

TORONTO DOMINION BANK  
Form 6-K  
August 04, 2005

# **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 August, 2005.

## **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

Form 40-F

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.

Edgar Filing: TORONTO DOMINION BANK - Form 6-K

Yes  No

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: August 4, 2005

By: */s/ Rasha El Sissi*

Name: Rasha El Sissi

Title: Associate Vice President, Legal

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*



*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

*Link to searchable text of slide shown above*

**Searchable text section of graphics shown above**

---

[LOGO]

[GRAPHIC]

Building on Strength

[GRAPHIC]

**TD Banknorth**  
**Analyst Conference**  
August 3, 2005

**Bill Ryan**  
**Chairman, President and CEO**  
**Peter Verrill**  
**Chief Operating Officer**

---



**Note on Forward-Looking Information**

[LOGO]

*This presentation contains certain forward-looking statements with respect to the financial condition, results of operations and business of TD Banknorth. Words such as expect, feel, believe, will, may, anticipate, plan, estimate, intend, should and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to various factors which could cause actual results to differ materially from these estimates. These factors include, but are not limited to, changes in general economic conditions, interest rates, deposit flows, loan demand, competition, legislation or regulation and accounting principles, policies or guidelines, as well as other economic, competitive, governmental, regulatory and accounting and technological factors affecting TD Banknorth's operations. In addition, acquisitions may result in large one-time charges to income, may not produce revenue enhancements or cost savings at levels or within time frames originally anticipated and may result in unforeseen integration difficulties. Investors are encouraged to access TD Banknorth's periodic reports filed with the Securities and Exchange Commission for financial and business information regarding TD Banknorth, including information which could affect TD Banknorth's forward-looking statements. TD Banknorth does not undertake any obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made.*

**Today s Agenda**

Overview of TD Banknorth

Bill Ryan  
Peter Verrill

Hudson United

Steve Boyle  
Wendy Suehrstedt

Commercial Lending/Risk Management

John Fridlington  
Ed Schreiber

Questions and Answers

**Who is TD Banknorth Inc.?**

Headquartered in Portland, Maine

Approximately 55% owned by TD Bank Financial Group (TD)

Over 7,800 employees

\$32 billion in assets as of 6/30/05

More than 1.3 million households throughout New England and upstate New York

Diversified loan and deposit base with emphasis on retail and commercial banking, investments and insurance

Community-banking model based on local decision-making and superior service

Poised for growth

**TD Banknorth Vision Simple & Clear**

**Our vision is to be the premier community financial services company in the Northeast**

**Solid Financial Services Franchise in New England and New York**

Nearly 400 branches and 550 ATMs

30 Wealth Management offices

71 Bancnorth Investment Group offices\*

27 Banknorth Insurance Group offices

[GRAPHIC]

---

\*Based on number of reps. housed in the branches as well as in centralized locations. In association with Bancnorth Investment Group Inc., a subsidiary of PrimeVest Financial Services, Inc.

**Significant Expansion in CT and Natural Extension into the Mid-Atlantic Region**

	Deposits (\$MM)	Branches	ATMs
TD Banknorth	\$ 19,921	386	550
Hudson United	6,254	204	201
<b>Pro Forma</b>	<b>\$ 26,175</b>	<b>590</b>	<b>751</b>

[GRAPHIC]

**Community Banking Model**

Bank presidents in each state responsible for all major decisions affecting their customers and communities;

Local decision-making authority and loan authority;

React and make decisions quickly;

Superior local service;

Target both the middle/small business commercial market and consumer market;

Deposit gathering focused on core deposits;

Cross sell additional services including insurance and investments.

**How We re Organized**

	Bill Ryan					
Peter Verrill	Carol Mitchell	David Ott	Mickey Greene	Wendy Suehrstedt	John Fridlington	
Finance	Human Resources	Bank Presidents	Insurance	Retail Banking	Commercial Lending	
Risk Management Technology	Facilities  Legal	Small Business Mortgage	Wealth Management Investment Planning	Direct Banking	Large Corporate/ABL Leasing	
Operations eCommerce Investor Relations Strategic Planning		Marketing		Electronic Banking	International Cash Management Government Banking Consumer Lending	
					Merchant Services	



**Consistently Strong Performance**

10 consecutive years of operating EPS growth;

Strong profitability

29% cash ROE as of 6/30/05

51% cash efficiency ratio as of 6/30/05

Consistent, strong core loan and deposit growth;

Low-risk fee income growth with emphasis on loan and deposit fees, investment and insurance agency revenue;

Superior asset quality.

**What Differentiates TD Banknorth?**

Strong management team with a proven track record.

We do what we say we'll do.

Well-positioned for both organic and acquisition growth in higher growth markets in the Northeast.

Access to capital to implement growth strategy as part of TD.

Superior asset quality.

**Do What We Say We ll Do**

On March 1, 2005, sold 51% of the company to TD;

As a result of TD Banknorth buybacks completed in March of 2005, TD now owns approximately 55% of the company;

Strategic rationale of the sale to TD was to allow us to continue to grow in New England and potentially beyond;

With the recent announcement of the acquisition of Hudson United Bancorp, we are doing exactly what we told you we would do.

