

TORONTO DOMINION BANK

Form SUPPL

November 08, 2011

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**Filed Pursuant to General Instruction II.K of Form F-9  
File No. 333-167637**

**Pricing Supplement to the Prospectus Supplement dated June 22, 2011 and the  
Short Form Base Shelf Prospectus dated July 7, 2010**

**The Toronto-Dominion Bank**

**US\$600,000,000 2.375% Senior Medium-Term Notes, Series A, Due 2016**

The notes offered by this pricing supplement will have the same terms as, and be fungible with, our US\$1,500,000,000 aggregate principal amount of 2.375% Senior Medium-Term Notes, Series A, due 2016 (the Notes ) issued on October 19, 2011.

We will pay interest on the Notes semi-annually on April 19 and October 19 of each year. We will make the first interest payment on the Notes on April 19, 2012. The Notes will mature on October 19, 2016. The Notes will be our unsecured obligations and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. We will issue the Notes in minimum denominations of US\$2,000 and integral multiples of US\$1,000.

Other than as set forth under Terms of the Notes Redemption for Tax Reasons, we may not redeem the Notes prior to their maturity. There is no sinking fund for the Notes.

The Notes will not be listed on any securities exchange.

**Investing in the Notes involves a number of risks. See Risk Factors beginning on page S-6 of the prospectus supplement dated June 22, 2011.**

The Notes are unsecured and are not savings accounts or insured deposits of a bank. The Notes are not insured or guaranteed by the Canada Deposit Insurance Corporation, the U.S. Federal Deposit Insurance Corporation or any other governmental agency or instrumentality of Canada or the United States.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

	<b>Per Note</b>	<b>Total</b>
Price to the public(1)	101.379%	US\$608,274,000
Agent s commissions	0.350%	US\$ 2,100,000
Proceeds to The Toronto-Dominion Bank, after deducting agent s commissions(1)	101.029%	US\$606,174,000

(1) The price to the public and proceeds to The Toronto-Dominion Bank also will include interest accrued on the Notes from October 19, 2011 to, but excluding, November 8, 2011.

This pricing supplement may be used by certain of our affiliates in connection with offers and sales of the Notes in market-making transactions.

We will deliver the Notes in book-entry only form through the facilities of The Depository Trust Company (including through its indirect participants Euroclear and Clearstream, Luxembourg) on or about November 8, 2011, against payment in immediately available funds.

*Agent*  
**TD Securities**

TD Securities (USA) LLC is our affiliate. See Supplemental Plan of Distribution (Conflicts of Interest) in this pricing supplement.

Pricing Supplement dated November 3, 2011

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**WHERE YOU CAN YOU FIND MORE INFORMATION**

You should read this pricing supplement together with the prospectus supplement dated June 22, 2011 and the short form base shelf prospectus dated July 7, 2010 (collectively, the prospectus ). You should carefully consider, among other things, the matters set forth in Risk Factors in the prospectus supplement. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes.

You may access these documents on the SEC website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

Prospectus Supplement dated June 22, 2011:

<http://www.sec.gov/Archives/edgar/data/947263/000095012311060995/y91677l1suppl.htm>

Short Form Base Shelf Prospectus dated July 7, 2010 (forming part of Amendment No. 2 to the Registration Statement on Form F-9 (File No. 333-167637)):

<http://www.sec.gov/Archives/edgar/data/947263/000095012311059119/y91677fv9za.htm>

Our Central Index Key, or CIK, on the SEC website is 947263.

**DOCUMENTS INCORPORATED BY REFERENCE**

This pricing supplement is deemed to be incorporated by reference into the accompanying prospectus solely for the purpose of the notes to be issued hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the accompanying prospectus and reference should be made to the accompanying prospectus for full particulars thereof.

The following document with respect to TD filed with the securities commissions or similar authorities in Canada, is specifically incorporated by reference in and form an integral part of this pricing supplement:

the Third Quarter Report to Shareholders for the three and nine months ended July 31, 2011, which includes comparative consolidated interim financial statements (unaudited) and Management's Discussion & Analysis ( MD&A ).

