

TD AMERITRADE HOLDING CORP  
Form SC 13D/A  
March 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 14)\*

**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)

Norie C. Campbell, Esq.

The Toronto-Dominion Bank

Toronto-Dominion Centre

P.O. Box 1

Edgar Filing: TD AMERITRADE HOLDING CORP - Form SC 13D/A

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)

March 14, 2012

(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 §240.13d-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

1 NAMES OF REPORTING PERSONS.

2 The Toronto-Dominion Bank  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

NUMBER OF

SHARES 247,419,287\*  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 247,419,287\*  
10 SHARED DISPOSITIVE POWER  
WITH

11 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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247,419,287\*

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

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

45.10% <sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

BK

\* As described in the Statement (as defined below), 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 (as defined below) may be deemed to share voting power over the shares beneficially owned by the Ricketts Parties. Based on information set forth in the Form 4 filed by J. Joe Ricketts on February 17, 2012, the Form 4 filed by Marlene M. Ricketts on February 6, 2012, the Form 3 filed by the J. Joe Ricketts 1996 Dynasty Trust on March 17, 2006 and the Form 3 filed by the Marlene M. Ricketts 1994 Dynasty Trust on March 17, 2006, the Ricketts Parties for whom ownership information is publicly available are estimated to beneficially own, in the aggregate, approximately 80.94 million shares of Issuer Common Stock (as defined herein), representing approximately 14.75% of the outstanding shares of Issuer Common Stock (based on the number of shares of Issuer Common Stock outstanding as of January 30, 2012 as reported by the Issuer). 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 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 548,593,141 shares of Issuer Common Stock outstanding as of January 30, 2012 as reported by the Issuer in its quarterly report on Form 10-Q filed on February 8, 2012.

CUSIP No. 87236Y 10 8

1 NAMES OF REPORTING PERSONS.

2 TD Luxembourg International Holdings S.a.r.l.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 N/A  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg  
7 SOLE VOTING POWER

NUMBER OF  
SHARES 247,419,287\*  
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH 0  
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 247,419,287\*  
10 SHARED DISPOSITIVE POWER  
WITH

11 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

247,419,287\*

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

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

45.10%<sup>(1)</sup>

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* As described in the Statement (as defined below), 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 Form 4 filed by J. Joe Ricketts on February 17, 2012, the Form 4 filed by Marlene M. Ricketts on February 6, 2012, the Form 3 filed by the J. Joe Ricketts 1996 Dynasty Trust on March 17, 2006 and the Form 3 filed by the Marlene M. Ricketts 1994 Dynasty Trust on March 17, 2006, the Ricketts Parties for whom ownership information is publicly available are estimated to beneficially own, in the aggregate, approximately 80.94 million shares of Issuer Common Stock (as defined herein), representing approximately 14.75% of the outstanding shares of Issuer Common Stock (based on the number of shares of Issuer Common Stock outstanding as of January 30, 2012 as reported by the Issuer). 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 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 548,593,141 shares of Issuer Common Stock outstanding as of January 30, 2012 as reported by the Issuer in its quarterly report on Form 10-Q filed on February 8, 2012.

**Item 1: Security and Issuer**

This Amendment No. 14 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, Amendment No. 8 thereto filed on February 5, 2009, Amendment No. 9 thereto filed on August 13, 2010, Amendment No. 10 thereto filed on January 20, 2011, Amendment No. 11 thereto filed on February 10, 2011, Amendment No. 12 thereto filed on February 24, 2011 and Amendment No. 13 thereto filed on November 8, 2011 (as amended, and as it may be further amended from time to time, this **Statement**), by the Reporting Persons (as defined in Item 2 hereof) with respect to the items set forth below. Unless otherwise indicated herein, capitalized terms used and not defined in this Amendment No. 14 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. 14) as follows:

This Statement is being filed by The Toronto-Dominion Bank, a Canadian chartered bank (**TD**), and TD Luxembourg International Holdings S.a.r.l., a private limited liability company existing under the laws of Luxembourg and a wholly-owned subsidiary of TD (**TD LIH**) and together with TD, 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 and the principal executive office of TD LIH is located at 46A, Avenue J. F. Kennedy, First Floor, L-2958 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 4: Purpose of Transaction**

Item 4 of the Statement is hereby amended and supplemented by the following:

As previously disclosed in the Statement, as of October 31, 2011, the Issuer, TD, TD LIH and the Ricketts Parties entered into Amendment No. 4 to the Stockholders Agreement, dated as of June 22, 2005 (**Amendment No. 4**). Under Amendment No. 4: (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 Issuer Common Stock; (ii) TD is required to take all actions reasonably necessary to commence reduction of its ownership in the Issuer 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 Issuer Common Stock. As of March 14, 2012, TD's ownership in the Issuer represented approximately 45.10% of the outstanding Issuer

