



A different kind of bank



Investor Presentation
January 29, 2008

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President & CEO
TD Bank Financial Group

Caution regarding forward-looking statements

From time to time, the Bank 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, the Bank's senior management may make forward-looking statements orally to analysts, investors, representatives of the media and others. All such statements are made pursuant to the "safe harbour" provisions of the U.S. Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation. Forward-looking statements include, among others, statements regarding the Bank's objectives and targets for 2008 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 2008 for each of our business segments are set out in the 2007 Annual Report under the headings "Economic Outlook" and "Business Outlook and Focus for 2008", as updated in the subsequently filed quarterly Reports to Shareholders. Forward-looking statements are typically identified by words such as "will", "should", "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 - many of which are beyond our control - that could cause such differences include: credit, market (including equity and commodity), liquidity, interest rate, operational, reputational, insurance, strategic, foreign exchange, regulatory, legal and other risks discussed in the management discussion and analysis section of the Bank's 2007 Annual Report and in other regulatory filings made in Canada and with the SEC; general business and economic conditions in Canada, the U.S. 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; the accuracy and completeness of information the Bank receives on customers and counterparties; the development and introduction of new products and services in markets; developing new distribution channels and realizing increased revenue from these channels; the Bank's ability to execute its strategies, including its integration, growth and acquisition strategies and 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; the Bank's ability to attract and retain key executives; reliance on third parties to provide components of the Bank's business infrastructure; the failure of third parties to comply with their obligations to the Bank or its affiliates as such obligations relate to the handling of personal information; technological changes; the use of new technologies in unprecedented ways to defraud the Bank or its customers; legislative and regulatory developments; change in tax laws; unexpected judicial or regulatory proceedings; continued negative impact of the U.S. securities litigation environment; unexpected changes in consumer spending and saving habits; the adequacy of the Bank's risk management framework, including the risk that the Bank's risk management models do not take into account all relevant factors; 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; and the effects of disruptions to public infrastructure, such as transportation, communication, power or water supply. 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 59 of the Bank's 2007 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.

- ① **Leading North American Financial Services Company**
– well positioned in attractive Canadian market
- ② **Lower risk retail focus**
– franchise business model
- ③ **Industry-leading performance**
– proven record as earnings growth leader
- ④ **U.S. growth focus**
– franchise platforms: TD Banknorth & Commerce, TD Ameritrade

Build franchise businesses

Focus on the customer
relentlessly

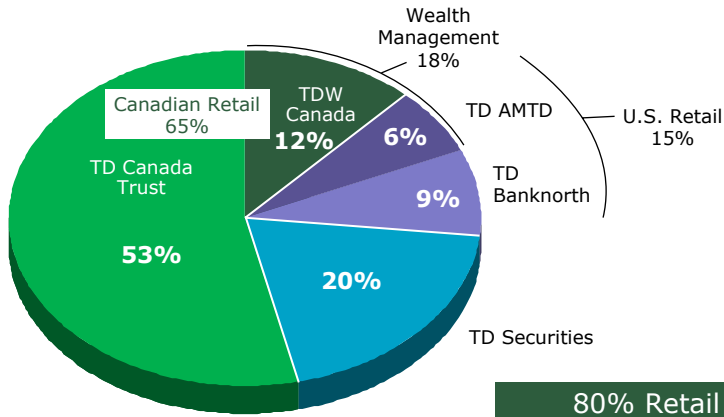
Grow without extending
out the risk curve