Any management proxy circular, annual information form, consolidated audited financial statements, interim unaudited financial statements, material change reports (excluding confidential material change reports) or business acquisition reports, all as filed by TD with the various securities commissions or similar authorities in Canada pursuant to the requirements of applicable securities legislation after the date of this pricing supplement and prior to the termination of the offering of notes hereunder will be deemed to be incorporated by reference into this pricing supplement.

Updated earnings coverage ratios, as necessary, will be filed quarterly with the various securities commissions and similar authorities in Canada, either as prospectus supplements or pricing supplements to the accompanying prospectus or as exhibits to TD's unaudited interim and audited annual consolidated financial statements, and will be deemed to be incorporated by reference into this pricing supplement and the accompanying prospectus for the issuance of notes thereunder.

Any statement contained in the accompanying prospectus, this pricing supplement or any other document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this

prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this pricing supplement or the prospectus.

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**CHANGES TO CAPITAL OF THE BANK**

On September 16, 2011, the Bank issued 9.2 million common shares at a price of \$76.50 per common share to raise gross proceeds of \$703.8 million. The issue qualifies as Tier 1 capital for the Bank.

On October 28, 2011, the Bank redeemed all of its \$500 million outstanding 4.87% subordinated debentures due on October 28, 2016, at a redemption price of 100% of the principal amount.

On October 31, 2011, the Bank redeemed all of its 14 million outstanding Class A First Preferred Shares, Series M and all of its 8 million outstanding Class A First Preferred Shares, Series N at a price per share of \$25.50 (for an aggregate total of approximately \$561 million). The redemption price, in each case, represents a \$0.50 premium to the \$25.00 per share issue price.

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*We describe the basic features of the Notes in the sections of the short form base shelf prospectus dated July 7, 2010 called Description of the Debt Securities and prospectus supplement dated June 22, 2011 called Description of the Notes We May Offer, subject to and as modified by the provisions described below. References in this pricing supplement to we, us, our, TD or the Bank are to The Toronto-Dominion Bank.*

Issuer:	The Toronto-Dominion Bank
Title of Series:	Senior Medium-Term Notes, Series A
Issue:	2.375% Senior Medium-Term Notes, Series A, due 2016
Ranking:	Senior
Aggregate Principal Amount Initially Issued on October 19, 2011:	US\$1,500,000,000
Aggregate Principal Amount to Be Issued in Reopening:	US\$600,000,000
Aggregate Principal Amount, After Giving Effect to Reopening:	US\$2,100,000,000
Currency:	U.S. Dollars
Minimum Denominations:	US\$2,000 and minimum denominations of US\$1,000 in excess of US\$2,000
Pricing Date:	November 3, 2011
Issue Date:	November 8, 2011
Maturity Date:	October 19, 2016
CUSIP/ISIN:	89114QAE8/US89114QAE89
Interest Rate:	2.375%
Interest Payment Dates:	Semi-annually, on April 19 and October 19 of each year, beginning on April 19, 2012.
Day Count Fraction:	30/360
Record Dates for Interest Payments:	The fifteenth calendar day prior to the applicable Interest Payment Date.

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Redemption at Our Option:	Not applicable, other than as set forth under Redemption for Tax Reasons.
Optional Redemption by Holders of Notes:	Not applicable.
Optional Redemption by Us for Tax Reasons:	In certain circumstances where we have or will become obligated to pay additional amounts, we may redeem, at our option, the Notes in whole but not in part, at any time before maturity, after giving not less than 15 nor more than 45 calendar days notice to the trustee under the indenture and to the holders of the Notes, at a redemption price equal to 100% of their principal amount together with accrued interest, if any, to, but excluding, the redemption date. See Redemption for Tax Reasons.