## **Key Performance Measures 2000 -2004**

**Peter Verrill**

**Chief Operating Officer**

### Strong Loans & Deposit Growth

#### Loans

\$ Billions

[CHART]

#### Loan and Lease Yields

2000	2001	2002	2003	2004
8.57%	7.97%	6.69%	5.65%	5.29%

#### Deposits

\$ Billions

[CHART]

#### Interest-Bearing Deposit Rates

2000	2001	2002	2003	2004
4.13%	3.51%	2.05%	1.34%	1.08%

**Commercial Loans by State 2002 - 2004**

[CHART]

	MA	ME	NH	State	VT	CT	NY
2004	46	17	13		11	10	4
2003	42	18	14		12	10	4
2002	41	19	15		13	7	5

---

Source: TD Banknorth 2004 10-K.

**Loans by Type 2002 - 2004**

[CHART]

	<b>Commercial RE Mortgages</b>	<b>Consumer Loans and</b>	<b>Commercial Business Loans</b>	<b>Residential RE Mortgages</b>
2004	34	29	21	17
2003	33	29	20	18
2002	32	28	20	20

---

Source: TD Banknorth 2004 10-K.

**Deposits by Type 2002 - 2004**

[CHART]

	<b>Now and money markets accounts</b>	<b>Non-interest bearing deposits</b>	<b>Regular Savings</b>	<b>Certificates of deposits and</b>
2004	41	21	14	25
2003	38	19	14	29
2002	38	18	12	33

---

Source: TD Banknorth 2004 10-K.



## Other Income Growth and Improved Efficiency

### Noninterest income

(excluding securities gains/(losses))

\$ Millions

[CHART]

### Cash efficiency ratio

[CHART]

**Cash Efficiency Ratio excludes securities gains/(losses), merger and consolidation costs, prepayment penalties on borrowings, and amortization of intangible assets.**

**Diversified Noninterest Income**

**Noninterest Income by Type as of 12/31/04**

[CHART]

---

Source: TD Banknorth 2004 10-K.

### Solid Earnings Growth

#### Cash Operating Earnings\*

\$ Millions

[CHART]

---

\* Earnings excluding merger and consolidation costs, deleveraging losses and the amortization of identifiable intangible assets.

**EPS Growth Per Diluted Share**

[CHART]

---

\* Earnings excluding merger and consolidation costs, deleveraging losses and the amortization of identifiable intangible assets.

### **Strong Asset Quality**

**NPA s as a % of Total Assets**

[CHART]

**NPA s as a % of Total Assets have remained relatively stable while Total Assets have increased by 57% from 2000-2004.**

**Net charge-offs as a % of Avg. Loans**

[CHART]

### **History of Successful Acquisitions**

Acquisitions are a core competency

TD Banknorth utilizes a disciplined and conservative acquisition model

Acquisitions must be accretive in the first full year

All acquisitions have met or exceeded financial targets

Completed 25 acquisitions since 1987

10 acquisitions completed since 2000 in higher growth markets of Massachusetts and Connecticut

11 insurance agency acquisitions since 1997.

Same integration team has been working together for the past 15 years

**Note on Non-GAAP Financial Information**

*This presentation contains financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America ( GAAP ). The Company s management uses these non-GAAP measures in its analysis of the Company s performance. These measures typically adjust GAAP performance measures to exclude the effects of charges and expenses related to the consummation of mergers and acquisitions and costs related to the integration of merged entities, as well as the amortization of intangible assets in the case of cash basis performance measures. These non-GAAP measures also may exclude other significant gains or losses that are unusual in nature, such as security gains and prepayment penalties incurred in connection with deleveraging strategies. Because these items and their impact on the Company s performance are difficult to predict, management believes that presentations of financial measures excluding the impact of these items provide useful supplemental information that is essential to a proper understanding of the operating results of the Company s core businesses. These disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures which may be presented by other companies.*

### **Additional Information about the Transaction**

*This presentation may be deemed to be solicitation material in respect of the proposed merger of TD Banknorth and Hudson United. In connection with the proposed transaction, a registration statement on Form S-4 will be filed with the SEC. **Shareholders of TD Banknorth and shareholders of Hudson United are encouraged to read the registration statement and any other relevant documents filed with the SEC, including the joint proxy statement/prospectus that will be part of the registration statement, because they will contain important information about the proposed merger.** The final joint proxy statement/prospectus will be mailed to shareholders of TD Banknorth and shareholders of Hudson United. Investors and security holders will be able to obtain the documents free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), from TD Banknorth, Two Portland Square, P.O. Box 9540, Portland, Maine 04112-9540, Attention: Investor Relations, or from Hudson United, 1000 MacArthur Boulevard, Mahwah, New Jersey 07430, Attention: Investor Relations.*

