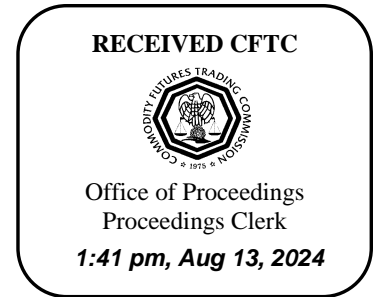


**UNITED STATES OF AMERICA**  
**Before the**  
**COMMODITY FUTURES TRADING COMMISSION**



\_\_\_\_\_) )  
In the Matter of: ) )  
 ) )  
The Toronto Dominion Bank, ) )  
 ) ) CFTC Docket No. 24-12  
Respondent. ) )  
 ) )  
 ) )  
 ) )  
 ) )  
\_\_\_\_\_ ) )

**ORDER INSTITUTING PROCEEDINGS PURSUANT TO  
SECTION 6(c) AND (d) OF THE COMMODITY EXCHANGE ACT, MAKING  
FINDINGS, AND IMPOSING REMEDIAL SANCTIONS**

**I. INTRODUCTION**

The Commodity Futures Trading Commission (“Commission”) has reason to believe that from at least January 2015 to the present (“Relevant Period”), The Toronto Dominion Bank (“TD Bank” or “Respondent”) violated, as set forth below, Sections 4s(f)(1)(C), 4s(g)(1) and (3), and 4s(h)(1)(B) of the Commodity Exchange Act (“Act”), 7 U.S.C. §§ 6s(f)(1)(C), 6s(g)(1), (3), 6s(h)(1)(B), and Commission Regulations (“Regulations”) 1.31, 23.201(a), 23.202(a)(1) and (b)(1), and 23.602(a), 17 C.F.R. §§ 1.31, 23.201(a), 23.202(a)(1), (b)(1), 23.602(a) (2023). Therefore, the Commission deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted to determine whether Respondent engaged in the violations set forth herein and to determine whether any order should be issued imposing remedial sanctions.

In anticipation of the institution of an administrative proceeding, Respondent has submitted an Offer of Settlement (“Offer”), which the Commission has determined to accept. Respondent admits the facts set forth in Section II below, acknowledges that its conduct violated the Act and Regulations and consents to the entry of this Order Instituting Proceedings Pursuant to Section 6(c) and (d) of the Commodity Exchange Act, Making Findings, and Imposing Remedial Sanctions (“Order”), and acknowledges service of this Order.<sup>1</sup>

<sup>1</sup> Respondent agrees that the findings of fact and conclusions of law in this Order shall be taken as true and correct and be given preclusive effect without further proof in this proceeding and any other proceeding brought by the Commission or to which the Commission is a party or claimant, including but not limited to, a proceeding in bankruptcy or receivership. Respondent does not consent to the use of the Offer or this Order, or the findings or conclusions in this Order, by any other party in any other proceeding.

## II. FINDINGS

The Commission finds the following:

### A. SUMMARY

The Act and Regulations impose recordkeeping and supervision requirements on Commission registrants to ensure that they responsibly discharge their crucial role in our markets. Compliance with these requirements is essential to the Commission's efforts to promote the integrity, resilience, and vibrancy of the U.S. derivatives markets through sound regulation.

During the course of a Commission investigation into certain of TD Bank's trading, Commission staff issued a document request to TD Bank for specified communications. Separately, Commission staff became aware of TD Bank employees use of unapproved communication methods for business conversations. TD Bank did not collect, search, or review those messages to assess whether such communications were responsive to the Commission's document request because the messages were sent or received through an unapproved communication method on an employee's personal device. Commission staff subpoenaed the personal device communications of a TD Bank trader, and TD Bank learned of trade-related communications responsive to the Commission's document request to TD Bank that had been sent or received by unapproved methods.

Subsequently, in response to Commission staff's questions regarding TD Bank employees' use of unapproved communication methods on employees' personal devices, TD Bank began a separate review that demonstrated that there was widespread and longstanding use of unapproved communication methods by employees—including senior-level employees—to engage in firm business, including relating to trading in CFTC regulated derivatives markets.