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Description of the Debt Securities:	<p>The US\$600,000,000 aggregate principal amount of Notes offered by this pricing supplement will have the same terms as, and be fungible with, our outstanding US\$1,500,000,000 aggregate principal amount of 2.375% Senior Medium-Term Notes, Series A, due 2016 issued on October 19, 2011.</p> <p>The Notes offered by this pricing supplement will be designated by the same CUSIP number as the outstanding 2.375% Senior Medium-Term Notes, Series A, due 2016 issued on October 19, 2011. Upon the issuance of the Notes offered by this pricing supplement, the outstanding aggregate principal amount of 2.375% Senior Medium-Term Notes, Series A, due 2016 will be US\$2,100,000,000.</p>
Listing:	<p>The Notes will not be listed on any securities exchange.</p>
Clearance and Settlement:	<p>DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under Description of the Debt Securities Book-Entry Procedures and Settlement in the prospectus dated July 7, 2010).</p>
Terms Incorporated in the Master Note:	<p>All of the terms appearing above the item captioned Listing on page PS-3 of this pricing supplement and under Additional Amounts and Redemption for Tax Reasons.</p>
U.S. Tax Treatment of Pre-Issuance Accrued Interest:	<p>The initial offering price for the Notes will include amounts attributable to interest accrued from October 19, 2011 to, but excluding, November 8, 2011, which we call pre-issuance accrued interest. Pre-issuance accrued interest will be included in the accrued interest to be paid on the Notes on the first interest payment date after the issuance of the Notes. In accordance with applicable United States Treasury regulations, for United States federal income tax purposes, we will treat the Notes as having been purchased for a price that does not include any pre-issuance accrued interest. If the Notes are so treated, the portion of the first stated interest payment equal to the pre-issuance accrued interest will be treated as a non-taxable return of such pre-issuance accrued interest and, accordingly, will not be taxable as interest on the Notes.</p>
Conflicts of Interest:	<p>TD Securities (USA) LLC is our affiliate and is a member of the Financial Industry Regulatory Authority, Inc., or FINRA. Accordingly, the offering of the Notes will conform to the requirements of FINRA Rule 5121.</p>

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**Additional Amounts**

All payments of principal and interest in respect of the Notes by us will be made without us making any withholding of or deduction for, or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature ( Taxes ) imposed or levied by or on behalf of Canada or any political subdivision or taxing authority thereof or therein having the power to tax (each a Taxing Jurisdiction ), unless the withholding or deduction of such Taxes is required or authorized by law or the administration thereof. In that event, we will, subject to certain exceptions and limitations set forth below, pay such additional amounts ( Additional Amounts ) to the holder of any Note as may be necessary in order that every net payment of the principal of and interest on such Note and any other amounts payable on such Note, after any such withholding or deduction, will not be less than the amount provided for in such Note to be then due and payable. We will not, however, be required to make any payment of Additional Amounts to any holder for or on account of:

any Taxes that would not have been so imposed but for a present or former connection (including, without limitation, carrying on business in Canada or a province or territory of Canada or having a permanent establishment or fixed base in Canada or a province or territory of Canada) between such holder or the beneficial owner of a Note (or between a fiduciary, settlor, beneficiary, member or shareholder of, or possessor of power over, such holder or beneficial owner, if such holder or beneficial owner is an estate, trust, partnership, limited liability company or corporation) and Canada or a political subdivision or taxing authority of or in Canada, other than merely holding such Note or receiving payments with respect to such Note;

any estate, inheritance, gift, sales, transfer or personal property Tax or any similar Tax with respect to a Note;

any Tax imposed by reason that such holder or the beneficial owner of a Note does not deal at arm's length within the meaning of the *Income Tax Act* (Canada) with us;

any Tax that is levied or collected otherwise than by withholding from payments on or in respect of any Note;

any Tax required to be withheld by any paying agent from any payment of principal of, or interest on, any Note, if such payment can be made without such withholding by at least one other paying agent;

