

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, ONTARIO, QUEBEC,  
NOVA SCOTIA AND NEWFOUNDLAND**

**AND**

**IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF  
APPLICATIONS**

**AND**

**IN THE MATTER OF  
TD FINANCE LTD.**

**MRRS DECISION DOCUMENT**

**WHEREAS** the local securities regulatory authority or regulator (the **ADecision Maker@**) in each of British Columbia, Alberta, Ontario, Quebec, Saskatchewan, Nova Scotia and Newfoundland, (the **AJurisdictions@**) has received an application from TD Finance Ltd. (the **AFiler@**) for a decision under the securities legislation of the Jurisdictions (the **ALegislation@**) that the Filer be deemed to have ceased to be a reporting issuer in the Jurisdictions;

**AND WHEREAS** pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the **ASystem@**), the Ontario Securities Commission is the principal regulator for this application;

**AND WHEREAS** the Filer has represented to the Decision Makers that:

1. The Filer is incorporated under the *Canada Business Corporations Act* and its head office is located in Toronto, Ontario.
2. The Filer is a reporting issuer in each of the Jurisdictions.
3. The Filer is not in default of any of its obligations as a reporting issuer under the Legislation.

4. The Filer's authorized capital consists of an unlimited number of voting common shares and an unlimited number of cumulative, non-voting preference shares. The Filer currently has 100 common shares issued and outstanding and no preference shares issued and outstanding.
5. The Toronto-Dominion Bank is the sole registered security holder and there are no securities, including debt securities, currently issued and outstanding other than the common shares.
6. Securities of the Filer have been delisted from The Toronto Stock Exchange, the Montreal Exchange and the Alberta Stock Exchange, and are no longer available for trading on any stock exchange or organized market.
7. The Filer does not intend to seek public financing by way of an offering to the public.

**AND WHEREAS** under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the **ADecision@**);

**AND WHEREAS** each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

**THE DECISION** of the Decision Makers under the Legislation is that the Filer be deemed to have ceased to be a reporting issuer in each of the Jurisdictions.

**DATED** this 10th day of November, 2000.

          **ADoriginally signed by@**

John Hughes,  
Manager, Continuous Disclosure

## **Headnote**

Mutual Reliance Review System for Exemptive Relief Applications - Issuer has only one security holder  
- issuer deemed to have ceased being a reporting issuer.

## **Applicable Ontario Statutory Provisions**

*Securities Act*, R.S.O. 1990, c.S.5, as am. s. 83.

W:\JSAXBY\MRRS-DEC\TD Financial.doc