Bank Financial Group
Investor Relations

CHECK AGAINST DELIVERY

Remarks delivered by Ed Clark, President and Chief Executive Office, TD Bank Financial Group at the 152nd Annual Shareholder Meeting, April 3, 2008, Calgary

Thanks John. It's great to be back in Calgary.

You have one of the most beautiful cities in the world. And of course you are the centre of growth in Western Canada. You make Canada a stronger country.

I'm here to deliver a simple message. 2007 was a spectacular year for the TD Bank. We stuck to our strategy. And we delivered to our shareholders.

Every TD business grew at a double-digit pace year-over-year. We were able to help our customers and clients avoid the market issues that hurt many others around the world. Our domestic retail operations and our Wholesale bank delivered great results. And at the same time, we were able to establish a strong growth platform in the United States.

Last year's results were particularly satisfying because they weren't built on short-term gains or risky strategies that happened to pay off. Instead, they represent a consistent focus on growing franchise earnings – constantly investing for the future to extend our competitive edge.

Certainly the markets remain very unsettled. But we are very optimistic about our future.

So how did we do in 2007? In a word: fantastic. Our goal is to grow earnings per share by 7 to 10% a year. Some years a little more, some years – like 2007 – a lot more. And some years, most likely in 2008, a little less.

In 2007, total adjusted earnings were up 24%.

Adjusted earnings per share jumped 23%. Our dividend moved up 19%.

In 2007, Total Shareholder Return was 13% for the TD Bank.

Over the last 5 years, we've had a 23% annual shareholder return, driven by 21% annual per share adjusted earnings growth. And because of that growth, we were able to grow dividends on average 14% -- a clear indication of the Board's confidence in TD's continuing ability to consistently grow earnings over time.

This is a great 5-year story. But right now I'm sure people are more focused on where our stock price is today. It's in the low sixties. And this doesn't feel good -- for me, for our employees, management or our shareholders. Let me put some context around that.

First, on a relative basis, we continue to outperform. Whether you measure us over the past year or over the past 5 years – relative to our Canadian and U.S. peers -- TD has done very well. Indeed it's the best performing bank in Canada.

So employees often ask me: if we avoided the major mistakes other banks around the world made, why hasn't TD outperformed by even more? I believe there are two answers to that question.

First, when the market runs for the hills, it runs away from everyone. There's no question it's hard to have your stock go up and do well in a world in which the market has decided it doesn't like banks generally.

Second, in our particular case, the market has specifically decided that it doesn't like U.S. banks. In addition to our ownership of TD Banknorth, the market is trying to decide if we made the right decision in buying Commerce Bancorp.

I'll address the issues about the acquisition in more detail later. But let me just say we believe Commerce Bancorp will prove itself to be a very good acquisition. In my view, when we look back 5 years from now, we will see just how good an acquisition it was.

So what drives our performance? And is it sustainable? There are 5 factors that are fundamental to how we run our business.

First, we are franchise builders. We understand where our competitive advantage is. We create strong businesses and embed in each of them the same philosophy of what to do. Focus on your organic growth.

Second, we strive to WOW! our Customers and Clients every day. We have a clear brand that speaks to the experience we promise to deliver. It's about understanding Customers' needs, finding the right solutions and owning their problems.

It isn't enough to just talk about this. You have to measure it. And reinforce it. We ask about 8,000 Customers every single week for feedback on how we're doing. And my pay, and that of every employee at TD, is tied directly to what Customers say about the experience they had with us.

Third, we focus on operating with excellence. That means getting the job done every day better than our competitors.

To do that, you need to work hard to recruit, develop and coach your people.

Next, we grow without extending out the risk curve. We are in the risk-taking business. And we are prepared to take risks to continue building our franchise businesses. But the risk/return trade-off has to be clear. If it's not, we're not going to do the deal.

Lastly, we constantly invest for the future. It's important for us to make decisions today that will ensure TD can grow in the years to come. We don't manage our business to try to achieve just short term earnings growth.

This speaks to our Investor Relations brand. It's about transparency and consistency – not surprising your shareholders, or the investment community.

We say: invest with us and you know exactly what you're getting. We're about delivering strong franchises in all of our businesses.

CANADIAN RETAIL
Let's start with Canadian Retail. Our retail businesses earned $2.75 billion last year, up 16% year over year.

In 1999 before merging with Canada Trust, TD earned almost $600 million in its Canadian retail business. Today TD earns almost five times that amount. That's how much we've transformed retail at the TD Bank.

Look at our earnings growth. We have outperformed our peers.

Our better earnings growth has meant we took market share in earnings from the other 4 Canadian banks. In 2003, our profit share was 21%. In 2007, it was almost 25%. That's an amazing shift.

