

TORONTO DOMINION BANK

Form 6-K

September 03, 2004

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of September, 2004

Commission File Number: 001-14446

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.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

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.

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

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SIGNATURES

EX-2.1: AGREEMENT AND PLAN OF MERGER

EX-10.1: STOCKHOLDERS AGREEMENT

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| 2.1 | Agreement and Plan of Merger, dated as of August 25, 2004, among The Toronto Dominion Bank, Berlin Merger Co., Banknorth Group, Inc. and Berlin Delaware Inc. |
| 10.1 | Stockholders Agreement, dated as of August 25, 2004, among Banknorth Group, Inc., Berlin Delaware Inc. and The Toronto Dominion Bank. |

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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

By: /s/ Christopher A. Montague
Name: Christopher A. Montague
Title: Executive Vice President and General
Counsel

Date: September 3, 2004