*TD Banknorth, Hudson United and their respective directors and executive officers and other members of management and employees may be deemed to participate in the solicitation of proxies in respect of the proposed transaction. Information regarding TD Banknorth's directors and executive officers is available in TD Banknorth's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on April 20, 2005, and information regarding Hudson United's directors and executive officers is available in Hudson United's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on March 23, 2005. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.*



**TD Banknorth Inc. and Subsidiaries Reconciliation Table    Non-GAAP Financial Information**

(In thousands, except per share data)	2000	2001	2002	2003	2004	YTD June 05
<b>Net income before extraordinary item and cumulative effect of accounting change</b>	\$ 191,734	\$ 242,982	\$ 298,638	\$ 350,759	\$ 304,643	\$ 129,671
Add back merger and consolidation costs, net of tax						
Merger related	27,305	2,460	7,486	5,710	40,765	26,865
Securities restructuring	10,331				51,560	41,453
Change in unrealized loss on derivatives						(4,332)
Branch closings	902	1,272	(260)	(35)		
Charter consolidation		633	2,340			
Write-down (adjustment) of auto lease residuals	2,405	580		(400)	(370)	
Contract termination - merchant processing	2,009					
Excluding merger and consolidation costs, securities restructuring, and change in unrealized loss on derivatives	\$ 234,686	\$ 247,927	\$ 308,204	\$ 356,034	\$ 396,598	\$ 193,657
Amortization of intangibles, net of tax	17,423	18,434	4,220	5,815	5,608	27,241
Cash basis, excluding merger and consolidation costs, securities restructuring, change in unrealized loss on derivatives, and amortization of intangibles.	\$ 252,109	\$ 266,361	\$ 312,424	\$ 361,849	\$ 402,206	\$ 220,898
<b>Diluted earnings per share, before extraordinary item and cumulative effect of accounting change</b>	\$ 1.32	\$ 1.68	\$ 1.99	\$ 2.15	\$ 1.75	\$ 0.72
Effects of merger and consolidation costs, net of tax	0.30	0.07	0.07	0.03	0.23	0.15
Excluding merger and consolidation costs	\$ 1.62	\$ 1.75	\$ 2.06	\$ 2.18	\$ 1.98	\$ 0.87
Effects of change in unrealized loss on derivatives						(0.02)
Effects of deleveraging, net of tax					0.30	0.23
Excluding merger and consolidation costs, securities restructuring, and change in unrealized loss on derivatives	\$ 1.62	\$ 1.75	\$ 2.06	\$ 2.18	\$ 2.28	\$ 1.08
Amortization of intangibles, net of tax	0.12	0.13	0.03	0.03	0.03	0.15
Cash basis, excluding merger and consolidation costs, securities restructuring, change in unrealized loss on derivatives, and amortization of intangibles.	\$ 1.74	\$ 1.88	\$ 2.09	\$ 2.21	\$ 2.31	\$ 1.23
<b>Non Interest Income</b>	\$ 211,188	\$ 240,505	\$ 274,508	\$ 367,159	\$ 339,799	\$ 142,891
Net gains(losses) on sales of securities	(15,456)	1,329	7,282	42,460	(7,701)	(49,036)
Lower of cost or market adjustments						(7,114)
Change in unrealized loss on derivatives						6,664
Excluding net securities gains (losses)	\$ 226,644	\$ 239,176	\$ 267,226	\$ 324,699	\$ 347,500	\$ 192,377
<b>Efficiency Ratio</b>	61.67%	55.34%	54.10%	53.09%	60.09%	68.41%
	1.15%	-0.08%	-0.37%	-0.69%	-5.16%	-6.02%

Edgar Filing: TORONTO DOMINION BANK - Form 6-K

Effects of securities gains and prepayment penalties on borrowings						
Effect of merger and consolidation costs	-7.48%	-0.67%	-0.64%	-0.69%	-3.88%	-5.52%
Effects of change in unrealized loss on derivatives						0.66%
Excluding securities gains, prepayment penalties on borrowings, change in unrealized loss on derivatives, and merger and consolidation costs	55.34%	54.59%	53.09%	51.71%	51.05%	57.53%
Effects of amortization of intangibles	-2.53%	-2.40%	-0.61%	-0.77%	-0.67%	-6.30%
Cash basis, excluding securities gains, prepayment penalties on borrowings, change in unrealized loss on derivatives, merger and consolidation costs, and amortization of intangibles	52.81%	52.19%	52.48%	50.94%	50.38%	51.23%

[LOGO]

[GRAPHIC]

**Building on Strength**

[GRAPHIC]

**Hudson United...A  
Platform for Growth**

**Steve Boyle  
Chief Financial Officer**

August 3, 2005

**Wendy Suehrstedt  
EVP and Chief Retail Banking Officer**

---

**Note on Forward-Looking Information**

[LOGO]

