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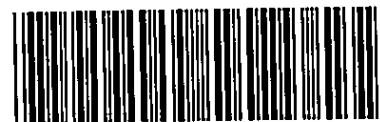
TD Bank Europe Limited

Report and Audited Financial Statements

31 October 2012

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COMPANIES HOUSE



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24/04/2013

#23

TD Bank Europe Limited

Registered No 2734652

Directors

B Smith (American)
M Lang (Canadian)
D Cerovic (Canadian)
B Wallace (British)
J Stewart (British)
S Nash (British)
E Merica (British)

Company Secretary

N Harrison (British)

Auditors

Ernst & Young LLP
1 More London Place
London SE1 2AF

Registered Office

60 Threadneedle Street
London
EC2R 8AP

Directors' report

The directors submit their report and audited financial statements for the year ended 31 October 2012

Results and dividends

TD Bank Europe Limited's ('the Bank') results for the year are shown in the statutory profit and loss account on page 8. The profit on ordinary activities after taxation for the year was £6,744,741 (2011 £8,540,568)

No redeemable preference dividends were declared or paid during the year (2011 £Nil). No dividend on ordinary shares was declared and none is proposed (2011 £Nil).

Principal activity and review of the business

The Bank, an authorised institution under The Financial Services and Markets Act 2000, carries on the business of corporate banking.

The key financial performance indicators during the year were as follows:

	2012 £'000	2011 £'000	Change %
Net interest income	9,602	10,881	(12)%
Operating profit	9,013	11,751	(23)%
Profit after tax	6,745	8,541	(21)%
Shareholder's funds	510,376	503,631	1%

Operating profit decreased by 23% in 2012 as a result of a net interest income decrease due primarily to a reduction in customer loans (12%), fair value losses on sale of loans and liquidity premium costs. Commission earned from the sale of bonds and treasury bills was transferred to TD Bank, London Branch effective 1 July 2012 so as to align UK Fixed Income business streams. This business is disclosed as a discontinued operation for TD Bank Europe Limited.

Principal risks and uncertainties

The financial risk management objectives and policies of the Bank are shown in Note 24 of the financial statements.

Future developments

During the year the Bank continued its strategy of lending to investment grade corporate clients. The Bank does not anticipate any changes in principal activity in the forthcoming year.

Going concern

The Bank's management has made a forward-looking assessment (of at least 12 months) of the Bank's ability to continue as a going concern and is satisfied that the Bank has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Bank's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

Events since the balance sheet date

The directors are not aware of any events subsequent to the year end that would materially affect the financial statements.

Directors and their interests

The directors of the Bank who served during the year and subsequently are as follows:

Directors' report

B Smith (American)	-	Managing Director and Chairman (appointed 21 January 2013)
A Bambawale (Canadian)	-	Managing Director and Chairman (resigned 14 January 2013)
M Lang (Canadian)	-	Director
P Dixon (British)	-	Director (resigned 14 September 2012)
D Cerovic (Canadian)	-	Director (appointed 24 September 2012)
B Wallace (British)	-	Director
J Stewart (British)	-	Director
S Nash (British)	-	Director (appointed 4 February 2013)
A Fong (Australian)	-	Director (resigned 5 April 2012)
E Merica (British)	-	Non-Executive Director

According to the register of directors, no director has any interests in the share capital of the Bank. The interests of the directors in the shares of The Toronto-Dominion Bank, the ultimate parent company, are as follows

	<i>At 1 November 2011</i>	<i>Additions/Disposals during the year</i>	<i>At 31 October 2012</i>
A Bambawale	22,932	4,827	27,759
M Lang	6,864	119	6,983
J Stewart	828	(382)	446
B Wallace	471	82	553
D Cerovic	-	214	214
	<u>31,094</u>	<u>4,860</u>	<u>35,955</u>

Basel II Pillar 3

The Bank has been granted a waiver by the FSA with respect to Basel II Pillar 3 disclosure requirements, as the ultimate parent undertaking produces consolidated Pillar 3 disclosures, which include specific company information. For further information on the following, please see the Toronto-Dominion Bank's group 2012 Annual Report (AR) and Supplemental Financial Information (SFI)

Credit Portfolio Quality	AR pages 40-52
Capital Position	AR pages 53-57
Managing Risk	AR pages 65-89
Quarterly Basel II Quantitative Disclosures	SFI pages 46-56

Remuneration disclosures can be found online at the TD Securities website

http://www.tdsecurities.com/tds/content/AU_RegulatoryDisclosure

The Bank does not have a trading book and, therefore, valuation adjustments are not required

Directors' report

Disclosure of information to the auditors

So far as each person who is a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditors to prepare their report, of which the auditors are unaware. Having made enquiries of fellow directors and the Bank's auditors, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Bank's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditor

In accordance with Section 485 of the Companies Act 2006 a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditor of the Bank.

On behalf of the board



D Cerovic
Director
20 February 2013

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Bank and of the profit or loss of the Bank for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Bank will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Bank's transactions and disclose with reasonable accuracy at any time the financial position of the Bank and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Bank and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report

to the members of TD Bank Europe Limited

We have audited the financial statements of TD Bank Europe Limited for the year ended 31 October 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 25. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Bank's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Bank's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Bank and the Bank's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Bank's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion

In our opinion the financial statements

- give a true and fair view of the state of the Bank's affairs as at 31 October 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

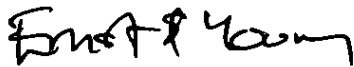
Independent auditor's report

to the members of TD Bank Europe Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Simon Michaelson (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

Date 21/2/13

Profit and loss account

for the year ended 31 October 2012

	Note	2012 £'000	2011 £'000
Interest receivable and similar income	2	16,150	18,772
Interest payable and similar charges	3	(6,548)	(7,891)
Net interest income		9,602	10,881
Fees and commissions receivable	4	3,758	3,252
Fees and commissions payable	5	(56)	(101)
Loss on facility transfer		(1,022)	–
Recovery of doubtful loan previously written off		–	120
Foreign exchange gain		311	399
Net income from continuing operations		2,991	3,670
Administrative expenses		(3,056)	(2,913)
Other operating income		899	450
Other operating expenses		(1,482)	(564)
Profit on ordinary activities before taxation from continuing operations	6	8,954	11,524
Discontinued operations			
Fees and commissions receivable	4	265	539
Foreign exchange loss		(4)	(7)
Net income from discontinued operations		261	532
Administrative expenses		(202)	(305)
Profit on ordinary activities before taxation from discontinued operations		59	227
Tax on profit on ordinary activities	9	(2,268)	(3,210)
Retained profit for the financial year	21	6,745	8,541

