



**Keeping Commitments**

**RBC Capital Markets  
Banking Conference**  
January 19, 2005

**Ed Clark**  
President and CEO  
TD Bank Financial Group

**Forward-Looking Statements  
And Other Information**

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements relating to anticipated financial and operating results, the companies' plans, objectives, expectations and intentions and other statements including words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "will," "should," "may," "and other similar expressions. Such statements are based upon the current beliefs and expectations of The Toronto-Dominion Bank's and Banknorth Group, Inc.'s management and involve a number of significant risks and uncertainties. Actual results may differ materially from the results anticipated in these forward-looking statements. The following factors, among others, could cause or contribute to such material differences: change in general economic conditions; the performance of financial markets and interest rates; the ability to obtain governmental approvals of the transaction on the proposed terms and schedule; the failure of Banknorth Group, Inc.'s shareholders to approve the transaction; disruption from the transaction making it more difficult to maintain relationships with clients, employees or suppliers; increased competition and its effect on pricing, spending, third-party relationships and revenues; the risk of new and changing regulation in the U.S. and Canada; acts of terrorism; and war or political instability. Additional factors that could cause The Toronto-Dominion Bank's and Banknorth Group, Inc.'s results to differ materially from those described in the forward-looking statements can be found in the Annual Report on Form 40-F of The Toronto-Dominion Bank for the year ended October 31, 2004 and the Annual Report on Form 10-K of Banknorth Group, Inc. for the year ended December 31, 2003 and other documents filed by The Toronto-Dominion Bank and Banknorth Group, Inc.'s with the Securities and Exchange Commission and available at the Securities and Exchange Commission's Internet site (<http://www.sec.gov>).

This communication is being made in respect of the proposed merger transaction involving the acquisition by The Toronto-Dominion Bank of approximately 51% of the outstanding common stock of Banknorth Delaware Inc., a wholly-owned subsidiary of Banknorth Group, Inc. In connection with the proposed transaction, The Toronto-Dominion Bank and Banknorth Delaware Inc. filed a combined registration statement on Form F-4 and S-4 containing the definitive proxy statement/prospectus for the shareholders of Banknorth Group, Inc. with the Securities and Exchange Commission. **Shareholders of Banknorth Group, Inc. are urged to read the definitive proxy statement/prospectus regarding the transaction, as well as any other relevant documents carefully and in their entirety 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 Toronto-Dominion Bank and Banknorth Group, Inc., without charge, at the Securities and Exchange Commission's Internet site

(<http://www.sec.gov>). Copies of the definitive proxy statement/prospectus and the filings with the Securities and Exchange Commission that are incorporated by reference in the definitive proxy statement/prospectus can also be obtained, without charge, by directing a request to The Toronto-Dominion Bank, c/o TD Bank Financial Group, 66 Wellington Street West, Toronto, ON M5K 1A2, Attention: Investor Relations (416) 308-9030, or to Banknorth Group, Inc., Two Portland Square, P.O. Box 9540, Portland, ME 04112-9540, Attention: Investor Relations (207) 761-8517. The Toronto-Dominion Bank, Banknorth Group, Inc. and Banknorth Delaware Inc. and 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 Toronto-Dominion Bank's directors and executive officers is available in its Annual Report on Form 40-F for the year ended October 31, 2004, which was filed with the Securities and Exchange Commission on December 13, 2004, its notice of annual meeting and proxy circular for its 2004 annual meeting, which was filed with the Securities and Exchange Commission on February 17, 2004, and the above-referenced Registration Statement on Form S-4/F-4, which was filed with the Securities and Exchange Commission on October 4, 2004 and amended on November 16, 2004, December 17, 2004 and January 11, 2005. Information regarding Banknorth Group, Inc.'s and Banknorth Delaware Inc.'s directors and executive officers are available in Banknorth Group's proxy statement, which was filed with the Securities and Exchange Commission on March 17, 2004, and in the above-referenced Registration Statement on Form S-4/F-4. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the above-referenced Registration Statement on Form S-4/F-4, and other relevant materials to be filed with the Securities and Exchange Commission when they become available.

