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October 24, 2022

Re: Response to Request for Additional Information Regarding
Application by The Toronto-Dominion Bank and its
subsidiary Bank Holding Companies to Acquire First
Horizon Corporation

James W. Corkery
Assistant Vice President, Supervision, Regulation, and Credit
Federal Reserve Bank of Philadelphia
Ten Independence Mall
Philadelphia, Pennsylvania 19106

Dear Mr. Corkery:

On behalf of The Toronto-Dominion Bank ("TDB") and its subsidiary bank holding companies, TD Group US Holdings LLC ("TDGUS") and TD Bank US Holding Company ("TDBUSH" and, together with TDB and TDGUS, "TD" or the "Applicant"), enclosed please find a response (the "Response Submission") to the letter dated October 12, 2022, from Federal Reserve Bank of Philadelphia ("Reserve Bank"), requesting additional information on the application by the Applicant to acquire First Horizon Corporation ("FHN") and its subsidiary bank, First Horizon Bank, Memphis, Tennessee, through the merger of FHN with a subsidiary of TDBUSH, pursuant to Section 3(a) of the Bank Holding Company Act of 1956, as amended (the "BHC Act"), and Sections 225.11 and 225.15 of Regulation Y thereunder.

The Response Submission is divided into a non-confidential portion and a confidential portion. For the confidential portion, which has been marked "Confidential Treatment Requested," Applicant respectfully requests confidential treatment pursuant to the Freedom of Information Act, 5 U.S.C. § 552(b), and the Board of Governors of the Federal Reserve System's ("Board") regulations thereunder, 12 C.F.R. Part 261 (collectively, "FOIA"), on the grounds that the information contained in the confidential portion has been actually and customarily kept confidential by the Applicant and, where relevant, FHN, and this information is being provided to the Board and the Reserve Bank under an assurance and expectation of privacy.¹ Disclosure of this information would reveal to competitors the

¹ *Food Mktg. Inst. v. Argus Leader Media*, 139 S. Ct. 2356, 2363 and 2366 (2019).

James W. Corkery

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internal strategies, transactions, and competitive position of the Applicant and, where relevant, FHN, and would place the Applicant and FHN at a competitive disadvantage with respect to competitors who do not publicly reveal such information. Accordingly, we respectfully request that the confidential portion not be made available for public inspection or copying. In addition, we request that any memoranda, notes, or other writings of any kind whatsoever by an employee, agent, or other person under the control of the Board or the Reserve Bank that incorporate, include, or relate to any of the matters referred to in the confidential portion not be made part of any public record and not be disclosed to any person.

In the event of a FOIA request, we respectfully request notice of such request, as well as a reasonable period of time to respond prior to any release of materials by Board staff or Reserve Bank staff. This request for notice and an opportunity to respond also extends in the case of any part of the confidential portion (including any such memoranda, notes, or other writings by Board staff or Reserve Bank staff) being the subject of a FOIA request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court, or grand jury.

* * *

If you have any questions regarding this Application, please contact me or Lee Meyerson (lmeyerson@stblaw.com).

Very truly yours,

Spencer A. Sloan

Spencer A. Sloan

Enclosures

cc: Ms. Alison M. Thro
Board – Legal

Ms. Christina Vito
Mr. Eddy Hsiao
Reserve Bank

Ms. Kashif Zaman
TD

RESPONSE SUBMISSION OF THE TORONTO-DOMINION BANK
and its subsidiary bank holding companies
to the
REQUEST FOR ADDITIONAL INFORMATION OF OCTOBER 12, 2022
from the
FEDERAL RESERVE BANK OF PHILADELPHIA
relating to the proposal to acquire
FIRST HORIZON CORPORATION

October 24, 2022

**Submission in Response to the Request for Information dated October 12, 2022
 (“Response Submission”)¹
 October 24, 2022**

Each item contained in the Request for Information dated October 12, 2022 is repeated below, followed by TD’s response.

1. Provide an updated response to Confidential Question 4 in the April 19, 2022 request for additional information, if any.

For the information requested by this item, please see Confidential Exhibit A to this Response Submission.

