

Building the better bank every day

 **Bank Financial Group**

Investor Presentation
December 2008

Caution regarding forward-looking statements

 **Bank Financial Group**

From time to time, the Bank makes written and oral forward-looking statements, including in this presentation, in 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 2009 and beyond, and strategies to achieve them, the outlook for the Bank's business lines, and the Bank's anticipated financial performance. The forward-looking information contained in this presentation is presented for the purpose of assisting our shareholders and analysts in understanding our financial position as at and for the periods ended on the dates presented and our strategic priorities and objectives, and may not be appropriate for other purposes. The economic assumptions for 2009 for the Bank are set out in the 2008 Annual Report under the heading "Economic Summary and Outlook" and for each of our business segments, under the heading "Business Outlook and Focus for 2009", 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 Bank's 2008 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 existing and the introduction of new monetary and economic policies 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; defaults by other financial institutions in Canada, the U.S. and other countries; 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 (including future accounting changes) and methods the Bank uses to report its financial condition, including uncertainties associated with critical accounting assumptions and estimates; changes to our credit ratings; global capital market activity; increased funding costs for credit due to market illiquidity and increased competition for funding; 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 64 of the Bank's 2008 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, except as required under applicable securities legislation.

Overview of TD Bank Financial Group

Canadian Economy

Appendix

- 1 A leading North American bank**
 - Leading in service and convenience in Canada and the U.S.
- 2 Lower risk retail focus**
 - Over 90% adjusted earnings from retail¹
 - Best return for risk undertaken¹
- 3 Disciplined execution**
 - Strong credit culture
 - Solid retail efficiency ratio
 - Robust liquidity and risk management

1. Based on Fiscal 2008 adjusted earnings. Fiscal 2008 is defined as the period from November 1, 2007 to October 31, 2008. Retail includes Canadian Personal and Commercial Banking, Wealth Management, and U.S. Personal and Commercial Banking segments. 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 Q4 2008 Report to Shareholders (td.com/investor) for further explanation, a list of the terms of note and a reconciliation of adjusted earnings to reported basis (GAAP) results.

TD Bank Financial Group: In Perspective



(In U.S. \$B) ¹	TDBFG	Canadian Peers ³	North American Peers ⁴
Q4 2008 Total Assets	\$468	2 nd	7 th
Q4 2008 Total Deposits	\$312	2 nd	7 th
Oct 31, 2008 Market Cap	\$38.3	2 nd	7 th
Adj. Net Income ²	\$3.7	3 rd	8 th
Q4 2008 Tier 1 Capital %	9.8%	2 nd	2 nd
Q4 2008 avg. # of FTE	~65,000	3 rd	8 th
Q4 2008 Retail Earnings	\$1.0	1 st	6 th

TD is a top 10 North American bank

1. Balance sheet metrics are converted to U.S. dollars at an exchange rate of 0.8302 USDCAD (as at October 31, 2008). Income statement metrics are converted to U.S. dollars at the average quarterly exchange rate of 0.9100 USDCAD for Q408; 0.9601 USDCAD for Q308; 0.8947 USDCAD for Q208; 1.0059 USDCAD for Q108.
 2. Adjusted results are defined on slide #4.
 3. See slide #19 for definition of Canadian Peers and adjusted Net Income for Canadian Peers. Canadian Banks Q4 2008 results ended October 31, 2008.
 4. North American Peers refers to Canadian Peers and U.S. Peers as defined in slide #19. Peers also refer to slide #19 on Adjusted Net Income for U.S. Peers. U.S. Banks Q3 2008 results ended September 30, 2008.

F2008 Financial Results



Adjusted P&L (C\$MM)¹

	2007	2008	YoY
Revenue	\$ 14,281	\$ 14,669	3%
PCL	645	1,063	65%
Expenses	8,975	9,502	6%
Net Income	\$ 4,189	\$ 3,813	-9%
Tier 1 capital ratio	10.3%	9.8%	-0.5%
Efficiency ratio	62.8%	64.8%	1.9%
NIM	2.06%	2.22%	0.2%