## Building the better bank

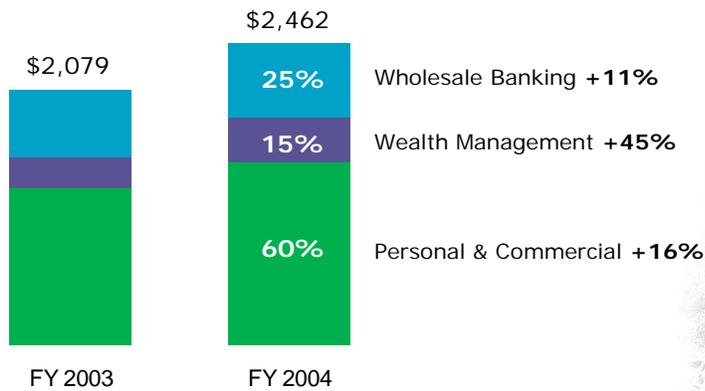
Three solid, growing businesses

Future growth



## Double Digit Growth in All Segments in FY 2004

### Business Segment Net Income (\$MM)



(Earnings before amortization of intangibles, excluding 2003 write-downs and restructurings)

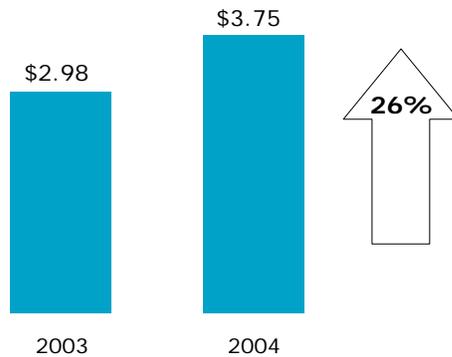


## Total Bank EPS Strong in 2004

**TD Bank Financial Group**

### Annual EPS\*

(Before the amortization of intangibles)



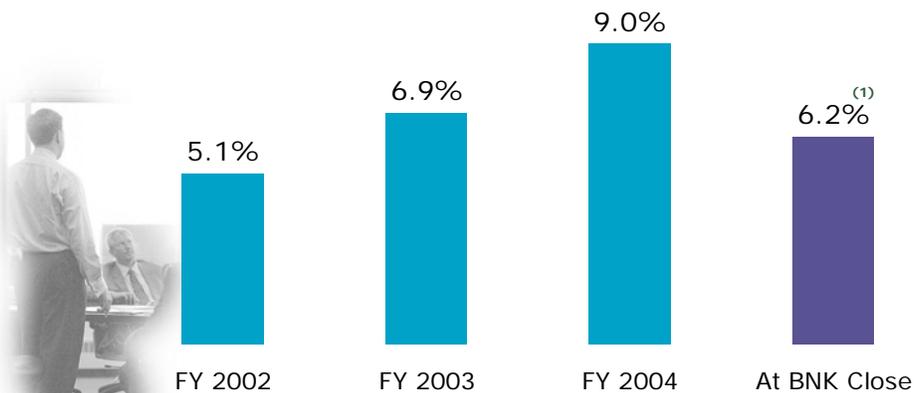
\* 2003 adjusted for sectoral releases \$0.08, general reserve release \$0.15 and restructuring and writedowns \$(0.96).  
 2004 adjusted for sectoral releases \$0.65, general reserve release \$0.06, AcG-13 \$(0.07) and litigation reserve \$(0.29).