2. Provide an update to TDB’s August 26, 2022 response regarding its evaluation of the loan and deposit products and services offered by TD Bank, NA and FHN Bank to determine the differences between the two and what, if any, adjustments will be made. If the evaluation is not yet complete, indicate the anticipated timing for completing the evaluation.

For the information requested by this item, please see Confidential Exhibit B to this Response Submission.

3. Provide an updated response to Question 18(a) in the Form FR Y-3 based on additional due diligence or activities undertaken by TDB since the filing of the application, if any.

Since the filing of the Application, TD has continued to undertake efforts to ascertain and address the needs of the communities to be served by the combined organization. Promptly following the announcement of the Proposed Transaction, TD established a dialogue with the National Community Reinvestment Coalition (“NCRC”) for the purpose of developing a Community Benefits Plan (“CBP”) that would outline TD’s focus on serving underserved communities in its newly expanded footprint following completion of the Proposed Transaction. NCRC provided input and ideas regarding a framework for an effective CBP and arranged five listening sessions with NCRC community organization members within the combined organization’s footprint, which includes twenty-one states and the District of Columbia. Of these five listening sessions, three sessions covered legacy TD-only markets (*i.e.*, New England, New York / Connecticut and New Jersey / Pennsylvania / Delaware / Maryland / D.C.), while two sessions covered overlapping and legacy FHN markets (*i.e.*, Tennessee / North Carolina / South Carolina, and Florida and other states).

These listening sessions allowed TD to better understand the priorities and needs of these community organizations and the communities they serve. Each session was attended by Mr. Leo Salom, President and Chief Executive Officer of TDBNA, along with a variety of senior leaders

¹ Capitalized terms used but not defined herein have the meanings set forth in the Application to the Board of Governors of the Federal Reserve System pursuant to Section 3 of the Bank Holding Company Act, dated March 21, 2022, relating to TD’s proposed acquisition of First Horizon Corporation (the “Application”).

from a variety of business units across TD and FHN (including the banks' commercial and retail lending, consumer products, community development and philanthropy functions).

In addition to these community group listening sessions, TD has engaged in a variety of other discussions with community stakeholders, including the National Urban League and political leaders representing communities within the combined organization's footprint to further ascertain and address the needs of the communities to be served by the combined organization.

Since the conclusion of the listening sessions, TDBNA has been actively engaged in developing an actionable CBP to build on its longstanding, demonstrated track record of supporting underserved communities across its footprint. While TD continues to develop and refine its forthcoming CBP, TD expects that its CBP will focus on low- and moderate-income ("LMI") communities and communities of color and include components relating to residential mortgage lending, small business lending, community development lending and investments, CRA-related philanthropy, supplier diversity and other diversity, equity and inclusion initiatives, branch presence in LMI and/or majority-minority communities, support for community development financial institutions and minority depository institutions, and provision of consumer-friendly banking products and services.

- 4. In its September 6, 2022 Response to Public Comments ("Comment Response"), TDB indicated it would be eliminating non-sufficient funds fees for retail checking customers, providing customers additional time to cure overdrafts, and eliminating the transfer fee for customers using Savings Overdraft Protection services, and that these enhancements were expected to be deployed in 2022. Indicate whether these enhancements have already been deployed and, if not, when deployment is anticipated.**

The enhancements to TD's overdraft policies and services described in the Comment Response were successfully deployed on September 27, 2022 (with customers beginning to see the associated benefits of such enhanced policies and services on September 28, 2022). TD's media announcement regarding such enhancements is available at the following link: <https://stories.td.com/us/en/article/td-bank-introduces-additional-overdraft-relief-for-customers>

- 5. In its Comment Response, TDB described the recently-launched Home Access Mortgage Product. Provide additional detail regarding the product, including the markets in which it is available, how it has been advertised, and how many people have used it since its inception. If any changes are anticipated to the product following consummation of the proposed transaction, describe those changes.**

The TD Home Access Mortgage is a new product designed to increase home ownership opportunities in Black and Hispanic communities across several markets within TDBNA's footprint. The TD Home Access Mortgage provides prospective buyers with an affordable mortgage option, including a \$5,000 lender credit which does not require repayment, that borrowers can use for closing costs or toward a down payment on a home purchase. It also offers more flexibility with a greater debt-to-income (DTI) ratio and expanded underwriting requirements, as well as credit parameters that increase accessibility. Other key terms for the TD Home Access Mortgage product are provided below, along with a comparison of key terms of TD's other affordable home loan options:

TD Bank Affordable Home Loan Options

	Mortgage Term	Minimum Down Payment	Mortgage Insurance (MI)	Minimum Contribution From Homebuyer	Homebuyer Education
TD Home Access Mortgage: 3% down, 30-year fixed rate	30-year fixed-rate	1-unit properties: 3% 2-unit properties: 5% 3-4-unit properties: 10%	No borrower paid insurance (lender paid MI)	1-unit properties: \$500 of your own funds 2-unit properties: 3% of your own funds 3-4-unit properties: 5% of your own funds	Required by a HUD-approved state program
TD Right Step Mortgage: 3% down, 30-year fixed rate	30-year fixed-rate	1-unit properties: 3% 2-4-unit properties: 10%	No borrower paid insurance (lender paid MI)	1-unit properties: \$500 of your own funds 2-unit properties: 3% of your own funds 3-4-unit properties: 5% of your own funds	Required by a HUD-approved state program
HomeReady®: 3% down, 30- or 15-year fixed rate	30- or 15-year fixed-rate	1-unit properties: 3% 2-unit properties: 15% 3-4-unit properties: 25%	Affordable and cancelable monthly ¹	1-unit properties: 3%, funds can come from a gift 2-4-unit properties: 3% of your own funds ²	Required by a HUD-approved state program for purchases only
FHA Mortgage: 3.5% down, 30-year fixed rate	TD Bank offers 30-year fixed-rate	1-4-unit properties: 3.5%	Mortgage Insurance Premium (MIP) applies; it can be less than standard MI	3.5%, funds can come from a gift	Not required
VA Mortgage: No down payment, 30-year fixed rate	30-year fixed rate	TD Bank does not require a down payment	In lieu of MI, funding fee required at closing	None	Not required
FNMA 97 Mortgage: First-time homebuyers only, 3% down, 30-year fixed rate	30-year fixed-rate	1-unit properties: 3%	Borrower pays monthly, cancelable ¹	3%, can come from gift funds	Not required

Note: Down payment requirements may vary for additional property types such as condos, co-ops and manufactured housing.

¹ Customer may request their lender/servicer cancel PMI when customer has reached the date when the principal balance of the mortgage is scheduled to fall to 80% of the original value of customer's home or customer has paid down the mortgage balance to 80% of the home's original appraised value and customer is up to date with their monthly payments. Customer's lender/servicer is required to automatically terminate PMI when your loan is scheduled to reach 78% of the original value of customer's home and customer is up to date with their mortgage payments.

² No minimum contribution required if customer is putting down at least 20% of the sales price.

The TD Home Access Mortgage product is available for income-eligible applicants in majority Black and Hispanic census tracts within the following eighteen MSAs:

1. New York-Jersey City-White Plains, NY-NJ
2. Washington-Arlington-Alexandria, DC-VA-MD-WV
3. Nassau County-Suffolk County, NY
4. Philadelphia, PA
5. Newark, NJ-PA
6. New Brunswick-Lakewood, NJ
7. West Palm Beach-Boca Raton-Boynton Beach, FL
8. Fort Lauderdale-Pompano Beach-Sunrise, FL
9. Miami-Miami Beach-Kendall, FL
10. Boston, MA
11. Charlotte-Concord-Gastonia, NC-SC MSA
12. Cambridge-Newton-Framingham MA
13. Camden NJ
14. Frederick-Gaithersburg-Rockvll MDp
15. Hartford-E Hartford-Middletown CT
16. Orlando-Kissimmee-Sanford FL
17. Baltimore-Columbia-Towson MDp
18. Hilton Head Island-Bluffton SC

As of October 2022, TD has provided \$19.3 million in financing through the TD Home Access Mortgage product and currently has an additional \$12.6 million of TD Home Access Mortgage financing in process. Also as of October 2022, 118 borrowers have been funded or are in the process of being funded through the TD Home Access Mortgage product.