Profit for the financial year was derived from both continuing and discontinued operations

The notes on pages 11 to 31 form an integral part of the financial statements

Statement of total recognised gains and losses

for the year ended 31 October 2012

	<i>Note</i>	<i>2012</i> <i>£'000</i>	<i>2011</i> <i>£'000</i>
Profit for the financial year		<u>6,745</u>	<u>8,541</u>
Total recognised gains and losses relating to the year		6,745	8,541
Translation differences on non-Sterling share capital	21	<u>220</u>	<u>206</u>
Total gains and losses recognised since last annual report		<u>6,965</u>	<u>8,747</u>

The notes on pages 11 to 31 form an integral part of the financial statements

Balance sheet

at 31 October 2012

	Note	2012 £'000	2011 £'000
Assets			
Intangible fixed assets	10	166	259
Tangible fixed assets	11	22	26
Loans and advances to banks	12	125,056	394,960
Cash at central bank	13	299,724	151,640
Loans and advances to customers	14	344,410	437,882
Prepayments and accrued income	15	756	944
Other assets	16	16,476	277
Total assets		786,610	985,988
Liabilities			
Deposits by banks	17	140,836	406,078
Other deposits	18	112,784	65,349
Accruals and deferred income	19	21,478	9,232
Corporation tax payable		1,136	1,698
Total liabilities		276,234	482,357
Shareholder's funds			
Called up share capital	20	360,730	360,950
Profit and loss account	21	149,646	142,681
Total shareholder's funds	21	510,376	503,631
Total liabilities and shareholder's funds		786,610	985,988
Memorandum items			
Commitments	23	1,113,391	1,044,876

The financial statements were approved by the Board of Directors on 20 February 2013 and signed on their behalf by



D Cerovic

Director

The notes on pages 11 to 31 form an integral part of these financial statements

Notes to the financial statements

at 31 October 2012

1. Accounting policies

Basis of preparation

The financial statements of TD Bank Europe Limited were approved by the Board of Directors on 20 February 2013

These financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with the requirements of Schedule 9 of the Companies Act 2006 relating to banking companies, applicable Accounting Standards and Statements of Recommended Practice issued by the British Bankers Association

A summary of the accounting policies of the Bank is set out below

Fee income recognition

Loan origination fees are considered to be adjustments to loan yield and are deferred and amortised over the term of the loan. Commitment fees are amortised to other income over the commitment period when it is unlikely the commitment will be called upon, otherwise they are deferred and amortised over the term of the resulting loan. Loan syndication fees are recognised upon completion of the financing placement unless the yield on any loan retained by the Bank is less than that of other comparable lenders involved in the financing syndicate. In such cases, an appropriate portion of the fee is recognised as a yield adjustment over the term of the loan.

Commissions receivable

Commissions receivable arise from the sale of bonds and treasury bills in Europe. Commission income is accrued as it is earned.

Commissions payable

Where internal transfers of commission are made to other group companies in relation to the business of corporate lending, such amounts are recognised in full as fees payable upon completion of the transaction.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date arising from transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future. Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities are not discounted.

Loans and advances and provision for bad and doubtful debts

Loans and advances are stated at their fair value, net of provisions for losses on loans and advances and net of unearned income.

Provisions for losses on loans and advances are based on evaluation by the directors of their collectability. Specific provisions are raised against debts whose recovery has been identified as doubtful.

Estimates of losses on loans and advances require the exercise of judgement and the use of assumptions. The principal factors considered in determining the loan loss provision are the composition and quality of the loan portfolio, the ability of the individual borrowers to repay the loans, past performance of the individual loans, existence of overdue interest or principal repayments and, in the event of default, the value and adequacy of collateral/security.

Notes to the financial statements

at 31 October 2012

1. Accounting policies (continued)

Interest income recognition

Interest earned and paid is accounted for at amortised cost using the effective interest rate method. When a loan is classified as impaired, interest accruals cease and any interest previously accrued, but not yet received, is reversed against interest income. This treatment continues until, in the opinion of management, there is reasonable assurance as to the timely collection of the full amount of loan principal and interest.

Share-based compensation plans

The Bank operates a restricted share unit plan, which is offered to certain employees of the Bank. Under this plan, participants are awarded share units equivalent to the Bank's common shares that generally vest over four years. A liability is accrued by the Bank related to such share units awarded and an incentive compensation expense is recognised in the Profit and Loss Account over the vesting period.

Compensation expense for these plans is recorded in the year the incentive award is earned by the plan participant. Changes in the value of these plans are recorded in the Profit and Loss Account.

The Bank also offers deferred share unit plans to eligible employees. Under these plans, a portion of the participant's annual incentive award and/or maturing share units may be deferred as share units equivalent to TD Bank Group's common shares.

Foreign currencies

Net interest income, fees and commission receivable denominated in foreign currencies are translated into Sterling at average rates of exchange during the year.

For reporting purposes, monetary assets and liabilities (including share capital) denominated in currencies other than Sterling are translated into Sterling at spot rates of exchange prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in currencies other than Sterling are translated into Sterling at the spot rates of exchange at the date of transaction. Foreign exchange differences relating to the Bank's share capital are taken directly to profit and loss account reserves. Other foreign exchange gains or losses are dealt with through the profit and loss account as other operating income or expense.

Financial assets

Financial assets are recognised when the Bank becomes party to the contracts that give rise to them and are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or as available-for-sale financial assets, as appropriate. The Bank determines the classification of its financial assets at initial recognition and re-evaluates this designation at each financial year-end. When financial assets are recognised initially, they are measured at fair value, being the transaction price plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

All regular purchases and sales of financial assets are recognised on the trade date, being the date that the Bank commits to purchase or sell the asset. Regular transactions require delivery of assets within the timeframe generally established by regulation or convention in the market place. The subsequent measurement of financial assets depends on their classification, as follows:

Financial assets at fair value through profit or loss

Financial assets classified as held-for-trading and other assets designated as such on inception are included in this category. Financial assets are classified as held-for-trading if they are acquired for sale in the short term.