any Tax that would not have been imposed but for the failure of a holder or the beneficial owner of a Note to comply with certification, information or other reporting requirements, if such compliance is required by Canada or any political subdivision or taxing authority of or in Canada as a precondition to relief or exemption from such Tax;

any Tax which would not have been imposed but for the presentation of a Note (where presentation is required) for payment on a date more than 30 days after (i) the date on which such payment became due and payable or (ii) the date on which payment thereof is duly provided for, whichever occurs later; or

any combination of the items listed above;

nor will Additional Amounts be paid with respect to any payment on a Note to a holder who is a fiduciary or partnership or any person other than the sole beneficial owner of such payment to the extent a beneficiary or settlor with respect to such fiduciary or a member of such partnership or such beneficial owner would not have been entitled to the Additional Amounts had such beneficiary, settlor, member or beneficial owner held its interest in the Note directly.



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**Redemption for Tax Reasons**

We may redeem the Notes, in whole but not in part, at our option at any time prior to maturity, upon the giving of a notice of redemption as described below if (i) we have or will become obligated to pay Additional Amounts, as described above under **Additional Amounts**, as a result of any change in or amendment (including any announced prospective change) to the laws or treaties of the relevant Taxing Jurisdiction or any rules or regulations or administrative pronouncements thereunder or any change in position regarding the application, administration or interpretation of such laws, treaties, rules, regulations or administrative pronouncements (including a holding, judgment or order by a court of competent jurisdiction), which change or amendment was announced or became effective on or after the date of this pricing supplement, and (ii) we have determined that the obligation to pay such Additional Amounts cannot be avoided by taking reasonable measures available to us. For the avoidance of doubt reasonable measures do not include a change in the terms of the Notes or a substitution of the debtor.

Any Notes redeemed for tax reasons will be redeemed at 100% of their principal amount together with interest accrued up to, but excluding, the redemption date.

Prior to the giving of any notice of redemption pursuant to this paragraph, we will deliver to the trustee:

a certificate stating that we are entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to our right to redeem have occurred; and

an opinion of independent counsel or written advice of a qualified tax expert, such counsel or expert being reasonably acceptable to the trustee, to such effect based on such statements of facts;

provided that no such notice of redemption shall be given earlier than 45 days prior to the earliest date on which we would be obligated to pay such Additional Amounts if a payment in respect of a Note were then due. Notice of redemption will be given to the trustee under the indenture and to the holders of the Notes not less than 15 nor more than 45 days prior to the date fixed for redemption, which date and the applicable redemption price will be specified in the notice.

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**U.S. FEDERAL INCOME TAX CONSIDERATIONS**

For a discussion of certain material U.S. federal income tax consequences of owning the Notes, please see the section Tax Consequences United States Taxation in the accompanying prospectus supplement.

**CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

For a discussion of certain material Canadian federal income tax consequences of owning the Notes, please see the section Tax Consequences Canadian Taxation in the accompanying prospectus supplement.

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**SUPPLEMENTAL PLAN OF DISTRIBUTION (CONFLICT OF INTERESTS)**

We have appointed our affiliate, TD Securities (USA) LLC (the agent), as our agent for the purpose of soliciting and receiving offers to purchase the Notes pursuant to the Distribution Agreement, dated June 22, 2011, among us and the agent party thereto. We will pay the agent a commission of 0.350% of the principal amount of each Note sold through its efforts. Each initial purchaser of Notes must have an account with the agent.

We have agreed to indemnify the agent against certain liabilities, including liabilities under the Securities Act of 1933.

The agent and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The agent and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the issuer, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the agent and its affiliates may make or hold a broad array of investments, including serving as counterparties to certain derivative and trading arrangements, and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. The agent and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

**Conflicts of Interest**

TD Securities (USA) LLC is our affiliate and is a member of FINRA. Accordingly, the offering of the Notes will conform to the requirements of FINRA Rule 5121.