TD advertises and markets the TD Home Access Mortgage product through a combination of digital advertising, sales support and outside marketing. With respect to digital advertising, TD has made enhancements to its website's "Affordable Mortgage" page to include TD Home Access Mortgage product details, included a banner advertisement for the TD Home Access Mortgage product on TD.com, and implemented paid online search strategies relating to general mortgage search terms and affordable mortgage search terms, in each case to generate volume to TD.com and its affordable home loan options.

With respect to sales support, TD is significantly expanding its number of community mortgage loan officers, who are focused on first-time homebuyers, and mortgage loan officers in key markets across TD's footprint, with a focus on minority markets, to ensure that its workforce reflects the market segments that TD serves. TD is increasing its number of mortgage loan officers by 40% through 2023, and has added 31 new loan officers to date. TD provides informational handouts regarding its affordable mortgage products, as well as training and regular communications regarding TD's affordable home loan offerings, to its loan officers. TD also conducts in-store (branch) merchandizing with messaging related to TD's affordable mortgage offerings.

With respect to outside marketing, TD issued a press release regarding its TD Home Access Mortgage product targeting awareness among appropriate community groups. TD has planned a direct-to-consumer marketing and invitation-to-apply campaign with a TD Home Access Mortgage product message for the fall of 2022. In addition, TD has planned a realtor event in Philadelphia for November 2022, which will market the TD Home Access Mortgage product in a pilot concept prior to an expected expansion of similar events in other markets.

TD does not expect any changes to the TD Home Access Mortgage product to directly result from the Proposed Transaction. For additional information, please see Confidential Exhibit C.

- 6. In its Comment Response, TDB indicated that, during the next five years, 20 to 25 of the combined organization’s new branch locations are expected to be in low- and moderate income and/or majority-minority communities. Indicate whether the specific locations of the 20 to 25 branches have been identified and, if not, when TD anticipates their identification and opening. Discuss how the 20 to 25 branches compare demographically to TD Bank NA’s current composition of branches.**

As of the date of this Response Submission, TDBNA has identified specific locations for seven new branches located in LMI and/or majority-minority communities. The identified locations for these seven new branches, for which TDBNA has received OCC approval, are provided below.

Name	Address	City	State	Anticipated Opening	LMI	Majority-Minority
Normandy Boulevard	5665 Normandy Blvd.	Jacksonville	FL	Oct. 2022	Low	N
Villages East	623 N. Highway 27/441	Lady Lake	FL	Dec. 2022	Moderate	N
Brooklyn Chinatown	6102 8th Ave.	Brooklyn	NY	Apr. 2023	Moderate	Y
Midtown-Wynwood	3140 N Miami Ave.	Miami	FL	May 2023	Middle	Y
Beatties Ford Road	2020 Beatties Ford Rd.	Charlotte	NC	Jun. 2023	Low	Y
Plant City	308 W Alexander Ave.	Plant City	FL	Jul. 2023	Moderate	Y
Hialeah Gardens	3645 West 84th St.	Hialeah	FL	Dec. 2023	Middle	Y

The above-listed seven new branches in LMI and/or majority-minority communities represent approximately 41% of the 17 total new branch openings for which TDBNA has received OCC approval as of the date of this Response Submission (the “Approved TDBNA Branches”).

TDBNA continues to actively work towards identifying other specific locations for its anticipated opening of its total anticipated 20 to 25 new branches in LMI and/or majority-minority communities over the next five years, and expects that other such locations will be identified on a rolling basis over the course of the next few years.

Currently, approximately 24% of TDBNA’s existing branches are located in LMI communities, and approximately 28% of TDBNA’s existing branches are located in majority-minority communities. By comparison, approximately 29% of the 17 Approved TDBNA Branches will be located in LMI communities, and approximately 29% of the 17 Approved TDBNA Branches will be located in majority-minority communities.

7. Describe the efforts of TD Bank, NA, and TD Bank USA, NA, to meet the needs of their communities under the applicable criteria of the Community Reinvestment Act (“CRA”) since their last CRA evaluations.