TD Canada Trust
Say the word "outperformance" and you think of TD Canada Trust. We were "#1 in overall customer service in Canada" according to J.D. Power and Synovate.
We were the #1 Consumer Internet Bank according to Global Finance magazine.

Last year we continued to widen the gap between ourselves and the competition. This was the 5th year in a row that TD Canada Trust had double digit earnings growth. No other Canadian retail bank grew more.

We didn't get these increases in earnings and profit market share at the cost of building our business or improving our brand. Quite the opposite. We launched even longer branch hours – 50% longer than our peers.

We opened 38 new branches. 5 of them here in Alberta. Over the last 5 years, for every branch that the major Canadian banks opened, on average, TD opened 3.

We continue to hold the #1 or #2 market share position in almost every retail product.

Domestic Wealth Management
At the same time we had a fantastic story in our Wealth Management business. We have the fastest-growing wealth management group among the Canadian banks. 26% compound earnings growth over the last 5 years. 15% growth in Assets Under Administration last year.

And we continue to aggressively grow our advice capability. We've added 139 net new client-facing advisors in 2007. And we expect to add another 130 this year.

Our “one wealth” strategy is all about delivering the right advice, at the right time, through the right channel to meet our clients’ needs.

It’s also about exploiting the power of integration – the ability to leverage the strength of one business to help another. Our cross-business referrals are a clear competitive advantage for TD.

WHOLESALE BANK
Nowhere did we differentiate ourselves more in 2007 than with our Wholesale Bank. Our earnings were near-record, up 24% -- despite the market turmoil. At the same time, they avoided the hazards which hurt most banks around the world.

This didn’t happen by accident. It was the result of specific strategic decisions we made.

- We avoided third-party asset-backed paper;
- We ensured we had no exposure to subprime lending in the United States; and
- We decided to exit the structured products businesses before the recent meltdown.

The Wholesale Bank is staying focused on building our franchise, trading and investing businesses where we believe we have a sustainable, competitive advantage to become a top 3 dealer in Canada.

And because we made those decisions, we have been able to continue to use our balance sheet to aggressively support our commercial and corporate clients.

We are prepared to take risk on their behalf in ways that enhance our franchise and where we can understand and manage that risk. We know the true test of any banking partnership is found in the tough times – not the good times. Our clients can rely on us to be there for them.

U.S. OPERATIONS
2007 was clearly a landmark year for our businesses in the United States.

TD Ameritrade simply blew the lights out. They delivered on the promises they made to the market. Our TD Waterhouse USA clients were successfully transitioned to the TD Ameritrade platform.

And at the same time, TD Ameritrade was able to realize the synergies that they had promised the marketplace. The result: a 5th straight year of record earnings.

A lot was happening at TD Banknorth too. We privatized the company. And we shifted its business model to focus on growing organically. This meant a lot of hard work. And a lot of investment. But the good news is: it’s paying off.

Last year they grew profits even in tough markets. The change at TD Banknorth, to a model that is more customer-centric, is going to make it easier to do the integration with Commerce Bancorp.

Obviously that integration is a priority for us. TD Banknorth and Commerce Bancorp are a powerful combination. They deliver critical mass in the United States.

Like TD Canada Trust, our aim is to have a U.S. operation that's an organic growth machine that consistently outperforms its peers. A place with a WOW! culture that delivers a customer experience like no other.

But I recognize some people are worried about our strategy in the United States. They have two concerns. First, people believe the United States is going into a recession. We don't disagree. And we do have significant commercial exposure in the United States.

So they assume we'll be damaged as a result of that. Second, they worry we won't pull off the TD Banknorth and Commerce Bancorp integration.

On the first point – both TD Banknorth and Commerce are extremely conservative lenders. We're not saying we can operate in the United States in a recession and not be impacted. Obviously we will be -- as will our Commercial operations in Canada.

What we are saying is that we believe the TD Bank will be a positive outlier in both Canada and the United States. Our credit culture runs deep. This means we will be in better shape than others.

When we announced the Commerce Bancorp acquisition, we said we would deliver $700 million in earnings in 2008. And we reaffirmed that target at the end of our first quarter.

In 2009 we expect those earnings to dramatically increase to $1.2 billion, despite the higher loan losses we expect from a weaker U.S. economy.

As for the concerns about integration – people have to understand we bought Commerce to get the Commerce model. We understand the Commerce model because it's very similar to the TD Canada Trust model. We're highly sensitive to the key elements of it that must be preserved.

If you look at what TD Canada Trust has achieved -- it has outperformed the market, delivering better customer satisfaction while at the same time, growing revenue and profits faster. These are not incompatible goals.