*This presentation contains certain forward-looking statements with respect to the financial condition, results of operations and business of TD Banknorth. Words such as expect , feel , believe , will , may , anticipate , plan , estimate , intend , should and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to various factors which could cause actual results to differ materially from these estimates. These factors include, but are not limited, to, changes in general economic conditions, interest rates, deposit flows, loan demand, competition, legislation or regulation and accounting principles, policies or guidelines, as well as other economic, competitive, governmental, regulatory and accounting and technological factors affecting TD Banknorth s operations. In addition, acquisitions may result in large one-time charges to income, may not produce revenue enhancements or cost savings at levels or within time frames originally anticipated and may result in unforeseen integration difficulties. Investors are encouraged to access TD Banknorth s periodic reports filed with the Securities and Exchange Commission for financial and business information regarding TD Banknorth, including information which could affect TD Banknorth s forward-looking statements. TD Banknorth does not undertake any obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made.*

**Hudson United More Than Just the Map!**

		Deposits (\$MM)	Branches	ATMs
TD Banknorth	\$	19,921	386	550
Hudson United		6,254	204	201
<b>Pro Forma</b>	<b>\$</b>	<b>26,175</b>	<b>590</b>	<b>751</b>

[GRAPHIC]

But the map is pretty good!

**What s Been Covered to Date**

Great Markets

Wealth

Growth

Diversity

Break-out of New England creates more options

Organic growth existing locations

De Novo fill-in

Acquisitions small, large, north, south, east or west

**Additional Detail on the Hudson Transaction**

Solidly commercial franchise

Nominal mortgages

Lower than average CDs

Correct entry into a competitive market;

Cost saves achievable;

Franchise investment plan more than sufficient;

Significant revenue enhancements exist

**C&I Loans Comprise 45% of Hudson United's Total Loan Portfolio**

(\$ in millions)

	TD Banknorth		Hudson United		Combined	
	Loans	%	Loans	%	Loans	%
C&I	\$ 4,095	21%	\$ 2,174	45%	\$ 6,268	26%
Commercial Real Estate	6,559	33	1,131	24	7,690	31
Consumer	5,607	29	1,006	21	6,613	27
Residential Real Estate	3,389	17	119	2	3,508	14
Credit Cards			378	8	378	2
<b>Total Loans</b>	<b>\$ 19,650</b>	<b>100%</b>	<b>\$ 4,807</b>	<b>100%</b>	<b>\$ 24,457</b>	<b>100%</b>
Less: Loan Loss Reserves	(228)		(60)		(288)	
<b>Net Loans</b>	<b>\$ 19,422</b>		<b>\$ 4,748</b>		<b>\$ 24,169</b>	
<b>Yield</b>	<b>5.60%</b>		<b>6.26%</b>		<b>5.73%</b>	

---

Source: Company filings. Data as of or for the quarter ended March 31, 2005.

Note: Combined numbers do not include purchase accounting or pro forma adjustments.



**Hudson United Has a Commercial Bank Deposit Base That is Similar to TD Banknorth s**

(\$ in millions)

	TD Banknorth		Hudson United		Combined	
	Deposits	%	Deposits	%	Deposits	%
Non-Interest Bearing	\$ 4,216	21%	\$ 1,320	21%	\$ 5,535	21%
NOW, Savings & MMDA	10,871	55	3,220	51	14,092	54
Non-Brokered Time Deposits	4,753	24	1,286	21	6,039	23
Brokered Time Deposits	81	0	428	7	509	2
	<b>\$ 19,921</b>	<b>100%</b>	<b>\$ 6,254</b>	<b>100%</b>	<b>\$ 26,175</b>	<b>100%</b>
<b>Cost</b>	<b>0.92%</b>		<b>1.10%</b>		<b>0.96%</b>	

Source: Company filings. Data as of or for the quarter ended March 31, 2005.

Note: Combined numbers do not include purchase accounting or pro forma adjustments.

**Hudson United Peer Analysis    Deposit Base More Like a Commercial Bank**

	<b>Noninterest Bearing Deposits/ Total Deposits (1)</b>
<b>Thrifts</b>	
Independence Community	15.5%
New York Community	6.5
Astoria	2.0
Sovereign	14.6
Webster Financial	13.0
<b>Banks</b>	
North Fork Bancorp	20.3%
M&T Bank Corporation	23.3
Commerce Bancorp	25.5
Mercantile Bankshares	28.2
Fulton Financial	19.8
Valley National	23.9
Susquehanna	17.0
<b>Thrift Average</b>	10.3%
<b>Bank Average</b>	22.6
<b>Hudson United Bancorp</b>	20.6%
<b>TD Banknorth Inc.</b>	22.9%

---

(1) Source: SNL Securites for most recent quarter reported.