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## Capital Position Provides Flexibility and Options

**TD Bank Financial Group**

### Tangible Common Equity to Risk Weighted Assets



2004 generated \$1.6B in tangible equity for reinvestment

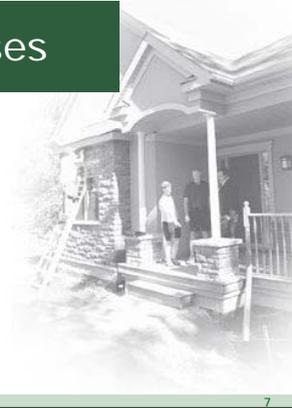
(1) As announced August 26, 2004

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Building the better bank

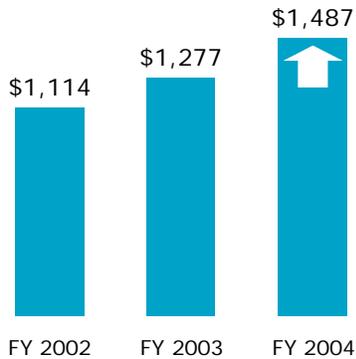
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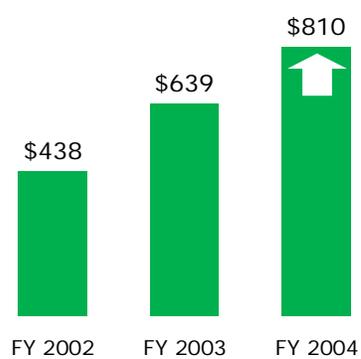


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**P&C Net Income<sup>(1)</sup>**  
up 16% 2004 vs 2003  
(\$MM)



**P&C Economic Profit**  
up 27% 2004 vs 2003  
(\$MM)



(1) net income before amortization of intangibles

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## Strategy to Growing Personal & Commercial Bank

**TD Bank Financial Group**

Personal & Commercial

- Target under-penetrated businesses
  - small business, commercial banking, insurance
- Operating excellence
  - start with the customer
  - re-engineer to be simple, fast, easy
- Invest for the future
  - invest in core businesses
  - ensure long-term organic growth



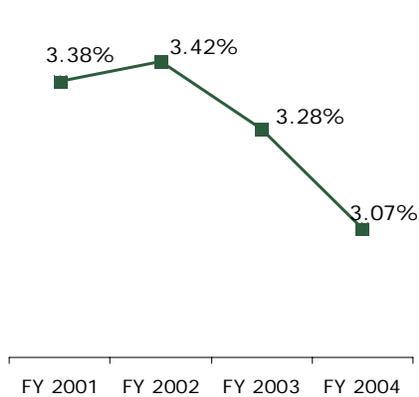
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## Intense Focus on Operating Excellence

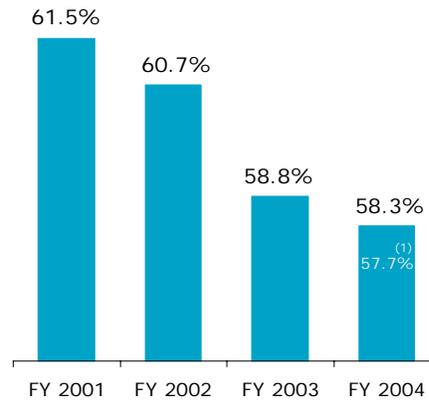
**TD Bank Financial Group**

Personal & Commercial

**Net Interest Margins coming down**



**Improving Efficiency Ratio**



Maintain gap between revenues and expenses

(1) FY 2004 efficiency ratio excludes acquisitions (2) 58.3% includes acquisitions

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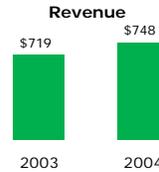
## Tactics For Growing Under-Penetrated Businesses

**TD Bank Financial Group**

Personal & Commercial

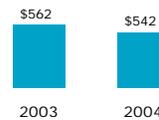
### Small Business Banking

- Leverage strong retail drivers (coverage, hours, CSI) and large retail customer base



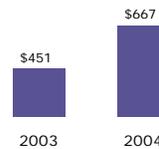
### Commercial Banking

- Follow more segmented and focused approach to sales – three distinct businesses and strategies



### Insurance

- Life Insurance: Best creditor insurance penetration rate and direct sales of living benefits products
- Property & Casualty: Low cost direct insurance model produces superior ROE and growth



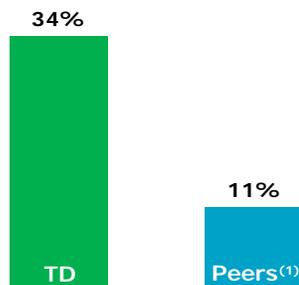
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## The Personal & Commercial Strategy is Working