Solid performance despite tough market conditions

1. Adjusted results are defined on slide #4.

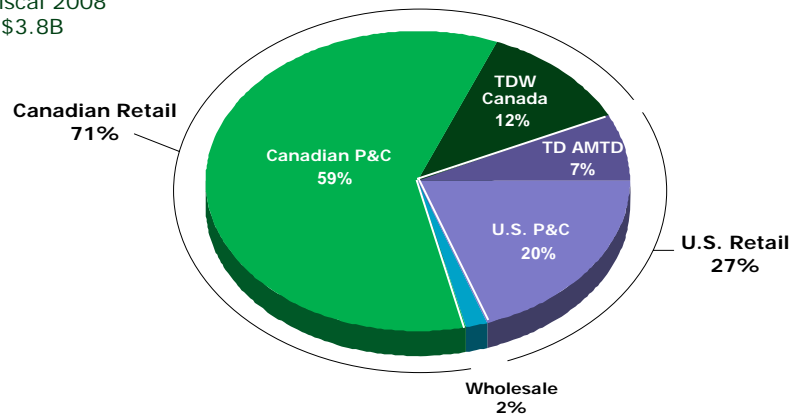
Major Businesses



1. TDBFG has an investment in TD Ameritrade.

Main Businesses

Adjusted Earnings Breakdown¹
 Fiscal 2008
 C\$3.8B



Over 90% of earnings from retail operations

1. Based on adjusted earnings as described on slide #4. For the purpose of calculating contribution by each business segment, adjusted earnings from the Corporate segment is excluded.

Canadian Personal and Commercial Banking

■ Lead in Service and Convenience

- Winner of J.D. Power¹, Synovate awards²
- 50% longer branch hours than our peers
- Record Customer Experience Index



■ Sustained revenue growth

- Strong market position: #1 or #2 market share in most retail products³
- Direct result of continued investments

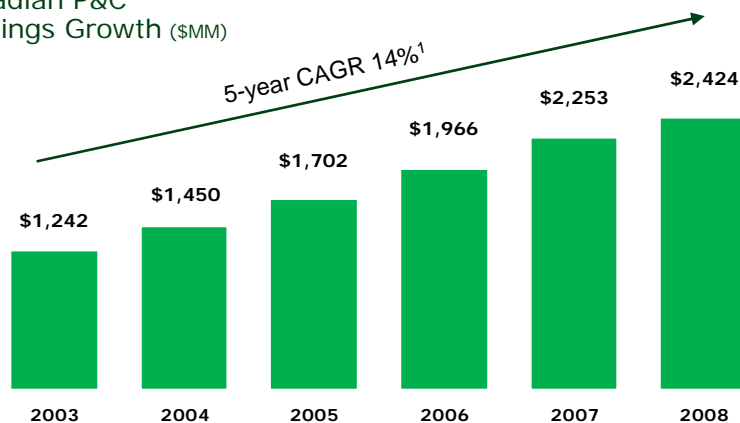


Strong foundation in Canada

1. Highest in customer satisfaction – J.D. Power and Associates survey in 2006, 2007, and 2008.
 2. Rated #1 among Canada's five major banks for "Overall quality of customer service" by independent market research firm Synovate 4 years running (2005, 2006, 2007, and 2008).
 3. Source: Office of the Superintendent of Financial Institutions (Canada); Starfish.

Sustained Canadian P&C Growth

Canadian P&C Earnings Growth (\$MM)



Earnings almost doubled over 5 years

1. 5-year CAGR is calculated based on compound annual growth from 2003 to 2008. Also, see starting on page 17 of the 2008 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 FY06-FY08 and see pages 140 to 141 of the 2008 Annual Report for a reconciliation for 10 years ending FY08.

Wealth Management

- **Leading market positions**
 - #1 online brokerage¹, #2 in mutual fund assets²
 - Provide solid base for retail earnings going forward
- **Investment in distribution**
 - Increasing number of client facing advisors
 - Lead with pricing in online brokerage
 - Focus on advice-based businesses
- **Investment in TD Ameritrade**
 - Synergies with TD Waterhouse U.S.A.
 - Strong traction in asset gathering
 - #1 on online retail trades per day globally³

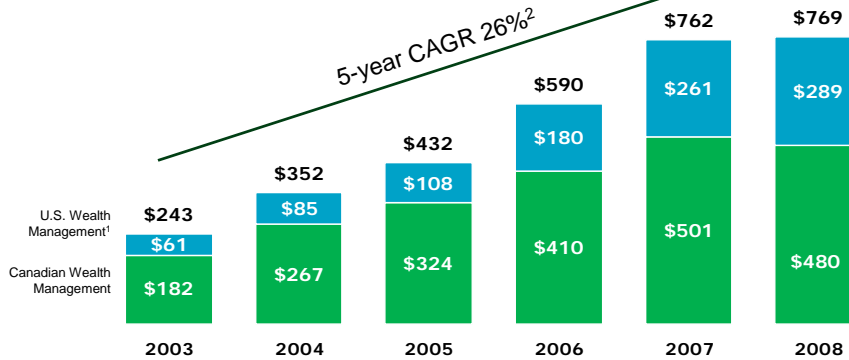


North American platform

1. Market share is based on Investor Economics, as of December 31, 2007.
 2. Based on The Investment Funds Institute of Canada, October 2007 report – TD is #2 among banks (and #4 in the industry) in Mutual Fund Assets.
 3. Based on market share and latest publicly available company reports for Charles Schwab, E*Trade Financial, Fidelity Investments, Scottrade, and optionsXpress.