**Correct Entry into Competitive Markets**

Fixed costs already positioned

Capacity to handle substantially more volume

Modest rate-sensitive base to disintermediate

Generally good locations and facilities (excepting deferred maintenance)

BNK retail team visited 95% of Hudson locations during due diligence

Can/will achieve scale as we have in CT/MA

Allows for:

Aggressive pricing, product set

Excellent return on variable investments

**Similar Experience in MA and CT**

(\$ in millions)

	2004	2003	BNK Expansion in MA		2000	1999
			2002	2001		
<b>Total Deposits</b>	\$ 7,064	\$ 5,664	\$ 4,962	\$ 3,088	\$ 3,117	\$ 2,203
<b>Market Share</b>	4.09%	3.29%	3.24%	2.26%	2.32%	1.68%
<b>Rank</b>	5	6	6	6	5	8

	2004	2003	BNK Expansion in CT		2000	1999
			2002	2001		
<b>Total Deposits</b>	\$ 2,460	\$ 2,542	\$ 287	\$ 260	\$ 239	\$ 232
<b>Market Share</b>	3.33%	3.63%	0.45%	0.43%	0.41%	0.39%
<b>Rank</b>	8	6	34	36	35	37

---

Source: Lehman Bros.

### Hudson United Average Branch Size

Market	Hudson United (\$ in millions)	Market Average (\$ in millions)
Connecticut	\$ 38.5	\$ 61.9
Northern New Jersey (1)	\$ 30.7	\$ 69.0
Hudson River Valley (2)	\$ 40.4	\$ 62.0
Philadelphia MSA	\$ 22.7	\$ 54.7

Average deposits per TD Banknorth branch are \$51 million.

---

Source: SNL Financial. Data as of June 30, 2004.

(1) Includes Bergen, Passaic, Essex and Hudson counties.

(2) Includes Orange, Dutchess, Westchester, Putnam, Ulster, Rockland and Sullivan counties.

**Cost Saves Realistic In Line With Other Recently Announced Deals**

<b>Announce Date</b>	<b>Acquiror / Target</b>	<b>In Mkt/ Out-of-Mkt</b>	<b>Deal Value (\$MM)</b>	<b>Announced Cost Saves</b>
7/6/2005	Zions Bancorp / Amegy	Out-of-Market	\$ 1,702	18%
6/13/2005	BNP Paribas Group/ Commercial Federal	Out-of-Market	1,360	21
3/7/2005	Capital One Financial / Hibernia	Out-of-Market	5,351	21
8/2/2004	Fifth Third Bancorp/ First Natl Bkshs of FL	Out-of-Market	1,530	35
5/7/2004	SunTrust Banks / National Commerce Finl	In-Market	7,433	20
2/16/2004	National City / Provident Financial Group	In-Market	2,134	25
2/15/2004	North Fork / GreenPoint Financial (inc. Greenpoint Mtg.)	In-Market	6,396	19
1/26/2004	Sovereign Bancorp / Seacoast Financial	In-Market	1,100	35
11/24/2003	Independence Comm. Bank / Staten Island Bancorp	In-Market	1,474	40
6/27/2003	New York Community / Roslyn Bancorp	In-Market	1,579	28
1/21/2003	BB&T / First Virginia Banks	In-Market	3,376	40
	<b>Mean</b>			<b>27%</b>
	<b>Median</b>			<b>25</b>
	<b>Mean of In-Market Transactions</b>			<b>30%</b>
	<b>Mean of Out-of-Market Transactions</b>			<b>24</b>
	<b>BNK / HU</b>		<b>\$ 1,912</b>	<b>25%</b>

*Note: Includes all transactions announced since 1/1/03 with deal value between \$1 billion and \$10 billion and with cost saves disclosed.*

## Cost Saves Consistent with Our Experience

(\$ in millions)

Announce Date	Prior Acquisitions (2)	Deal Value	Buyer	Assets (1) Target	Acquiror Mkt. Cap (1)	Target Assets / Combined	Deal Value / Acquiror Mkt. Cap	Estimated Cost Savings Ratio
6/20/2004	Banknorth Group Inc./ BostonFed Bancorp Inc.	\$ 195	\$ 26,880	\$ 1,668	\$ 5,322	5.8%	3.7%	35.0%
12/7/2003	Banknorth Group Inc./ CCBT Financial Cos.	299	25,741	1,353	5,218	5.0	5.7	25.0
11/24/2003	Banknorth Group Inc./ Foxborough Savings Bank	91	25,741	231	5,286	0.9	1.7	35.0
9/2/2003	Banknorth Group Inc./ First & Ocean Bancorp	51	25,750	256	4,594	1.0	1.1	35.0
8/21/2002	Banknorth Group Inc./ American Financial Holdings	744	21,261	2,895	4,002	12.0	18.6	25.0
4/10/2002	Banknorth Group Inc./ Bancorp Connecticut Inc.	159	21,077	663	3,968	3.0	4.0	25.0
2/26/2002	Banknorth Group Inc./ Ipswich Bancshares Inc.	42	21,077	321	3,647	1.5	1.1	25.0
6/10/2001	Banknorth Group Inc./ Andover Bancorp Inc.	340	18,252	1,799	2,937	9.0	11.6	25.0
6/10/2001	Banknorth Group Inc./ MetroWest Bank	166	18,252	914	2,937	4.8	5.7	25.0
<b>6/1/1999</b>	<b>Peoples Heritage/ Banknorth Group Inc.</b>	<b>778</b>	<b>12,594</b>	<b>4,339</b>	<b>1,874</b>	<b>25.6</b>	<b>41.5</b>	<b>30.0</b>
7/19/1998	Peoples Heritage/ SIS Bancorp Inc.	430	7,310	1,794	2,227	19.7	19.3	25.0
<b>10/26/1997</b>	<b>Peoples Heritage/ CFX Corp.</b>	<b>710</b>	<b>6,056</b>	<b>2,821</b>	<b>1,185</b>	<b>31.8</b>	<b>59.9</b>	<b>25.0</b>
6/23/1997	Peoples Heritage/ Atlantic Bancorp	72	5,458	470	1,006	7.9	7.1	52.0
5/30/1996	Peoples Heritage/ Family Bancorp	107	3,302	887	336	21.2	31.8	18.0
<b>10/24/1995</b>	<b>Peoples Heritage/ Bank of New Hampshire Corp.</b>	<b>171</b>	<b>3,037</b>	<b>960</b>	<b>355</b>	<b>24.0</b>	<b>48.0</b>	<b>20.0</b>
2/21/1995	Peoples Heritage/ Bankcore, Inc.	20	2,783	133	232	4.6	8.6	15.0
				<b>Mean</b>		<b>11.1%</b>	<b>16.8%</b>	<b>27.5%</b>
				<b>Median</b>		<b>6.9</b>	<b>7.9</b>	<b>25.0</b>
	<b>TD Banknorth / Hudson United</b>	<b>\$ 1,912</b>	<b>\$ 32,135</b>	<b>\$ 8,850</b>	<b>\$ 5,189</b>	<b>21.6%</b>	<b>36.8%</b>	<b>25%</b>