TDBNA

Subsequent to the filing of the Application, TDBNA received a new CRA performance evaluation (dated July 2, 2021, released by the OCC in September 2022) (the “2021 CRA Evaluation”), generally covering the evaluation period from January 1, 2018 to December 31, 2020.² In the 2021 CRA Evaluation, TDBNA received its second consecutive overall rating of “Outstanding.” In addition, for the second consecutive evaluation, TDBNA’s performance level for each of the lending and investment tests was rated “Outstanding,” while its performance level for the service test was rated “High Satisfactory.” For each state or multistate metropolitan statistical area (“MSA”), TDBNA received a rating of at least “Satisfactory” and, in 17 out of TDBNA’s 18 rated states and multistate MSAs, TDBNA received a rating of “Outstanding.”

The OCC’s rating for TDBNA’s most recent CRA evaluation was based on several key factors, including that:

- TDBNA’s overall lending performance is rated Outstanding based on excellent lending performance in 17 of the 18 rated areas, which included all the bank’s most significant markets;
- TDBNA’s overall investment performance is rated Outstanding based on excellent investment performance in all of the 18 rated areas;
- TDBNA’s overall service performance is rated High Satisfactory based on good service performance in 10 of the 18 rated areas and excellent performance in four rated areas, which included all the bank’s most significant markets.

In the 2021 CRA Evaluation, the OCC found that TDBNA made extensive use of flexible and innovative lending products (including the TD Right Step Mortgage product and the Home Ready Mortgage product) to address the credit needs throughout its assessment areas (“AAs”), which increased the bank’s ability to originate loans to LMI borrowers and within LMI communities, as well as small businesses and organizations supporting Community Development (“CD”) in the AAs. The OCC also noted that TDBNA maintains a specific CRA and CD underwriting policy for loans that were made to organizations or individuals where the proceeds benefit LMI households or small businesses, and maintains a similar underwriting policy applicable to Community Development Financial Institutions (“CDFIs”). Flexible underwriting standards in these underwriting policies enable TDBNA to better meet the credit needs of CD-purposed organizations, as well as LMI individuals.

² See <https://www.occ.gov/news-issuances/news-releases/2022/nr-occ-2022-107.html>; <https://www.occ.gov/topics/consumers-and-communities/cra/performance-evaluations-by-month/2022/cra-performance-evaluations-aug-2022.html>

A copy of TDBNA’s most recent CRA evaluation is available here: <https://occ.gov/static/cra/craeval/Aug22/24096.pdf>

The OCC found that TDBNA is a significant originator of complex Low-Income Housing Tax Credits (“LIHTC”) investments, often in a leadership role throughout its AAs. In addition, the OCC concluded that TDBNA CD services were effective and responsive in helping TDBNA address community needs, where the majority of CD service hours provided were centered in financial education, including homebuyer and financial literacy education for adults and youth, and financial education for small business owners.

Since the 2021 CRA Evaluation, TDBNA has continued its commitment to meeting the needs of the communities in its AAs, including the needs of LMI neighborhoods and consumers, consistent with safe and sound operations. TDBNA has targeted, and is on pace for, significant increases to its community development lending and investment amounts compared to the 2018 to 2021 evaluation period of the 2021 CRA Evaluation, which were already rated at “Outstanding” levels. Noteworthy examples of TDBNA’s community lending and investment activities since the 2021 CRA Evaluation include:

- In 2022, providing over \$48 million in LIHTC equity financing and \$24.5 million in construction loan financing to a new construction of mixed-use development in Brooklyn, New York, which will provide 174 units of affordable housing for families with a total of 87 units set aside for permanent supportive housing. In addition, 39,000 square feet of ground floor manufacturing space will create new workspace for small businesses that face displacement from rezoning, real estate conversions and speculation.
- In 2022, providing over \$32 million in LIHTC and other tax credit financing and \$22 million in construction loan financing for an adaptive reuse of a former high school in Boston, Massachusetts, which will have a total of 74 LGBTQ-friendly, mixed-income rental housing units for households with heads of household age 62 and older. Eight units will target homeless households. In addition to general marketing efforts, the Project will market the property to LGBTQ-focused organizations, in order to reach its target population.
- In 2022, providing over \$44 million in LIHTC and other equity financing and a \$40.1 million letter of credit for the development of an eight-story, 140 affordable unit, energy-efficient passive housing development in Brooklyn, New York. All apartments are reserved for tenants at or below 80% area median income (“AMI”), including homes set aside for formerly homeless New Yorkers. In addition to affordable apartments and amenities, the building includes a ground floor workforce development center in 6,400 square feet of community facility space.
- In 2022, providing over \$16 million in LIHTC equity financing and \$16 million in construction loan financing new, passive housing, development of 69 apartments located in the New Haven, Connecticut. The project will consist of 55 family LIHTC units and 14 market rate units affordable to individuals with incomes between 25% to 120% of the AMI.
- In 2021, providing over \$12 million in LIHTC equity financing and \$13.2 million in construction loan financing for the new construction of a five-story building in Paterson, New Jersey, which will provide 55 units of affordable housing for families with ten units