We know how to do mergers. TD Canada Trust is living proof of that – and so are the 27 mergers that TD Banknorth has done. We believe we can demonstrate these same skills in mobilizing TD Banknorth and Commerce.

The Commerce Bancorp acquisition is a stepping stone to becoming a North American powerhouse in financial services. Today we have:

- more than 2,100 branches in North America; and
- almost one third of a trillion dollars in deposits.

We are the first bank with critical mass in both Canada and the United States. In fact, the 7th largest in North America in terms of our branch network.

"TD Commerce Bank, America's Most Convenient Bank" – is the latest brand to join the TD family. I couldn't be more proud to see it up there. That green TD button – our marketing "shield" – is working its way across North America. Whether you see the TD shield in Maine, Florida, Omaha or right here in Calgary – you know what it stands for.

Our brand stands for delivering legendary Customer service. We are the #1 bank for Customers wherever we operate.

It also means being the most dynamic bank. Growing and investing for the future:

- building new branches in better locations than anyone else;
- having great hours;
- being known for the friendliest Employees;
- having strong marketing that talks straight to Customers; and most importantly,
- having a WOW! attitude that sets us apart from everyone else. We're passionate about making people not just customers – but Fans.

Being the most convenient bank also means being integrated so we leverage the power of all our franchises.

We will cross-sell and deepen relationships in all our channels. We'll leverage our strength in the marketplace to grow Small Business and Commercial -- and our Wholesale operations in the United States.

We'll run a North American Wealth Management strategy that brings the power of our "one wealth" strategy to North America. We also have the best insurance group in Canada. We're going to extend the power of that business with a North American insurance strategy. Our insurance brand tells people we look after the accidents of life.

Overall, we feel very positive about our future. But we expect to see a much slower growth environment in 2008.

We have been telling the market for some time now that 2008 will be a tough year. Last year when the financial services crisis first began we hoped that the markets would begin to clear themselves by the first half of the year.

Unfortunately, this has not happened. And now it appears that it will take the market all of 2008 to work its way through the balance sheet and liquidity issues associated with this crisis.

While we avoided the direct hits of asset writedowns, we cannot avoid the collateral impacts. Our Wholesale bank has been impacted directly – especially our spread businesses.

Similarly our Canadian wealth management business has been hurt by a slowdown of activity, and its fee business reduced by declining asset values.
In addition, for several years now we have enjoyed the benefits of significant security gains in our Wholesale bank. In these markets these gains will be much smaller.

Finally, the liquidity shortages faced by many banks – though not TD, where our strong deposit base, prudent liquidity policies and clean balance sheet have left us in an enviable position in the capital markets – have caused banks around the world though, to compete vigorously for deposits.

In some cases this has meant bidding above our wholesale cost of funds to get deposits. The result for us has been thinning deposit margins and slowing deposit growth.

What we have not seen yet is any significant impact of a slower economy. Yes, there are some warning signs of a slow down. More companies are being moved to our watch list. But our personal and commercial businesses which account for the bulk of our earnings, TD Canada Trust and TD Commerce, continue to do very well and are really only being impacted at this stage by the pressure on deposits. At the same time, we recognize retail banking overall can't outrun the effects of a general slowdown in the economy.

So while 2008 may shape up as the year of the financial services crisis, 2009 could also be challenging if there is an economic slowdown significant enough to hit the banking sector. And since loan losses tend to be a lagging -- not leading indicator – we may not be out of the woods at the end of this year.

But it's not all doom and gloom for TD shareholders.

First, we are better able to handle this type of economic environment because of our business mix. Our strong personal and commercial businesses, accounting for more than 70% of our earnings, position us well compared to our peers.

Second, as mentioned earlier, TD Commerce will be an important source of growth for us, adding an additional $500 million dollars in earnings in 2009, having absorbed much of the share dilution of the acquisition in 2008.

Third, the banks that will weather 2009 better are those who have better risk management practices. We proved those out in 2007. And I am confident we will prove them out again in 2008 and 2009.

So what has my message been internally to our employees? We have had 5 great years – 21% compounded EPS growth. We are at risk of having a pause in our growth rate but believe we'll have a good 2009 because of the positive effects of the Commerce transaction.

And what should our employees do? Obviously, we have to watch expenses where that's appropriate. But we don't believe in knee-jerk reactions or fire drills. Rather, we should look to focus even more on process re-engineering to lower even further our permanent operating costs. And we should look for new revenue sources. When your margins come down, you have to find new ways to add value to your customers.

