TORONTO DOMINION BANK
Form 6-K
February 23, 2006

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
450, 5th Street
Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of February, 2006.

The Toronto-Dominion Bank

(Translation of registrant's name into English)

c/o General Counsel's Office
P.O. Box 1, Toronto Dominion Centre,
Toronto, Ontario, M5K 1A2

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F o Form 40-F x

Indicate by check mark whether the registrant by furnishing 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.

Yes o No x

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-________

FORM 6-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE TORONTO-DOMINION BANK

DATE: February 23, 2006	By:	/s/ Rasha El Sissi	
		Name:	Rasha El Sissi
		Title:	Associate Vice President, Legal

Bank Financial Group

1st Quarter 2006 • Report to Shareholders •*Three months ended January 31, 2006*

TD Bank Financial Group Delivers Very Strong
First Quarter 2006 Results,
Raises Dividend

FIRST QUARTER FINANCIAL HIGHLIGHTS compared with the first quarter a year ago:

- **Reported diluted earnings per share[1] were $3.20, up 237% from $.95.**
- **Adjusted diluted earnings per share[2] were $1.15, up 11% from $1.04.**
- **Reported net income was $2,307 million, compared with $630 million.**
- **Adjusted net income was $835 million, compared with $685 million.**
- **Return on common equity was 55.4%, compared with 19.5%.**

FIRST QUARTER ADJUSTMENTS (ITEMS OF NOTE)
The first quarter reported diluted earnings per share figures above include the following items of note:

- **Amortization of intangibles of $82 million ((11) cents per share) compared with $87 million ((13) cents per share) in the first quarter last year.**
- **Dilution gain of U.S. $1.45 billion (CDN $1.67 billion) after-tax on the Ameritrade transaction net of costs ($2.32 per share).**
- **Dilution loss of $72 million after-tax on the acquisition of Hudson United Bancorp by TD Banknorth ((10) cents per share).**
- **TDBFG's share of TD Banknorth's balance sheet restructuring charge of U.S. $16 million (CDN $19 million) after-tax ((3) cents per share).**
- **Restructuring charge in connection with the previously announced decision to reposition the Bank's global structured products businesses of $35 million after-tax ((5) cents per share).**
- **The impact of hedging relationships accounting guideline (AcG-13) resulting in a gain of $10 million after-tax (2 cents per share), compared with a loss $11 million after-tax ((2) cents per share).**

All dollar amounts are expressed in Canadian currency unless otherwise noted.

1 Reported results are prepared in accordance with Canadian generally accepted accounting principles (GAAP).
2 Adjusted earnings and reported results referenced in this Press Release and the Report to Shareholders are explained in detail on page 5 under "How the Bank Reports." Previously, the Bank described adjusted earnings as earnings before amortization of intangibles and items of note. Commencing this quarter, the items of note include the Bank's amortization of intangible assets.

TORONTO, February 23, 2006 - TD Bank Financial Group (TDBFG) today announced its financial results for the first quarter ended January 31, 2006. The quarter was marked by strong results across the Bank's businesses. The Bank also announced an increase in the quarterly dividend of 2 cents to 44 cents, representing an increase of 5% per fully paid common share for the quarter ended April 30, 2006, payable on or after April 30, 2006.

"I am very pleased with our earnings performance this quarter. With the TD Ameritrade and Hudson United transactions closed, we believe we have significantly enhanced our position in the United States and have a strong complement to our domestic businesses," said W. Edmund Clark, TD Bank Financial Group President and Chief

Executive Officer. “We executed well against our strategies and this translated into strong growth in earnings and economic profit - key measures of shareholder value.”

FIRST QUARTER BUSINESS SEGMENT PERFORMANCE

Canadian Personal and Commercial Banking

TD Canada Trust delivered strong results again for the quarter, showing continued earnings momentum. Earnings were up 12% compared with the first quarter last year. Robust results from business banking, insurance and real estate secured lending contributed to earnings strength this quarter.

“Canadian Personal and Commercial Banking has once again delivered an impressive start to the year,” said Clark. “We have emphasized the importance of operational excellence for some time now and TD Canada Trust continues to deliver on this promise as evidenced by their sustained double digit earnings growth for the 13th consecutive quarter, while delivering record highs in customer service.”

U.S. Personal and Commercial Banking

TD Banknorth’s contribution was consistent with its fourth quarter performance. Considering the challenging U.S. interest rate environment, TD Banknorth achieved solid results this quarter that were attributable to consumer loan growth, improved deposit growth and expense control. This increase was partially offset by lower margins.