Operate with excellence

Reinvest continuously

A growth
company that
consistently
performs

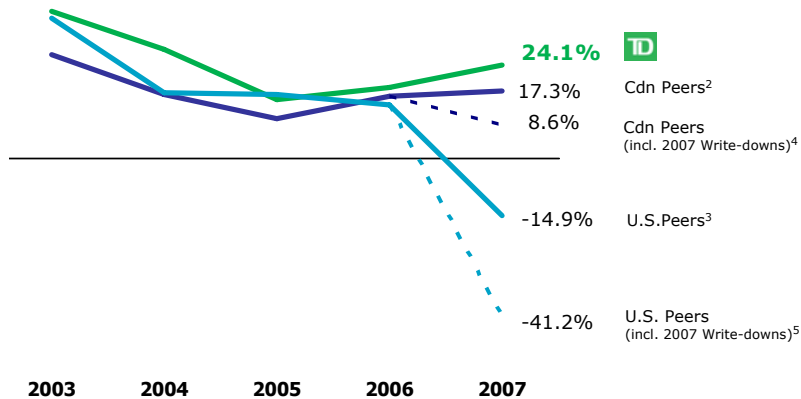
Adjusted Earnings Breakdown Fiscal 2007¹



¹ The Bank's financial results prepared in accordance with GAAP are referred to as "reported" results. The Bank 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. Adjusted net income, adjusted earnings per share (EPS) and related terms used in this presentation are not defined terms under GAAP and may not be comparable to similar terms used by other issuers. See "How the Bank Reports" in the 4th Quarter 2007 Press Release and in the 2007 MISA (td.com/investor) for further explanation, a list of the items of note and a reconciliation of adjusted earnings to reported basis (GAAP) results. Reported net income for 2006 and 2007 was C\$4.603MM and C\$3.997MM, respectively. See also starting on page 14 of the 2007 Annual Report for an explanation of how the Bank reports and a reconciliation of the Bank's non-GAAP measures to reported basis (GAAP) results for FY02-FY07 and see pages 124-125 of the 2007 Annual Report for a reconciliation for 10 years ending FY07.

Industry Leading Earnings Growth

Year-Over-Year Total Bank Earnings Growth¹



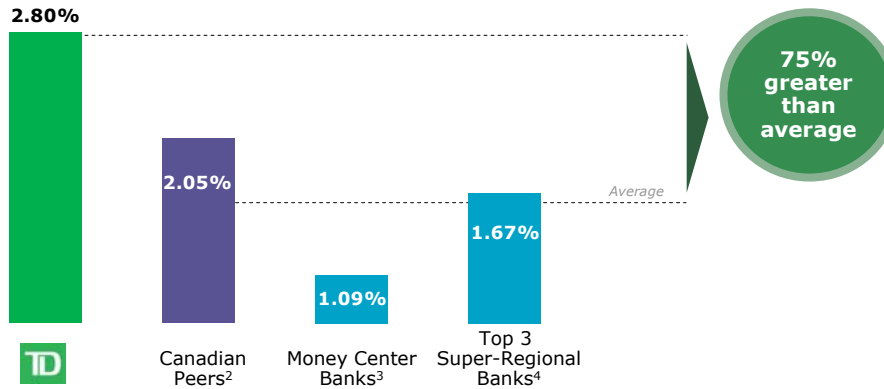
No Reported Write-downs due to the "Credit Crunch" in 2007

¹ TD based on adjusted earnings as described on slide #6.
² Canadian Peers - other top 4 banks (Ry, BNS, BMO and CM) adjusted on a comparable basis to exclude identified non-underlying items other than Q4/05 and Q1/06 impact of reserves for hurricane claims. CIBC earnings in 2002 are the sum of previously reported Retail Markets and Wealth segments (figures do not include Commercial Banking).
³ U.S. Peers - including Money Center Banks (e.g., BAC, JPM) and Top 3 Super-Regional Banks (WFC, W.B. USB). Adjusted earnings based on S&P Financial database - Core Income (before extraordinary items less after-tax impact portion of security gains and nonrecurring items).
⁴ Canadian Peers earnings as per defined on footnote #2 and including the negative impact of write-downs due to the "credit crunch" as reported in 2007.
⁵ U.S. Peers earnings as per defined on footnote #3 and including the negative impact of write-downs due to the "credit crunch" as reported in 2007.