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*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*This prospectus supplement, together with the short form base shelf prospectus dated July 7, 2010 to which it relates, as amended or supplemented, and each document deemed to be incorporated by reference in the short form base shelf prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

Prospectus Supplement to Short Form Base Shelf Prospectus Dated July 7, 2010

**The Toronto-Dominion Bank  
Up to US\$15,000,000,000**

**Senior Medium-Term Notes, Series A  
Terms of Sale**

The Toronto-Dominion Bank may from time to time offer and sell notes with various terms (the notes), including the following:

stated maturity of 9 months or longer  
fixed interest rate, including zero-coupon, or floating  
interest rate, or a combination of both; a floating  
interest rate may be based on:

commercial paper rate  
U.S. prime rate  
LIBOR  
EURIBOR  
Treasury rate  
CMT rate  
CD rate  
CMS rate  
federal funds rate

ranked as senior indebtedness of The  
Toronto-Dominion Bank

book-entry form only through The Depository Trust  
Company  
redemption at the option of The Toronto-Dominion  
Bank or the option of the holder  
interest on notes paid monthly, quarterly,  
semi-annually or annually  
unless otherwise set forth in the applicable pricing  
supplement, minimum denominations of US\$2,000  
and integral multiples of US\$1,000 in excess thereof  
denominated in U.S. dollars, a currency other than  
U.S. dollars or in a composite currency  
settlement in immediately available funds  
may be issued with original issue discount

The final terms of each note will be included in a pricing supplement. For information regarding the agent's commissions, see Supplemental Plan of Distribution (Conflicts of Interest). The aggregate initial offering price of the notes is subject to reduction as a result of the sale by The Toronto-Dominion Bank of other debt securities pursuant to another prospectus supplement to the accompanying prospectus.

***See Risk Factors beginning on page S-6 to read about factors you should consider before investing in any notes.***

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the adequacy or accuracy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes will not constitute deposits insured under the Canada Deposit Insurance Corporation Act or by the United States Federal Deposit Insurance Corporation or any other Canadian or United States governmental agency or instrumentality.

The Toronto-Dominion Bank may sell the notes directly or through one or more agents or dealers, including the agents referred to in Supplemental Plan of Distribution. The agents are not required to sell any particular amount of the notes.

The Toronto-Dominion Bank may use this prospectus supplement in the initial sale of any notes. In addition, this prospectus supplement may be used by certain of our affiliates in connection with offers and sales of the notes in market-making transactions. In a market-making transaction, our affiliates may resell a note it acquires from other holders, after the original offering and sale of the note. Resales of this kind may occur in the open market or may be privately negotiated, at prevailing market prices at the time of the resale or at related or negotiated prices. In these transactions, our affiliates may act as principal or as agent, including as agent for the counterparty in a transaction in which our affiliates act as principal. Our affiliates may receive compensation in the form of discounts and commissions including from both counterparties in some cases.

**No underwriter, as defined under Canadian securities legislation, has been involved in the preparation of, or has performed any review of, the contents of this prospectus supplement or the accompanying prospectus.**

*Arranger*  
**TD Securities**

The date of this prospectus supplement is June 22, 2011.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This prospectus supplement and the accompanying prospectus provide you with a general description of the notes we may offer. Each time we sell notes we will provide a pricing supplement containing specific information about the terms of the notes being offered. Each pricing supplement may include a discussion of any risk factors or other special considerations that apply to those notes. The pricing supplement may also add, update or change the information in this prospectus supplement. If there is any inconsistency between the information in this prospectus supplement or any pricing supplement, you should rely on the information in that pricing supplement.