(1) Assets at announcement of transaction.

(2) TD Banknorth Inc. is the successor to Banknorth Group, Inc. which was formerly named Peoples Heritage Financial Group, Inc.

**Cost Saves Achievable**

Our efficiency ratio is 50.5%; Hudson United's is 55.7%

Pro forma efficiency ratio is 49.4% including the retail franchise investments

Approximately 45% of Hudson United's core non-interest expense are in support and overhead areas

Assuming 50% cost saves in support areas require only 5% from branch consolidation and line efficiencies.

Back office salaries and occupancy in Maine are 25% lower than NJ.

Maine tax incentives also reduce cost



**Revenue Enhancements - Retail**

General -Add focus, stability, products and marketing/brand awareness to Hudson United

Specifically:

Introduce free checking

Currently 81% of BNK s new checking accounts and 79% of BNK s checking base

Hudson United Checking and Banking fees are currently 60bp of deposits; BNK s are 88 bps.

Emphasize Home Equities, currently 9% of Hudson United s outstandings vs. BNK s 17%

Expand indirect auto 4% of outstandings for Hudson United vs. BNK 9%

**Revenue Enhancements Commercial**

General Build on solid base by adding credit support and additional lenders

Specifically:

Introduce swap program currently 37bps of commercial loans at BNK

Add lenders to improve loan growth Hudson United 8% vs. BNK s 10%

Combined balance sheet will allow for larger loans

Expand trade finance product set with TD

Flatiron to finance TD Banknorth Insurance Group customers

**Revenue Enhancements - other**

BNK is significantly larger in insurance, wealth management, and investment planning (8% of BNK's revenue vs. 1% for Hudson United)

BNK has capital to back growth of Hudson United niche businesses:

Flatiron insurance premium finance

Shoppers Charge white label credit cards

**Buyback Update**

Excess capital is available for share buybacks;

Management believes that opportunities will exist for TD Banknorth to repurchase shares;

However, the SEC's Reg M prohibits repurchases during specified periods following the announcement of a stock acquisition;

In addition, the safe harbor provisions of Rule 10b-18 are not available until completion of the transaction;

As such, we do not intend to purchase TD Banknorth stock until after the completion of the Hudson United transaction.

**Summary**

Comfortable with assumptions in the model

Confident that this is the right entry point into NY metro market

Enhances our strategic options

When executed should provide meaningful opportunities for accelerated organic growth

**Hudson United**

**It's All About Execution!**

**Wendy Suehrstedt**

**EVP and Chief Retail  
Banking Officer**

20

---

### Successful Conversion

Long history of successful conversion efforts

Several previous successful conversions of financial institutions of the same or greater proportional magnitude

Bank of New Hampshire	35% of PHFG deposit base
CFX	40% of PHFG deposit base
Banknorth	44% of PHFG deposit base
Hudson United	33% of BNK deposit base

Large acquisition readiness review

Review of process and governance

Infrastructure readiness

Departmental assessments

## Build a Strong Team

Retain strong personnel

	TD Banknorth 2004	Hudson United 2004	Benchmark 2000*
Total Turnover	20.2%	36.6%	24.9%
Total Exempt	11.8%	24.4%	14.7%
Total nonexempt	24.9%	45.2%	32.4%
Total Retail Turnover	27.1%	45.3%	
Total Retail Exempt	11.5%	29.0%	
Total Retail Nonexempt	31.1%	53.5%	

---

\*Saratoga Institute Human Capital Benchmarking Report 2000.