Best Return for Risk Undertaken

TD Bank Financial Group

Return on Risk-Weighted Assets¹

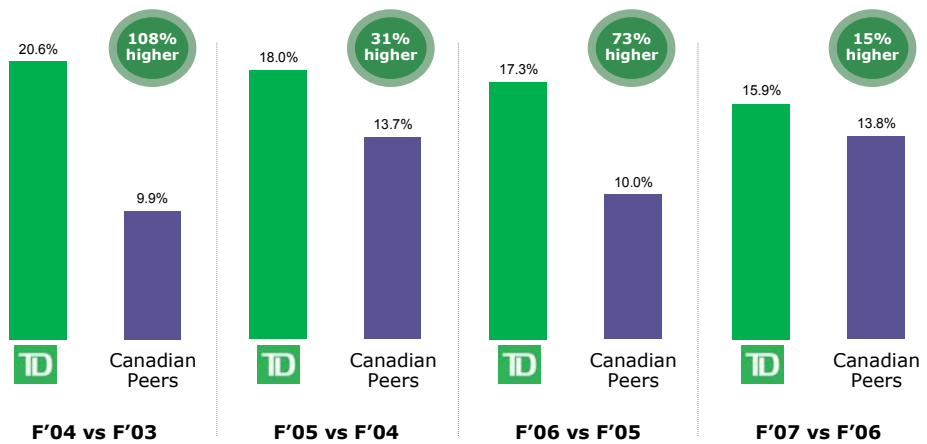


1. TD based on adjusted 2007 results as defined on slide #5.
2. Canadian Peer definition are as defined on slide #6.
3. Money Center Banks are C, BAC, JPM. Adjusted earnings based on SNL Financial database – Core Income (before extraordinary items less after-tax portion of security gains and nonrecurring items).
4. Super-regional Banks are WFC, WB and USB. Adjusted earnings based on SNL Financial database – Core Income (before extraordinary items less after-tax portion of security gains and nonrecurring items).

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Canadian Retail Earnings¹ Growth Consistently ahead of Peers²

TD Bank Financial Group



1. Based on adjusted results as described on slide #5.
2. Canadian peers as defined on slide #6. CIBC excludes estimated 2006 and 2007 financial impact from FirstCaribbean.

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Proven Success in Canadian Market



Canadian Personal & Commercial

■ Market share in most retail products ¹	#1 or #2
■ Overall quality of customer service ²	#1
■ Highest in customer satisfaction ³	#1
■ Best Consumer Internet bank in Canada ⁴	#1
■ TDCT brand – In top 10 best managed brands ⁵	Only Canadian Bank

Canadian Wealth Management

■ Discount brokerage ⁶	#1
■ Mutual funds ⁷	#2

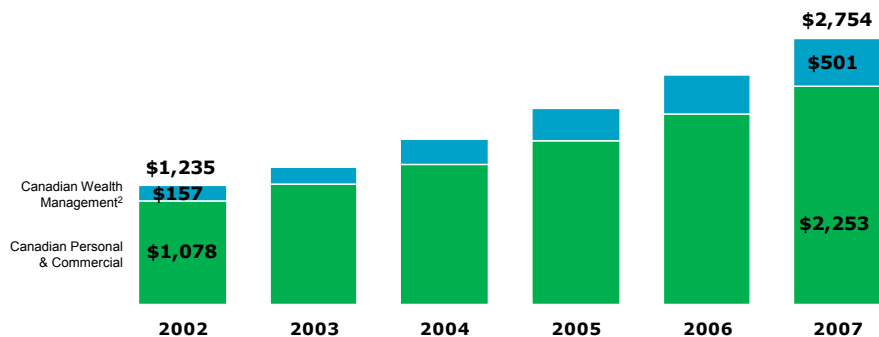
1. Source: Office of the Superintendent of Financial Institutions (Canada), Starfish
 2. Rated #1 among Canada's five major banks for "Overall quality of customer service" by an independent market research firm Synovate 3 years running (2005, 2006 and 2007)
 3. Highest in customer satisfaction – J.D. Power and Associates survey in 2006 and 2007
 4. Best Consumer Internet bank in Canada – Global Finance award 4 years running (2004, 2005, 2006 and 2007)
 5. 2006 Strategic Council – TD Canada Trust – One of the Best Managed Canadian Brands
 6. Market share is based on Investor Economics
 7. Based on The Investment Funds Institute of Canada, July 2007 report – TD is #2 among banks (and #4 in the industry) in Mutual Fund Assets

