

TORONTO DOMINION BANK
Form 40-F
December 12, 2005

**U.S. Securities and Exchange Commission
Washington, D.C. 20549**

Form 40-F

☐ Registration statement pursuant to section 12 of the
Securities Exchange Act of 1934

or

☒ Annual report pursuant to section 13(a) or 15(d) of the
Securities Exchange Act of 1934

For the fiscal year ended
October 31, 2005

Commission File Number
1-14446

The Toronto-Dominion Bank
(Exact name of Registrant as specified in its charter)

Canada
(Province or other jurisdiction of incorporation or organization)

6029
(Primary Standard Industrial Classification Code Number (if applicable))

13-5640479
(I.R.S. Employer Identification Number (if applicable))

**c/o General Counsel's Office
P.O. Box 1
Toronto Dominion Centre
Toronto, Ontario M5K 1A2
(416) 308-6963**
(Address and telephone number of Registrant's principal executive offices)

**Brendan O'Halloran, The Toronto-Dominion Bank
31 West 52nd Street
New York, NY
10019-6101
(212) 827-7000**
(Name, address (including zip code) and telephone number (including area code)
of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Common Shares	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Not Applicable
(Title of Class)

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For annual reports, indicate by check mark the information filed with this Form:

☒ Annual information form ☒ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Common Shares	712,782,856
Class A First Preferred Shares, Series I	16,065
Class A First Preferred Shares, Series M	14,000,000
Class A First Preferred Shares, Series N	8,000,000
Class A First Preferred Shares, Series O	17,000,000

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes ☐ 82- _____ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

**Disclosure Controls and Procedures and
Changes in Internal Control Over Financial Reporting.**

The disclosure provided under the heading *Accounting Standards and Policies - Controls and Procedures* on page 70 of Exhibit 2: Management's Discussion and Analysis is incorporated by reference herein.

Audit Committee Financial Expert.

The disclosure provided under the heading *Corporate Governance - The Audit Committee and the Shareholders' Auditors* on page 12 of Exhibit 4: Corporate Governance Disclosure is incorporated by reference herein.

Code of Ethics.

The Registrant has adopted the *TD Bank Financial Group Guidelines of Conduct* as its code of ethics applicable to the Registrant's President and Chief Executive Officer, Executive Vice President and Chief Financial Officer and Vice President and Chief Accountant. The Registrant undertakes to provide a copy of its code of ethics to any person without charge upon request. Such request may be made by mail, fax or email to:

The Toronto-Dominion Bank
Shareholder Relations
P.O. Box 1, TD Centre
12th Floor, TD Tower
Toronto, Ontario, Canada
M5K 1A2
fax: 416-982-6166
email: tdshinfo@td.com

Principal Accountant Fees and Services.

The disclosure provided under the heading *Accounting Standards and Policies - Bank's Auditors* on page 70 of Exhibit 2: Management's Discussion and Analysis is incorporated by reference herein.

Pre-Approval Policy for Audit and Non-Audit Services

The disclosure provided under the heading *Accounting Standards and Policies - Bank's Auditors* on page 70 of Exhibit 2: Management's Discussion and Analysis is incorporated by reference herein.

Hours Expended on Audit Attributed to Persons Other than the Principal Accountant's Employees

N/A

Off-balance Sheet Arrangements.

The disclosure provided under the heading *Group Financial Condition - Off-balance Sheet Arrangements* on pages 53 to 55 of Exhibit 2: Management's Discussion and Analysis is incorporated by reference herein.

Tabular Disclosure of Contractual Obligations.

The disclosure provided in Table 31 on page 55 of Exhibit 2: Management's Discussion and Analysis is incorporated by reference herein.

Identification of the Audit Committee.

The disclosure provided on pages 9 and 10 of Exhibit 1: Annual Information Form identifying the Bank's Audit Committee is incorporated by reference herein.

Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

THE TORONTO-DOMINION BANK

DATE: December 12,
2005

By: /s/ CHRISTOPHER A. MONTAGUE

Name: Christopher A. Montague

Title: Executive Vice President and General Counsel

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 40-F

ANNUAL REPORT PURSUANT TO

SECTION 13(a) or 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

THE TORONTO-DOMINION BANK

EXHIBITS

INDEX TO EXHIBITS

No.	Exhibits
1.	Annual Information Form
2.	Management's Discussion and Analysis
3.	2005 Annual Statement and Principal Subsidiaries
4.	Corporate Governance Disclosure
5.	Senior Officers
6.	Corporate Responsibility Report 2005
7.	Independent Auditors' Report to the Directors of Ernst & Young LLP and PricewaterhouseCoopers LLP dated November 22, 2005 and Comments by Auditors for U.S. Readers on Canada-U.S. Reporting Difference
8.	Consent of the Independent Auditors dated December 12, 2005
9.	Certification Pursuant to Section 302 of the U.S. Sarbanes-Oxley Act of 2002
10.	Certification Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002

ANNUAL INFORMATION FORM

The Toronto-Dominion Bank

Toronto-Dominion Centre

Toronto, Ontario, Canada

M5K 1A2

December 8, 2005

Documents Incorporated by Reference

Portions of the Annual Information Form (“**AIF**”) are disclosed in the Annual Report to Shareholders for the year ended October 31, 2005 (“**Annual Report**”) and are incorporated by reference into the AIF.

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DIRECTORS AND OFFICERS

Directors and Board Committees of the Bank

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