Common Stock (based on the number of shares of Issuer Common Stock outstanding as of January 30, 2012 as reported by the Issuer). In compliance with their obligations under Amendment No. 4 and consistent with their review of their investment in the Issuer and their business affairs, financial position and capital requirements, the TD Entities currently intend to sell up to 15,000,000 shares of Issuer Common Stock, subject to market conditions, the price limitations specified in Amendment No. 4, compliance with applicable law and the Stockholders Agreement and other factors. Accordingly, on March 14, 2012, TD LIH entered into a stock sales plan with its broker, Goldman, Sachs & Co., which plan is intended to comply with Rule 10b5-1(c)(1) under the Exchange Act (the "Sales Plan"). The Sales Plan provides for the sale of up to 15,000,000 shares of Issuer Common Stock held by TD LIH, which sales would be effected at or above a per share price of \$ 21.30 and subject to the limitations prescribed by Rule 144 under the Securities Act of 1933. Assuming such sales are completed and the Issuer completes the authorized repurchase program approved by the Issuer's board of directors in October 2011, TD's beneficial ownership of the Issuer Common Stock is expected to be approximately 44.82%. The Sales Plan will expire on April 23, 2012, subject to earlier termination in certain circumstances. A form of the Sales Plan is attached as Exhibit 14 hereto and incorporated herein by reference. Depending on market conditions, the price limitations contained in the Sales Plan and other variables, the Sales Plan may not result in sales of the full number of shares of Issuer Common Stock necessary to sell all 15,000,000 shares subject to the Sales Plan and/or to reduce TD and TD LIH's beneficial ownership of the Issuer Common Stock to the extent required by the Stockholders Agreement. Accordingly, from time to time in the future, sales of Issuer Common Stock may be effected by or on behalf of TD or TD LIH pursuant to the Sales Plan, future stock sales plans (which may have different price limitations and/or be entered into with different brokers) designed to comply with Rule 10b5-1(c)(1) under the Exchange Act, in open market transactions, privately negotiated transactions, through a public offering or otherwise. Any such dispositions will be subject to market conditions and other considerations and the terms of the Stockholders Agreement, as amended to date and as it may be further amended or otherwise modified from time to time.

In addition, as previously disclosed in the Statement, the TD Entities intend to continue to review from time to time their investment in the Issuer and their business affairs, financial position and capital requirements. Based upon such review, as well as general economic, market and industry conditions and prospects existing at the time, the TD Entities may consider from time to time alternative courses of action as permitted by the Stockholders Agreement. Subject to the terms of the Stockholders Agreement, such actions may include additional sales of shares of Issuer Common Stock or other securities of the Issuer through sales plans, in open market transactions, privately negotiated transactions, through a public offering or otherwise, or the acquisition of additional shares of Issuer Common Stock or other securities of the Issuer directly from the Issuer, through open market purchases, in privately negotiated transactions, through a tender or exchange offer or a merger, reorganization or comparable transaction, through exercise of its rights under the Stockholders Agreement or otherwise. Subject to the terms of the Stockholders Agreement, these actions may constitute a going-private transaction and/or could result in (i) changes to the board of directors of the Issuer, (ii) changes in the capitalization or dividend policy of the Issuer, (iii) changes in the Issuer's certificate of incorporation or bylaws, (iv) delisting of the Issuer Common Stock from the Nasdaq National Market System (or other national securities market or inter-dealer quotation system), (v) termination of registration of the Issuer Common Stock pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended, and/or (vi) other events comparable to those enumerated above.

Other than as described in this Statement, the TD Entities do not have any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

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

Item 5(a), (b) and (c) of the Statement is hereby amended and supplemented by the following:

(a) and (b). As of March 14, 2012, TD LIH is the record and beneficial owner of 247,419,287 shares of Issuer Common Stock, representing approximately 45.10% of the outstanding shares of Issuer Common Stock (based on the number of shares of Issuer Common Stock outstanding as of January 30, 2012 as reported by the Issuer). TD controls TD LIH and accordingly beneficially owns the shares of Issuer Common Stock held by such entity.



Except for Mr. Clark, Mr. Bragg, Ms. Maidment and Mr. Prezzano, as of March 14, 2012, none of the individuals listed on Schedule I beneficially owned any shares of Issuer Common Stock. As of March 14, 2012, Mr. Clark beneficially owned 6,000 shares of Issuer Common Stock; Mr. Bragg beneficially owned 113,000 shares of Issuer Common Stock; Ms. Maidment beneficially owned 24,940 shares of Issuer Common Stock and Mr. Prezzano beneficially owned 86,884 shares of Issuer Common Stock.

