
SUPPLEMENTAL SUBMISSION

to the

APPLICATION

to the

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

By

THE TORONTO-DOMINION BANK

and its subsidiary bank holding companies

for prior approval to acquire

FIRST HORIZON CORPORATION

October 25, 2022

**Supplemental Submission to Information Requested by Form FR Y-3F
 (“Response Submission”)¹
 October 25, 2022**

Each item contained in Form FR Y-3F which is being supplemented is repeated below, followed by TD’s response.

I. PROPOSED TRANSACTION

Item 1: Question 2 to the Form FR Y-3.

Item 2: Questions 1 and 8(b) to the Form FR Y-3.

Item 3: Questions 11 and 12 to the Form FR Y-3.

II. OPERATIONS, STRUCTURE, AND OWNERSHIP OF APPLICANT

Item 4:

1. For a foreign organization seeking initial entry [...]

Not applicable.

2. For a foreign organization that has previously been approved to acquire a U.S. bank or to establish a U.S. branch or agency:

a. Provide current information on the foreign bank’s ranking by asset size in the home country.

As of the third quarter of 2022, TDB is the second largest chartered bank in Canada by asset size, with total consolidated assets of CDN\$1,840.8 billion as of July 31, 2022.

b. Provide current information regarding all persons (natural as well as legal) in the upstream chain of ownership of the applicant who, directly or indirectly, own 5 percent or more of the voting shares of the foreign bank and its ultimate parent, if any. Provide information concerning any voting agreements or other mechanisms that exist among shareholders for the exercise of control over the applicant or its ultimate parent(s).

TDB is a publicly traded company and its shares are widely held. To the best of TDB’s knowledge, no single person or entity currently owns or controls 5% or more of the voting shares of TDB, and TDB is not aware of any voting agreements or other mechanisms among any of its shareholders for the exercise of control over TDB.

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”).

- c. **Confirm (or modify as appropriate) that there have been no material changes in the methods used by the foreign bank to monitor and control its operations, including those of its domestic and foreign subsidiaries, since the Federal Reserve’s most recent determination that the foreign bank is subject to comprehensive consolidated supervision.**

The Federal Reserve has previously determined that TDB is subject to comprehensive consolidated supervision by the Office of the Superintendent of Financial Institutions in Canada (“OSFI”). *See* The Toronto-Dominion Bank (Board Order dated September 13, 2017); The Toronto-Dominion Bank (Board Order dated July 22, 2010); The Toronto-Dominion Bank, 94 Federal Reserve Bulletin C51 (2008); The Toronto-Dominion Bank, 92 Federal Reserve Bulletin C100 (2006); and The Toronto-Dominion Bank, 91 Federal Reserve Bulletin 277 (2005). *See also* Canadian Imperial Bank of Commerce (Board Order dated June 7, 2017).²

As a general matter, there have been no material changes in the methods used by TDB to monitor and control its operations, including those of its domestic and foreign subsidiaries, since the Federal Reserve’s most recent determination that TDB is subject to comprehensive consolidated supervision. TDB is engaged in a continual process of reviewing and implementing improvements in its operating policies and procedures, internal controls, internal audit functions and reporting and information systems in line with evolving industry practice and regulatory expectations. For example, while TDB’s overall monitoring and control methods and practices have not materially changed since the Federal Reserve’s most recent determination that TDB is subject to comprehensive consolidated supervision, TDB has since that time implemented certain new capabilities or enhancements to such methods and practices, including those listed in Confidential Exhibit A to this Supplemental Submission.

III. FINANCIAL AND MANAGERIAL INFORMATION

Provide an explanation of the accounting terminology and the major features of the accounting standards used in the preparation of the financial statements. [...]