**TD Bank Financial Group**

Personal & Commercial

### % Net Income Growth 2002 to 2004



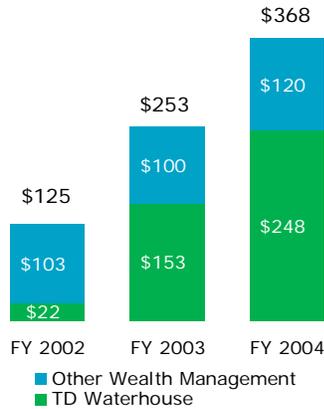
Faster revenues + operating excellence = top performance

(1) Peers is an average of: RY (includes insurance), BNS (includes WM), CM and BMO (includes Harris) and includes adjustments made for comparability purposes.

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# Wealth Management: Executing Another Growth Opportunity

## TD Wealth Management Net Income (\$MM)



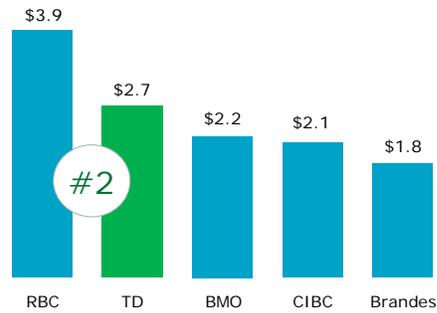
- Build out integrated wealth management platform in Canada, leveraging strengths:
  - premium brand: TD Waterhouse
  - large retail banking customer base
  - top ranked mutual fund business
- Aggressively and organically grow TD Waterhouse U.S. discount brokerage; exploit cost synergies of powerful market position in Canada

# TD Mutual Funds – Top Performers

## More Top Rated Mutual Funds (4&5 stars as % of total funds)



## High Sales Growth in Cdn. Long-term Mutual Funds (\$B)



Significant contributor to Wealth Management's performance

## Strategy to Growing TD Waterhouse USA

TD Bank Financial Group

Wealth Management

- Continued focus on costs
- Fill product gaps
  - launch active trader platform
- Leverage our advantages
  - independent financial planner
  - branches



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## The Wealth Management Strategy is Working

TD Bank Financial Group

Wealth Management

**TD Wealth Management Net Income<sup>(1)</sup> up 45% 2004 vs 2003 (\$MM)**

**Peer<sup>(2)</sup> Wealth Management Net Income Up 30% 2004 vs 2003 (\$MM)**



(1) net income before amortization of intangibles. 2003 adjusted for restructuring and writedowns

(2) Peers is an average of: RY, CM and BMO and includes adjustments made for comparability purposes.

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## Wholesale Banking: Contributing to Shareholder Value

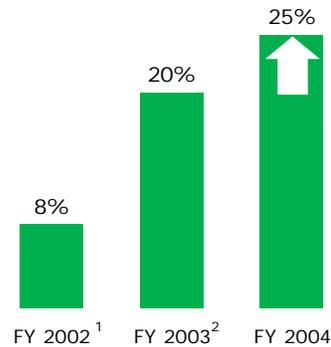
 Bank Financial Group

Wholesale Banking

### 2004 Wholesale Banking Net Income Up 11% (\$MM)



### 2004 Wholesale Banking ROIC Up 25%



Goal: Higher ROIC, lower risk, less exposure to credit cycle

(1) Excluding \$972 million after-tax sectoral provisions. (2) Excluding \$289 million after-tax restructuring and write-downs net income before amortization of intangibles

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## Wholesale Bank: A Different, But Simple Strategy

 Bank Financial Group

Wholesale Banking

- Operates within capital allocation, currently \$2.5B
  - not total bank capital
- Performance measurement – economic profit
  - aligns interests with shareholders
- Clear business focus
  - Canada: grow as full service investment bank
  - outside Canada: niche capital markets business