The Commission's subsequent investigation with respect to TD Bank employee use of unapproved methods of communication revealed that, during the Relevant Period, TD Bank employees, including those at senior levels, communicated both internally and externally using unapproved methods, including via personal text messages. These written communications were sent and received by TD Bank employees and included messages related to TD Bank's business as a Commission registrant that were required to be maintained under Commission-mandated recordkeeping requirements. These written communications via unapproved methods were generally not maintained and preserved by TD Bank, and TD Bank generally would not have been able to furnish the communications promptly to a Commission representative if and when requested. As a result, TD Bank violated, as set forth below, Sections 4s(f)(1)(C), and 4s(g)(1) and (3) of the Act, 7 U.S.C. §§ 6s(f)(1)(C), 6s(g)(1), (3), and Regulations 1.31, 23.201(a), and 23.202(a)(1) and (b)(1), 17 C.F.R. §§ 1.31, 23.201(a), 23.202(a)(1), (b)(1) (2023).

In addition, the widespread use of unauthorized communication methods by TD Bank employees to conduct firm business violated TD Bank's own policies and procedures, which prohibited such communications. TD Bank did not maintain adequate internal controls with respect to business-related communications on unapproved communication methods. Indeed,

some of the very same supervisory personnel at TD Bank responsible for ensuring compliance with TD Bank's policies and procedures themselves utilized unapproved methods of communication to engage in business-related communications, in violation of firm policy. Because TD Bank failed to implement a diligent supervisory system to ensure compliance with Commission recordkeeping requirements and the firm's own policies and procedures, and because the widespread use of unauthorized communication methods resulted in the firm's failure to maintain Commission-required records, TD Bank failed to diligently supervise matters related to its business as a Commission registrant in violation of Section 4s(h)(1)(B) of the Act, 7 U.S.C. § 6s(h)(1)(B), and Regulation 23.602(a), 17 C.F.R. § 23.602(a) (2023), as set forth below.

## **B. RESPONDENT**

**The Toronto Dominion Bank** is an international banking and financial services corporation headquartered in Toronto, Ontario. TD Bank was provisionally registered with the Commission as a Swap Dealer since December 31, 2012 and is currently registered as a swap dealer.

## **C. FACTS**

During the course of a Commission investigation into certain of TD Bank's trading, Commission staff issued a document request to TD Bank for specified communications. Separately, Commission staff became aware of TD Bank employee use of unapproved communication methods for business conversations. Although certain of those communications via unapproved methods included one or more TD Bank employees who were identified by name in the Commission's document request, TD Bank did not collect, search, or review those messages to assess whether such communications were responsive to the Commission's document request because the messages were sent or received through an unapproved communication method on an employee's personal device. Commission staff subpoenaed the personal device communications of a TD Bank trader, and TD Bank learned of trade-related communications responsive to the Commission's document request to TD Bank that had been sent or received by unapproved methods.

Subsequently, in response to Commission staff's questions regarding the use of unapproved communication methods, TD Bank disclosed that it had undertaken an internal review of the use of unapproved communication methods by its employees. That review demonstrated that there was widespread and longstanding use of unapproved communication methods by TD Bank employees—including senior-level employees—to engage in firm business, including relating to trading in CFTC regulated derivative and swaps markets.

Importantly, during the Relevant Period, TD Bank's policies and procedures broadly prohibited employees from using unapproved methods, such as personal text messages and WhatsApp, to engage in business-related communications.

Messages sent through TD Bank-approved communications methods were monitored, subject to review, and when appropriate, archived. By contrast, messages sent using unapproved

communication methods, including over personal WhatsApp and text messages, were generally not monitored, subject to review, or archived.

As a result of TD Bank's failure to ensure that employees—including supervisors and senior-level employees—complied with the firm's communications policies and procedures, TD Bank failed to maintain thousands of business-related communications, including communications in connection with its swaps business, and thus failed diligently to supervise its business as a Commission registrant. These supervision failures resulted in the widespread use of unapproved methods of communication by many TD Bank employees in violation of the firm's policies and procedures, as well as a widespread failure to maintain certain records required to be maintained pursuant to Commission recordkeeping requirements.

