

TD BANK US HOLDING COMPANY

**EMPLOYEE COMPLAINT PROCEDURES
FOR ACCOUNTING AND AUDITING MATTERS**

Any employee of TD Bank US Holding Company (the “Company”) or its subsidiaries may submit a good faith complaint regarding accounting or auditing matters to the management without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the Company’s Audit Committee has established the following procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters (collectively, “Accounting Matters”), and the confidential, anonymous submission by employees of concerns regarding such matters.

Complaints regarding non-Accounting Matters will be handled in accordance with the Company’s U.S. Code of Conduct and Ethics.

Receipt of Employee Complaints

Employees with concerns regarding Accounting Matters may report their concerns to the Ethics Officer, General Counsel or Chief Auditor of the Company.

Employees may forward complaints on a confidential or anonymous basis to the General Counsel or Chief Auditor through e-mail, regular mail or the hotline described below:

General Counsel and Ethics Officer
John R. Opperman
ME2-A60-012
PO Box 9540
Portland, ME
04112

Chief Auditor
Denise DeMaio
NJ5-001-111
2059 Springdale Road
Cherry Hill, NJ
08003

The Company has contracted with Ethics Point to provide a web-based online entry form and a whistleblower hotline number to receive any concerns relating to Accounting and other matters from the Company’s employees. Employees thus have the option of anonymously reporting such concerns online or over the telephone. Ethics Point will transcribe the information provided by the employee and notify the Ethics Officer, General Counsel and Chief Auditor of Ethics Point reports, as well as give the employee a case number for follow-up purposes. Employees can contact Ethics Point online at www.ethicspoint.com or by telephone,

toll-free, at 866-293-2365.

If the person or persons to whom a complaint is conveyed are not responsive, or if there is reason to believe that reporting to such persons is inappropriate in particular cases, then an employee may contact the Chair of the Audit Committee. All concerns or complaints to be so conveyed shall be set forth in writing and addressed in a sealed envelope to: Chair, Audit Committee of the Board of Directors, c/o Corporate Secretary, TD Bank US Holding Company, 1701 Route 70 East, Cherry Hill, New Jersey 08074.

Scope of Matters Covered by These Procedures

These procedures relate to employee complaints relating to any questionable accounting and audit matters, including, without limitation, the following:

- Accounting and auditing matters -- Any improper recording of any business or financial transaction under generally accepted accounting principles or any breach of TDBG financial reporting policies or procedures (examples include misstatement of revenues, expenses, assets or liabilities; misapplication of generally accepted accounting principles; fictitious transactions or journal entries; misrepresentation to external auditors);
- Falsification of Financial Documents – The altering, fabricating, falsifying or forging of any financial document, report or record; the provision of false information that intentionally hides or disguises the true nature of any financial transaction or activity; the signing of any financial document, report or record believed to be inaccurate or untruthful;
- Internal Accounting Controls – Any disregard or misapplication of internal accounting controls.

Treatment of Complaints

The following procedures are implemented to ensure that the Company's Audit Committee receives a report of all employee complaints regarding Accounting Matters.

- Upon receipt of a complaint, the Ethics Officer, General Counsel or Chief Auditor shall determine whether the complaint pertains to Accounting Matters and, when possible, acknowledge receipt of the complaint to the sender.
- Complaints pertaining to Accounting Matters shall be reviewed under Audit Committee direction and oversight by the Ethics Officer, General Counsel, Chief Auditor or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the extent possible, consistent with the need to conduct an adequate review and the requirements of applicable law.
- Prompt and appropriate corrective action will be taken when and as warranted in the

judgment of the Audit Committee and in conjunction with the Ethics Officer, General Counsel or Chief Auditor shall, when possible, report to the complaining employee the action taken in response to a complaint.

- The Chief Auditor shall maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a summary report thereof for the Audit Committee. Copies of complaints and such log shall be maintained in accordance with the Company's document retention policy.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters or otherwise.