**THE TORONTO-DOMINION BANK**

The Toronto-Dominion Bank, which we refer to as TD, we or us, is the sixth largest bank in North America by branches and serves more than 19 million customers in four key businesses operating in a number of locations in key financial centres around the globe: Canadian Personal and Commercial Banking, including TD Canada Trust and TD Insurance; Wealth Management, including TD Waterhouse and an investment in TD Ameritrade; U.S. Personal and Commercial Banking, including TD Bank, America's Most Convenient Bank; and Wholesale Banking, including TD Securities. TD also ranks among the world's leading online financial services firms, with approximately 7 million online customers. TD Group had CDN\$630 billion in assets on April 30, 2011. The Toronto-Dominion Bank trades under the symbol TD on the Toronto and New York Stock Exchanges. To find out how to obtain more information about us, see Available Information on page I-6 of the accompanying prospectus.

**DOCUMENTS INCORPORATED BY REFERENCE**

This prospectus supplement is deemed to be incorporated by reference into the accompanying prospectus solely for the purpose of the notes to be issued hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the accompanying prospectus and reference should be made to the accompanying prospectus for full particulars thereof.

The following documents with respect to TD filed with the securities commissions or similar authorities in Canada, are specifically incorporated by reference in and form an integral part of this prospectus supplement:

- (a) the Second Quarter Report to Shareholders for the three and six months ended April 30, 2011, which includes comparative consolidated interim financial statements (unaudited) and Management's Discussion & Analysis ( MD&A );
- (b) the Management Proxy Circular dated as of January 27, 2011;
- (c) the Annual Information Form dated December 1, 2010; and
- (d) the consolidated audited financial statements for the fiscal year ended October 31, 2010 with comparative consolidated financial statements for the fiscal year ended October 31, 2009, together with the auditors' report thereon and MD&A as contained in the Annual Report to Shareholders for the year ended October 31, 2010.

Any management proxy circular, annual information form, consolidated audited financial statements, interim unaudited financial statements, material change reports (excluding confidential material change reports) or business acquisition reports, all as filed by TD with the various securities commissions or similar authorities in Canada pursuant to the requirements of applicable securities legislation after the date of this prospectus supplement and prior

to the termination of the offering of notes hereunder will be deemed to be incorporated by reference into this prospectus supplement.

A pricing supplement describing the specific terms of an offering of notes and containing such other information that TD may elect to include will be delivered to purchasers of the notes together with this prospectus supplement and the accompanying prospectus and will be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus as of the date of the applicable pricing supplement solely for the purpose of the notes issued thereunder.

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Updated earnings coverage ratios, as necessary, will be filed quarterly with the various securities commissions and similar authorities in Canada, either as prospectus supplements to the accompanying prospectus or as exhibits to TD's unaudited interim and audited annual consolidated financial statements, and will be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus for the issuance of notes thereunder.

Any statement contained in the accompanying prospectus, in this prospectus supplement or in any other document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

**TRADING PRICE AND VOLUME OF TD'S SECURITIES**

The following chart sets out the trading price in Canadian dollars and volume of TD's securities on the Toronto Stock Exchange during the 12 months preceding the date of this prospectus supplement:

June 2010	July 2010	August 2010	Sept. 2010	October 2010	Nov. 2010	Dec. 2010	January 2011	Feb. 2011	March 2011	April 2011	May 2011
<b>COMMON SHARES</b>											
74.26	74.95	74.49	76.50	76.14	75.47	75.87	76.72	81.69	86.82	86.75	86.75
68.17	67.63	68.25	71.95	72.41	72.05	70.48	73.50	75.11	79.52	80.39	80.39
50,356	41,746	44,280	54,628	40,170	41,468	64,303	46,787	40,173	55,842	36,108	32,108
<b>CLASS A FIRST PREFERRED SHARES</b>											
26.40	26.35	26.45	26.85	26.19	25.90	25.93	26.00	25.72	25.83	25.95	25.95
25.74	25.67	26.05	25.91	25.80	25.77	25.75	25.56	25.55	25.52	25.53	25.53
126	139	159	71	267	820	400	963	256	262	83	83
26.25	26.10	26.20	26.60	26.20	26.00	25.94	27.75	25.75	25.80	27.70	27.70
25.70	25.85	25.98	25.80	25.67	25.72	25.75	25.56	25.50	25.65		