For a description of the major features of TDB’s accounting policies, please refer to the “Accounting Standards and Policies” section of TDB’s most recent Annual Report to Shareholders, provided in pages 112 to 116, as well as Notes 2 through 4 to the Consolidated Financial Statements included therein provided in pages 139 to 153, in each case of the following: <https://www.td.com/document/PDF/ar2021/ar2021-Complete-Report.pdf>

Item 5:

Provide the following for the applicant:

- 1. Parent-only and consolidated balance sheets showing separately each principal group of assets, liabilities and capital accounts as of the end of the most recent fiscal**

² Misback, The Foreign Bank Supervision Enhancement Act of 1991, 79 Fed. Res. Bull. 1, 9 (1993) (“[A]pplicants chartered in the same country may rely on information previously submitted and considered by the Federal Reserve Board on consolidated supervision in that country. Subsequent applicants need only describe the extent to which the supervision system already evaluated applies to them and how, if at all, that system has changed since the Federal Reserve Board last considered it.”)

quarter and the two (2) most recent fiscal year-ends; debit and credit adjustments (explained by detailed footnotes) reflecting the proposed transaction; and the resulting pro forma balance sheet.³

The information requested by this Item will be provided to the Federal Reserve on a supplemental basis when available.

- 2. If the applicant and any foreign parent bank are subscribing to the Basel Accord, indicate the approach (standardized or advanced) followed by the applicant for calculating risk-weighted assets.**

TDB determines its regulatory capital requirements and ratios in accordance with OSFI's Capital Adequacy Requirements ("CAR") Guidelines, effective November 1, 2018, which are based on the Basel Accord frameworks. TDB uses the Advanced Internal Ratings-Based approach to credit risk for all material portfolios and the Internal Models Approach for market risk. Risk weighted assets for operational risk is determined using the Standardized Approach.

Effective February 1, 2023, the Bank will follow updated OSFI CAR Guidelines for credit and operational risks. Market and credit valuation adjustment risks rules will be effective November 1, 2023. The updated OSFI CAR Guidelines are based on the 2019 Basel framework.

Provide, on a consolidated basis, a break-down of each organization's risk-weighted assets as of the end of the most recent fiscal quarter, showing each principal group of on-and off-balance sheet assets and the relevant risk-weight.

For the information requested by this Item regarding TDB's risk-weighted assets as of the end of the most recent fiscal quarter, please see Confidential Exhibit B to this Supplemental Submission. Information regarding risk-weighted assets for FHN as of the most recently available fiscal quarter was provided in the August 26 Response Submission. Additional information regarding TDB's risk-weighted assets is available beginning on page 10 of TDB's most recent Supplemental Regulatory Disclosure, *available at*:

https://www.td.com/document/PDF/investor/2022/2022-Q3_Supplemental_Regulatory_Disclosure_F_EN.pdf

Also, identify the components of actual and pro forma common equity tier 1, additional tier 1, and tier 2 capital pursuant to capital adequacy regulations, and provide calculations of actual and pro forma common equity tier 1 capital, tier 1 capital, total capital, and leverage ratios for the applicant and any parent foreign bank. If applicable, provide (i) the capital measure used as numerator and the exposure measure used as denominator in the calculation of the Basel III leverage ratio, (ii) the minimum home country leverage ratio if the home country supervisor has established a leverage ratio separate from or in addition to the Basel III leverage ratio, and (iii) actual and pro forma supplementary leverage ratios for each

³ NOTE: The financial information provided should be in sufficient detail to reflect common equity and preferred stock, other qualifying capital, long- and short-term debt, and goodwill and all other types of intangible assets. A broad discussion on the valuation of the target entity and any anticipated goodwill and other intangible assets should also be provided.

organization pursuant to the home country capital adequacy guide-lines. The actual and pro forma capital ratios should reflect both the minimum capital requirements and all applicable capital buffers.

For the information requested by this Item regarding TDB’s capital and leverage measures and ratios, please see Confidential Exhibit C to this Supplemental Submission. Information regarding capital and leverage measures and ratios for FHN as of the most recently available fiscal quarter was provided in the August 26 Response Submission. Additional information regarding TDB’s capital and leverage measures is available beginning on page 1 of TDB’s most recent Supplemental Regulatory Disclosure, available at the link above.

The table below summarizes OSFI’s current regulatory minimum capital and TLAC ratios for TDB. TDB’s Leverage Ratio is calculated in accordance with OSFI’s Leverage Requirements guideline and has a regulatory minimum requirement of 3%. TDB is required to meet a supervisory TLAC leverage ratio target of 6.75%.

