

TD AMERITRADE HOLDING CORP  
Form SC 13D/A  
August 13, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 9)\***

TD Ameritrade Holding Corporation  
(Name of Issuer)  
Common Stock, par value \$0.01 per share  
(Title of Class of Securities)  
87236Y 10 8  
(CUSIP Number)  
Christopher A. Montague, Esq.  
The Toronto-Dominion Bank  
Toronto-Dominion Centre  
P.O. Box 1  
Toronto, Ontario M5K 1A2  
(416) 982-8222

Copy to:  
Ellen Patterson, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(212) 455-2000  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)  
August 6, 2010  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 87236Y 10 8

NAMES OF REPORTING PERSONS

1

The Toronto-Dominion Bank

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF 264,719,332\*

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 264,719,332\*

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

264,719,332\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

46.0%<sup>(1)</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

BK

\* As described in the statement on Schedule 13D filed jointly by The Toronto-Dominion Bank and TD Discount Brokerage Holdings LLC on January 25, 2006 (the Original Statement ), based on the provisions relating to voting agreements and (except with respect to the Ricketts Grandchildren Trust) the grant of proxies contained in the Stockholders Agreement, the TD Entities may be deemed to share voting power over the shares beneficially owned by the Ricketts Parties. Based on information set forth in the 2010 Proxy Statement for Annual Meeting of Stockholders (the Ricketts Statement ), as of December 28, 2009 the Ricketts Parties beneficially owned, in the aggregate, 87,461,517 shares of Issuer Common Stock (as defined herein), representing approximately 15% of the outstanding shares of Issuer Common Stock. The TD Entities disclaim beneficial ownership of all shares held by the Ricketts Parties. The number of shares reported as held by the TD Entities does not include shares held by the Ricketts Parties. However, as described in Item 6 of the Original Statement, the TD Entities and the Ricketts Parties acknowledge that they constitute a group, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the Exchange Act ), with respect to TD Ameritrade.

(1) Based on 576,070,620 shares of Issuer Common Stock outstanding as of July 31, 2010, as reported by the Issuer in its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2010.

CUSIP No. 87236Y 10 8

NAMES OF REPORTING PERSONS

1

TD Discount Brokerage Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 87236Y 10 8

NAMES OF REPORTING PERSONS

1

TD Discount Brokerage Acquisition LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO



CUSIP No. 87236Y 10 8

NAMES OF REPORTING PERSONS

1

TD Discount Brokerage Hedging LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 87236Y 10 8

NAMES OF REPORTING PERSONS

1

TD Luxembourg International Holdings Sarl

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Luxembourg

SOLE VOTING POWER

7

NUMBER OF 264,719,287\*

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 264,719,287\*

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

264,719,287\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

46.0%<sup>(1)</sup>

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

\* As described in the statement on Schedule 13D filed jointly by The Toronto-Dominion Bank and TD Discount Brokerage Holdings LLC on January 25, 2006 (the Original Statement ), based on the provisions relating to voting agreements and (except with respect to the Ricketts Grandchildren Trust) the grant of proxies contained in the Stockholders Agreement, the TD Entities may be deemed to share voting power over the shares beneficially owned by the Ricketts Parties. Based on information set forth in the 2010 Proxy Statement for Annual Meeting of Stockholders (the Ricketts Statement ), as of December 28, 2009 the Ricketts Parties beneficially owned, in the aggregate, 87,461,517 shares of Issuer Common Stock (as defined herein), representing approximately 15% of the outstanding shares of Issuer Common Stock. The TD Entities disclaim beneficial ownership of all shares held by the Ricketts Parties. The number of shares reported as held by the TD Entities does not include shares held by the Ricketts Parties. However, as described in Item 6 of the Original Statement, the TD Entities and the Ricketts Parties acknowledge that they constitute a group, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the Exchange Act ), with respect to TD Ameritrade.

(1) Based on 576,070,620 shares of Issuer Common Stock outstanding as of July 31, 2010, as reported by the Issuer in its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2010.