“TD Banknorth is performing as expected given the current challenging business climate in the United States,” said Clark. “With the acquisition of Hudson United closed, TD Banknorth is well positioned to continue executing on strategy.”

Wholesale Banking

Wholesale Banking generated exceptional results this quarter on broad-based strength within the capital markets businesses. TD Securities took advantage of continuing favourable market conditions producing strong trading and solid origination revenues. TD Securities recorded a restructuring charge of $35 million after-tax. The charge relates to the repositioning of the Bank's global structured products business, which was announced in 2005.

“We saw extremely robust earnings performance from Wholesale Banking this quarter, as all of the product lines within the segment generated strong results. This earnings level does not reflect our view on the full year run rate as such strong trading results will likely not be repeated,” said Clark. “However the quarter includes a solid performance from the domestic businesses, which bodes well for TD Securities' strategy to grow its core domestic businesses while maintaining what we believe is an industry-leading risk profile.”

Wealth Management

The Wealth Management segment generated very strong results in the first quarter with an increase in earnings of 41% compared with the first quarter last year. Improved profitability in discount brokerage, record net sales results of long term funds in TD Mutual Funds and significant asset growth in the advice-based businesses contributed to earnings this quarter.

“We are extremely pleased with the broad-based earnings performance delivered by Wealth Management this quarter. This earnings growth is especially impressive in light of our continued investment in growing the number of customer-facing advisors,” said Clark. “With the completion of the TD Ameritrade transaction, we have significantly enhanced our position in the U.S. online brokerage market and are well positioned for future growth.”

Corporate

The Ameritrade transaction closed January 24, 2006, resulting in a 32.5% ownership interest in TD Ameritrade. As a result, the Bank had a U.S. $1.45 billion (CDN $1.67 billion) after-tax gain on the transaction in this quarter. The Bank also realized a dilution loss of $72 million, related to the purchase of Hudson United by TD Banknorth, and a gain of $10 million after-tax this quarter as a result of the impact of hedging relationships accounting guideline (AcG-13), which requires management to mark-to-market the value of credit protection on the corporate lending portfolio among other things.

Conclusion

"This is a strong start to the year for TD Bank Financial Group and demonstrates that we are successfully executing on strategy and delivering sustainable value for shareholders," said Clark.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

From time to time, the Bank makes written and oral forward-looking statements, including in this report, in other filings with Canadian regulators or the U.S. Securities and Exchange Commission (SEC), and in other communications. All such statements are made pursuant to the "safe harbour" provisions of the United States Private Securities Litigation Reform Act of 1995 and in any applicable Canadian securities legislation. Forward-looking statements include, among others, statements regarding the Bank's objectives and targets and strategies to achieve them, the outlook for the Bank's business lines, and the Bank's anticipated financial performance. Forward-looking statements are typically identified by words such as "believe", "expect", "anticipate", "intend", "estimate", "plan", "may" and 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 that could cause such differences include: the credit, market, liquidity, interest rate, operational, reputational and other risks discussed in the management discussion and analysis section in other regulatory filings made in Canada and with the SEC, including the Bank's 2005 Annual Report; general business and economic conditions in Canada, the United States 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; legislative and regulatory developments; the accuracy and completeness of information the Bank receives on customers and counterparties; the timely development and introduction of new products and services in receptive markets; expanding existing distribution channels; developing new distribution channels and realizing increased revenue from these channels, including electronic commerce-based efforts; the Bank's ability to execute its growth and acquisition strategies including those of its subsidiaries; 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; consolidation in the Canadian financial services sector; the Bank's ability to attract and retain key executives; reliance on third parties to provide components of the Bank's business infrastructure; technological changes; change in tax laws; unexpected judicial or regulatory proceedings; continued negative impact of the United States securities litigation environment; unexpected changes in consumer spending and saving habits; 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; the effects of disruptions to public infrastructure, such as transportation, communications, power or water supply; and management's ability to anticipate and manage the risks associated with these factors and execute the Bank's strategies. 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 56 of the 2005 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.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATING PERFORMANCE

Management's Discussion and Analysis should be read in conjunction with our interim consolidated Financial Statements and related Notes included in this Report to Shareholders and with our 2005 Annual Report. This Management's Discussion and Analysis is as of February 22, 2006. Unless otherwise indicated, all amounts are expressed in Canadian dollars and have been derived from Financial Statements prepared in accordance with Canadian generally accepted accounting principles (GAAP). Certain comparative amounts have been restated. Additional information relating to the Bank is on the Bank's website www.td.com, as well as on SEDAR at www.sedar.com.