Hudson United top 3 reasons for leaving:

Turnover of Retail leadership

No compensation structure

No career path



**Build a Strong Team**

Ensure appropriate staffing is in place to grow

	TD Banknorth	Hudson United
Deposits per Retail Employee	\$ 6.2MM	\$ 4.9MM

Estimated additional incentive spend:

Estimated base pay adjustment spend: \$5,000,000 - \$8,000,000

Estimated additional sales staff spend:

**Build Strong Brand and Name Awareness**

TD Banknorth successful track record

	<b>2002</b>	<b>2004</b>	<b>% Change</b>
Massachusetts Name Recognition	52.5%	76.3%	45%
Connecticut Name Recognition	18.4%	46.8%	154%
Total MA/CT Marketing Spend	\$ 3,200,000	\$ 4,050,000	26.5%

	Annual Pre-Tax Marketing Expense (1) as a Percentage of:	
	Assets	Deposits
M&T Bank	6.2bps	9.2bps
TD Banknorth	8.9	13.3
Commerce Bancorp	11.9	13.1
Mercantile Bankshares	5.8	7.8
Fulton Financial	6.2	8.8
Valley National	7.4	10.6
Webster Financial	7.9	12.7
Chittenden	5.7	6.9
Susquehanna	9.3	13.5
Provident Bankshares	14.3	24.9
First Commonwealth Financial	6.0	9.7
<b>Average</b>	<b>8.1bps</b>	<b>11.9bps</b>
Hudson United Bancorp	7.6bps	10.9bps
TD Banknorth	8.9bps	13.3bps

---

(1) *Most recent fiscal year reported.*

Incremental marketing expense increase scenarios:

13.3 bp of 12/04 deposits	\$	8,275,000
13.3 bp on \$10.2B deposit base	\$	13,500,000
(\$50MM average deposit base per branch, 204 branches)		

Incremental increase over 2004 marketing spend:	\$1,400,000 - \$6,600,000
---	---------------------------

Incremental increase over 3-yr average annual marketing spend:	\$3,000,000 - \$8,300,000
--	---------------------------

**Build on Commercial Success**

Core Hudson United Commercial Business

Strong management

Solid results

<b>Commercial loan outstanding balance growth</b>	
2002	5.4%
2003	16.3%
2004	5.5%

**Build on Commercial Success**

TD Banknorth proven track record of consistent commercial success

	<b>Commercial loan outstanding balance growth excluding acquisition impact</b>	<b>Commercial loan outstanding balance growth including acquisition impact</b>
2002	11.5%	18.4%
2003	10.4%	13.6%
2004	10.3%	15.5%

TD Banknorth commercial recruitment success:

26 experienced lenders added since January, 2003 to maximize market opportunity.

**Build on Specialty Business Success**

Private Label Credit Card

Strong management

Strong results

Insurance Premium Financing

Strong management

Strong results

**Enhance Retail Sales Culture**

Increase sales training

	<b>TD Banknorth 2004</b>	<b>Hudson United 2004</b>
Total training spend per Retail employee	\$ 1,350	\$ 1,110

Additional \$300,000 spend would even the training investment per Retail employee.

Establish sales goals

Establish supporting incentive plan, reward & recognition programs

Strengthen sales management, coaching skills, process

Track and monitor results



**Enhance Retail Sales Culture**

TD Banknorth successful track record

Connecticut Same Store Sales Growth

<b>Qtr 3 &amp; 4 2004 vs. Qtr 3 &amp; 4 2003</b>	
DDA Account Openings	12.7%
DDA Deposit Growth	53.5%
Consumer Loan Originations	10.0%
Small Business Loan Originations	50.9%

**Underscore Strong Customer Service**

TD Banknorth outperforms the competition as a whole on all touch points

**Touch Point Satisfaction (%8-10) - Customers v. All Non-customers**

[CHART]

[LOGO]

TD Banknorth's *Problem Resolution* efforts outperform those of our competitors

**Problem Resolution Feature High Scores (%8-10) - Customers v. Non-customers**

[CHART]

**Ensure Strong Regulatory Compliance**

TD Banknorth successful track record

TD Banknorth feels it is in satisfactory compliance with respect to Bank Secrecy ACT/Anti-Money Laundering as well as all other regulations

TD Banknorth transitional compliance oversight

Conduct testing for compliance with BSA/AML and CIP

Conduct quarterly testing for data integrity

Consult with Hudson United regarding scope and timing of other compliance testing

**Retail Investment**

Early thoughts on likely incremental investments to ensure success:

	<b>Annual Incremental Expense</b>
Marketing & Promotions	\$4,000,000-\$8,000,000
Base Pay Adjustments/Incentives/Staff Adds	\$5,000,000-\$8,000,000
Bricks & Mortar Improvements	\$1,000,000-\$3,000,000
TOTAL	\$10,000,000-\$19,000,000

**Hudson United Summary**

Hudson represents a significant market expansion opportunity;

TD Banknorth can improve and grow the Hudson franchise;

Hudson represents a low-risk transaction; and

A sound investment.