Most important, stick with your fundamental strategies. We don't change our whole strategy in response to a cyclical downturn. We tell our employees: just look after the customers; just keep building franchises. At the end of the day, the shareholders will be well taken care of.

Being the better bank is about a lot more than financial results. It's about stepping up on issues that matter to our customers, employees and to society. The environment is one of those issues.

This isn't a new topic for us at TD. 18 years ago we set up our Friends of the Environment Foundation. It has given $44 million dollars to almost 17,000 environmental projects across the country. But today there are more issues we need to address.

In 2007 we launched our Environmental Management Framework. It's a "green road map" that commits us to enhanced due diligence on financing where the environment may be impacted.

Recently we also announced that our Canadian operations will be "carbon neutral" in 2010. We're the first bank in Canada to adopt this goal. We believe we have a unique and practical approach to achieve it.

We want to make sure we're not just simply doing one-time reductions or buying offsets. We want to incent our people to continue to reduce our own carbon emissions to the bare minimum and look for creative solutions.

We are introducing a form of carbon tax on our major operations to ensure that our people stay incented to reduce their own emissions. And then we're creating our own fund to invest directly in North American projects to reduce emissions – projects where we ourselves can verify that there will be a reduction in emissions incrementally to the world. Let me give you an example. We might pay for building retrofits to help a university reduce their emissions where it was clear they weren't going to do those retrofits themselves.

We're certainly going to learn along the way and we'll report back on our progress.

Diversity is another area that has our full attention. We want our bank to be diverse and inclusive. A place where employees and customers feel comfortable and supported in all their diversity – whether they are men, women, people with disabilities, aboriginal peoples, gays, lesbians or visible minorities.

An important driver for us is staying focused on getting the best employees from all available talent pools. An example of this is our recent collaboration with the Canadian Armed Forces. It provides injured soldiers, who wish to leave the military, with the opportunity to pursue a career at TD. We're also extending this program to the spouses of fallen military personnel.

Alberta is a province with a rich military history. So you know the character of these men and women. Any organization would be delighted to have people with this kind of integrity, and excellent teamwork and decision-making skills. You also know why we need to welcome them back to Canada with open arms if they choose to leave the military. We owe them that. TD is going to do its part.

We are also pleased that others have acknowledged our efforts. Just today, we were honoured to be named one of Canada's 25 Best Diversity Employers for 2008.

We all know that organizations themselves don't do things – people do. The performance we saw in 2007 simply doesn't happen without smart people who roll up their sleeves and work incredibly hard. TD has lots of those people. So to all of our Employees world-wide, I want to say thank you. You are making a real difference.

70 of those Employees are here with us today. From our Canadian businesses; from TD Banknorth; and for the first time ever, from Commerce Bancorp. They are our Vision in Action recipients for 2007 – the highest recognition we have at TD to celebrate excellence.

You set the standard that others aspire to. We are so proud of you. Please join me in a round of applause for our Vision in Action recipients.

Earlier I talked about our business brand. Our employment brand has to be equally clear. It's about giving our Employees opportunity – the ability to grow and develop in their career. To be satisfied and engaged in their work. It's about developing tomorrow's leaders. We want to be THE employer of choice.

We were very pleased to have been named one of the Financial Post's Ten Best Companies to work for in Canada. And one of Canadian Business's 50 Best Workplaces for the second year in a row. Making TD a great place to work is something we're going to keep working hard at every single day.

Let me acknowledge another group of people who are critical to TD's success. I'm very fortunate to have a strong, independent Board of Directors led by John Thompson.

In this world of troubled financial institutions, boards play an especially critical role. They can influence an organization to only focus on the short term. Or they can reinforce to management the importance of doing the right thing over the long term.

Our Board at TD certainly should share in the credit for supporting the management team in making the decisions we did. Decisions that reflected our commitment to doing the right thing over the long term. Our Directors' collective experience is a tremendous asset to this organization. I'd like to take this opportunity to thank them for their support and wise counsel.

I also want to thank our customers and shareholders for your trust and loyalty. And we want you to know that we never forget for a moment how important you are to our success.

You can count on us to tell it like it is.
To stay true to our brand and our values.
To do what we say we're going to do.

We have so much opportunity ahead of us.
We have an incredibly powerful franchise.
We have wonderful people who focus on the customer and on doing what's right for the shareholder over the long run.
We have enormously strong earnings power.

When you look around the world, there are few examples of financial institutions that look like us. We are proud to be a different kind of bank. A better bank.

Thank you.

Caution regarding forward-looking statements

From time to time, the Bank makes written and oral forward-looking statements, including in this document, 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 purpose of these statements is to provide management's view of these matters. 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 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 as they may not be suitable for other purposes. 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, except as required under applicable securities legislation.