Strong Wealth Management Growth

Wealth Management Earnings Growth (\$MM)



Earnings more than tripled over 5 years

1. U.S. wealth management consists of the Bank's reported investment in TD Ameritrade from Q2:06 to current, and TD Waterhouse U.S.A. in prior quarters.
 2. 5-year CAGR is calculated based on compound annual growth from 2003 to 2008. Also, see starting on page 17 of the 2008 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 FY06-FY08 and see pages 140 to 141 of the 2008 Annual Report for a reconciliation for 10 years ending FY08.

U.S. Personal and Commercial Banking

TD Bank Financial Group

■ Lead in Service and Convenience

- Rated #1 by J.D. Power for Customer Satisfaction¹
- 50% longer hours than the competition²
- Unique brand positioning:
"America's Most Convenient Bank"



■ Significant scale and footprint

- Integration of two strong P&C franchises in the U.S. Northeast, Mid-Atlantic, and Florida
- Operating in 5 of the top 10 MSAs in the U.S.



Well-positioned for continued growth

1. Rated #1 in "Highest Customer Satisfaction" in the U.S. Mid-Atlantic region by J.D. Power and Associates in 2008; also ranked #1 in "Small Business Owner Satisfaction" by J.D. Power and Associates in 2007 and 2008.
2. Based on average store hours for TD Bank compared to national average store hours.

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TD Bank: *America's Most Convenient Bank*

TD Bank Financial Group

TD Bank
America's Most Convenient Bank[®]

**MORE CONVENIENCE.
MORE CHOICES.
MORE LOCATIONS.
MORE LEGENDARY SERVICE.
MORE ATMS.
MORE MORE.**



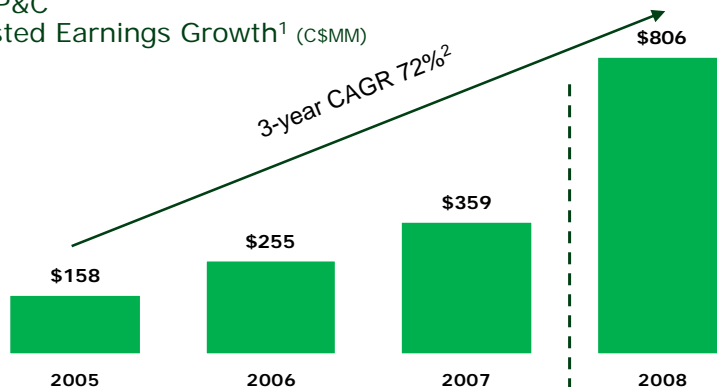
Integration progressing well and on track

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U.S. Personal and Commercial Banking

TD Bank Financial Group

U.S. P&C Adjusted Earnings Growth¹ (C\$MM)



Earnings quadrupled from organic growth and acquisitions

1. See slide #4 for definition of Adjusted Earnings. Also, see starting on page 17 of the 2008 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 FY06-FY08 and see pages 140 to 141 of the 2008 Annual Report for a reconciliation for 10 years ending FY08.
2. 3-year CAGR is calculated based on compound annual growth from 2005 to an 2008.

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Wholesale Banking

TD Bank Financial Group

■ Strategic repositioning of wholesale operations

- Focus on franchise business
- Build on strong domestic operations
- Deep client relationships, cross-sell multiple products and services



■ Building a top 3 dealer in Canada

- #2 in Government debt underwriting¹
- #2 in Corporate debt underwriting²
- #3 in Equity underwriting (book runner)³
- #3 in M&A advisory⁴
- #1 in Block trading⁵



