



TD Bank Group Acquires Chrysler Financial

December 21, 2010

Forward Looking Information



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.

Positioned to Be a Top 5 Bank-Owned Auto Lender in North America



- Significant organic growth potential
- North American platform with robust systems, technology and proven management team
- Good risk-return assets with acceptable credit and execution risk
- Attractively priced platform



TD is Already an Established North American Auto Lender



- Recognized success in the Canadian and U.S. automotive lending space
- High quality loan book
- Extensive network of dealer relationships



Existing presence in the auto lending industry

		
Loans Outstanding ¹ \$B	C\$10.4	US\$3.3
Average Credit Score ¹	Beacon 717	FICO 746
Dealer Relationships ²	~4,100	~1,100

1. As at October 2010.

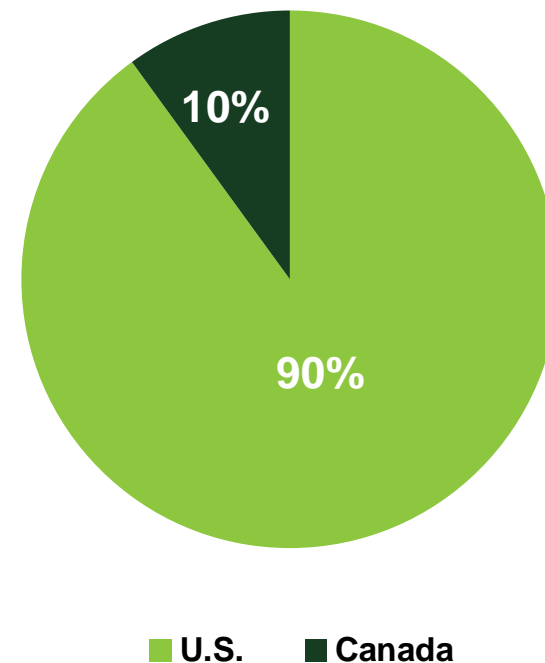
2. Includes both franchised and independent dealers

Chrysler Financial Background



- Large auto financing firm
 - Non-captive, independent lender
 - National dealer network
 - At peak was 3rd largest lender with US\$30B in annual originations
- Headquarters in Farmington Hills, MI
 - ~1,850 employees
 - Servicing centres in Dallas, TX and Jacksonville, FL
 - Canadian operations in Mississauga, Canada
- Privately held by Cerberus

Estimated Loans and Leases Outstanding
\$7.5B at closing¹



1. Based on estimated Q2/11 closing

Accelerates Growth and Delivers Scale in Attractive Asset Class



- Opportunity to gain market share in sizeable asset class
 - Second largest non-mortgage consumer debt category
- Delivers significant and scalable platform with >2,000 U.S. dealer relationships
- National servicing capability and relationship model consistent with TD brand