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 Form 4 filed by J. Joe Ricketts on February 17, 2012, the Form 4 filed by Marlene M. Ricketts on February 6, 2012, the Form 3 filed by the J. Joe Ricketts 1996 Dynasty Trust on March 17, 2006 and the Form 3 filed by the Marlene M. Ricketts 1994 Dynasty Trust on March 17, 2006, the Ricketts Parties for whom ownership information is publicly available are estimate to beneficially own, in the aggregate, approximately 80.94 million shares of Issuer Common Stock (as defined herein), representing approximately 14.75% of the outstanding shares of Issuer Common Stock (based on the number of shares of Issuer Common Stock outstanding as of January 30, 2012 as reported by the Issuer). 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 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 the Issuer.

All information contained in the Statement relating to the Ricketts Parties is based on information provided in, and solely with respect to the Ricketts Parties for whom ownership information is reported in, the public filings of the Issuer. While the TD Entities have no reason to believe that such information is inaccurate or incomplete, the TD Entities do not assume any responsibility for the accuracy or completeness of such information.

(c) Except for the acquisitions by Ms. Maidment and Mr. Prezzano as described below, none of the TD Entities nor, to the best of the TD Entities knowledge, any of the individuals named in Schedule I hereto, has engaged in any transaction in shares of Issuer Common Stock in the last 60 days.

On February 15, 2012, Mr. Prezzano acquired 222 shares of Issuer Common Stock from the Issuer as a result of a dividend equivalent adjustment in respect of his restricted stock units.

On January 18, 2012, Mr. Prezzano received a grant of 13,771 shares of Issuer Common Stock pursuant to the Issuer's Directors Incentive Plan.

On February 15, 2012, Ms. Maidment acquired 84 shares of Issuer Common Stock from the Issuer as a result of a dividend equivalent adjustment in respect of her restricted stock units.

On January 18, 2012, Ms. Maidment received a grant of 8,177 shares of Issuer Common Stock pursuant to the Issuer's Directors Incentive Plan.

**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 March 14, 2012, TD LIH entered into the Sales Plan described above in Item 4 of this Amendment No. 14, which description is incorporated herein by reference. A form of the Sales Plan is attached hereto as Exhibit 14. As described in Item 4 above, TD and/or TD LIH may from time to time in the future enter into additional sales plans intended to comply with Rule 10b5-1(c)(1) under the Exchange Act in order to effect sales of Issuer Common Stock as required by Amendment No. 4 or as otherwise described in Item 4.

From time to time, equity, debt or other securities of the Issuer may be held in managed or similar accounts of customers of TD or its affiliates.

**Item 7: Material to be Filed as Exhibits**

Item 7 of the Statement is hereby supplemented as follows:

Exhibit Number	Description of Exhibit
14	Form of Sales Plan

**SIGNATURES**

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: March 16, 2012

**THE TORONTO-DOMINION BANK**

By: /s/ Leslie Johnson  
Name: Leslie Johnson  
Title: Vice President, Legal, Transactions

**TD LUXEMBOURG INTERNATIONAL HOLDINGS  
S.A R.L.**

By: /s/ Dave Sparvell  
Name: Dave Sparvell  
Title: Board 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
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**THE TORONTO-DOMINION BANK**

**DIRECTORS**

William E. Bennett	Corporate Director and former President and Chief Executive officer, Draper & Kramer, Inc.
--------------------	--

(US Citizen)	55 West Monroe Street
--------------	-----------------------

Suite 2530

Chicago, Illinois 60603-5008

Hugh J. Bolton	Chair of the Board
----------------	--------------------

(Canadian Citizen)	EPCOR Utilities Inc.
--------------------	----------------------

2000-10423 101 Street NW

Edmonton, Alberta

T5H 0E8

John L. Bragg	Chairman, President & Co-Chief Executive Officer
---------------	--

(Canadian Citizen)	Oxford Frozen Foods Limited
--------------------	-----------------------------

4881 Main St.

P.O. Box 220

Oxford, N.S.

B0M 1P0

Amy W. Brinkley	Consultant, AWB Consulting, LLC
-----------------	---------------------------------

(US Citizen)	2225 Sharon Lane
--------------	------------------

Charlotte, North Carolina 28211

W. Edmund Clark	Group President and Chief Executive Officer
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(Canadian Citizen)	The Toronto-Dominion Bank
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P.O. Box 1

Toronto-Dominion Centre

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66 Wellington Street West, 4th Floor, TD Bank Tower

Toronto, Ontario

M5K 1A2

Wendy K. Dobson

Professor and Co-Director

(Canadian Citizen)

Institute for International Business

Joseph L. Rotman School of Management

University of Toronto

105 St. George Street

Toronto, Ontario

M5S 3E6

Page 9 of 12

Henry H. Ketcham Chairman, President and Chief Executive Officer

(US and Canadian Citizen) West Fraser Timber Co. Ltd.