A sampling analysis, for example, of the personal devices of twenty TD Bank employees, including thirteen associated persons of TD Bank's swap dealer, illustrates the breadth of TD Bank's supervision and recordkeeping failures. Of those twenty employees, who ranged in seniority from Vice President to Managing Director, the vast majority had violated TD Bank's communications policies and procedures by using personal text message and other unapproved methods to communicate with coworkers or market participants. Further, those employees' communications revealed that numerous other TD Bank employees (including numerous senior supervisors and associated persons) conducted firm business via unapproved methods (including in text messages). Certain of these communications constituted records that were required to be kept pursuant to Commission recordkeeping requirements, and none of the communications were preserved and maintained by TD Bank.

TD Bank's recordkeeping and supervision failures were firm-wide and involved employees at all levels of authority. Moreover, employees' use of unapproved communication methods was not hidden within the firm. To the contrary, certain supervisors—the very people responsible for supervising employees to prevent this misconduct—routinely communicated using unapproved methods on their personal devices. In fact, senior supervisors responsible for implementing TD Bank's policies and procedures, and for overseeing employees' compliance with those policies and procedures, themselves failed to comply with firm policies by communicating using unapproved methods on their personal devices about the firm's Commission-regulated businesses.

### III. LEGAL DISCUSSION

#### A. TD Bank's Failure to Keep Required Records in Violation of Sections 4s(f)(1)(C) and 4s(g)(1) and (3) of the Act and Regulations 23.201(a) and 23.202(a)(1) and (b)(1)

Section 4s(f)(1)(C) of the Act obligates swap dealers to keep “books and records of all activities related to its business as a swap dealer . . . in such form and manner and for such period as may be prescribed by the Commission by rule or regulation” and those books and records must be kept “open to inspection and examination by any representative of the Commission.” 7 U.S.C. § 6s(f)(1)(C); *see also* Section 4s(g)(1) and (3) of the Act, 7 U.S.C. § 6s(g)(1), (3) (requiring swap dealers to keep daily trading and counterparty records). These statutes are

implemented, among other places, at Regulations 23.201(a) and 23.202(a)(1) and (b)(1), 17 C.F.R. §§ 23.201(a), 23.202(a)(1), (b)(1) (2023).

Regulation 23.201(a) obligates a swap dealer to “keep full, complete, and systematic records, together with all pertinent data and memoranda, of all its swaps activities,” including “[r]ecords of each transaction, including all documents on which transaction information is originally recorded.” Regulation 23.202(a)(1) and (b)(1) requires, in relevant part, every swap dealer to keep daily trading records of all swaps and related cash and forward transactions it executes including, specifically, a record of oral and written communications provided or received concerning quotes, solicitations, bids, offers, instructions, trading, and prices that led to the execution of a swap transaction or the conclusion of a related cash or forward transaction.

During the Relevant Period, as a result of the widespread employee use of unapproved communication methods, TD Bank failed to maintain Commission-required transaction records and pre-execution communications. By this conduct, TD Bank violated Sections 4s(f)(1)(C) and 4s(g)(1) and (3) of the Act and Regulations 23.201(a) and 23.202(a)(1) and (b)(1).

**B. TD Bank’s Failure to Keep Records in Required Manner in Violation of Regulation 1.31**

Regulation 1.31(b)(4), 17 C.F.R. § 1.31(b)(4) (2023), requires that registrants keep all books and records that are required to be maintained under the Act and Regulations in such manner as to make them “readily accessible” for a period of two years for paper records and for the duration of the retention period for electronic records. Upon request of the Commission, all of these documents are required to be “promptly” produced. Regulation 1.31(d), 17 C.F.R. § 1.31(d) (2023). Regulation 23.203(b)(1), 17 C.F.R. § 23.203(b)(1) (2023), requires that records required to be kept pursuant to Part 23 of the Regulations, be kept in accordance with Regulation 1.31, 17 C.F.R. § 1.31 (2023).

By failing to keep all Commission-required records in such a manner as to make them “readily accessible,” TD Bank violated Regulation 1.31.