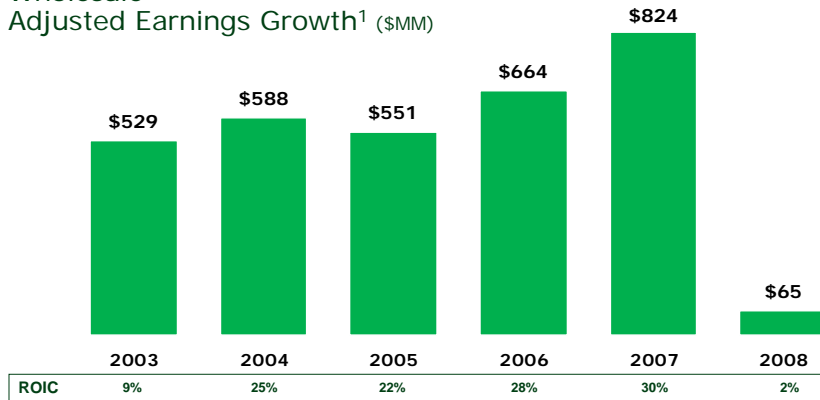
Achieved 5% return since start of global financial turmoil

1. For January to October 2008. Source: Bloomberg.
2. For January to October 2008. Source: Bloomberg (excl. own deals).
3. For January to October 2008. Source: Thomson Financial.
4. For November 2007 to October 2008. Based on completed transactions by CDN Banks. Source: Thomson Financial.
5. For January to October 2008. Source: Starquote.

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Wholesale Banking

Wholesale Adjusted Earnings Growth¹ (\$MM)

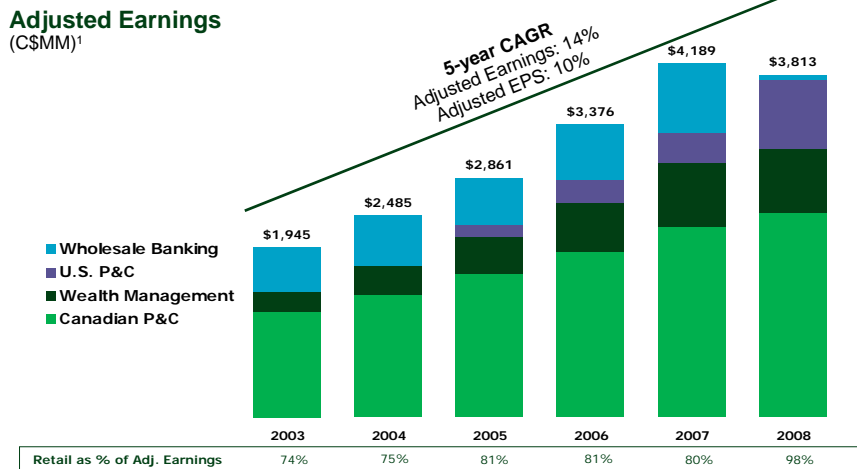


Wholesale operations fared relatively well compared to industry

1. See slide #4 for definition of Adjusted Earnings. Also see starting on page 17 of the 2008 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 FY06-FY08 and see pages 140 to 141 of the 2008 Annual Report for a reconciliation for 10 years ending FY08.

Solid Growth and Return Across Businesses

Adjusted Earnings (C\$MM)¹

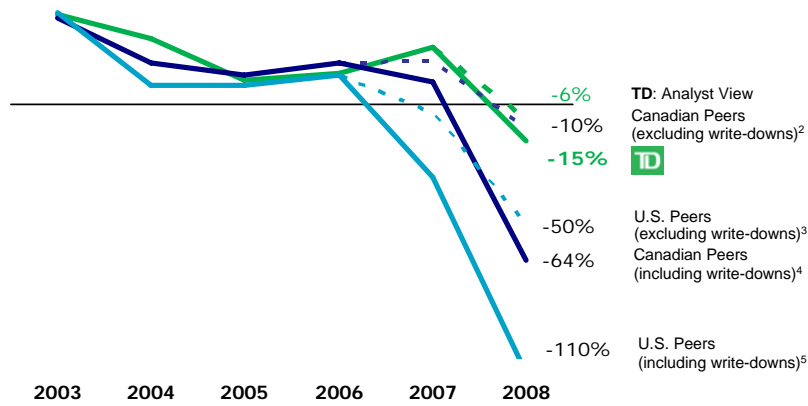


Strategic move to a premium earnings mix

1. Adjusted Earnings is defined on slide #4. See also starting on page 17 of the 2008 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 FY06-FY08 and see pages 140 to 141 of the 2008 Annual Report for a reconciliation for 10 years ending FY08.