Suite 501 858 Beatty Street

Vancouver, BC

V6B 1C1

Pierre H. Lessard Executive Chairman of the Board

(Canadian Citizen) METRO INC.

1002 Sherbrooke St. West

Suite 2200

Montreal, Quebec

H3A 3L6

Brian M. Levitt Chairman of the Board

(Canadian Citizen) The Toronto-Dominion Bank

P.O. Box 1

Toronto-Dominion Centre

66 Wellington Street West, 4<sup>th</sup> Floor

Toronto, Ontario

M5K 1A2

Harold H. MacKay Counsel

(Canadian Citizen) MacPherson Leslie & Tyerman LLP

1500 1874 Scarth St.

Regina, Saskatchewan

S4P 4E9

Karen E. Maidment Corporate Director

(Canadian Citizen) 92 Salisbury Avenue

Cambridge, Ontario

N1S 1J5

Irene R. Miller Chief Executive Officer

(US and Canadian Citizen) Akim, Inc.

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186 Riverside Drive #10E

New York, NY 10024

Nadir H. Mohamed

President and Chief Executive Officer

(Canadian Citizen)

Rogers Communications Inc.

333 Bloor Street East, 10th Floor

Toronto, Ontario

M4W 1G9

Wilbur J. Prezzano

Corporate Director and retired Vice Chairman

(US Citizen)

Eastman Kodak Company

28 Murray Blvd.

Charleston, South Carolina 29401-2350

Page 10 of 12

Helen K. Sinclair	Chief Executive Officer
(Canadian Citizen)	BankWorks Trading Inc.
	181 Bay Street
	Bay Wellington Tower
	Brookfield Place
	Suite 1400
	Toronto, Ontario
	M5J 2V1
Carole S. Taylor	Corporate Director
(Canadian Citizen)	#5103 1128 West Georgia Street
	Vancouver, BC
	V6E 0A8
John M. Thompson	Corporate Director
(Canadian Citizen)	20 Hedgewood Road
	Toronto, Ontario
	M2L 1L5

**EXECUTIVE OFFICERS**

Riaz Ahmed	Group Head, Corporate Development, Enterprise Strategy and Treasury Corporate Office, TD Bank Group
(Canadian Citizen)	
Mark Russell Chauvin	Group Head and Chief Risk Officer, Risk Management, Corporate Office, TD Bank Group
(Canadian Citizen)	
William Edmund Clark	Group President and Chief Executive Officer, TD Bank Group
(Canadian Citizen)	
Theresa Lynn Currie	Group Head, Direct Channels, Corporate and People Strategies, Corporate Office, TD Bank Group
(Canadian and U.S. Citizen)	
Robert Edward Dorrance	Group Head, Wholesale Banking, TD Bank Group and Chairman, Chief Executive Officer & President, TD Securities
(Canadian Citizen)	
Timothy David Hockey	Group Head, Canadian Banking, Auto Finance and Credit Cards, TD Bank Group and President and Chief Executive Officer, TD Canada Trust
(Canadian Citizen)	



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Colleen Mary Johnston	Group Head, Finance and Chief Financial Officer, Corporate Office, TD Bank Group
(Canadian Citizen)	
Bharat Bhagwanji Masrani	Group Head, U.S. Personal and Commercial Banking, TD Bank Group and President and Chief Executive Officer, TD Bank, N.A.
(Canadian and British Citizen)	
Francis Joseph McKenna	Deputy Chair, TD Bank Group
(Canadian Citizen)	
Michael Bo Pedersen	Group Head, Wealth Management, Insurance, and Corporate Shared Services, TD Bank Group
(Canadian Citizen)	

**TD LUXEMBOURG INTERNATIONAL HOLDINGS S.A.R.L.**

**DIRECTORS**

Annemarie Jung	Board Manager
(Luxembourg Citizen)	TD Luxembourg International Holdings S.a.r.l.
	46A Avenue JF Kennedy
	L-2958 Luxembourg
Yves Sawaya	Board Manager
(Canadian and French Citizen)	TD Luxembourg International Holdings S.a.r.l.
	46A Avenue JF Kennedy
	L-2958 Luxembourg
Dave Sparvell	Board Manager
(British Citizen)	TD Luxembourg International Holdings S.a.r.l.
	46A Avenue JF Kennedy
	L-2958 Luxembourg