**C. TD Bank’s Failure to Supervise Diligently in Violation of Section 4s(h)(1)(B) of the Act and Regulation 23.602(a)**

Section 4s(h)(1)(B) of the Act, 7 U.S.C. § 6s(h)(1)(B), requires “diligent supervision of the business of the registered swap dealer[.]” Regulation 23.602(a) requires that each swap dealer “shall establish and maintain a system to supervise, and shall diligently supervise, all activities relating to its business performed by its partners, members, officers, employees, and agents (or persons occupying a similar status or performing a similar function).” 17 C.F.R. § 23.602(a) (2023). The operative language of Regulation 23.602 is similar to the language of the Commission’s longstanding supervision regulation for futures and options, Regulation 166.3, 17 C.F.R. § 166.3 (2023).

Under Regulation 23.602(a), a violation is demonstrated by showing either that: (1) the registrant’s supervisory system was generally inadequate; or (2) the registrant failed to perform

its supervisory duties diligently. *See In re JPMorgan Chase Bank, N.A.*, CFTC No. 22-07, 2021 WL 6098347, at \*6 (Dec. 17, 2021) (consent order); *see also In re Commerzbank AG*, CFTC No. 19-03, 2018 WL 5921385, at \*10-11 (Nov. 8, 2018) (consent order) (noting textual similarities between Regulation 23.602 and Regulation 166.3, applying case law concerning Regulation 166.3, and citing *In re Murlas Commodities, Inc.*, CFTC No. 85-29, 1995 WL 523563, at \*9 (Sept. 1, 1995), and *In re Paragon Futures Assoc.*, CFTC No. 88-18, 1992 WL 74261, at \*14 (Apr. 1, 1992)); *In re INTL FCStone Markets, LLC*, CFTC No. 15-27, 2015 WL 4980321, at \*3 (Aug. 19, 2015) (consent order) (same). Either showing “alone is sufficient to establish a violation of the supervision requirement.” *Commerzbank*, 2018 WL 5921385, at \*10 (interpreting Regulation 23.602 in light of Regulation 166.3 precedents). No evidence of an underlying violation is necessary. *In re Collins*, CFTC No. 94-13, 1997 WL 761927, at \*10 (Dec. 10, 1997) (interpreting Regulation 166.3). Evidence of violations that “‘should be detected by a diligent system of supervision, either because of the nature of the violations or because the violations have occurred repeatedly,’ is probative of a failure to supervise.” *See In re Bank of Nova Scotia*, CFTC No. 20-26, 2020 WL 4926053, at \*10 (Aug. 19, 2020) (consent order) (quoting *In re Société Générale Int’l Ltd.*, CFTC No. 19-38, 2009 WL 4915485, at \*7 (Sept. 30, 2019) (consent order)).

TD Bank failed to supervise its swap dealer business activities diligently during the Relevant Period. TD Bank failed to maintain an adequate supervisory system to ensure that employees did not utilize unapproved methods to engage in communications relating to firm business, including the swap dealer business. TD Bank’s failure to supervise is demonstrated by its failure to detect, prevent, and remediate repeated violations of the Commission’s recordkeeping requirements and firm policies and procedures. Supervisory personnel failed to ensure that employees complied with TD Bank’s Commission recordkeeping obligations and firm communications policies and in some instances, themselves violated the policies. These supervision failures also resulted in the failure to keep and maintain Commission-required records and the failure to maintain the records in such a manner as to make them readily available. By this conduct, TD Bank failed to supervise diligently its officers, employees, and agents, in violation of Section 4s(h)(1)(B) of the Act and Regulation 23.602(a).

#### **IV. FINDINGS OF VIOLATIONS**

Based on the foregoing, the Commission finds that, during the Relevant Period, TD Bank violated Sections 4s(f)(1)(C), 4s(g)(1) and (3), and 4s(h)(1)(B) of the Act, 7 U.S.C. §§ 6s(f)(1)(C), 6s(g)(1), (3), 6s(h)(1)(B), and Regulations 1.31, 23.201(a), 23.202(a)(1) and (b)(1), and 23.602(a), 17 C.F.R. §§ 1.31, 23.201(a), 23.202(a)(1), (b)(1), 23.602(a) (2023).

