Waterhouse U.S.A. to Ameritrade, and lower brokerage-related fees, partially offset by higher salaries and employee benefits, and professional advisory services. Adjusted expenses for the nine months ended July 31, 2006 increased by \$347 million, or 6% from the same period of the prior year.

*Reported efficiency ratio* decreased to 57.5% from 74.6%. The Bank's adjusted efficiency ratio decreased to 62.1% from 65.2%.

**Taxes**

As discussed in the "How the Bank Reports" section, the Bank adjusts its reported earnings to assess each of its businesses and to measure overall Bank performance. As such, the provision for income taxes is stated on a reported and an adjusted basis.

The general trend to reducing corporate taxes continued in the quarter. The federal government legislated tax reductions which are implemented in a phased manner through 2010. Indicated below are the statutory income tax rates and income taxes reconciled to the effective income tax rates and provisions for income taxes that the Bank has recorded in the Consolidated Statement of Income.

**Taxes**

			<i>For the three months ended</i>				<i>For the nine months ended</i>			
	<b>July</b>		April		July 31		July		July	
(millions of Canadian dollars)	<b>31</b>		30		July 31		31		31	
	<b>2006</b>		2006		2005		2006		2005	
Income taxes at Canadian statutory income tax rate	\$ 362	35.0%	\$ 347	34.9%	\$ 169	35.0%	\$ 1,605	35.0%	\$ 758	35.0%
Increase (decrease) resulting from:										
Dividends received	(58)	(5.6)	(53)	(5.3)	(55)	(11.4)	(172)	(3.8)	(171)	(7.9)
Rate differentials on international operations	(73)	(7.0)	(45)	(4.5)	(90)	(18.7)	(171)	(3.7)	(188)	(8.7)
Federal large corporations tax	(8)	(.8)	2	.2	4	.9	(4)	(.1)	9	.4
Items related to dilution gains and losses	-	-	2	.2	-	-	(582)	(12.7)	25	1.2
Future tax rate reduction - future tax assets	24	2.3	-	-	-	-	24	.5	-	-
Future tax rate reduction -	(24)	(2.3)	-	-	-	-	(24)	(.5)	-	-

## intangibles

Other - net	<b>12</b>	<b>1.2</b>	(9)	(1.0)	(16)	(3.3)	<b>23</b>	<b>.5</b>	13	.6
Provision for income taxes and effective income tax rate -reported	<b>\$ 235</b>	<b>22.8%</b>	\$ 244	24.5%	\$ 12	2.5%	<b>\$ 699</b>	<b>15.2%</b>	\$ 446	20.6%

Certain comparative amounts have been restated.

### Reconciliation of non-GAAP provision for income taxes

(millions of Canadian dollars)	<i>For the three months ended</i>			<i>For the nine months ended</i>	
	<b>July 31</b> <b>2006</b>	April 30 2006	July 31 2005	<b>July 31</b> <b>2006</b>	July 31 2005
Provision for income taxes - reported	<b>\$ 235</b>	\$ 244	\$ 12	<b>\$ 699</b>	\$ 446
Increase (decrease) resulting from items of note:	-	-	-	-	-
Amortization of intangibles	<b>69</b>	43	52	<b>158</b>	143
Dilution gain on Ameritrade, net of costs	-	-	-	<b>34</b>	-
Balance sheet restructuring charge in TD Banknorth	-	-	-	<b>18</b>	-
Wholesale Banking restructuring charge	-	-	5	<b>15</b>	12
Hedging impact due to AcG-13	<b>3</b>	(6)	6	<b>(8)</b>	(7)
Tax charges related to reorganizations	-	-	-	-	(25)
Other tax items	<b>(24)</b>	-	30	<b>(24)</b>	30
Loss on structured derivative portfolio	-	-	16	-	16
Litigation charge	-	-	-	-	-