

TORONTO DOMINION BANK

Form 6-K

December 29, 2005

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**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 December, 2005.
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.

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.

Yes No

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

This Form 6-K is incorporated by reference into all outstanding Registration Statements of The Toronto-Dominion Bank and its affiliates filed with the U.S. Securities and Exchange Commission and the Private Placement Memoranda of Toronto Dominion Holdings (U.S.A.), Inc. dated February 24, 2005.

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EXHIBIT INDEX

SIGNATURES

EX-2.3: AMENDMENT NO. 2 TO AGREEMENT OF SALE AND PURCHASE

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.3 | Amendment No. 2 to Agreement of Sale and Purchase, dated as of December 23, 2005, between The Toronto Dominion Bank and Ameritrade Holding Corporation |

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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

DATE: December 29, 2005

By: /s/ Daniel A. Marinangeli

Name: Daniel A. Marinangeli

Title: Executive Vice President