#### **V. OFFER OF SETTLEMENT**

Respondent has submitted the Offer in which it knowingly and voluntarily:

- A. Consents to the resolution of this matter in an administrative proceeding;
- B. Acknowledges service of this Order;

- C. Admits the facts described in Section II above and acknowledges that its conduct violated the Act and Regulations;
- D. Admits the jurisdiction of the Commission with respect to all matters set forth in this Order and for any action or proceeding brought or authorized by the Commission based on violation of or enforcement of this Order;
- E. Waives:
  - 1. The filing and service of a complaint and notice of hearing;
  - 2. A hearing;
  - 3. All post-hearing procedures;
  - 4. Any and all rights or defenses that Respondent has or might have for the matter to be adjudicated in a federal district court in the first instance, including any associated right to a jury trial;
  - 5. Judicial review by any court;
  - 6. Any and all objections to the participation by any member of the Commission's staff in the Commission's consideration of the Offer;
  - 7. Any and all claims that it may possess under the Equal Access to Justice Act, 5 U.S.C. § 504, and 28 U.S.C. § 2412, and/or the rules promulgated by the Commission in conformity therewith, Part 148 of the Regulations, 17 C.F.R. pt. 148 (2023), relating to, or arising from, this proceeding;
  - 8. Any and all claims that it may possess under the Small Business Regulatory Enforcement Fairness Act of 1996, Pub. L. No. 104-121, tit. II, §§ 201–253, 110 Stat. 847, 857–74 (codified as amended at 28 U.S.C. § 2412 and in scattered sections of 5 U.S.C. and 15 U.S.C.), relating to, or arising from, this proceeding; and
  - 9. Any claims of Double Jeopardy based on the institution of this proceeding or the entry in this proceeding of any order imposing a civil monetary penalty or any other relief, including this Order;
- F. Agrees for purposes of the waiver of any and all rights under the Equal Access to Justice Act specified in paragraph E.7 above, that the Commission is the prevailing party in this action;
- G. Stipulates that the record basis on which this Order is entered shall consist solely of the findings contained in this Order to which Respondent has consented in the Offer;

- H. Consents, solely on the basis of the Offer, to the Commission's entry of this Order that:
1. Makes findings by the Commission that TD Bank violated Sections 4s(f)(1)(C), 4s(g)(1) and (3), and 4s(h)(1)(B) of the Act, 7 U.S.C. §§ 6s(f)(1)(C), 6s(g)(1), (3), 6s(h)(1)(B), and Regulations 1.31, 23.201(a), 23.202(a)(1) and (b)(1), and 23.602(a), 17 C.F.R. §§ 1.31, 23.201(a), 23.202(a)(1), (b)(1), 23.602(a) (2023);
  2. Orders TD Bank to cease and desist from violating Sections 4s(f)(1)(C), 4s(g)(1) and (3), and 4s(h)(1)(B) of the Act, and Regulations 1.31, 23.201(a), 23.202(a)(1) and (b)(1), and 23.602(a);
  3. Orders Respondent to pay a civil monetary penalty in the amount of seventy-five million US dollars (\$75,000,000), plus post-judgment interest within fourteen days of the date of entry of this Order; and
  4. Orders Respondent and its successors and assigns to comply with the conditions and undertakings consented to in the Offer and as set forth in Part VI of this Order; and
- I. Represents that Respondent has engaged in a review of certain recordkeeping failures and begun a program of remediation.

Upon consideration, the Commission has determined to accept the Offer.

## **VI. ORDER**

### **Accordingly, IT IS HEREBY ORDERED THAT:**

- A. TD Bank and its successors and assigns shall cease and desist from violating Sections 4s(f)(1)(C), 4s(g)(1) and (3), and 4s(h)(1)(B) of the Act, and Regulations 1.31, 23.201(a), 23.202(a)(1) and (b)(1), and 23.602(a) (2023).
- B. Respondent shall pay a civil monetary penalty in the amount of seventy-five million US dollars (\$75,000,000) ("CMP Obligation"), within fourteen days of the date of the entry of this Order. If the CMP Obligation is not paid in full within fourteen days of the date of entry of this Order, then post-judgment interest shall accrue on the CMP Obligation beginning on the date of entry of this Order and shall be determined by using the Treasury Bill rate prevailing on the date of entry of this Order pursuant to 28 U.S.C. § 1961.