Industry Leading Performance

Year-Over-Year Total Bank Adjusted EPS Growth¹



Continue Building the Better Bank

1. TD based on adjusted earnings as described on slides #4.
 2. Canadian Peers – other top 4 banks (RY, BNS, BMO and CIBC) 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 (C, BAC, JPM) and Top 3 Super-Regional Banks (WFC, WB, USB). Adjusted earnings for 2003-2007 based on S&P Financial database – Core Income (before extraordinary items less after-tax impact portion of security gains and nonrecurring items). 2008 adjusted on a comparable basis to exclude identified non-underlying 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 and 2008.
 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 their respective 2007, Q1/08, Q2/08, and Q3/08 periods.

Disciplined Credit Culture

Outstanding Balances as of end of Q4/08 (C\$B)

Canada	\$156
■ Personal Loans	\$131
■ Business Loans & Acceptances	\$25
U.S.	\$53
■ Personal Loans	\$18
■ Business Loans & Acceptances	\$35
TD Securities (incl. Bankers Acceptance)	\$23
Gross Lending Portfolio	\$232

A positive outlier on credit quality

Strong Capital Position

Key items:	Tier 1 Ratio
Q3 2008	9.5%
Earnings (net of dividends)	0.3
RWA increase (excluding foreign exchange)	(0.8)
Issuance	0.7
Effect of eliminating one-month lag	0.1
Q4 2008	9.8%
50% deduction of substantial investments	(1.5)
\$220M preferred shares issued	0.1
\$1.4B common equity issued	0.7
Pro-Forma with current disclosures¹	9.1%

Solid Tier 1 capital ratio heading into F2009

1. Pro-forma adjusts for the impact of new equity issuance, which includes the full over-allotment option after November 1st, and the deduction related to Basel 2 treatment of our substantial investments which now requires a 50% deduction from tier 1 capital.

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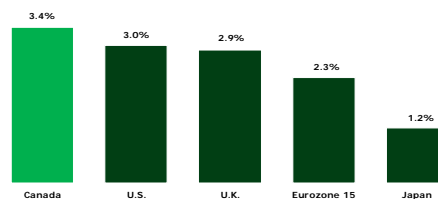
Why Canadian Economy Outperforms

- Canada has outperformed, but will not be immune to a global recession
- Canadian real estate will weaken in a lesser extent than the U.S.
- Unemployment will remain low
- Fiscal and monetary policy will help the economy weather the storm

Canadian Strengths

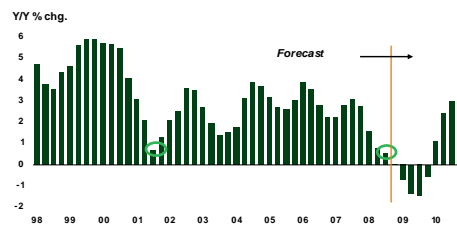
Canadian economy outperformed over last decade

Average Annual Real GDP¹ Growth, 1997 - 2007



Canadian economy in a slowdown, but tide will turn as global economy recovers

Canadian Real GDP Growth²

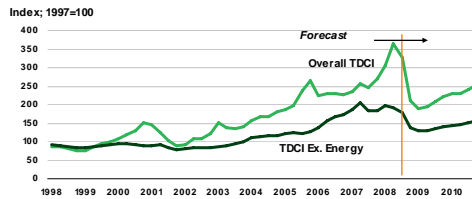


1. Seasonally adjusted, chained figures used; Source: Haver Analytics
2. SAAR, MI, Chn 2002.C3; Forecast by TD Economics; Source: Statistics Canada/ Haver Analytics

Near Term Slowdown

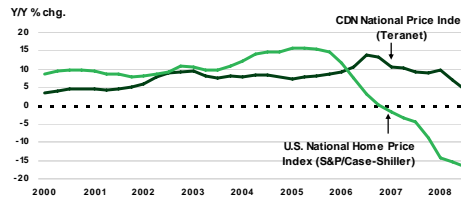
Commodity prices in Canada have corrected from record high levels

TD Commodity Price Index¹



Housing market cooling, but nothing like correction in U.S.