Goal: higher ROIC, lower risk, less exposure to credit cycle

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## Dramatically Lower Exposure to the Credit Cycle

**TD Bank Financial Group**

Wholesale Banking

### Average Invested Capital – down 43%



### Risk Weighted Assets – down 52%



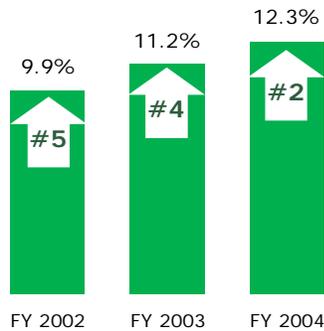
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## Matching Power in Fixed Income with Equities

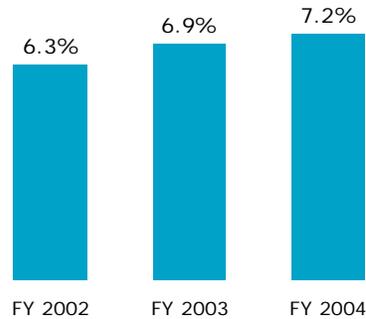
**TD Bank Financial Group**

Wholesale Banking

### Value of Block Trades % Share and Rank<sup>(1)</sup>



### Equity New Issues Market Share<sup>(2)</sup>



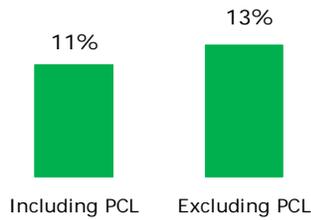
(1) Calendar year, source: TSX

(2) Full Credit to Lead, Includes league table data only (i.e. excludes private placements, flow throughs and special warrant transactions)

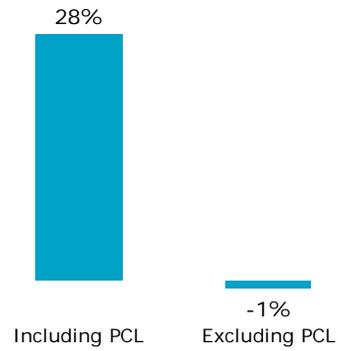
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# The Wholesale Bank Strategy is Working

## TD 2004 Net Income<sup>(1)</sup> Growth – with and without PCL



## Peer<sup>(2)</sup> 2004 Net Income Growth – with and without PCL



Less exposure to the credit cycle

(1) 2003 adjusted for restructuring and writedowns

(2) Peers is an average of: RY, CM, BNS and BMO and includes adjustments made for comparability purposes. net income before amortization of intangibles

# Agenda

Building the better bank

Three solid, growing businesses

Future growth

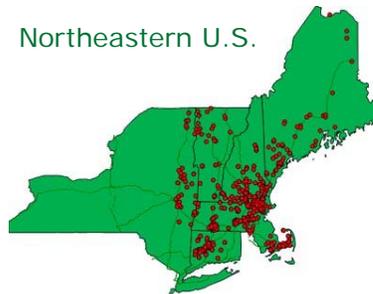


## Banknorth: A New Growth Platform

TD Bank Financial Group

- Best in class management, excellent record
- Right location, growth opportunities
- Scale franchise in attractive markets
- Excellent structure
  - acquisition strategy into attractive Northeastern U.S. markets continues

Northeastern U.S.



- 389 branches
- 548 ATMs

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## What Differentiates TD

TD Bank Financial Group

- ✓ **Lower risk profile**
  - reduced volatility through business mix
  - actively managing risk with lower exposure to credit cycle
- ✓ **Faster organic growth**
  - unique growth opportunity in under-penetrated businesses
  - straightforward business plans for long-term growth
- ✓ **Focus on optimizing invested capital**
  - disciplined: invest capital for economic profit growth
  - re-deploy capital for better return and sustainability
- ✓ **Execution is key**
  - clearly demonstrating revenue-expense gap
  - start with the customer, re-engineer to be simple, fast, easy
  - transparent: doing what we say we will do
- ✓ **Best growth platform in the U.S**
  - superior use of excess capital

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