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Strong Retail Earnings Growth in Canada



Canadian Retail Adjusted Earnings Growth¹ (\$MM)



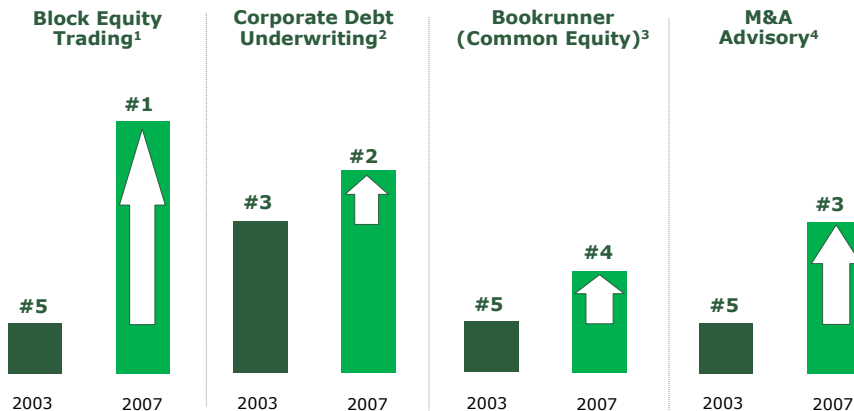
Earnings have more than doubled in 5 years

1. Based on adjusted results as described on slide #5, as applicable. "Canadian Retail" results in this presentation consist of Canadian Personal and Commercial results included in the Bank's reports to shareholders for the relevant periods and Canadian Wealth Management results, a subset of the Wealth Management results of the Bank, as explained in footnote #2.
 2. "Canadian Wealth Management" results in this presentation consist of Wealth Management business segment results included in the Bank's reports to shareholders for the relevant periods, but excluding the Bank's equity share in TD Ameritrade.

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Wholesale: A top 3 dealer franchise in Canada

TD Securities Market Share Rankings



1. Source: StarQuote
 2. Source: Bloomberg (excl. own deals)
 3. Source: Thomson Financial
 4. Based on announced transactions by CDN Banks with any CDN involvement. Source: Thomson Financial

Wholesale Banking¹

U.S. sub-prime mortgages	None
U.S. sub-prime exposure via CDO's	None
Third party Asset-backed Commercial Paper²	No exposure – TDBFG, TD Asset Management Inc., TD Mutual Funds
Corporate Loan Book	Nominal LBO exposure No covenant "lite" exposure
Hedge Funds	No direct lending exposure Nominal trading exposure
Prime Brokerage	Collateralized based on retail (IDA) margin standards
Underwriting Commitments on loans to be syndicated	Marked to market
TD-sponsored Structured Investment Vehicles (SIV's)	None
Level 3 assets and liabilities	<1%

1. Position as of the Q4/07 Conference Call (November 29, 2007)
 2. As issued by the specific trusts named in the August 16, 2007 press release by a group of financial institutions referencing a solution to the liquidity problem affecting third party structured finance asset-backed commercial paper in Canada.