REGULATORY CAPITAL AND TLAC TARGET RATIOS							
	Minimum	Capital Conservation Buffer	D-SIB / G-SIB Surcharge ¹	Pillar 1 Regulatory target ²	DSB ³	Pillar 1 & 2 regulatory target	
CET1	4.5 %	2.5 %	1.0 %	8.0 %	2.5 %	10.5 %	
Tier 1	6.0	2.5	1.0	9.5	2.5	12.0	
Total Capital	8.0	2.5	1.0	11.5	2.5	14.0	
TLAC	18.0	2.5	1.0	21.5	2.5	24.0	

¹ The higher of the D-SIB and G-SIB surcharge applies. The D-SIB surcharge is currently equivalent to the Bank’s 1% G-SIB additional common equity requirement. The G-SIB surcharge may increase above 1% if the Bank’s G-SIB score increases above certain thresholds to a maximum of 4.5%.

² The Bank’s countercyclical buffer requirement is 0% as of July 31, 2022.

³ The DSB increased to 2.5%, from 1.0%, of total RWA effective October 31, 2021.

Provide the amount, maturity, and a brief description of debt instruments and indicate which instruments qualify under the Basel risk-based capital guidelines as tier 2 capital for each organization.

The information requested by this Item will be provided to the Federal Reserve on a supplemental basis when available.

If the home country capital standards for the applicant or any parent foreign bank differ from those established under the Basel Accord, provide information concerning the capital standard applied in the home country of the applicant and any parent foreign bank, as well as information sufficient to evaluate each organization’s capital position adjusted, as appropriate, for accounting and structural differences.

Not applicable. OSFI’s Capital Adequacy Requirements guideline applies the Basel III capital rules to Canadian banks, including TDB.

- 3. Income statements, parent-only and consolidated, showing separately each principal source of revenue and expense, through the end of the most recent fiscal quarter and for the past two (2) fiscal years.**

The information requested by this Item will be provided to the Federal Reserve on a supplemental basis when available.

- 4. Material changes between the date of the balance sheets and the date of the application should be disclosed (explained by footnotes). If there are no material changes, a statement to that effect should be made.**

The information requested by this Item will be provided to the Federal Reserve on a supplemental basis when available.

- 5. Current information that will enable the Board to make a judgment as to the quality of the applicant's assets. The information should be presented for the applicant's consolidated organization and, if available, should include, but need not be limited to, the following (the applicant should provide definitions of the terms):**
 - a. Asset classifications or assessments made by foreign banking authorities;**
 - b. Delinquencies;**
 - c. Non-accrual loans;**
 - d. Assets acquired in satisfaction of debts previously contracted;**
 - e. Loans with reduced interest charges or otherwise restructured; and**
 - f. Foregone interest income on non-accrual and reduced interest loans.**

For the information requested by this Item, please see Confidential Exhibit D to this Supplemental Submission.

- 6. Total reserves available to cover credit-related losses for the most recent fiscal quarter-end and the two most recent fiscal year-ends. The total reserve amounts should be broken down into "specific" "general," and/or other relevant categories.**

For the information requested by this Item, please see Confidential Exhibit E to this Supplemental Submission.

TDB notes that under the IFRS 9 impairment methodology, the "Stage 3 allowance for loan losses (impaired)" (as referenced in Confidential Exhibit E) is most closely analogous to a "specific" allowance, and the combined "Stage 1 and Stage 2 allowance for loan losses (performing)" (as referenced in Confidential Exhibit E) is most closely analogous to a "general" allowance.

Item 6: Questions 8 and 9 to the Form FR Y-3.

Item 7: Question 14 to the Form FR Y-3.

IV. HOME COUNTRY SUPERVISION

Item 8:

- 1. For a foreign organization seeking initial entry [...]**

Not applicable.

2. For a foreign organization that has previously been approved to acquire a U.S. bank or to establish a U.S. branch or agency:

Provide the date of the Federal Reserve’s most recent determination that the foreign bank is subject to comprehensive consolidated supervision. Confirm (or modify as appropriate) that there have been no material changes in the manner in which the foreign organization, including any parent holding companies, is supervised and regulated by its home country supervisor(s) since that time.