set aside for formerly homeless families, completed under New Jersey's new Hospital Partnership Program (which leverages hospital funding and LIHTCs to create service-enriched supportive housing for a vulnerable population that uses emergency services frequently).

- In 2021, providing over \$10 million in LIHTC equity financing for the new construction of two four-story buildings in Fort Pierce, Florida, which will provide 82 units of affordable housing for families with rents set at/below 35% to 60%. A total of five units will be set aside for special needs. Amenities include free-standing clubhouse, playground, picnic area, and swimming pool.
- In 2021, providing a letter of credit in support of the redevelopment of the Inwood branch of the New York Public Library in Northern Manhattan to include a new and expanded state-of-the-art library space to service the community, 174 affordable housing units, a free "Universal Pre-K" site for families in the neighborhood and community facility for use by the non-profit partners.
- In 2021, providing over \$11 million in LIHTC equity financing and \$8.75 million in construction loan financing for the new construction of two six-story buildings in St. Petersburg, Florida, which will provide 50-units of supportive housing with 25 units set aside for formerly homeless residents, with full amenities for residents within close proximity to services, retail, transportation and job opportunities community space allowing targeted on-site supportive services to homeless residents.
- In 2021, providing over \$10 million in LIHTC equity financing and \$14 million in construction loan financing for the new construction of two five-story buildings in Charleston, South Carolina, which will provide 64 units of affordable housing for families with rents set at/below 50% to 60% AMI. Amenities include on-site laundry, exercise/fitness room, business center, and outdoor playground.
- In 2021, providing over \$36 million in LIHTC and other tax credit equity financing and \$35 million in construction loan financing for the second phase of the redevelopment of a large historic mill site in Lawrence, Massachusetts, which will provide 87 units of mixed-income housing for families to serve both very-low income and workforce demographics. Amenities will include a community room, on-site management, laundry facility, and fitness center.
- In 2021, providing over \$45 million in LIHTC equity financing for a two phase development in Fairfax, Virginia which will provide 270 units of affordable housing for families and seniors when complete, including 150 units with rents set at/below 30% to 60% AMI, and 120 units with rents set at/below 50% to 60% AMI.
- In 2021, providing over \$15 million in LIHTC and other tax credit equity financing and \$10.2 million in construction loan financing for the historic adaptive reuse of a former elementary school in Collingdale, Pennsylvania, which will provide 50 units of affordable housing for seniors (including six units set aside as fully accessible units and one unit set aside as a hearing/vision impaired unit).

- In 2021, providing over \$27 million in LIHTC equity financing and a \$28 million letter of credit for the new construction of a six-story building in Yonkers, New York which will provide 112 units of affordable housing for families, of which 45 units will be set aside for homeless families and individuals.
- In 2021, providing over \$18 million in LIHTC and other equity financing and \$20.4 million in construction loan financing for the new construction of a four-story building in Brooklyn, New York which will provide 63 units of affordable housing for seniors, of which 20 units will be set aside for formerly homeless seniors.

As described in the Application and since the evaluation period for the 2021 CRA Evaluation, in June 2021, TD announced the establishment of a \$105 million equity fund in support of minority-owned small businesses, demonstrating its continued commitment to combat racial inequities and provide opportunity in underserved communities. TD's equity fund will enable Specialized Small Business Investment Companies ("SSBICs") and CDFIs to provide small business loans and technical assistance, ensuring these businesses have the resources they need to scale and adapt long-term.

Of this equity fund capital, \$75 million will be funded through an SSBIC initiative. Since the 2021 CRA Evaluation, TD has filed an application with the SBA to form a SSBIC in support of minority-owned businesses.

