

May 20, 2022

Adam Cohen, Esq.
Simpson Thacher & Bartlett LLP
900 G Street, NW
Washington, D.C. 20001

Dear Mr. Cohen:

This correspondence relates to the application filed on behalf of The Toronto-Dominion Bank, Toronto, Canada (“TDB”), TD Group US Holdings LLC, Wilmington, Delaware (“TDGUS”), and TD Bank US Holding Company, Cherry Hill, New Jersey (“TDBUSH” and, together with TDB and TDGUS, “Applicants”), to acquire First Horizon Corporation (“First Horizon”), and thereby indirectly acquire its subsidiary bank, First Horizon Bank (“FHN Bank”), both of Memphis, Tennessee, pursuant to section 3 of the Bank Holding Company Act of 1956, as amended. Based on staff’s review of the letter from Mr. Adam J. Cohen dated April 29, 2022, responding to staff’s request for information, the following additional information is requested, including the items in the Confidential Annex. Supporting documentation should be provided, as appropriate.

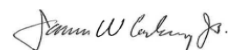
1. Confirm, if such is the case, that Applicants’ proposed acquisition does not also require the Board’s prior approval pursuant to sections 163(b) (12 U.S.C. § 5363(b)) or 604(e) (12 U.S.C. § 1843(k)(6)(B)(ii)) of the Dodd-Frank Act.
2. Provide the combined total assets of all of the entities that TDB would acquire in connection with the proposal using the post notice authority in section 4(k)(6)(A) of the Bank Holding Company Act (12 U.S.C. § 1843(k)(6)(A)).

Please provide your response addressed to the undersigned within eight business days of the date of this letter. Any information for which confidential treatment is desired should be so labeled and separately bound in accordance with section 261.17 of the Board’s Rules Regarding Availability of Information.

Staff further notes that public materials related to this application will be posted to the Board’s public website at <https://www.federalreserve.gov/foia/td-group-first-horizon-application-related-materials.htm>. You will find public comments submitted on the application at this location.

If you have any questions, please contact William Bissenas of the Board’s Division of Supervision and Regulation at 202-728-5851, Kirin Walsh of the Board’s Legal Division at 202-452-3058, Dana Hirschenbaum of the Board’s Division of Consumer and Community Affairs at 202-573-0063, or Eddy Hsiao of the Federal Reserve Bank of Philadelphia at 215-574-3772.

Sincerely,



James W. Corkery, Jr.
Assistant Vice President

cc: Board of Governors
The Office of the Comptroller of the Currency
Tennessee Department of Financial Institutions