Notes to the financial statements

at 31 October 2012

1. Accounting policies (continued)

Financial assets (continued)

Derivatives are classified as held-for-trading. Assets are carried in the balance sheet at fair value with gains or losses recognised in the profit and loss account.

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Bank has the positive intention and ability to hold to maturity. Held-to-maturity investments are carried at amortised cost using the effective interest rate method.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that the Bank does not intend to sell immediately or in the near term and that are not quoted in an active market. Loans are accounted for at amortised cost, net of an allowance for loan losses and net of unearned income, which includes prepaid interest, loan origination fees, commitment fees, loan syndication fees, and unamortised discounts.

All purchased loans are initially measured at their fair value which reflects the expected credit losses estimated at the acquisition date. As a result, no allowance for credit losses is recorded on the date of acquisition. Subsequent to the acquisition date, the loans are accounted for at amortised cost. Expected cash flows at the acquisition date in excess of the fair value of loans are recorded as interest income over the life of the loans using the effective interest rate method if the timing and amount of the future cash flows is reasonably estimable. Subsequent increases in cash flows over those expected at the acquisition date are recognized as interest income using the effective interest rate method. Decreases in expected cash flows after the acquisition date are recognized by recording an allowance for credit losses.

Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets that are designated as such or are not classified in any of the three preceding categories.

Impairment of financial assets

The Bank assesses at each balance sheet date whether a financial asset or group of financial assets is impaired.

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced, with the amount of the loss recognised in administration costs.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the profit and loss account, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Derivative financial instruments and hedging

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair value of interest rate swap contracts is determined by reference to market values for similar instruments.

Notes to the financial statements

at 31 October 2012

1. Accounting policies (continued)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held-for-trading and financial liabilities designated upon initial recognition as at fair value through profit and loss

Financial liabilities are classified as held-for-trading if they are acquired for the purpose of selling in the short term. Derivatives, including separated embedded derivatives, are also classified as held-for-trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held-for-trading are recognised in profit or loss.

All of the Bank's financial liabilities, except those classified as trading, were recorded on an accruals basis.

Derecognition of financial assets and liabilities

A financial asset or liability is generally derecognised when the contract that gives rise to it expires or is settled, sold or cancelled.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

Fair value of financial assets and liabilities

For certain financial assets and financial liabilities that are short term in nature or contain variable rate features, fair value is based on the appropriate prevailing interest rates and/or credit curves. The fair value of loans and advances to banks, interest-bearing deposits by banks and customers' liability under acceptances are considered to be equal to carrying value.

The estimated fair value of loans reflects changes in interest rates which have occurred since the loans were originated and changes in the creditworthiness of individual borrowers. For fixed-rate performing loans, estimated fair value is determined by discounting the expected future cash flows related to these loans at market interest rates for loans with similar credit risks. The fair value of loans is not adjusted for the value of any credit protection the Bank has purchased to mitigate credit risk. For floating rate performing loans, changes in interest rates have minimal impact on fair value since loans reprice to market frequently. On that basis, in the absence of deterioration in credit, fair value is assumed to equal carrying value.

Intangible fixed assets

Intangible assets are amortised on a straight line basis over their estimated useful lives up to a maximum of 20 years. The carrying value of intangible assets is reviewed for impairment at the end of the first full year following acquisition and in other periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Computer software	3 years straight line
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Depreciation is charged from the relevant month in the year use commences.

Tangible fixed assets

Depreciation of tangible fixed assets is provided over estimated useful lives as follows:

Computer hardware	Straight line over applicable useful life
Furniture and fittings	15 years straight line

Depreciation is charged from the relevant month in the year use commences.

Notes to the financial statements

at 31 October 2012

1. Accounting policies (continued)

Pension costs

An external pension provider operates a defined contribution scheme on behalf of the Bank and payments made by the Bank are charged directly to the profit and loss account in the period to which they relate

Related party transactions

Under paragraph 3(c) of FRS 8 "Related Party Disclosures", the Bank has taken advantage of the exemptions permitted for related party transactions as a result of being a wholly owned subsidiary of a group, where the ultimate parent prepares consolidated financial statements which include the Bank and which are publicly available

Cash flow statement

The Bank has not produced a cash flow statement. In accordance with FRS 1 (revised 1996) "Cash Flow Statements", the Bank is claiming an exemption as the financial statements of its ultimate parent are publicly available

Segmental information

The sole class of business of the Bank during the year was corporate banking. The geographical segment from which the Bank's corporate banking income is predominantly generated is Europe

2. Interest receivable and similar income

	2012 £'000	2011 £'000
Interest receivable on loans and advances to customers	13,649	15,906
Interest receivable on loans and advances to ultimate parent undertaking	1,296	2,205
Interest receivable on loans and advances to other banks	1,145	661
Interest receivable on loans – group undertaking	60	–
	<u>16,150</u>	<u>18,772</u>

3. Interest payable and similar charges

	2012 £'000	2011 £'000
Interest payable on deposits by banks – ultimate parent undertaking	2,552	5,891
Interest payable on deposits by banks – immediate parent undertaking	–	6
Interest payable on deposits – fellow subsidiary undertaking	–	90
Interest payable on deposits – group undertaking	3,993	1,900
Interest payable on other assets	3	4
	<u>6,548</u>	<u>7,891</u>

Notes to the financial statements

at 31 October 2012

4. Fees and commissions receivable

	2012 £'000	2011 £'000
Commitment fees receivable on loans and advances to customers	1,936	1,994
Other fees receivable on loans and advances to customers	950	1,121
Commission income from ultimate parent undertaking on the sale of bonds	221	510
Commission income from ultimate parent undertaking on the sale of T-bills	44	29
Other fees receivable from ultimate parent undertaking	632	137
Other fees receivable from group undertaking	240	–
	<u>4,023</u>	<u>3,791</u>

Commission income from ultimate parent undertaking on the sale of bonds and T-bills is from discontinued operations

5. Fees and commissions payable

	2012 £'000	2011 £'000
Other fees payable from ultimate parent undertaking	<u>56</u>	<u>101</u>

6. Profit on ordinary activities before taxation

Operating profit is stated after charging

	2012 £'000	2011 £'000
Other amounts payable to ultimate parent undertaking	323	564
Auditor's remuneration - audit services	57	53
Amortisation on intangible fixed assets (Note 10)	203	129
Depreciation on tangible fixed assets (Note 11)	<u>5</u>	<u>5</u>

7. Directors' remuneration

	2012 £'000	2011 £'000
Emoluments	<u>30</u>	<u>30</u>

The executive directors receive no remuneration in respect of their services to the Bank. Although none of the Bank's directors is a director of the ultimate parent company, they receive remuneration in respect of their services to the group as a whole. No recharges have been made to the Bank relating to the remuneration of directors during the year (2011: £Nil).