FINANCIAL HIGHLIGHTS

(unaudited)

	For the three months ended		
(millions of Canadian dollars, except as noted)	**Jan. 31 2006**	Oct. 31 2005	Jan. 31 2005
Results of operations			
Total revenues	**$ 3,404**	$ 3,083	$ 2,806
Dilution gain, net (pre-tax)	**1,564**	-	-
Provision for (reversal of) credit losses	**114**	(15)	10
Non-interest expenses	**2,290**	2,203	1,945
Net income - reported	**2,307**	589	630
Net income - adjusted	**835**	765	685
Economic profit	**353**	279	280
Return on common equity	**55.4%**	14.8%	19.5%
Return on invested capital	**16.5**	15.9	17.1
Financial position			
Total assets	**$ 384,377**	$ 365,210	$ 333,317
Total risk-weighted assets	**135,883**	129,982	102,994
Total shareholders' equity	**18,473**	15,866	13,203
Financial ratios - reported (percent)			
Efficiency ratio	**46.1%**	71.5%	69.3%
Tier 1 capital to risk-weighted assets	**11.9**	10.1	13.0
Tangible common equity as a % of risk-weighted assets	**8.8**	7.4	9.3
Provision for credit losses as a % of net average loans	**.29**	(.04)	.03
Common share information - reported (Canadian dollars)			
Per share			
Basic earnings	**$ 3.23**	$ .83	$ .96
Diluted earnings	**3.20**	.82	.95
Dividends	**.42**	.42	.36
Book value	**25.25**	22.29	20.06
Closing share price	**60.65**	55.70	48.15
Shares outstanding (millions)			

Average basic		**712.5**		710.0		656.6
Average diluted		**718.9**		716.1		661.9
End of period		**714.7**		711.8		658.3
Market capitalization (billions of Canadian dollars)	**$**	**43.3**	$	39.6	$	31.7
Dividend yield (%)		**2.8%**		2.8%		2.9%
Dividend payout ratio		**13.0**		50.6		37.5
Price to earnings multiple		**11.1**		17.4		14.0
Common share information - adjusted (Canadian dollars)						
Per share						
Basic earnings	**$**	**1.16**	$	1.08	$	1.04
Diluted earnings		**1.15**		1.06		1.04
Dividend payout ratio		**36.1%**		39.0%		34.5%
Price to earnings multiple		**14.3**		13.5		12.6

HOW WE PERFORMED

Corporate Overview

The Toronto-Dominion Bank and its subsidiaries are collectively known as TD Bank Financial Group. TD Bank Financial Group serves more than 14 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; U.S. Personal and Commercial Banking through TD Banknorth; Wealth Management including TD Waterhouse Canada, TD Waterhouse U.K. and the Bank's investment in TD Ameritrade; and Wholesale Banking, including TD Securities. TD Bank Financial Group also ranks among the world's leading on-line financial services firms, with more than 4.5 million on-line customers. TD Bank Financial Group had $384 billion in assets, as of January 31, 2006. The Bank is headquartered in Toronto, Canada. The Bank's common stock is listed on the Toronto Stock Exchange and on the New York Stock Exchange under symbol: TD, as well as on the Tokyo Stock Exchange.

How the Bank Reports

The Bank's financial results, as presented on pages 17 to 29 of this Report to Shareholders, are prepared in accordance with Canadian generally accepted accounting principles (GAAP). The Bank refers to results prepared in accordance with GAAP as "reported" results. The Bank also utilizes "adjusted" earnings to assess each of its businesses and to measure overall Bank performance. To arrive at adjusted earnings, the Bank removes "items of note" from reported earnings. The items of note are listed in the tables below. The items of note relate to items which management does not believe are indicative of underlying business performance. Commencing this quarter, the items of note include the Bank's amortization of intangible assets which relates to the TD Banknorth acquisition in March 2005 and the Canada Trust acquisition in fiscal 2000. Previously, the Bank described adjusted earnings as earnings before the amortization of intangibles and items of note. The Bank believes that adjusted earnings provide the reader with a better understanding of how management views the Bank's performance. As explained, adjusted earnings are different from reported results determined in accordance with GAAP. Adjusted earnings and related terms used in this report are not defined terms under GAAP, and therefore may not be comparable to similar terms used by other issuers. The tables below provide a reconciliation between the Bank's adjusted earnings and its reported results.