U.S. Growth Focus

TD Bank Financial Group

- Large and growing P&C and wealth markets
- Fragmented financial services industry with consolidation opportunities
- Early stage adoption of universal banking model
- National brand presence via TD Ameritrade
- Opportunity for more referrals between banking and wealth platforms
- Close proximity and similar culture to Canada

TD's competitive advantages can be exported

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Complementary business models and strengths

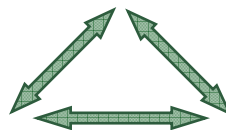
TD Bank Financial Group



- Deposit growth platform
- De novo branch expertise
- WOW! Fan experience

TD Bank Financial Group

- Product suite expansion
- Commercial/Wealth/Wholesale
- Asset and liability management



TD Banknorth

- Asset gathering
- Integration experience
- Efficiency focus

TD AMERITRADE

- Best-in-class platform
- Strong national brand
- Organic asset gathering strategy

Multiple leverage points to fuel future growth

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TD Bank Financial Group in perspective



	TDBFG	Canadian Peers ²	North American Peers ³
Q4 2007 Total Assets	US\$444B	2 nd	7 th
Q4 2007 Total Deposits	US\$291B	3 rd	8 th
Dec. 31/07 Market Cap	US\$51B	2 nd	9 th
2007 Adj. Net Income	US\$4.4B¹	2 nd	8 th
Q4 2007 Tier 1 Capital %	10.3%	1 st	1 st
Q4 2007 avg. # of FTE	~51,000	3 rd	9 th

A top 10 North American Bank

1. TD based on adjusted results as described on slide #5.
2. See slide #6 for definition of Canadian Peers and adjusted Net Income for Canadian Peers. Canadian Banks Q4 2007 results ended October 31st 2007.
3. North American Peers refers to Top 10 North American banks by Market Cap. Please also refer to slide #7 re: Adjusted Net Income for U.S. Peers. U.S. Banks Q4 2007 results ended December 31st 2007.

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Conclusion



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Additional Information about the Commerce Transaction



In addition to the factors described on the earlier slide entitled "Caution Regarding Forward-Looking Statements," the following factors relating to the Commerce Bancorp, Inc. ("Commerce") transaction, among others, could also cause actual results to differ materially from those expressed in the forward-looking statements described earlier: the ability to obtain the approval of the transaction by Commerce stockholders; the ability to realize the expected synergies resulting from the transaction in the amounts or in the timeframe anticipated; the ability to integrate Commerce's businesses into those of TD Bank Financial Group in a timely and cost-efficient manner; and the ability to obtain governmental approvals of the transaction or to satisfy other conditions to the transaction on the proposed terms and timeframe.

The Bank and Commerce have filed with the SEC a Registration Statement on Form F-4 containing a definitive proxy statement/prospectus that has been mailed to Commerce shareholders and each of the companies plans to file with the SEC other documents regarding the proposed transaction. **Shareholders are encouraged to read the definitive proxy statement/prospectus regarding the proposed transaction, as well as other documents filed with the SEC, because they contain important information.** Shareholders may obtain a free copy of the definitive proxy statement/prospectus, as well as other filings containing information about the Bank and Commerce, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the definitive proxy statement/prospectus and the filings with the SEC that are incorporated by reference in the definitive proxy statement/prospectus can also be obtained, without charge, by directing a request to TD Bank Financial Group, 66 Wellington Street West, Toronto, ON M5K 1A2, Attention: Investor Relations, (416) 308-9030, or to Commerce Bancorp, Inc., Shareholder Relations, 1701 Route 70 East, Cherry Hill, NJ 08034-5400, 1-888-751-9000.

The Bank, Commerce, their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding the Bank's directors and executive officers is available in its Annual Report on Form 40-F for the year ended October 31, 2007, which was filed with the Securities and Exchange Commission on November 29, 2007, and in its notice of annual meeting and proxy circular for its most recent annual meeting, which was filed with the Securities and Exchange Commission on February 23, 2007. Information regarding Commerce's directors and executive officers is available in Commerce's proxy statement for its most recent annual meeting, which was filed with the Securities and Exchange Commission on April 13, 2007. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the definitive proxy statement/prospectus and other relevant materials filed with the SEC.

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