



# TD Bank Group (TDBG)

## Follow up Q&A from Conference Call Chrysler Financial Acquisition December 21, 2010

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#### **What is the credit quality of the book you are acquiring?**

The portfolio includes loans and leases consisting of approximately 70% prime and 30% near prime/subprime, at origination. The current<sup>1</sup> average FICO score on the portfolio is approximately 700.

<sup>1</sup> Based on October 31, 2010 data for U.S. portfolio and November 30, 2010 for Canadian portfolio.



## Caution Regarding Forward-Looking Statements

From time to time, TD makes written and oral forward-looking statements, including in this presentation, in other filings with Canadian regulators or the U.S. Securities and Exchange Commission (SEC), and in other communications. In addition, representatives of TD may make forward-looking statements orally to analysts, investors, the media and others. All such statements are made pursuant to the “safe harbour” provisions of applicable Canadian and U.S. securities laws, including the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include, among others, statements regarding TD’s objectives and priorities and strategies to achieve them, and TD’s anticipated financial performance. Forward-looking statements are typically identified by words such as “will”, “would”, “expect”, “should”, “believe”, “anticipate”, “intend”, “estimate”, “plan”, “may” and “could”.

By their very nature, these statements require TD to make assumptions and are subject to inherent risks and uncertainties, general and specific. Especially in light of the uncertainty related to the financial, economic and regulatory environments, such risks and uncertainties—many of which are beyond TD’s control and the effects of which can be difficult to predict—may cause actual results to differ materially from the expectations expressed in the forward-looking statements. Risk factors that could cause such differences include: credit, market (including equity, commodity, foreign exchange and interest rate), liquidity, operational, reputational, insurance, strategic, regulatory, legal, and other risks, all of which are discussed in the Management’s Discussion and Analysis (2010 MD&A) in TD’s 2010 Annual Report.

With regard to TD’s proposed acquisition of Chrysler Financial, there can be no assurance that TD will realize the anticipated benefits due to a variety of factors, including: inability to complete the acquisition in the timeframe anticipated, obtain governmental approvals of the transaction or satisfy other conditions to the transaction on the proposed terms and timeframe; challenges from operating Chrysler Financial in a more complex regulatory environment after closing; delay in increasing the rate of loan and lease originations by Chrysler Financial; renewed competition from captive auto finance lenders; weaker than expected rebound in the auto lending market; and challenges with introducing new products and services, achieving market acceptance of TD’s auto lending products and services in new markets, and developing and maintaining loyal dealer and customer relationships.

Additional risk factors include the impact of recent U.S. legislative developments, as discussed under “Significant Events in 2010” in the “How we Performed” section of the 2010 MD&A, changes to and new interpretations of capital and liquidity guidelines and reporting instructions, increased funding costs for credit due to market illiquidity and competition for funding, and the failure of third parties to comply with their obligations to TD or its affiliates relating to the care and control of information.

We caution that the preceding list is not exhaustive of all possible risk factors and other factors could also adversely affect TD’s results. For additional information, please see the “Risk Factors and Management” section of the 2010 MD&A. TD’s material general economic assumptions are set out in TD’s 2010 Annual Report under the heading “Economic Summary and Outlook” and for each of the business segments under the heading “Business Outlook and Focus for 2011”.

All such factors should be considered carefully, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements, when making decisions with respect to TD and undue reliance should not be placed on TD’s forward-looking statements.

Any forward-looking statements contained in this presentation represent the views of management only as of today’s date and are presented for the purpose of assisting TD’s shareholders and analysts in understanding TD’s objectives and priorities, and may not be appropriate for other purposes. Actual results may differ materially from the results anticipated in these forward-looking statements. TD 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, except as required under applicable securities laws.