No pension contributions under either a defined contribution or defined benefit scheme were accrued for any director in 2012 (2011: £Nil) in respect of their role with the Bank.

During the year, no director was advanced a loan (2011: £Nil) in respect of their role with the Bank.

Notes to the financial statements

at 31 October 2012

8. Employees

	2012 £'000	2011 £'000
Wages and salaries	2,188	2,078
Social security costs	227	171
Other pension costs	57	90
	<u>2,472</u>	<u>2,339</u>

The average monthly number of employees during the year was as follows

	2012 No	2011 No
Front office	6	7
Support staff	<u>2</u>	<u>2</u>
	<u>8</u>	<u>9</u>

9. Taxation

	2012 £'000	2011 £'000
Current tax		
UK Corporation tax on profits for the year	2,277	3,234
Adjustments in respect of prior periods	<u>1</u>	<u>38</u>
Total current tax charge	<u>2,278</u>	<u>3,272</u>
Deferred tax		
Change in opening deferred tax resulting from reduction in tax rates	12	10
Origination and reversal of timing differences	(37)	(73)
Adjustments in respect of prior periods	<u>15</u>	<u>1</u>
Tax on profit on ordinary activities	<u>2,268</u>	<u>3,210</u>
	2012 £'000	2011 £'000
Deferred tax asset		
At 1 November	134	72
Change in opening deferred tax resulting from reduction in tax rates	(12)	(10)
Arising in the year	<u>22</u>	<u>72</u>
At 31 October	<u>144</u>	<u>134</u>

Notes to the financial statements

at 31 October 2012

9. Taxation (continued)

The Finance Bill 2012 was substantively enacted on 3rd July 2012. The reduction to the standard rate of corporation tax from 24% to 23% will be effective from 1 April 2013. Accordingly the deferred tax balances at 31st October 2012 have been stated at 23%. In December 2012, the Chancellor announced a further reduction in the main rate of corporation tax to 21% effective April 2014, over and above the 1% reduction previously announced. These additional changes will be enacted separately each year. The maximum effect on deferred tax of the reduction in the UK corporation tax rate to 21% is expected to be £12,527.

The tax assessed for the year is lower than the hybrid rate applying in the UK (24.83%). The differences are explained below:

	2012 £'000	2011 £'000
Profit on ordinary activities before tax	9,013	11,751
Profit on ordinary activities multiplied by hybrid rate in the UK of 24.83% (2011: 26.83%)	2,238	3,153
Effects of:		
Expenses not deductible for tax purposes	2	9
Timing differences	37	72
Adjustments to tax charge in respect of prior periods	1	38
Tax charge for current year	2,278	3,272

10. Intangible fixed assets

	<i>Development Expenditure £'000</i>
Cost	
As at 1 November 2011	388
Additions during the year	110
At 31 October 2012	498
Amortisation	
As at 1 November 2011	(129)
Charge for the year	(203)
At 31 October 2012	(332)
Net book value at 31 October 2012	166
Net book value at 31 October 2011	259

Notes to the financial statements

at 31 October 2012

11. Tangible fixed assets

	<i>Computer hardware £'000</i>	<i>Furniture and fittings £'000</i>	<i>Total £'000</i>
Cost			
At 1 November 2011	15	18	33
Additions during the year	–	1	1
At 31 October 2012	<u>15</u>	<u>19</u>	<u>34</u>
Accumulated depreciation			
At 1 November 2011	(4)	(3)	(7)
Charge for the year	(4)	(1)	(5)
At 31 October 2012	<u>(8)</u>	<u>(4)</u>	<u>(12)</u>
Net book value at 31 October 2012	<u>7</u>	<u>15</u>	<u>22</u>
Net book value at 31 October 2011	<u>11</u>	<u>15</u>	<u>26</u>

12. Loans and advances to banks

	<i>2012 £'000</i>	<i>2011 £'000</i>
Remaining maturity		
3 months or less, but not repayable on demand	103,169	375,716
Repayable on demand	<u>21,887</u>	<u>19,244</u>
	<u>125,056</u>	<u>394,960</u>

Included in loans and advances to banks are amounts owed by ultimate parent undertaking of £125,056,096 (2011 £394,959,974), of which £21,886,834 (2011 £19,243,974) is repayable on demand. Amounts repayable on demand are non-interest bearing.

13. Cash at central bank

	<i>2012 £'000</i>	<i>2011 £'000</i>
Remaining maturity		
Repayable on demand	<u>299,724</u>	<u>151,640</u>

Included in loans and advances to central banks are amounts held with the Bank of England of £299,723,540 (2011 £151,639,579). This deposit is considered a permissible investment for the Bank as set out by the FSA's BIPRU 12 Liquidity standards within the prudential sourcebook for Banks, Building Societies and Investment firms.