The Federal Reserve has previously determined that TDB is subject to comprehensive consolidated supervision by OSFI. *See* The Toronto-Dominion Bank (Board Order dated September 13, 2017); The Toronto-Dominion Bank (Board Order dated July 22, 2010); The Toronto-Dominion Bank, 94 Federal Reserve Bulletin C51 (2008); The Toronto-Dominion Bank, 92 Federal Reserve Bulletin C100 (2006); and The Toronto-Dominion Bank, 91 Federal Reserve Bulletin 277 (2005). *See also* Canadian Imperial Bank of Commerce (Board Order dated June 7, 2017).⁴

As a general matter, there have been no material changes the manner in which TDB is supervised and regulated by OSFI since the Federal Reserve’s most recent determination that TDB is subject to comprehensive consolidated supervision. TDB, like all other large banking organizations in Canada and the U.S., has been subject to widespread legislative and regulatory changes over the last several years, some of which have been implemented since the Federal Reserve’s most recent determination that TDB is subject to comprehensive consolidated supervision. Generally, these changes are designed to make the rules applicable to TDB even more stringent than they have been historically.

Item 9:

Indicate what other home country regulatory authorities, if any, in addition to the primary home country supervisor, supervise subsidiaries or particular activities of the applicant. Briefly describe the financial and/or examination requirements, including the general scope and frequency of on-site examinations, if any, of each such regulatory authority. Also, discuss whether such regulatory authorities exchange information with the primary home country supervisor, including financial or other supervisory information.

Other than OSFI, the significant regulators that oversee TDB and its subsidiaries in Canada include the Financial Consumer Agency of Canada (“FCAC”), the Investment Industry Regulatory Organization of Canada (“IIROC”), the Mutual Fund Dealers Association of Canada (“MFDA”) and the Canada Deposit Insurance Corporation (“CDIC”).

⁴ Misback, The Foreign Bank Supervision Enhancement Act of 1991, 79 Fed. Res. Bull. 1, 9 (1993) (“[A]pplicants chartered in the same country may rely on information previously submitted and considered by the Federal Reserve Board on consolidated supervision in that country. Subsequent applicants need only describe the extent to which the supervision system already evaluated applies to them and how, if at all, that system has changed since the Federal Reserve Board last considered it.”)

In addition, TDB and its Canadian trust, loan and insurance subsidiaries are subject to regulation under the Financial Consumer Agency of Canada Act (the “FCAC Act”). The FCAC Act, among other things, enforces consumer-related provisions of the Canadian federal statutes that govern financial institutions, such as TDB and its Canadian trust, loan and insurance subsidiaries. The Commissioner of the FCAC must report to the Canadian Minister of Finance on all matters connected with the administration of the FCAC Act and consumer provisions of other federal statutes, including the Bank Act, the Trust and Loan Companies Act and the Insurance Companies Act. The FCAC does not have any authority to grant redress to consumers, but can impose penalties on financial institutions for failing to comply with the requirements of the Bank Act, the Trust and Loan Companies Act, the Insurance Companies Act and their respective regulations.

TDB’s investment dealer and mutual fund dealer subsidiaries are regulated by the rules of the applicable self-regulatory organizations that have been recognized by the Canadian provincial and territorial securities regulatory authorities, namely IIROC (for registered investment dealers) and the MFDA (for registered mutual fund dealers). Both IIROC and the MFDA establish and enforce rules regarding the proficiency, business and financial conduct of their respective dealer member firms.

IIROC conducts periodic business conduct, financial and operations, and trading conduct reviews of regulated firms, including on-site reviews and integrated examinations covering multiple areas. Any compliance issues found during IIROC’s reviews may be referred to IIROC’s enforcement division for further investigation and formal proceedings or may also be referred to provincial or territorial securities regulators, foreign regulatory authorities or police. Similarly, the MFDA has sales compliance and financial compliance departments that undertake periodic reviews of regulated firms, including more detailed head office and branch examinations, reviews of financial reporting and sales practices, and issue-oriented reviews or “sweeps” across regulated firms. As with IIROC, serious deficiencies or compliance issues that are identified by MFDA’s compliance departments may be referred to the MFDA’s enforcement department or to the applicable securities regulatory authorities or other bodies.

