

| Disclosure template of Main Features | | 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 | Carolina First Mortgage Loan Trust | TD Bank, N.A. |
| 2 | Unique identifier (eg CUSIP, ISIN, or Bloomberg identifier for private placement) | 66644P AA 5 | 14387R302 & 14387R401 | 87237Y AA 5 |
| 3 | Governing law(s) of the instrument | Maine | South Carolina | New York |
| <i>Regulatory treatment</i> | | | | |
| 4 | Transitional Basel III rules | Additional Tier 1 | Tier 2 | Tier 2 |
| 5 | Post-transitional Basel III rules | Ineligible | Ineligible | Ineligible |
| 6 | Eligible at solo/group/group&solo | Group | Group | Group |
| 7 | Instrument type (types to be specified by jurisdiction) | Other Additional Tier 1 | Other Tier 2 | Tier 2 Subordinated debt |
| 8 | Amount recognised in regulatory capital (Curr in millions, as of most recent reporting date) | \$399 | \$18 | \$189 |
| 9 | Par value of instrument | USD 1,000 | USD 100,000 | \$1,000 |
| 10 | Accounting classification | Non-controlling interest in consolidated subsidiary | Liability - amortised cost | Liability - amortised cost |
| 11 | Original date of issuance | May 17, 2007 | December 8, 2000 | September 20, 2005 |
| 12 | Perpetual or dated | Perpetual | Dated | Dated |
| 13 | Original maturity date | NA | January 31, 2031 | September 20, 2022 |
| 14 | Issuer call subject to prior supervisory approval | Yes | No | Yes |
| 15 | Optional call date, contingent call dates and redemption amount | <p>After Oct 15, 2012 but prior to Oct 15, 2017 at the greater of (i) par and (ii) a U.S. Treasury make-whole</p> <p>On the occurrence of a Regulatory Capital Event at par</p> <p>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</p> <p>After Oct 15, 2012, upon the occurrence of an Investment Company Event, at par</p> <p>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</p> | <p>On the occurrence of a Capital Event or Tax Event at the greater of (i) par and (ii) a U.S. Treasury make-whole</p> | <p>Prior to Sep 20, 2017 at the greater of (i) par and (ii) the Canada Yield Price</p> |
| 16 | Subsequent call dates, if applicable | <p>On Oct 15, 2017 and every 5 years thereafter (a "Five-Year Date") at par</p> <p>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</p> | 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 | Fixed to floating |

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|--------------------------------------|---|---|--|---|
| 18 | Coupon rate and any related index | 6.378% | 11.125% | 4.644% |
| 19 | Existence of a dividend stopper | Yes | No | No |
| 20 | Fully discretionary, partially discretionary or mandatory | Fully discretionary | Fully discretionary | Mandatory |
| 21 | Existence of a step up or other incentive to redeem | No | No | Yes |
| 22 | Noncumulative or cumulative | Non-cumulative | Cumulative | Cumulative |
| 23 | Convertible or non-convertible ⁽¹⁾ | Convertible | Convertible | Non-convertible |
| 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 | 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 | 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. | NA |
| 27 | If convertible, mandatory or optional conversion | Mandatory | Mandatory | NA |
| 28 | If convertible, specify instrument type convertible into | Additional Tier 1 | Additional Tier 1 | |
| 29 | If convertible, specify issuer of instrument it converts into | TD Bank, N.A. | TD Bank, N.A. | NA |
| 30 | Write-down feature | No | No | No |
| 31 | If write-down, write-down trigger (s) | NA | NA | NA |
| 32 | If write-down, full or partial | NA | NA | NA |
| 33 | If write-down, permanent or temporary | NA | NA | NA |
| 34 | If temporary write-down, description of write-down mechanism | 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 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 |
| 37 | If yes, specify non-compliant features | Not NVCC compliant | Not NVCC compliant | Not NVCC compliant |

The information contained in this document is up to date as of December 3, 2015