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at 31 October 2012

14. Loans and advances to customers

	2012 £'000	2011 £'000
<i>Remaining maturity</i>		
Over 5 years	6,442	16,265
5 years or less, but over 1 year	195,558	318,027
1 year or less, but over 3 months	110,251	87,834
3 months or less, but not repayable on demand	32,159	15,756
	<u>344,410</u>	<u>437,882</u>

15. Prepayments and accrued income

	2012 £'000	2011 £'000
Accrued interest receivable on loans to customers	473	683
Customer loan fees receivable	283	261
	<u>756</u>	<u>944</u>

Amounts receivable are not repayable on demand and are non-interest bearing

16. Other assets

	2012 £'000	2011 £'000
Amounts receivable from ultimate parent undertaking	16,091	143
Amounts receivable from group undertaking	241	–
Deferred tax asset (Note 9)	144	134
	<u>16,476</u>	<u>277</u>

Amounts receivable from ultimate parent undertaking are repayable on demand and are non-interest bearing

17. Deposits by banks

	2012 £'000	2011 £'000
<i>Remaining maturity</i>		
3 months or less, but not repayable on demand	140,734	394,193
Repayable on demand	102	11,885
	<u>140,836</u>	<u>406,078</u>

Amounts repayable on demand are non-interest bearing

Notes to the financial statements

at 31 October 2012

18. Other deposits

	2012 £'000	2011 £'000
Other deposits from group undertaking	<u>112,784</u>	<u>65,349</u>

Other deposits from group undertaking are interest bearing

19. Accruals and deferred income

	2012 £'000	2011 £'000
Amounts payable to immediate parent undertaking	8	8
Amounts payable to ultimate parent undertaking	15,950	669
Amounts payable to other group companies	206	172
Other accruals and deferred income	<u>5,314</u>	<u>8,383</u>
	<u>21,478</u>	<u>9,232</u>

Amounts payable to immediate parent undertaking, ultimate parent undertaking and other group companies are repayable on demand and are non-interest bearing

20. Share capital

	2012	2011
Authorised		
	US\$000	US\$000
100,000,000 (2011 100,000,000) ordinary shares of US\$1 each	100,000	100,000
500,000,000 (2011 500,000,000) redeemable preference shares of US\$1 each	<u>500,000</u>	<u>500,000</u>
	<u>600,000</u>	<u>600,000</u>
	£'000	£'000
500,000,000 (2011 500,000,000) redeemable preference shares of £1 each	<u>500,000</u>	<u>500,000</u>
Allotted, called-up and fully paid		
	US\$000	US\$000
40,000,000 (2011 40,000,000) ordinary shares of US\$1 each	40,000	40,000
56,663,750 (2011 56,663,750) redeemable preference shares of US\$1 each	<u>56,664</u>	<u>56,664</u>
	<u>96,664</u>	<u>96,664</u>
	£'000	£'000
GBP equivalent of USD-denominated share capital @ 1 6137 (2011 1 6078)	59,902	60,122
300,827,500 (2011 300,827,500) redeemable preference shares of £1 each	<u>300,828</u>	<u>300,828</u>
Called-up share capital	<u>360,730</u>	<u>360,950</u>

Notes to the financial statements

at 31 October 2012

20. Share capital (continued)

All redeemable preference shares (both £ and US\$) are redeemable at par on 31 October 2026 (or earlier if the directors so resolve)

In the event that it is resolved to distribute, by way of dividend, all or part of the profits, the holder of the redeemable preference shares (both £ and US\$) has the right to receive a variable non-cumulative preferential dividend at such rate to be determined by the issuer

The redeemable preference shares (both £ and US\$) have attached to them the same rights regarding voting and payment on a winding up as are attached to ordinary shares

Capital management

The primary objectives of the Bank's capital management are to ensure that the Bank complies with externally imposed capital requirements and that the Bank maintains healthy capital ratios in order to support its business and maximise shareholder value. The Bank will make adjustments to its capital in light of changes in economic conditions and the risk characteristics of its activities. The Bank continues to hold sufficient capital levels to ensure that flexibility is maintained in its operations. No changes were made in the objectives, policies or processes during the years ended 31 October 2012 and 31 October 2011.

The Group Treasury and Balance Sheet Management function is responsible for managing capital for the Group and for acquiring, maintaining and retiring capital, with oversight from the ultimate parent, namely the Toronto-Dominion Bank's Board of Directors.

Regulatory capital

	2012 £'000	2011 £'000
Tier 1 capital	348,250	335,120
Tier 2 capital	161,056	168,511
	<u>509,306</u>	<u>503,631</u>
Capital required	<u>135,176</u>	<u>153,817</u>

Regulatory capital consists of Tier 1 capital, which comprises share capital and retained earnings including current year profit. A proportion of the redeemable preference share capital (both £ and US\$) is eligible for inclusion in Tier 1 capital. The other component of regulatory capital is Tier 2 capital, which includes preference shares, being the excess on limits for innovative Tier 1 instruments.

Notes to the financial statements

at 31 October 2012

21. Reconciliation and analysis of shareholder's funds

Year ended 31 October 2012

	<i>Profit and loss account £'000</i>	<i>Ordinary share capital £'000</i>	<i>Preference shares (equity) £'000</i>	<i>Shareholder's funds £'000</i>
At 1 November 2011	142,681	24,879	336,071	503,631
Foreign exchange gain on opening share capital	220	(91)	(129)	—
Profit for the financial year	6,745	—	—	6,745
At 31 October 2012	<u>149,646</u>	<u>24,788</u>	<u>335,942</u>	<u>510,376</u>

Year ended 31 October 2011

	<i>Profit and loss account £'000</i>	<i>Ordinary share capital £'000</i>	<i>Preference shares (equity) £'000</i>	<i>Shareholder's funds £'000</i>
At 1 November 2010	133,934	24,964	336,192	495,090
Foreign exchange gain on opening share capital	206	(85)	(121)	—
Profit for the financial year	8,541	—	—	8,541
At 31 October 2011	<u>142,681</u>	<u>24,879</u>	<u>336,071</u>	<u>503,631</u>

Notes to the financial statements

at 31 October 2012

22. Share-based payments

The Bank operates a restricted share unit plan which is offered to certain employees. Under this plan, participants are awarded share units equivalent to TD Bank Group's ("TDBG") common shares that generally vest over four years, providing the employees have remained continuously employed by the group for this period. The number of units granted is determined using the closing share price on the TSX on the trading day preceding the grant date.

Beginning with units granted in December 2009, the Human Resources Committee ("HRC") of the Board of TDBG has the discretion to adjust the number of units within a 20% range at maturity at the plan or individual level based on a review of the risks taken to achieve business results over the life of the award. Share units are subject to a claw back in the event of a material misrepresentation resulting in the restatement of financial results or a material error, within a 36 month retrospective period. In the event of a material misrepresentation or error, the committee will determine the extent of the claw back based on the specific circumstances.

At the maturity date, the participant receives cash representing the value of the share units, unless the employee previously elected to defer them into deferred share units. Any dividends earned over the period will be re-invested in additional units that will be paid at maturity. Redemption proceeds are paid within 60 days of maturity, net of statutory withholdings, and are taxed as employment income. The redemption value of units can be reduced by the HRC in unusual circumstances.