Further, each of TD Asset Management Inc., TD Investment Services Inc., TD Securities Inc., TD Waterhouse Canada Inc. and TD Waterhouse Private Investment Counsel Inc. is registered under applicable provincial and territorial securities laws as a portfolio manager, mutual fund dealer, investment dealer and/or exempt market dealer and in these capacities is subject to direct regulatory oversight by the respective provincial and territorial securities regulatory authorities (e.g., in Ontario, it is the Compliance and Registrant Regulation Branch of the Ontario Securities Commission). The respective securities regulatory authorities have statutory authority to undertake compliance reviews, which may be coordinated among multiple jurisdictions. These compliance reviews are typically undertaken on a risk-based basis, but topic or issue-specific sweeps may be undertaken. Registered firms may also be selected for periodic on-site reviews, or less intensive desk reviews. The provincial and territorial securities regulatory authorities may direct remedial action as a condition of continued registration or refer non-compliance to its enforcement division or to other applicable regulatory authorities or the police for further investigation and possible proceedings.

Finally, TDB and its deposit-taking subsidiaries are member institutions of the CDIC, which insures certain deposits held at the member institutions. There are no regular supervisory interactions between CDIC and financial institutions such as TDB in the normal course of business, because CDIC works through OSFI to address concerns about individual institutions. CDIC generally commences direct intervention in the context of threats to financial viability and solvency and has been appointed as the resolution authority in Canada.

Senior members of OSFI, FCAC, CDIC, the Bank of Canada and the Department of Finance meet on a quarterly basis to facilitate the exchange of information among them on matters relating to the supervision of federally regulated financial institutions. It is TDB's understanding that these other regulators regularly share information with OSFI.

V. ANTI-MONEY LAUNDERING AND OTHER RELATED MEASURES

Item 10:

1. For a foreign organization seeking initial entry [...]

Not applicable.

2. For a foreign organization that has previously been approved to acquire a U.S. bank or to establish a U.S. branch or agency:

If applicable, discuss any material changes either in the anti-money laundering laws and regulations of the home country of the foreign bank or in the foreign bank's anti-money laundering and counter-terrorist financing policies and procedures, since the Federal Reserve's most recent review of such matters.

Since the Federal Reserve's most recent determination that TDB is subject to comprehensive consolidated supervision, the Government of Canada introduced amendments to the federal Proceeds of Crime (Money Laundering) and Terrorist Financing Act (the "Act") and its related regulations (the "Regulations"). In July 2019, amendments were made to the Regulations which came into effect in stages; those permitting electronic customer due diligence documentation came into effect immediately, while the remainder came into effect in June 2020 and in June 2021.

In June 2020, the timing of filing a suspicious transaction report was revised from 30 days to "as soon as practicable." The June 2021 amendments improved efficiencies and simplified processes regarding customer due diligence, including by permitting reliance on customer due diligence performed by enumerated entities, exempting customer due diligence for certain low-risk domestic and foreign entity customers, and reducing certain customer due diligence record-keeping requirements. Customer due diligence obligations were, however, expanded to the issuance of open-loop prepaid cards. The amendments also added beneficial ownership obligations for public trusts, and an ongoing obligation to update beneficial ownership information. Reporting and record-keeping requirements were added for additional types of electronic funds transfers ("EFTs") and for additional parties (known as the travel rule), while consolidating certain EFT reports. The risk assessment criteria was also updated to include new technologies. Financial entities became obligated to determine of the source of wealth for

politically exposed persons (“PEPs”) and heads of international organizations (“HIOs”). Finally, certain virtual currency transactions, including large virtual currency transactions, became subject to reporting and record-keeping obligations. Additionally, amendments to the Act effective as of June, 2019 require mandatory publication of administrative monetary penalties, and as of June, 2021, new categories of domestic PEPs and HIOs were added to the Act.

VI. COMPETITION

Item 11: Question 15 to the Form FR Y-3.

Item 12: Question 16 to the Form FR Y-3.

VII. CONVENIENCE AND NEEDS

Item 13: Questions 18, 19 and 20 to the Form FR Y-3.

VIII. FINANCIAL STABILITY

Item 14: Questions 22 and 23 to the Form FR Y-3.

IX. OTHER MATTERS

Item 15:

1. For a foreign organization seeking initial entry [...]

Not applicable.