Reconciliation of non-GAAP measures[1] (unaudited)

Adjusted net income to reported results

			For the three months ended			
		Jan. 31		Oct. 31		Jan. 31
(millions of Canadian dollars)		**2006**		2005[3]		2005[4]
Net interest income	**$**	**1,607**	$	1,654	$	1,411
Other income		**1,834**		1,539		1,412
Total revenues		**3,441**		3,193		2,823
Provision for (reversal of) credit losses		**114**		94		80
Non-interest expenses		**2,112**		2,062		1,811
Income before provision for income taxes and non-controlling interest		**1,215**		1,037		932
Provision for income taxes		**328**		219		247
Non-controlling interest		**52**		53		-
Net income - adjusted		**835**		765		685
Preferred dividends		**5**		-		-
Net income available to common shareholders - adjusted		**830**		765		685

Items of note impacting income, net of income taxes						
Amortization of intangibles		**(82)**		(86)		(87)
Dilution gain on Ameritrade transaction, net of costs		**1,670**		(138)		-
Dilution loss on the acquisition of Hudson United by TD Banknorth		**(72)**		-		-
Balance sheet restructuring charge in TD Banknorth		**(19)**		-		-
Wholesale Banking restructuring charge		**(35)**		(4)		-
Hedging impact due to AcG-13		**10**		7		(11)
Other tax items		**-**		68		-
Non-core portfolio loan loss recoveries (sectoral related)		**-**		60		20
Loss on structured derivative portfolios		**-**		(70)		-
Preferred share redemption		**-**		(13)		-
General allowance release		**-**		-		23
Total items of note		**1,472**		(176)		(55)
Net income available to common shareholders - reported	**$**	**2,302**	$	589	$	630
Adjusted earnings per share (EPS) to reported[2]						
(Canadian dollars)						
Diluted - adjusted	**$**	**1.15**	$	1.06	$	1.04
Items of note impacting income (as above)		**2.05**		(.24)		(.09)
Diluted - reported		**3.20**		.82		.95
Basic - reported	**$**	**3.23**	$	.83	$	.96

1. Certain comparative amounts have been restated.
2. Earnings per share (EPS) is computed by dividing income by the weighted average number of shares outstanding during the period. As a result, the sum of the quarterly EPS figures may not equal year to date EPS.
3. Items of note included in the fourth quarter 2005 are as follows: amortization of intangibles-$86 million; the impact of a $138 million tax charge related to the TD Waterhouse reorganization which precedes the transaction with Ameritrade; favourable tax items of $68 million, which includes the impact of a recent court decision; non-core portfolio loan loss recoveries (sectoral related)-$60 million; two charges in connection with the previously announced decision to reposition the Bank’s global structured products businesses: a loss of $70 million due to a reduction in the estimated value and the exit of certain structured derivative portfolios and a restructuring charge of $4 million; preferred share redemption premium resulting in a charge of $13 million; hedging impact due to AcG-13-$7 million.
4. Items of note included in the first quarter 2005 are as follows: amortization of intangibles-$87 million; non-core portfolio loan loss recoveries (sectoral related)-$20 million; hedging impact due to AcG-13-($11) million; and $23 million relating to general allowance release.

Economic Profit and Return on Invested Capital

The Bank utilizes economic profit as a tool to measure shareholder value creation. Economic profit is adjusted net income available to common shareholders less a charge for average invested capital. Average invested capital is equal to average common equity for the period plus the average cumulative after-tax goodwill and intangible assets amortized as of the reporting date. The rate used in the charge for capital is the equity cost of capital calculated using the capital asset pricing model. The charge represents an assumed minimum return required by common shareholders on the Bank's invested capital. The Bank's goal is to achieve positive and growing economic profit.

Return on invested capital (ROIC) is adjusted net income available to common shareholders divided by average invested capital. ROIC is a variation of the economic profit measure that is useful in comparison to the equity cost of capital. Both ROIC and the cost of capital are percentage rates, while economic profit is a dollar measure. When ROIC exceeds the equity cost of capital, economic profit is positive. The Bank's goal is to maximize economic profit by achieving ROIC that exceeds the equity cost of capital.

Economic profit and ROIC are not defined terms under GAAP. Securities regulators require that companies caution readers that earnings and other measures adjusted to a basis other than GAAP do not have standardized meanings under GAAP and therefore may not be comparable to similar terms used by other issuers.

The following table reconciles between the Bank's economic profit, return on invested capital and adjusted net income. Adjusted earnings and related terms are discussed in the "How the Bank Reports" section.

Reconciliation of Economic Profit, Return on Invested Capital and Adjusted Net Income

				For the three months ended		
		Jan. 31		Oct. 31		Jan. 31
(millions of Canadian dollars)		**2006**		2005		2005
Average common equity	**$**	**16,476**	$	15,755	$	12,846