A liability is accrued by the Bank related to such share units awarded and an incentive compensation expense is recognised in the profit and loss account over the vesting period. Compensation expense for these plans is recorded in the year the incentive award is earned by the plan participant. Changes in the value of these plans are recorded in the profit and loss account. For the year ended 31 October 2012, the Bank recognised compensation expense for these plans of £294,470 (2011: £347,454).

	2012	2011
	<i>No. of units</i>	<i>No. of units</i>
Outstanding at 1 November	16,729	15,290
Granted during the year	6,990	6,943
Transfers out during the year	(4,997)	(3,353)
Released during the year	(5,224)	(2,151)
Outstanding at 31 October	<u>13,498</u>	<u>16,729</u>

TDBG share price at 31 October 2012 was C\$81.23 (2011: C\$75.23). The CAD/GBP exchange rate at 31 October 2012 was 1.6121 (2011: 1.6025).

Notes to the financial statements

at 31 October 2012

23. Commitments

In the normal course of business the Bank enters into various contractual commitments. These commitments consist of the following types at 31 October

	2012			2011		
	<i>Undrawn facilities £'000</i>	<i>Letters of credit £'000</i>	<i>Total commitments £'000</i>	<i>Undrawn facilities £'000</i>	<i>Letters of credit £'000</i>	<i>Total commitments £'000</i>
1 year and over	1,079,725	1,372	1,081,097	1,033,786	1,247	1,035,033
Less than 1 year	32,294	–	32,294	9,843	–	9,843
	<u>1,112,019</u>	<u>1,372</u>	<u>1,113,391</u>	<u>1,043,629</u>	<u>1,247</u>	<u>1,044,876</u>

The Bank's undrawn facilities and letters of credit are contractual amounts that commit the Bank to extend credit to customers

24. Risk management

Objectives, policies and strategies

The principal financial risks faced by the Bank are credit risk, interest rate risk, liquidity risk and foreign currency risk. A description of the significant risks associated with the Bank's activities is provided below.

The Bank has a formal board-approved structure for managing risk, including established risk limits, reporting lines, mandates and other control procedures.

Risk management structure

The Board of Directors is ultimately responsible for identifying and controlling risks; there are, however, separate independent bodies responsible for managing and monitoring risks.

Risk committee

The Risk Committee of the ultimate parent undertaking has the overall responsibility for the development of group risk strategy and implementation principles, frameworks, policies and limits. It is responsible for the fundamental risk issues and manages and monitors relevant risk decisions.

Risk management

The Bank reports to the Group Risk Management Department of the ultimate parent undertaking, which is responsible for implementing and maintaining risk-related procedures to ensure an independent control process and for monitoring compliance with risk principles, policies and limits across the Bank. This unit also ensures the complete capture of the risks in risk measurement and reporting systems.

Treasury

The Finance Department of the Bank is responsible for managing the Bank's assets and liabilities and the overall financial structure. It is also primarily responsible for funding and managing the liquidity risks of the Bank.

Internal audit

Using a risk-based approach, risk management processes throughout the Bank are audited on a periodic basis by the Internal Audit Department of the ultimate parent undertaking, which examines both the adequacy of the procedures and the Bank's compliance with the procedures. Internal Audit discusses the results of all assessments with management and reports its findings and recommendations to the Audit Committee.

Notes to the financial statements

at 31 October 2012

24 Risk management (continued)

Risk measurement and reporting systems

Monitoring and controlling risk is primarily performed based on limits established by the Bank. These limits reflect the business strategy and market environment in which the Bank operates as well as the level of risk that the Bank is willing to accept. In addition, the Bank monitors and measures the overall risk-bearing capacity in relation to the aggregate risk exposure across all risk types and activities.

Information compiled from daily operations is examined and processed in order to analyse, control and identify risks. This information is presented and shared among the Board of Directors and the Bank's senior management. The reporting includes aggregate credit exposure, hold-limits exceptions and risk profile changes.

Risk mitigation

As part of its overall risk management, the Bank, from time to time, uses derivatives and other instruments to manage exposures resulting from changes in interest rates, foreign currencies, equity risks, credit risks, and exposures arising from forecast transactions.

The risk profile is assessed before entering into derivative transactions, which are authorised by the appropriate level of seniority within the Bank. The derivative positions are monitored by the ultimate parent undertaking.

Credit risk

Credit risk is the risk that the Bank will incur a loss because its counterparties fail to discharge their contractual obligations. The Bank manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and by monitoring exposures in relation to such limits. Counterparty limits are established by the use of a credit risk classification system, managed by the Group Risk Management Department of the ultimate parent undertaking, which assigns each counterparty a risk rating. Risk ratings are subject to regular review and revision.

The Bank's maximum exposure to credit risk, excluding the value of collateral, is generally reflected in the carrying amounts of financial assets on the balance sheet.

Gross maximum credit risk exposure

The following table presents the maximum amount of additional funds that the Bank could be obligated to extend, before taking into account any collateral held or other credit enhancements.

	2012 £'000	2011 £'000
Loans and advances to customers including all contractual commitments, maturing		
- 1 year and over	1,283,098	1,369,325
- Less than 1 year	174,703	113,433
	<u>1,457,801</u>	<u>1,482,758</u>
Loans and advances to banks	424,780	546,600
Other assets	17,232	1,221
Total credit exposure	<u>1,899,813</u>	<u>2,030,579</u>

Credit risk for off-balance sheet financial instruments is defined as the possibility of sustaining a loss as the result of another party to a financial instrument failing to perform in accordance with the terms of the contract. The Bank uses the same credit policies in making conditional obligations as it does for on-balance sheet financial instruments through established credit approval, risk control limits and monitoring procedures.

Notes to the financial statements

at 31 October 2012

24. Risk management (continued)

Credit risk (continued)

Concentration of credit risk exists where a number of borrowers or counterparties are engaged in similar activities, are located in the same geographic area or have comparable economic characteristics. Their ability to meet contractual obligations may be similarly affected by changing economic, political or other conditions.

The Bank's target market is principally borrowers domiciled in the UK and Europe, although the Bank also has exposure to borrowers domiciled in Australia, United States and Canada.