**Item 1. Security and Issuer**

This Amendment No. 9 hereby amends and supplements the statement of beneficial ownership on Schedule 13D relating to the common stock, \$0.01 par value per share (the Issuer Common Stock ) of TD Ameritrade Holding Corporation, a Delaware corporation (the Issuer ), initially filed on January 25, 2006, as amended by Amendment No. 1 thereto filed on February 24, 2006, Amendment No. 2 thereto filed on April 14, 2006, Amendment No. 3 thereto filed on May 5, 2006, Amendment No. 4 thereto filed on May 11, 2006, Amendment No. 5 thereto filed on May 19, 2006, Amendment No. 6 thereto filed on May 26, 2006, Amendment No. 7 thereto filed on September 14, 2006 and Amendment No. 8 thereto filed on February 5, 2009 (as amended, and as it may be further amended from time to time, this Statement ), by The Toronto-Dominion Bank, TD Discount Brokerage Holdings LLC, TD Discount Brokerage Acquisition LLC and TD Discount Brokerage Hedging LLC with respect to the items set forth below. Unless otherwise indicated herein, capitalized terms used and not defined in this Amendment No. 9 shall have the respective meanings herein as are ascribed to such terms in the Statement.

**Item 2. Identity and Background**

Item 2 of the Statement is hereby amended and restated in its entirety (other than with respect to Schedule I to the Statement, which is amended and supplemented as provided for in this Amendment No. 9) as follows:

This Statement is being filed by The Toronto-Dominion Bank, a Canadian chartered bank ( TD ), TD Discount Brokerage Holdings LLC, a Delaware limited liability company and a wholly-owned subsidiary of TD ( TDDBH ), TD Discount Brokerage Acquisition LLC, a Delaware limited liability company and a wholly-owned subsidiary of TD ( TDDBA ), TD Discount Brokerage Hedging LLC, a Delaware limited liability company and a wholly-owned subsidiary of TD ( TD Hedging ) and TD Luxembourg International Holdings Sarl, a private limited liability company existing under the laws of Luxembourg and a wholly-owned subsidiary of TD ( TD LIH ) and together with TD, TDDBH, TDDBA and TD Hedging, the TD Entities or the Reporting Persons ). TD and its subsidiaries are principally engaged in the business of personal, commercial and wholesale banking and wealth management. The principal executive office of TD is located at Toronto-Dominion Centre, P.O. Box 1, Toronto, Ontario, Canada M5K 1A2, the principal executive offices of TD Hedging, TDDBH and TDDBA are located at 31 W. 52<sup>nd</sup> Street, New York, New York 10019 and the principal executive office of TD LIH is located at 46A, Avenue John F. Kennedy, L-2951 Luxembourg, Grand-Duchy of Luxembourg.

The name, business address, citizenship and present principal occupation or employment of each director and executive officer of each of the TD Entities and the name and principal business and address of any corporation or other organization in which such employment is conducted are set forth in Schedule I hereto and are incorporated by reference herein.

During the last five years, none of the TD Entities or, to the knowledge of the TD Entities, any of their respective executive officers or directors named in Schedule I hereto has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration**

On July 28, 2010, in exchange for 100% of the then outstanding equity interests in TD LIH, TD contributed all of the outstanding equity interests of TDDBH, TDDBA and TD Hedging to TD LIH. Immediately following this contribution, on July 28, 2010, each of TDDBH, TDDBA and TD Hedging was dissolved, and as of and from such time, the shares of Issuer Common Stock previously held by such entities have been held by TD LIH.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Statement is hereby amended and supplemented by the following:

(a) and (b). As of August 6, 2010 after giving effect to the transfer and conveyance pursuant to the Contribution and Subscription Agreement described in Item 6 below, TD LIH was the record and beneficial owner of 264,719,287 shares of Issuer Common Stock, representing approximately 46.0% of the outstanding shares of Issuer Common Stock, and TDDBH, TDDBA and TD Hedging each ceased to be the beneficial owners of any shares of Issuer Common Stock. TD controls TD LIH and accordingly beneficially owns the shares of Issuer Common Stock held by such entity. Including such shares held by TD LIH and the shares beneficially owned by TD Asset Management Inc. ( TDAM ), as described below, as of August 6, 2010, TD was the beneficial owner of 264,719,332 shares of Issuer Common Stock, representing approximately 46.0% of the outstanding shares of Issuer Common Stock. Of the 264,719,332 shares of Issuer Common Stock beneficially owned by TD as of August 6, 2010, 45 shares are owned by certain clients of TDAM, an institutional investment manager and wholly-owned subsidiary of TD, and mutual funds advised by TDAM, all in the ordinary course of its investment management business, with respect to which TDAM holds sole voting and dispositive power (such shares, the TDAM Shares ). The TDAM Shares are not subject to the provisions of, or included in the calculation of TD 's ownership limit under, the Stockholders Agreement.

Except for Mr. Clark, Mr. Bragg, Mr. Prezzano and Mr. Hatanaka, none of the individuals listed on Schedule I beneficially owns any shares of Issuer Common Stock. Mr. Clark beneficially owns 6,000 shares of Issuer Common Stock. Mr. Bragg beneficially owns 113,000 shares of Issuer Common Stock. Mr. Prezzano beneficially owns 47,958 shares of Issuer Common Stock. Mr. Hatanaka beneficially owns 3,000 shares of Issuer Common Stock.

(c) Except as otherwise specified in this Statement, none of the TD Entities nor, to the best of the TD Entities knowledge, any of the individuals listed on Schedule I hereto, has engaged in any transaction in shares of Issuer Common Stock in the last 60 days.

(d) None of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons listed in Schedule I hereto knows of any other person who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Issuer Common Stock beneficially owned by the Reporting Persons, other than customers of a Reporting Person over whose shares a Reporting Person may have investment discretion.

(e) On July 28, 2010, TDDBH, TDDBA and TD Hedging each filed a certificate of cancellation with the State of Delaware to cancel their respective Certificates of Formation. Following their dissolution, they ceased to be 5% beneficial owners of Issuer Common Stock.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Statement is hereby amended and supplemented by the following:

On July 28, 2010, TD and TD LIH entered into a Contribution and Subscription Agreement whereby TD transferred and conveyed all of its rights, title and interest in TDDBH, TDDBA and TD Hedging to TD LIH in exchange for TD 's ownership interests in TD LIH. A copy of the Contribution and Subscription Agreement is filed as Exhibit 8 hereto.

On July 28, 2010, TD LIH also entered into an Addendum to the Stockholders Agreement, pursuant to which TD LIH notified the Issuer of the transfer of Issuer Common Stock formerly held by TDDBH, TDDBA and TD Hedging to TD LIH and TD LIH agreed to be bound by the terms and conditions of the Stockholders Agreement. The Addendum to the Stockholders Agreement is filed as Exhibit 9 hereto.

As of August 6, 2010, the Issuer entered into Amendment No. 3 to the Stockholders Agreement ( Amendment No. 3 ), dated as of June 22, 2005, among the Issuer, TD LIH, TD and the Ricketts Parties. Under Amendment No. 3: (i) TD has until January 24, 2014 to take all actions reasonably necessary to reduce its ownership in the Issuer to 45% of the outstanding common stock of the Issuer; (ii) TD is required to take all actions reasonably necessary to commence reduction of its ownership in the Issuer 's common stock and then continue such reduction for so long as such reduction can be executed at a price per share equal to or greater than TD 's then-applicable average carrying value per share of Issuer common stock; and (iii) in connection with stock repurchases by the Issuer, TD 's ownership interest in the Issuer will not exceed 48% of the outstanding common stock of the Issuer. Amendment No. 3 terminates on the earlier of January 24, 2014 or the termination of the Stockholders Agreement in accordance with its terms. Under the Stockholders Agreement, TD is permitted to exercise voting rights only with respect to 45% of the outstanding common stock of the Issuer (to the extent such shares are subject to the terms of the Stockholders Agreement).