### **Additional Information about the Transaction**

*This presentation may be deemed to be solicitation material in respect of the proposed merger of TD Banknorth and Hudson United. In connection with the proposed transaction, a registration statement on Form S-4 will be filed with the SEC. **Shareholders of TD Banknorth and shareholders of Hudson United are encouraged to read the registration statement and any other relevant documents filed with the SEC, including the joint proxy statement/prospectus that will be part of the registration statement, because they will contain important information about the proposed merger.** The final joint proxy statement/prospectus will be mailed to shareholders of TD Banknorth and shareholders of Hudson United. Investors and security holders will be able to obtain the documents free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov), from TD Banknorth, Two Portland Square, P.O. Box 9540, Portland, Maine 04112-9540, Attention: Investor Relations, or from Hudson United, 1000 MacArthur Boulevard, Mahwah, New Jersey 07430, Attention: Investor Relations.*

*TD Banknorth, Hudson United and their respective directors and executive officers and other members of management and employees may be deemed to participate in the solicitation of proxies in respect of the proposed transaction. Information regarding TD Banknorth's directors and executive officers is available in TD Banknorth's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on April 20, 2005, and information regarding Hudson United's directors and executive officers is available in Hudson United's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on March 23, 2005. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.*

[LOGO]

[GRAPHIC]

**Commercial and  
Consumer Lending &  
Risk Management**

August 3, 2005

[GRAPHIC]

**Building on Strength**

**John Fridlington  
Chief Lending Officer  
Edward Schreiber**

**Chief Risk Officer**

[GRAPHIC]

---



**Note on Forward-Looking Information**

[LOGO]

*This presentation contains certain forward-looking statements with respect to the financial condition, results of operations and business of TD Banknorth. Words such as expect , feel , believe , will , may , anticipate , plan , estimate , intend , should and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to various factors which could cause actual results to differ materially from these estimates. These factors include, but are not limited, to, changes in general economic conditions, interest rates, deposit flows, loan demand, competition, legislation or regulation and accounting principles, policies or guidelines, as well as other economic, competitive, governmental, regulatory and accounting and technological factors affecting TD Banknorth s operations. In addition, acquisitions may result in large one-time charges to income, may not produce revenue enhancements or cost savings at levels or within time frames originally anticipated and may result in unforeseen integration difficulties. Investors are encouraged to access TD Banknorth s periodic reports filed with the Securities and Exchange Commission for financial and business information regarding TD Banknorth, including information which could affect TD Banknorth s forward-looking statements. TD Banknorth does not undertake any obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made.*

### **Lending Overview**

Nominal turnover in lending staff

Senior lending positions have extensive experience

Solid growth of the commercial portfolio

Sustained growth of the consumer portfolio

**Portfolio Information**

Average size loan relationship is approximately \$850 thousand

Number of borrowers: 17,767

Geographic distribution

MA and CT markets represent 56% of outstandings

Asset based lending & corporate lending

## **Loan Approval Process**

### **Non -Committee Approval**

Less than \$2.5 million - Signature Authority

\$2.5 million - \$7.5 million -Local Management Loan Committee

\$7.5 million - \$15 million - Senior Credit Committee

### **TD Banknorth Board Risk Committee Approval Limits**

No approval needed, just notification for 1 and 2 rated credits

\$20MM for 3,4,5 rated credits

\$15MM for 3,4,5 rated credits with significant policy exceptions

\$15MM for 6 rated credits

Any credit relationship exceeding hold limits

**TD Banknorth's House Hold Limits**

\$40 million for 1,2,3 rated credits

\$30 million for 4 rated credits

\$25 million for 5 rated credits

\$20 million for 6 rated credits

Overall aggregate hold limit of \$60 million

### **Top Relationships**

Twenty largest relationships

Asset range from \$54 million to \$24 million

Nonperforming

Top 15 range from \$4.4 million to \$719 thousand

Top industries

Services

Manufacturing durable and non-durable

Investment real estate: Office buildings and apartments

Construction

**Risk Management Organization at TD Banknorth**

Departments included in Risk Management are;

Loan Review

Audit

Compliance

Credit Administration

Appraisal

Retail Credit Risk

Portfolio Management & MIS

Treasury and Operational Risk

**Risk Management Overview (Credit)**

Seasoned Senior Credit Administration Staff

Independent of the Lending Staff

Staff is positioned throughout the footprint

Strong working relationship with the lending staff



**Portfolio Concentrations**

C & I	= 42% of outstandings & unfunded commitments
CRE Owner	= 22% of outstandings & unfunded commitments
CRE Investment	= 36% of outstandings & unfunded commitments

To assist in the management of concentrations, TD Banknorth has developed:

White Paper Process

Construction Data Base

Commercial Data Base

**Asset Quality at TD Banknorth**

Problem loan levels continue to remain stable

Watch Credit loan levels continue to show minor changes over the last year

Rate of downgrades within pass grades remains stable

## **Questions & Answers**

12

---