Exposure to certain banks is also incurred, primarily for liquidity purposes.

The Bank's intention is to maintain a diversified portfolio of exposure by industry segment. No specific limits apply for aggregate exposure to counterparties operating in individual industries. The Bank uses an internal system, however, whereby individual industry segments are classified under risk rating grades and it monitors its individual industry exposures to ensure that there is no over-concentration of exposure in individual industry sectors or shift in the overall portfolio into the higher risk categories.

In order to avoid excessive concentrations of risk, the Bank's policy and procedures include specific guidelines to focus on maintaining a diversified portfolio and undertaking detailed credit checks before a customer is accepted. Identified concentrations of credit risk are controlled and managed accordingly.

The credit quality of financial assets is managed by the Bank using a combination of external credit ratings agencies and internal rating methods to establish whether loans and advances are rated as either investment grade or non-investment grade. The table below shows the credit quality by class of financial instruments.

At 31 October 2012

	<i>Investment grade £'000</i>	<i>Non- investment grade £'000</i>	<i>Un- rated £'000</i>	<i>Total £'000</i>
Loans and advances to banks	424,780	–	–	424,780
Loans and advances to customers	220,512	1,518	122,380	344,410
	<u>645,292</u>	<u>1,518</u>	<u>122,380</u>	<u>769,190</u>

At 31 October 2011

	<i>Investment grade £'000</i>	<i>Non- investment grade £'000</i>	<i>Un- rated £'000</i>	<i>Total £'000</i>
Loans and advances to banks	546,600	–	–	546,600
Loans and advances to customers	272,608	10,937	154,337	437,882
	<u>819,208</u>	<u>10,937</u>	<u>154,337</u>	<u>984,482</u>

There are no financial assets which are past due.

Notes to the financial statements

at 31 October 2012

24. Risk management (continued)

Credit risk (continued)

The Bank's portfolio could be sensitive to changing conditions in particular geographic regions. Although all corporate banking revenue is generated in Europe, the geographic areas of ultimate risk, which equalled or exceeded 5% of the total concentration of total loans and advances to customers, were as follows at 31 October

	2012				2011			
	<i>Loans and advances to</i>		<i>Banks</i>		<i>Loans and advances to</i>		<i>Banks</i>	
	<i>Customers</i>				<i>Customers</i>			
	£'000	%	£'000	%	£'000	%	£'000	%
Canada	104,470	31%	125,056	29%	102,302	23%	394,960	72%
Australia	79,266	23%	-	-	163,090	37%	-	-
Germany	63,337	18%	-	-	-	-	-	-
United States	34,770	10%	-	-	43,891	10%	-	-
Switzerland	30,984	9%	-	-	24,879	6%	-	-
United Kingdom	17,346	5%	299,724	71%	27,638	6%	151,640	28%
Belgium	-	-	-	-	56,077	13%	-	-
Other International ¹	14,237	4%	-	-	20,005	5%	-	-
	<u>344,410</u>	<u>100%</u>	<u>424,780</u>	<u>100%</u>	<u>437,882</u>	<u>100%</u>	<u>546,600</u>	<u>100%</u>

¹ Other International includes countries where the exposure is less than 5% of the loans and advances to both customers and banks in both the current and prior years

Of the total commitments and loans and advances to customers, industry segments which equalled or exceeded 5% of the total concentration were as follows at 31 October

	2012				2011			
	<i>Drawn Loans</i>		<i>Undrawn Commitments</i>		<i>Drawn Loans</i>		<i>Undrawn Commitments</i>	
	£'000	%	£'000	%	£'000	%	£'000	%
Real Estate	100,000	30%	-	-	113,600	26%	13,278	1%
Conglomerates	63,144	18%	-	-	24,879	6%	32,809	3%
Utilities	44,327	13%	105,330	9%	50,967	12%	102,292	10%
Chemical	40,473	12%	72,291	6%	-	-	77,442	7%
Automotive	32,159	9%	163,524	15%	-	-	180,095	18%
Food, beverage & tobacco	25,475	7%	139,672	13%	97,066	22%	138,502	13%
Transportation	19,902	6%	118,053	11%	28,928	7%	110,326	11%
Mining	-	-	170,827	15%	-	-	171,455	17%
Telecommunications	-	-	110,736	10%	-	-	115,485	11%
Media & Entertainment	15,498	4%	98,867	9%	24,023	5%	98,511	9%
Manufacturing & Wholesale	-	-	97,865	9%	-	-	-	-
Pipelines	-	-	-	-	49,868	11%	-	-
Other Industries ²	3,432	1%	36,225	3%	48,551	11%	4,681	-
	<u>344,410</u>	<u>100%</u>	<u>1,113,391</u>	<u>100%</u>	<u>437,882</u>	<u>100%</u>	<u>1,044,876</u>	<u>100%</u>

² Other Industries includes industry segments where the exposure is less than 5% of both the drawn loans and the total commitments in both the current and prior years

Notes to the financial statements

at 31 October 2012

24. Risk management (continued)

Interest rate risk

The following table sets out the carrying amount by maturity of the Bank's financial instruments that are exposed to interest rate risks

At 31 October 2012

	<i>Within 1 year £000</i>	<i>1 to 2 years £000</i>	<i>2 to 3 years £000</i>	<i>3 to 4 years £000</i>	<i>4 to 5 years £000</i>	<i>More than 5 years £000</i>	<i>Total £000</i>
<i>Floating rate</i>							
Loans and advances to banks	424,780	—	—	—	—	—	424,780
Loans and advances to customers	344,410	—	—	—	—	—	344,410
Deposits by banks	(140,836)	—	—	—	—	—	(140,836)
Other deposits	(112,784)	—	—	—	—	—	(112,784)
	<u>515,569</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>515,569</u>
<i>Interest rate sensitivity gap</i>	515,569	—	—	—	—	—	515,569
Off balance sheet items	32,293	74,788	260,390	461,616	284,305	—	1,113,391
<i>Cumulative interest rate sensitivity gap</i>	<u>547,863</u>	<u>74,788</u>	<u>260,390</u>	<u>461,616</u>	<u>284,305</u>	<u>0</u>	<u>1,628,961</u>