- #### **2. For a foreign organization that has previously been approved to acquire a U.S. bank or to establish a U.S. branch or agency: Indicate whether there have been any changes to the list of jurisdictions in which the applicant or its ultimate parent, if any, has material operations since such information was previously provided to the Federal Reserve. For any additional such jurisdiction, describe any secrecy laws or other impediments that would restrict the ability of the applicant or its ultimate parent, if any, to provide information on the operations or activities of the applicant and any of its affiliates that the Federal Reserve deems necessary to determine and enforce compliance with the International Banking Act, the BHC Act, and other applicable federal laws. If such impediments exist, discuss the manner in which the applicant and its ultimate parent, if any, propose to provide the Federal Reserve with adequate assurance of access to such information.**

TDB regularly provides information to the Board regarding the jurisdictions in which it has material operations, including through its annual Form FR Y-7 report. A list of the jurisdictions in which TDB’s significant subsidiaries are held is included with TDB’s most recent Annual Report to Shareholders, available at the following:

<https://www.td.com/document/PDF/ar2021/ar2021-Principal-Subs.pdf>

In connection with its 2010 approval of TDB’s acquisition of The South Financial Group, Inc., the Board noted that it had reviewed the restrictions on disclosure in the relevant jurisdictions in

which TDB operates and communicated with relevant government authorities concerning access to information. Since the 2010 Board order, TDB has added significant subsidiaries in Bermuda, Barbados, Japan and Australia. TDB is not aware of any laws in these or other jurisdictions in which it has material operations that would materially restrict the ability of the Board to obtain information it deems necessary to determine and enforce compliance with applicable U.S. banking law.

Item 16:

State whether the applicant(s), upon consummation of the subject proposal, would be a qualifying foreign banking organization as defined in Section 211.23(a) of Regulation K, and provide the necessary information to support such a determination. In tiered organizations, if a foreign bank applicant meets the requirements of section 211.23(a) but the ultimate parent applicant does not, then indicate whether the ultimate parent applicant would satisfy the requirements set forth in section 211.23(c) of Regulation K, and provide the necessary information to support that determination. To the extent the information requested in this item has been provided in other report forms (FR Y-7) filed with the Federal Reserve, the applicant(s) may include such information by reference to those filings.

TDB currently is, and upon consummation of the Proposed Transaction would remain, a qualifying foreign banking organization as defined in Section 211.23(a) of Regulation K. Please see Item 4 in TDB's most recently filed annual Form FR Y-7 for information supporting this determination, as well as the information provided in Confidential Exhibit F to this Supplemental Submission in support of TDB's pro forma QFBO status following consummation of the Proposed Transaction.

Item 17:

If the applicant's home country maintains capital export controls, discuss in detail the limitations such controls would place on the applicant's ability to serve as a source of strength to its United States banking interests.

To TDB's knowledge, Canada does not maintain any capital export controls that would limit TDB's ability to serve as a source of strength for its U.S. banking operations after the Proposed Transaction.

Item 18:

If the applicant itself, or any company (banking and nonbanking) in which it will have direct or indirect ownership or control of more than 5 percent of the voting shares, will engage directly or indirectly at the time of consummation of this proposal in any non-banking activities in the United States, provide the following:

- 1. Name, location, and a detailed description of all the activities for each company (or the applicant itself);**

2. **The state(s) or geographical areas in which each nonbanking activity will be performed; and**
3. **The specific section and paragraph of the BHC Act or of Regulation K or Regulation Y that the applicant believes provides authority for acquisition or retention of each U.S. nonbanking activity and a description that demonstrates that each activity will be conducted consistent with the Board's regulations and related interpretations. If the applicant has relied on the non-banking exemptions afforded by Section 2(h) and 4(c)(9) of the BHC Act (as implemented by Section 211.23 of Regulation K) for certain activities, provide information to support such a determination. To the extent the information requested in this item has been provided to the Federal Reserve in other report forms (Form FR Y-7 or FR Y-10F), the applicant may include such information by reference to those filings.**

For information regarding TDB's existing activities, please see TDB's most recently filed Forms FR Y-7 and FR Y-10. For information regarding the new activities to be conducted upon consummation of the Proposed Transaction, please see Confidential Exhibit 2 to the Application (as supplemented by subsequent responses to Federal Reserve requests for additional information).

Item 19:

The applicant and its ultimate parent, if any, should provide (jointly or separately) the following commitments (including all footnotes) through an officer that is authorized to bind the entity making the commitment. [...]

For the information requested by this Item, please see Confidential Exhibit G to this Supplemental Submission.⁵

⁵ TDB has previously provided the commitments and assurances requested by this Item 19. See The Toronto-Dominion Bank (Board Order dated July 22, 2010) at note 21.