U.S. and Canadian Housing Prices²

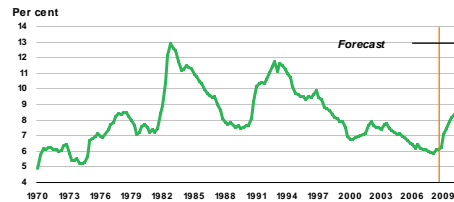


1. Index of 18 Canadian resources commodity prices in USD; Forecasted by DD Economics; Source: TD Economics
 2. 2008 year-to-September; Source: Teranet-National Bank Index, S&P/Case-Shiller

Long Term Support

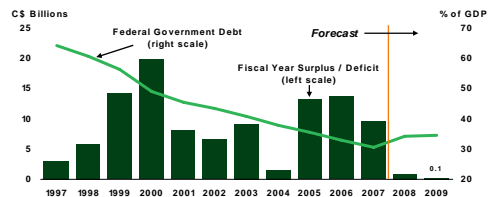
Demographics will support continued low unemployment, despite near term uptick

Canadian Unemployment¹



Government finances in sound shape relative to other countries

Canadian Federal Finances²



1. Forecast by TD Economics; Source: Statistics Canada/Haver Analytics
 2. Forecast by Department of Finance; Source: Federal Department of Finance/Haver Analytics

Overview of TD Bank Financial Group

Canadian Economy

Appendix

TD Bank Financial Group
in Perspective

(\$B USD)	TD	WFC	SAN	RBS	BNP
Q4 2008 Total Assets	\$468	\$622	\$1,342	\$3,881	\$2,861
Q4 2008 Total Deposits ¹	\$312	\$354	\$524	\$1,282	\$563
Oct 31, 2008 Market Cap	\$38.3	\$113.2	\$67.3	\$18.2	\$65.6
Total Shareholder Return (Dec 7/07-Dec 8/08)	-35.1%	7.5%	-48.5%	-81.7%	-40.2%
Adj. Net Income ²	\$3.7	\$7.3	\$13.6	\$13.0	\$11.8
Q4 2008 Tier 1 Capital %	9.8%	8.6%	7.9%	7.9%	7.6%
Q4 2008 # of FTE ^{3,4}	65,000	159,000	133,000	227,000	163,000
Q4 2008 Retail Earnings ⁴	\$1.0	\$1.6	\$5.9	\$2.0	\$1.8

Please note: RBS reports semi annually (06/30/2008), all other banks are quarterly (10/31/2008 for TD, 09/30/2008 for others)

1. RBS based on customer accounts
 2. Adjusted results are defined on slide #4. Adjusted net income for trailing four quarters. RBS based on underlying earnings net of a 35% tax rate (excluding credit writedowns and one-offs)
 3. TD based on average # of FTEs
 4. RBS retail divided by 2 to approximate a quarterly run rate (i.e. reports semi annually)

Credit Ratings

	Moody's	S&P	Fitch	DBRS
Rating ¹	Aaa	AA-	AA-	AA

Strong credit ratings

1. Moody's: Issuer Rating, S&P: LT Foreign Issuer Credit, Fitch: LT Issuer Default Rating, DBRS: Senior Unsecured Debt.

Canadian Mortgage Market is Different from the U.S.

		Canada	U.S.
Product	Offerings	<ul style="list-style-type: none"> Fixed or variable interest rate option 	<ul style="list-style-type: none"> Fixed or variable interest rate options, exotic mortgages (interest only, option ARMs)
	Rates	<ul style="list-style-type: none"> Borrowers typically qualified using the 3 year posted fixed rate 	<ul style="list-style-type: none"> Borrowers often qualified using discounted teaser rates
	Non-Prime	<ul style="list-style-type: none"> 2% of the mortgage credit outstanding estimated 	<ul style="list-style-type: none"> 10% of mortgage credit outstanding estimated
Underwriting	Terms	<ul style="list-style-type: none"> Usually 5 years or less, renewable at maturity 	<ul style="list-style-type: none"> 30 year term most common
	Amortization	<ul style="list-style-type: none"> Up to 40 years (market has now moved back to 35 years) 	<ul style="list-style-type: none"> Usually 30 years, can be up to 50 years
	Mortgage Insurance	<ul style="list-style-type: none"> Mandatory if LTV over 80%, covers full loan amount 	<ul style="list-style-type: none"> Often used to cover portion of LTV over 80%
Regulation and Taxation	Mortgage interest	<ul style="list-style-type: none"> Not tax deductible 	<ul style="list-style-type: none"> Tax deductible, creating an incentive to borrow up to maximum limit
	Recourse	<ul style="list-style-type: none"> Yes, to both borrower and property in most provinces 	<ul style="list-style-type: none"> Limited recourse in most jurisdictions
Sales Channel	External broker channel	<ul style="list-style-type: none"> Originates up to 30% 	<ul style="list-style-type: none"> Originated up to 70% at peak

Source: DBRS "Comments on the Mortgage Markets in Canada and the United States" Sept 2007, Federal Trade Commission, TD data

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