While the TD Entities believe this description covers the material terms of Amendment No. 3, it is qualified in its entirety by reference to Amendment No. 3, a copy of which is included as Exhibit 10 of this Statement and incorporated herein by reference

Item 7. Material to be Filed as Exhibits

Item 7 of the Statement is hereby supplemented as follows:

| Exhibit<br>Number | Description of Exhibit                  |
|-------------------|---|
| 7                 | Joint Filing Agreement                  |
| 8                 | Contribution and Subscription Agreement |
| 9                 | Addendum to the Stockholders Agreement  |
| 10                | Amendment No. 3 Stockholders Agreement  |



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 13, 2010

THE TORONTO-DOMINION BANK

By: /s/ Christopher A. Montague  
Name: Christopher A. Montague  
Title: Executive Vice President and General  
Counsel

TD DISCOUNT BROKERAGE HOLDINGS LLC

By: /s/ Frank Tripodi  
Name: Frank Tripodi  
Title: Liquidating Trustee

TD DISCOUNT BROKERAGE ACQUISITION  
LLC

By: /s/ Frank Tripodi  
Name: Frank Tripodi  
Title: Liquidating Trustee

TD DISCOUNT BROKERAGE HEDGING LLC

By: /s/ Frank Tripodi  
Name: Frank Tripodi  
Title: Liquidating Trustee

TD LUXEMBOURG INTERNATIONAL  
HOLDINGS SARL

By: /s/ Yves Sawaya  
Name: Yves Sawaya  
Title: Manager

**SCHEDULE I**  
**INFORMATION RELATING TO THE DIRECTORS AND EXECUTIVE OFFICERS**  
**OF THE TD ENTITIES**

Schedule I to the Schedule 13D Filing is hereby amended and restated as follows:

| Name | Present Principal Occupation or Employment and Address |
|------|--|
|------|--|

**THE TORONTO-DOMINION BANK**

**DIRECTORS**

|   |   |
|---|---|
| William E. Bennett<br>(US Citizen)            | Corporate Director<br>55 West Monroe Street<br>Suite 2530<br>Chicago, Illinois 60603-5008   |
| Hugh J. Bolton<br>(Canadian Citizen)          | Non-Executive Chair of the Board<br>EPCOR Utilities Inc.<br>EPCOR Centre<br>1800-10065 Jasper Avenue. NW<br>Edmonton, Alberta<br>T5J 3B1  |
| John H. Bragg<br>(Canadian Citizen)           | Chairman, President & Co-Chief Executive Officer<br>Oxford Frozen Foods Limited<br>4881 Main St.<br>P.O. Box 220<br>Oxford, N.S.<br>B0M 1P0   |
| W. Edmund Clark<br>(Canadian Citizen)         | President & Chief Executive Officer<br>The Toronto-Dominion Bank<br>P.O. Box 1<br>Toronto-Dominion Centre<br>66 Wellington Street West, 4th Floor, TD Bank Tower<br>Toronto, Ontario<br>M5K 1A2 |
| Wendy K. Dobson<br>(Canadian Citizen)         | Professor and Co-Director<br>Institute for International Business<br>Joseph L. Rotman School of Management<br>University of Toronto<br>105 St. George Street<br>Toronto, Ontario<br>M5S 3E6     |
| Henry H. Ketcham<br>(US and Canadian Citizen) | Chairman, President and Chief Executive Officer<br>West Fraser Timber Co. Ltd.<br>Suite 501 858 Beatty Street   |