Potential Returns are Compelling

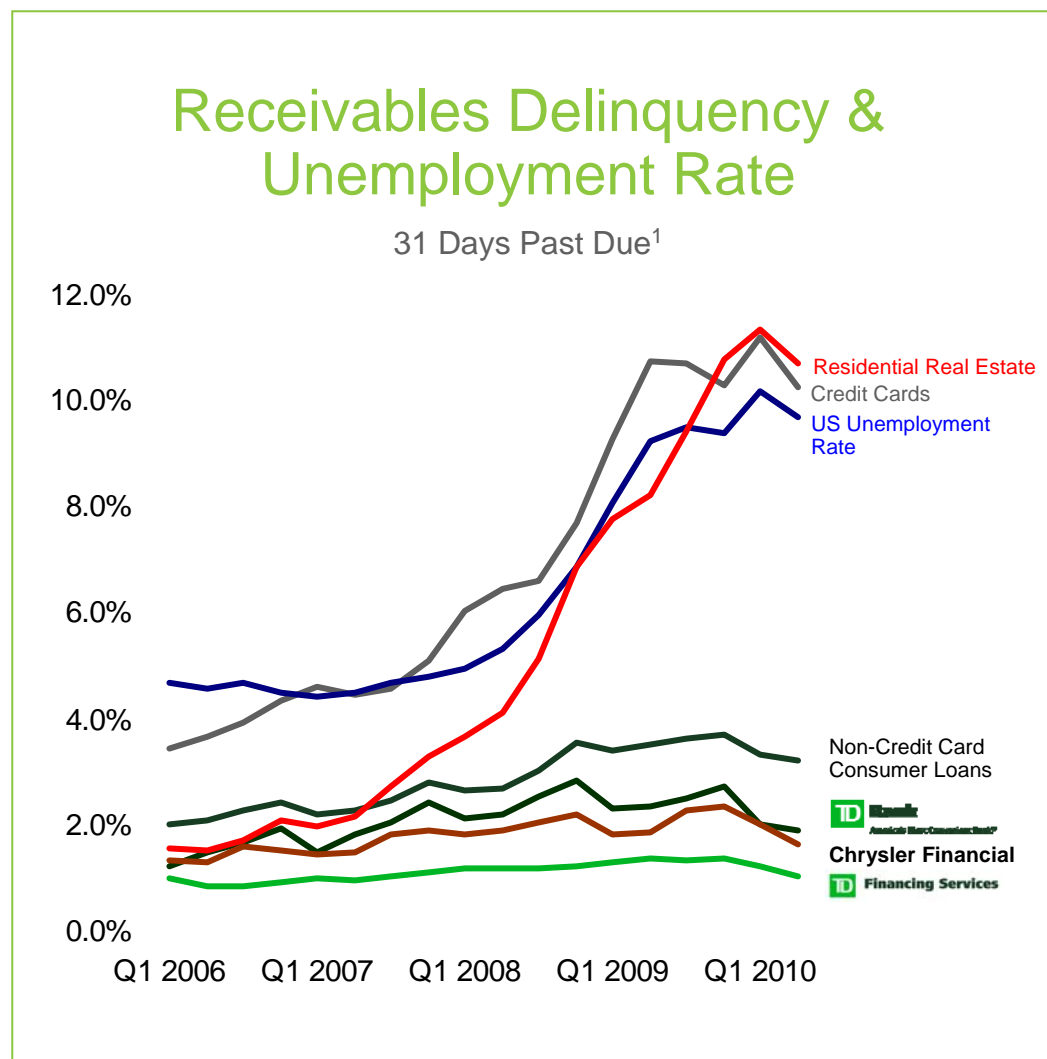


- Potential returns are impressive once steady state of originations and outstanding loans is achieved
- Illustrative financial metrics:
 - Targeting steady state in 3 to 4 full years of operation
 - Average loans outstanding > US\$20B
 - ROA > 100 bps
 - Return on invested capital of approximately 20%

Risks are Clear, Understandable and Manageable



- Asset class has consistently outperformed
- Segment we are very familiar with and have a strong track record in
- Comfortable with existing credit risk of the acquired portfolio
- New originations will mainly be prime
- Acceptable operational and integration risk



1. Source: Company reports, Moodys, U.S. Bureau of Labour and Statistics

Strengthens U.S. Asset Generation Capability in a Disrupted Market



- Origination potential of greater than US\$1B per month by 2013
- Opportunity not dependent on captive financing relationship
- Advances consumer loan growth and significantly improves loan to deposit ratio
- Diversifies existing loan portfolio
- TD's large deposit base offers structural funding advantage

Attractively Priced Platform



- Cash consideration of US\$6.3B
 - Fair value of net assets acquired of US\$5.9B
 - Goodwill of approximately US\$0.4B
- No common equity issuance
- Tier 1 pro-forma capital impact on closing of approximately 55-60bps¹
- Expected adjusted net income² impact:
 - Neutral in F2011
 - Approximately US\$100MM in 2012
- Internal rate of return well above 20%

1. Based on TD's Q4 earnings.

2. TD's financial results prepared in accordance with GAAP are referred to as "reported" results. TD also utilizes non-GAAP financial measures referred to as "adjusted" results (i.e., reported results excluding "items of note", net of income taxes) to assess each of its businesses and measure overall bank performance. The items of note relate to items which management does not believe are indicative of underlying business performance and include integration and restructuring charges relating to U.S. Personal and Commercial Banking acquisitions. Adjusted net income, adjusted earnings and return on invested capital (referred to on slide 7) are not defined terms under GAAP and may not be comparable to similar terms used by other issuers. See "How the Bank Reports" in TD's 2010 MD&A for further explanation.

Investor Relations Contacts



Phone:
416-308-9030
or 1-866-486-4826

Email:
tdir@td.com

Website:
www.td.com/investor



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