In addition, \$30 million of the equity fund is specifically earmarked for Black- and Latinx-owned small businesses, funded through CDFIs, which are notably skilled in helping businesses in communities of color secure financing. TDBNA has targeted distributing all \$30 million of such funds by year-end 2022. As of September 2022, TDBNA had funded \$12.2 million of such funds, with another \$15 million in the active pipeline.

In addition to the loans and investments described above, TDBNA has taken a number of steps that are expected to continue and enhance TDBNA's strong CRA performance, including:

- TDBNA's launch of the TD Home Access Mortgage product (described in response to Question 5 above);
- expansion of the number of community mortgage loan officers (who are focused on first-time homebuyers, and mortgage loan officers in key markets across TD's footprint, with a focus on minority markets, to ensure that its workforce reflects the market segments that TD serves) as described in the Application and the Comment Response; and
- creating a full-time dedicated team of small business loan closers to improve customer experience, increase pull through and reduce application attrition.

With respect to community service, financial education and community service remains a cornerstone of TDBNA's community outreach. Since the evaluation period for the 2021 CRA Evaluation, TDBNA employees have conducted over 3,000 events and logged over 13,000 hours of community service and financial education. Noteworthy examples of TDBNA's community service activities and initiatives since the 2021 CRA Evaluation include:

- TDBNA introduced the first “TD Workshop” at a TDBNA branch location in Philadelphia’s University City district. The TD Workshop combines a fully functional store with space designed for researching, collaborating and bringing the community together. The TD Workshop will serve as a place for innovation (such as testing new products, services or processes) and community events (such as financial literacy courses and networking opportunities). The redeveloped space is engineered to be flexible and future proof, with features ranging from raised floors, open ceilings and the latest fiber optic connectivity and audio-visual capabilities.
- TDBNA has continued to enhance its educational resources, such as its First-Time Homebuyer’s kit, to help enhance customers’ understanding of the homebuying process, and has continued to provide housing counseling resources to complement its educational efforts.
- TDBNA has continued to make significant digital investments to provide free financial education resources, including its online Learning Center and WOW!Zone, discussed in detail in the Application.
- TDBNA has continued to explore opportunities to deliver financial education resources directly to customers. Since the 2021 CRA Evaluation performance period, two digital delivery channels have been launched to support providing financial education resources to our customers. Specifically, TDBNA launched “Relay Messaging,” a program that enables customer service representatives to text follow-up information to customers that opt-in for the service (with Relay Messaging for financial education digital content launched in November 2020, which now allows TD representatives to share links to financial education resources using this service). In 2021 and year-to-date 2022, over 50,000 messages have been sent to customers using this service to support financial health. In addition, TDBNA recently launched “TD for Me,” a feature which is designed to offer personalized and connected experiences to TD Mobile App customers, and which has generated approximately 150,000 views of TDBNA’s financial education content.
- TDBNA reintroduced in-person volunteer events in May 2022 (after in-person volunteer events had been replaced with virtual volunteer events during the COVID-19 pandemic).

TDBUSA

TDBUSA is a limited purpose institution for CRA purposes, which maintains no branch offices and which does not offer retail deposit products. TDUSA’s only AA consists of a portion of the Philadelphia-Camden-Wilmington PA-NJ-DE-MD multi-state MSA, although the OCC has also considered qualified investments, community development loans and services outside of the assessment area (including in the surrounding Northeast regional area) in evaluating TDBUSA’s CRA performance. In its most recent CRA performance evaluation dated September 17, 2020 (with an evaluation period ending December 31, 2019), TDBUSA received an overall rating of “Outstanding.”

Through the date of this Response Submission, TDBUSA has already extended a higher dollar volume of community development loans since its most recent CRA performance evaluation

than it did through its prior performance period, both within its primary AA and in the surrounding Northeast regional area outside of its AA. Similarly, from 2020 through August 2022, TDBUSA has originated nearly 50% more community development investments than it did through its prior CRA performance period. TDBUSA has limited direct employees, but has already completed 13 CRA-qualified service events since its most recent CRA performance evaluation. For additional information, please see Confidential Exhibit D.