At 31 October 2011

	<i>Within 1 year £000</i>	<i>1 to 2 years £000</i>	<i>2 to 3 years £000</i>	<i>3 to 4 years £000</i>	<i>4 to 5 years £000</i>	<i>More than 5 years £000</i>	<i>Total £000</i>
<i>Floating rate</i>							
Loans and advances to banks	546,600	—	—	—	—	—	546,600
Loans and advances to customers	437,882	—	—	—	—	—	437,882
Deposits by banks	(406,078)	—	—	—	—	—	(406,078)
Other deposits	(65,349)	—	—	—	—	—	(65,349)
	<u>513,055</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>513,055</u>
<i>Interest rate sensitivity gap</i>	513,055	—	—	—	—	—	513,055
Off balance sheet items	9,843	—	183,764	—	835,019	16,250	1,044,876
<i>Cumulative interest rate sensitivity gap</i>	<u>522,898</u>	<u>—</u>	<u>183,764</u>	<u>0</u>	<u>835,019</u>	<u>16,250</u>	<u>1,557,931</u>

Interest on financial instruments classified as floating rate is re-priced at intervals of less than one year

Notes to the financial statements

at 31 October 2012

24. Risk management (continued)

Interest rate risk (continued)

Interest on financial instruments classified as fixed rate is fixed until the maturity of the instrument. The other financial instruments of the Bank that are not included in the above tables are non-interest bearing and therefore not subject to interest rate risk.

The following table demonstrates the sensitivity of floating rate assets and liabilities to a reasonably possible change in the interest rate with all other variables held constant, to the Bank's profit before tax. This table discloses absolute values for the potential interest rate movements.

		2012		2011	
		Increase/ decrease in LIBOR rate	£'000	Increase/ decrease in LIBOR rate	£'000
Assets	Loans to banks	+/-5%	122	+/-5%	143
	Loans to customers	+/-5%	453	+/-5%	544
	Other Loans	+/-5%	3	+/-5%	–
Liabilities	Deposits by banks	+/-5%	128	+/-5%	295
	Other Deposits	+/-5%	200	+/-5%	100

Liquidity risk

The Bank's liquidity policy is to maintain sufficient liquid resources to cover cash flow imbalances and fluctuations in funding, to retain full public confidence in the solvency of the Bank and to enable the Bank to meet its financial obligations. This is achieved through maintaining a prudent level of liquid assets and through management control of the growth of the business. The maturity profile of the Bank's assets and liabilities, based on contract maturity date or earliest available date on which repayment can be demanded where relevant, is set out in Notes 12 to 19.

Foreign currency risk

The Bank uses matched funding with the ultimate parent undertaking to finance its business activities. It funds its business activities in the respective currency, thus minimising foreign currency exposure.

Foreign currency and interest rate exposures of the Bank were as follows:

At 31 October 2012

	Financial Assets			Financial Liabilities			Net financial assets £'000
	Floating interest rate £'000	Fixed interest rate £'000	Non- interest bearing £'000	Floating interest rate £'000	Fixed interest rate £'000	Non- interest bearing £'000	
Sterling	519,403	–	15,959	(22,380)	–	(453,079)	59,903
Australian Dollars	125,942	–	–	(112,784)	–	(13,158)	–
US Dollars	92,052	–	12	(90,520)	–	(61,445)	(59,901)
Euro	26,796	–	166	(25,852)	–	(1,110)	–
Canadian Dollars	3,487	–	526	(2,084)	–	(1,931)	(2)
New Zealand Dollars	1,510	–	–	–	–	(1,510)	–
	<u>769,190</u>	<u>–</u>	<u>16,663</u>	<u>(253,620)</u>	<u>–</u>	<u>(532,233)</u>	<u>–</u>

Notes to the financial statements

at 31 October 2012

24. Risk management (continued)

Foreign currency risk (continued)

At 31 October 2011

	<i>Financial Assets</i>			<i>Financial Liabilities</i>			
	<i>Floating interest rate £'000</i>	<i>Fixed interest rate £'000</i>	<i>Non- interest bearing £'000</i>	<i>Floating interest rate £'000</i>	<i>Fixed interest rate £'000</i>	<i>Non- interest bearing £'000</i>	<i>Net financial assets £'000</i>
Sterling	677,925	–	152	(182,737)	–	(435,219)	60,121
Australian Dollars	162,448	–	–	(151,307)	–	(11,141)	–
US Dollars	86,023	–	–	(83,770)	–	(62,374)	(60,121)
Euro	52,075	–	259	(50,281)	–	(2,053)	–
Canadian Dollars	4,358	–	137	(3,332)	–	(1,163)	–
New Zealand Dollars	1,653	–	–	–	–	(1,653)	–
	<u>984,482</u>	<u>–</u>	<u>548</u>	<u>(471,427)</u>	<u>–</u>	<u>(513,603)</u>	<u>–</u>

The following table demonstrates the sensitivity to a reasonably possible change in the Sterling exchange rate against the US Dollar, Canadian Dollar, Australian Dollar, New Zealand Dollar and Euro exchange rates, with all other variables held constant, to the Bank's profit before tax and the Bank's equity. This table discloses absolute values for the potential exchange rate movements at 31 October

		2012		2011	
	<i>Increase/ Decrease</i>	<i>Equity £000</i>	<i>PBT £000</i>	<i>Equity £000</i>	<i>PBT £000</i>
Australian Dollars	+/-10%	–	470	–	653
Canadian Dollars	+/-10%	–	89	–	157
US Dollars	+/-10%	6	80	6	55
Euro	+/-10%	–	25	–	33
New Zealand Dollars	+/-10%	–	14	–	123

25. Ultimate parent undertaking and controlling party

The immediate parent company and the parent undertaking of the smallest group of which the Bank forms part of is Toronto Dominion Investments BV, which is incorporated in the Netherlands. Copies of the immediate parent's financial statements may be obtained from 60 Threadneedle Street, London, EC2R 8AP, UK.

The Bank's ultimate parent undertaking, controlling party and the parent of the largest group to consolidate the financial statements of the Bank is The Toronto-Dominion Bank, which is incorporated in Canada. Copies of The Toronto-Dominion Bank's group financial statements may be obtained from Finance Control Division, The Toronto Dominion Bank, PO Box 1, Toronto-Dominion Centre, King St W and Bay St, Toronto, Ontario M5K 1A2, Canada. Copies of the group financial statements may also be obtained online at www.td.com