

Disclosure template of Main Features		Fixed-to-Floating Rate Exchangeable Non-cumulative Perpetual Preferred Stock, Series A	Fixed-to-Floating Rate Exchangeable Non-cumulative Perpetual Preferred Stock, Series A	Series 2000A Cumulative Fixed Rate Preferred Shares	4.644% Fixed / Floating Rate Subordinated Notes due September 20, 2022
1	Issuer	Northgroup Preferred Capital Corporation	Northgroup Preferred Capital Corporation	Carolina First Mortgage Loan Trust	TD Bank, N.A.
2	Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement)	66644P AA 5	66644P AA 5	14387R302 & 14387R401	87237Y AA 5
3	Governing law(s) of the instrument	Maine	Maine	South Carolina	New York
<i>Regulatory treatment</i>					
4	Transitional Basel III rules	Additional Tier 1	Tier 2	Tier 2	Tier 2
5	Post-transitional Basel III rules	Ineligible	Ineligible	Ineligible	Ineligible
6	Eligible at solo/group/group&solo	Group	Group	Group	Group
7	Instrument type (types to be specified by jurisdiction)	Other Additional Tier 1	Other Tier 2	Other Tier 2	Tier 2 Subordinated debt
8	Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date)	\$279	\$11	\$0	\$265
9	Par value of instrument	USD 1,000	USD 1,000	USD 100,000	\$1,000
10	Accounting classification	Non-controlling interest in consolidated subsidiary	Non-controlling interest in consolidated subsidiary	Liability - amortised cost	Liability - amortised cost
11	Original date of issuance	May 17, 2007	May 17, 2007	December 8, 2000	September 20, 2005
12	Perpetual or dated	Perpetual	Perpetual	Dated	Dated
13	Original maturity date	NA	NA	January 31, 2031	September 20, 2022
14	Issuer call subject to prior supervisory approval	Yes	Yes	No	Yes
15	Optional call date, contingent call dates and redemption amount	After Oct 15, 2012 but prior to Oct 15, 2017 at the greater of (i) par and (ii) a U.S. Treasury make-whole On the occurrence of a Regulatory Capital Event at par On the occurrence of a Tax Event, (a) prior to Oct 15, 2017 at the greater of (i) par and (ii) a U.S. Treasury-based make-whole or (b) after Oct 15, 2017 at par After Oct 15, 2012, upon the occurrence of an Investment Company Event, at par On the occurrence of a Rating Agency Event, (a) after Oct 15, 2012 but prior to Oct 15, 2017 at the greater of (i) par and (ii) a U.S. Treasury-based make-whole or (b) after Oct 15, 2017 at par	After Oct 15, 2012 but prior to Oct 15, 2017 at the greater of (i) par and (ii) a U.S. Treasury make-whole On the occurrence of a Regulatory Capital Event at par On the occurrence of a Tax Event, (a) prior to Oct 15, 2017 at the greater of (i) par and (ii) a U.S. Treasury-based make-whole or (b) after Oct 15, 2017 at par After Oct 15, 2012, upon the occurrence of an Investment Company Event, at par On the occurrence of a Rating Agency Event, (a) after Oct 15, 2012 but prior to Oct 15, 2017 at the greater of (i) par and (ii) a U.S. Treasury-based make-whole or (b) after Oct 15, 2017 at par	On the occurrence of a Capital Event or Tax Event at the greater of (i) par and (ii) a U.S. Treasury make-whole	Prior to Sep 20, 2017 at the greater of (i) par and (ii) the Canada Yield Price
16	Subsequent call dates, if applicable	On Oct 15, 2017 and every 5 years thereafter (a "Five-Year Date") at par After Oct 15, 2017, on any date which is not a Five-Year Date, at the greater of (i) par and (ii) a Three-Month LIBOR-based make-whole	On Oct 15, 2017 and every 5 years thereafter (a "Five-Year Date") at par After Oct 15, 2017, on any date which is not a Five-Year Date, at the greater of (i) par and (ii) a Three-Month LIBOR-based make-whole	NA	On or after Sep 20, 2017, on any interest payment date, at par
<i>Coupons/dividends</i>					
17	Fixed or floating dividend/coupon	Fixed to floating	Fixed to floating	Fixed	Fixed to floating
18	Coupon rate and any related index	6.378%	6.378%	11.125%	4.644%
19	Existence of a dividend stopper	Yes	Yes	No	No
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary	Mandatory
21	Existence of a step up or other incentive to redeem	No	No	No	Yes
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	Cumulative	Cumulative
23	Convertible or non-convertible ⁽¹⁾	Convertible	Convertible	Convertible	Non-convertible

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24	If convertible, conversion trigger (s)	If the OCC so directs following the occurrence of: (i) TD Bank, N.A. becoming "undercapitalized" under the OCC's then current "prompt corrective action" regulations; (ii) TD Bank, N.A. being placed into conservatorship or receivership; or (iii) the OCC directing such exchange in anticipation of TD Bank N.A. becoming "undercapitalized" in the near term or taking supervisory action that limits the payment of dividends by TD Bank, N.A., and in connection therewith, directs such exchange	If the OCC so directs following the occurrence of: (i) TD Bank, N.A. becoming "undercapitalized" under the OCC's then current "prompt corrective action" regulations; (ii) TD Bank, N.A. being placed into conservatorship or receivership; or (iii) the OCC directing such exchange in anticipation of TD Bank N.A. becoming "undercapitalized" in the near term or taking supervisory action that limits the payment of dividends by TD Bank, N.A., and in connection therewith, directs such exchange	Automatic exchange upon: (i) TD Bank, N.A. receives a written directive from the OCC that it has become undercapitalized according to OCC regulatory guidelines; (ii) TD Bank, N.A. is placed into bankruptcy, reorganization, conservatorship or receivership; or (iii) the OCC or the appropriate federal regulator anticipates that the Bank is becoming undercapitalized in the near term (and such anticipation is confirmed in writing)	NA
25	If convertible, fully or partially	Fully	Fully	Fully	NA
26	If convertible, conversion rate	One share of comparable preferred stock of TD Bank, N.A.	One share of comparable preferred stock of TD Bank, N.A.	One share of comparable preferred stock of TD Bank, N.A.	NA
27	If convertible, mandatory or optional conversion	Mandatory	Mandatory	Mandatory	NA
28	If convertible, specify instrument type convertible into	Additional Tier 1	Additional Tier 1	Additional Tier 1	
29	If convertible, specify issuer of instrument it converts into	TD Bank, N.A.	TD Bank, N.A.	TD Bank, N.A.	NA
30	Write-down feature	No	No	No	No
31	If write-down, write-down trigger (s)	NA	NA	NA	NA
32	If write-down, full or partial	NA	NA	NA	NA
33	If write-down, permanent or temporary	NA	NA	NA	NA
34	If temporary write-down, description of write-down mechanism	NA	NA	NA	NA
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Any borrowings and obligations to creditors of Northgroup Preferred Capital Corporation	Any borrowings and obligations to creditors of Northgroup Preferred Capital Corporation	Any borrowings and obligations to creditors of Carolina First Mortgage Loan Trust	Subordinate to TD Bank, N.A.'s depositors, obligations under banker's acceptances, letters of credit and its obligations to its other creditors
36	Non-compliant transitioned features	Yes	Yes	Yes	Yes
37	If yes, specify non-compliant features	Not NVCC compliant	Not NVCC compliant	Not NVCC compliant	Not NVCC compliant

The information contained in this document is up to date as of August 25, 2016