Respondent shall pay the CMP Obligation and any post-judgment interest by electronic funds transfer, U.S. postal money order, certified check, bank cashier's check, or bank money order. If payment is to be made other than by electronic funds transfer, then the payment shall be made payable to the Commodity Futures Trading Commission and sent to the address below:



MMAC/ESC/AMK326  
Commodity Futures Trading Commission  
6500 S. MacArthur Blvd.  
HQ Room 266  
Oklahoma City, OK 73169  
9-AMC-AR-CFTC@faa.gov

If payment is to be made by electronic funds transfer, TD Bank shall contact the Federal Aviation Administration at the above email address to receive payment instructions and shall fully comply with those instructions. Respondent shall accompany payment of the CMP Obligation with a cover letter that identifies the paying Respondent and the name and docket number of this proceeding. The paying Respondent shall simultaneously transmit copies of the cover letter and the form of payment to the Chief Financial Officer, Commodity Futures Trading Commission, Three Lafayette Centre, 1155 21st Street, NW, Washington, D.C. 20581;

- C. Respondent and its successors and assigns shall comply with the following conditions and undertakings set forth in the Offer:
1. TD Bank shall conduct, within 150 days of the entry of this Order:
    - a. A comprehensive review of TD Bank's supervisory, compliance, and other policies and procedures designed to ensure that TD Bank's electronic communications, including those found on personal electronic devices, including without limitation, cellular phones ("Personal Devices"), are preserved in accordance with the requirements of the Act, the Regulations, and TD Bank's policies and procedures.
    - b. A comprehensive review of training conducted by TD Bank to ensure swap dealer personnel are complying with the requirements regarding the preservation of electronic communications, including those found on Personal Devices, in accordance with the requirements of the Act and the Regulations, and TD Bank's policies and procedures, including by ensuring that TD Bank's swap dealer personnel certify in writing on a quarterly basis that they are complying with preservation requirements.
    - c. An assessment of the surveillance program measures implemented by TD Bank to ensure compliance, on an ongoing basis, with the requirements found in the Act, the Regulations, and TD Bank's swap dealer policies and procedures to preserve electronic communications, including those found on Personal Devices.
    - d. An assessment of the technological solutions that TD Bank has begun implementing to meet the record retention requirements of the Act, the Regulations, and TD Bank's policies and procedures, including an assessment of the likelihood that TD Bank's swap dealer personnel will use the

technological solutions going forward and a review of the measures employed by TD Bank to track employee usage of new technological solutions.

- e. An assessment of the measures used by TD Bank to prevent the use of unauthorized communications methods for business communications by swap dealer personnel. This assessment should include, but not be limited to, a review of the firm's policies and procedures to ascertain if they provide for any significant technology and/or behavioral restrictions that help prevent the risk of the use of unapproved communications methods on Personal Devices (e.g., trading floor restrictions).
- f. A review of TD Bank's electronic communications surveillance routines to ensure that electronic communications through approved communications methods found on Personal Devices are incorporated into TD Bank's overall swap dealer communications surveillance program.
- g. A comprehensive review of the framework adopted by TD Bank to address instances of non-compliance by TD Bank's swap dealer employees with TD Bank's policies and procedures concerning the use of Personal Devices to communicate about TD Bank business in the past. This review shall include a survey of how TD Bank determined which employees failed to comply with TD Bank's policies and procedures, the corrective action carried out, an evaluation of who violated policies and why, what penalties were imposed, and whether penalties were handed out consistently across business lines and seniority levels.