Vancouver, BC  
V6B 1C1

| Name                                      | Present Principal Occupation or Employment and Address  |
|---|---|
| Pierre H. Lessard<br>(Canadian Citizen)   | Executive Chairman of the Board<br>METRO INC.<br>1002 Sherbrooke St. West<br>Suite 2200<br>Montreal, Quebec<br>H3A 3L6                  |
| Brian M. Levitt<br>(Canadian Citizen)     | Partner and Co-Chair<br>Osler, Hoskin & Harcourt LLP<br>1000 De La Gauchetiere Street West<br>Suite 2100<br>Montreal, Quebec<br>H3B 4W5 |
| Harold H. MacKay<br>(Canadian Citizen)    | Counsel<br>MacPherson Leslie & Tyerman LLP<br>1500 1874 Scarth St.<br>Regina, Saskatchewan<br>S4P 4E9                                   |
| Irene Miller<br>(US and Canadian Citizen) | Chief Executive Officer<br>Akim, Inc.<br>186 Riverside Drive #10E<br>New York, NY 10024   |
| Nadir H. Mohamed<br>(Canadian Citizen)    | President and Chief Executive Officer<br>Rogers Communications Inc.<br>333 Bloor Street East, 10th Floor<br>Toronto, Ontario<br>4W 1G9  |
| Wilbur J. Prezzano<br>(US Citizen)        | Corporate Director<br>28 Murray Blvd.<br>Charleston, South Carolina 29401-2350  |
| Helen K. Sinclair<br>(Canadian Citizen)   | Chief Executive Officer<br>BankWorks Trading Inc.<br>20 Adelaide Street East, Suite 400<br>Toronto, ON<br>M5C 2T6                       |
| Carole S. Taylor<br>(Canadian Citizen)    | Senior Advisor<br>Borden Ladner Gervais LLP<br>1200 Waterfront Centre<br>200 Burrard Street PO Box 48600<br>Vancouver, BC               |

V7X 1T2

| Name   | Present Principal Occupation or Employment and Address  |
|--|---|
| John M. Thompson<br>(Canadian Citizen)                     | Non-Executive Chairman of the Board<br>The Toronto-Dominion Bank<br>P.O. Box 1<br>Toronto-Dominion Centre<br>66 Wellington Street West<br>4th floor, TD Bank Tower<br>Toronto, Ontario<br>M5K 1A2 |
| <b>EXECUTIVE OFFICERS</b>                                  |   |
| Riaz Ahmed<br>(Canadian Citizen)                           | Group Head, Treasury, Corporate Development and Group Strategy  |
| Mark Russell Chauvin<br>(Canadian Citizen)                 | Group Head and Chief Risk Officer   |
| William Edmund Clark<br>(Canadian Citizen)                 | President and Chief Executive Officer   |
| Theresa Lynn Currie<br>(Canadian and U.S. Citizen)         | Group Head, Marketing, Corporate and Public Affairs and People Strategies   |
| Robert Edward Dorrance<br>(Canadian Citizen)               | Group Head Wholesale Banking  |
| Bernard Thomas Dorval<br>(Canadian Citizen)                | Group Head, Insurance and Global Development TD Bank Financial Group  |
| William Harry Hatanaka<br>(Canadian Citizen)               | Group Head Wealth Management  |
| Timothy David Hockey<br>(Canadian Citizen)                 | Group Head, Canadian Banking, TD Bank Financial Group   |
| Colleen Mary Johnston<br>(Canadian Citizen)                | Group Head, Finance and Chief Financial Officer, Corporate Office   |
| Bharat Bhagwanji Masrani<br>(Canadian and British Citizen) | Group Head, U.S. Personal and Commercial Banking  |
| Francis Joseph McKenna<br>(Canadian Citizen)               | Deputy Chair  |
| Michael Bo Pedersen<br>(Canadian Citizen)                  | Group Head, Corporate Operations  |



Name Present Principal Occupation or Employment and Address

**TD LUXEMBOURG INTERNATIONAL HOLDINGS SARL**

**DIRECTORS**

|                                      |  |
|--------------------------------------|--|
| Nicolas Horlait<br>(Belgian Citizen) | Manager<br>TD Luxembourg International Holdings Sarl<br>12 rue Espen,<br>L-5958 ITZIG, Luxembourg, Grand Duchy of Luxembourg |
|--------------------------------------|--|

|                                   |   |
|-----------------------------------|---|
| Yves Sawaya<br>(Egyptian Citizen) | Manager<br>TD Luxembourg International Holdings Sarl<br>Onstein 164,<br>1082 KN, Amsterdam, The Netherlands |
|-----------------------------------|---|