2. Written Report of Findings:

- a. Within forty-five (45) days after completion of the review set forth in subparagraphs 1.a. through 1.g. above, TD Bank shall submit a detailed written report of its findings to the Commission staff (the "Report"). The Report shall include a description of the review performed, the names of the individuals who performed the review, the conclusions reached, and a summary of the plan for implementing the recommended changes in or improvements to TD Bank's policies and procedures.
- b. TD Bank shall adopt all recommendations contained in the Report within one hundred and thirty-five (135) days of the date of the Report.
- c. The Report will likely include confidential financial, proprietary, competitive business or commercial information. Public disclosure of the reports could discourage cooperation, impede pending or potential government investigations or undermine the objectives of the reporting requirement. For these reasons, among others, the reports and the contents thereof are intended to remain and shall remain non-public, except: (1) pursuant to court order; (2) as agreed to by the parties in writing; (3) to the extent that the Commission

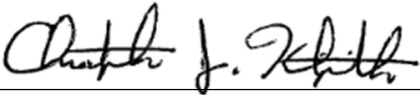
determines in its sole discretion that disclosure would be in furtherance of the Commission's discharge of its duties and responsibilities; or (4) is otherwise required by law.

3. One-Year Evaluation: TD Bank shall assess its program for the preservation, as required under the Act, Regulations, and TD Bank's policies and procedures, of electronic communications, including those found on Personal Devices, commencing one year after submitting the Report required by Paragraph 2.a above. TD Bank shall require this review to evaluate TD Bank's progress in the areas described in Paragraph 1.a. through 1.g. above. After this review, TD Bank shall submit a report (the "One Year Report") to the Commission staff and shall ensure that the One Year Report includes an updated assessment of TD Bank's policies and procedures with regard to the preservation of electronic communications (including those found on Personal Devices), training, surveillance programs, and technological solutions implemented in the prior year period.
4. Reporting Discipline Imposed: For two years following the entry of this Order, TD Bank shall notify the Commission staff as follows upon the imposition of any discipline imposed by TD Bank, including, but not limited to, written warnings, loss of any pay, bonus, or incentive compensation, or the termination of employment, with respect to any swap dealer personnel found to have violated TD Bank's policies and procedures concerning the preservation of electronic communications, including those found on Personal Devices: (1) at least 48 hours before the filing of a Form 8-T; or (2) within ten (10) days of the imposition of other discipline.
5. Recordkeeping: TD Bank shall preserve, for a period of not less than six (6) years from the end of the fiscal year last used, the first two (2) years in an easily accessible place, any record of compliance with these undertakings.
6. Public Statements: Respondent agrees that neither it nor any of its successors and assigns, agents or employees under its authority or control shall take any action or make any public statement denying, directly or indirectly, any findings or conclusions in this Order or creating, or tending to create, the impression that this Order is without a factual basis; provided, however, that nothing in this provision shall affect Respondent's: (1) testimonial obligations; or (2) right to take legal positions in other proceedings to which the Commission is not a party. Respondent and its successors and assigns shall comply with this agreement, and shall undertake all steps necessary to ensure that all of its agents and/or employees under its authority or control understand and comply with this agreement.
7. Cooperation, in General: Respondent shall cooperate fully and expeditiously with the Commission, including the Commission's Division of Enforcement, in this action, and in any current or future Commission investigation or action related thereto. Respondent shall also cooperate in any investigation, civil litigation, or administrative matter related to, or arising from, the subject matter of this action.

8. Partial Satisfaction: Respondent understands and agrees that any acceptance by the Commission of any partial payment of Respondent's CMP Obligation shall not be deemed a waiver of its obligation to make further payments pursuant to this Order, or a waiver of the Commission's right to seek to compel payment of any remaining balance.
9. Deadlines: For good cause shown, Division staff may extend any of the procedural dates relating to the undertakings. Unless otherwise specified, deadlines for procedural dates shall be counted in calendar days, except that if the last day falls on a weekend or federal holiday, the next business day shall be considered to be the last day.
10. Change of Address/Phone: Until such time as Respondent satisfies in full its CMP Obligation as set forth in this Order, Respondent shall provide written notice to the Commission by certified mail of any change to its telephone numbers and mailing addresses within ten calendar days of the change.

**The provisions of this Order shall be effective as of this date.**

By the Commission.



---

Christopher J. Kirkpatrick  
Secretary of the Commission  
Commodity Futures Trading Commission

Dated: August 13, 2024