

Form 99.35 Summary of Changes to Form SBSE dated March 1, 2023 due to acquisition of Cowen Financial Product's LLC indirect parent Cowen Inc. by Toronto-Dominion Bank.

**Change #1:**

Question 13B: *Directly or indirectly, is applicant controlled by any bank holding company or does applicant control, is applicant controlled by, or is applicant under common control any bank or any foreign bank*

Change to **YES**

Also completed Schedule 13B of Schedule D

**Change #2**

Schedule B-Adding 3 Indirect Owners

**Change #3**

**Section IV Item 12A of Form SBSE Schedule D**-included description the nature of the control agreement for the 1 added entity (The Toronto-Dominion Bank) and added two additional control persons (no further option to include additional entities in the form) including description of control relationship

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| <b>Section IV</b>   | <b>Record Maintenance Arrangements / Business Arrangements / Control Persons / Financings</b> |
| <b>(Check one) <input type="checkbox"/> Item 11A <input type="checkbox"/> Item 11B <input checked="" type="checkbox"/> Item 12A <input type="checkbox"/> Item 12B</b>   |   |
| Applicant must complete a separate Schedule D Page 1 for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with the Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement, enter the effective date of the change. |   |

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| Firm or Organization Name<br>The Toronto-Dominion Bank | SEC File, CRD, NFA, IARD, UIC,<br>foreign business No., and/or CIK<br>Number (if any) CIK-0000947263 |
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| Business Address (Street, City, State/Country, Zip + 4 Postal Code)<br>TD BANK TOWER<br>66 WELLINGTON STREET WEST<br>TORONTO, ONTARIO, CANADA M5K 1A2   | Effective Date<br>MM DD YYYY<br><br>03 /01 /2023 | Effective Date<br>MM DD YYYY<br><br>/ / |
| Individual Name   | CRD, NFA, and/or IARD Number (if any)            |   |
| Business Address (if applicable) (Street, City, State/Country, Zip + 4 Postal Code)   | Effective Date<br>MM DD YYYY<br><br>/ /          | Effective Date<br>MM DD YYYY<br><br>/ / |
| <p>Briefly describe the nature of the arrangement with respect to books or records (ITEM 11A); the nature of the execution, trading, custody, clearing or settlement arrangement (ITEM 11B); the nature of the control or agreement (ITEM 12A); or the method and amount of financing (ITEM 12B). Use reverse side of this sheet for additional comments if necessary.</p> <p>THE TORONTO-DOMINION BANK IS AN INDIRECT OWNER AND ULTIMATE PARENT OF THE APPLICANT</p> |  |   |

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| <b>Section IV</b>   | <b>Record Maintenance Arrangements / Business Arrangements / Control Persons / Financings</b> |
| <p><b>(Check one) <input type="checkbox"/> Item 11A <input type="checkbox"/> Item 11B <input checked="" type="checkbox"/> Item 12A <input type="checkbox"/> Item 12B</b></p> <p>Applicant must complete a separate Schedule D Page 1 for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with the Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement, enter the effective date of the change.</p> |   |

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| Firm or Organization Name<br>TORONTO DOMINION HOLDINGS (U.S.A.), INC. | SEC File, CRD, NFA, IARD, UIC,<br>foreign business No., and/or CIK |
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|  | Number (if any) UIC/LEI:<br>549300YQDGZ24IX40M56 |   |
| Business Address (Street, City, State/Country, Zip + 4 Postal Code)<br><br>1 VANDERBILT AVE.<br>NEW YORK, NY 10017   | Effective Date<br>MM DD YYYY<br><br>03 /01 /2023 | Effective Date<br>MM DD YYYY<br><br>/ / |
| Individual Name  | CRD, NFA, and/or IARD Number (if any)            |   |
| Business Address (if applicable) (Street, City, State/Country, Zip + 4 Postal Code)  | Effective Date<br>MM DD YYYY<br><br>/ /          | Effective Date<br>MM DD YYYY<br><br>/ / |
| <p>Briefly describe the nature of the arrangement with respect to books or records (ITEM 11A); the nature of the execution, trading, custody, clearing or settlement arrangement (ITEM 11B); the nature of the control or agreement (ITEM 12A); or the method and amount of financing (ITEM 12B). Use reverse side of this sheet for additional comments if necessary.</p> <p>TORONTO DOMINION HOLDINGS (U.S.A.), INC. IS THE PARENT OF COWEN INC. AND AN INDIRECT OWNER OF THE APPLICANT.</p> |  |   |

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| <b>Section IV</b>   | <b>Record Maintenance Arrangements / Business Arrangements / Control Persons / Financings</b> |
| <p><b>(Check one) <input type="checkbox"/> Item 11A <input type="checkbox"/> Item 11B <input checked="" type="checkbox"/> Item 12A <input type="checkbox"/> Item 12B</b></p> <p>Applicant must complete a separate Schedule D Page 1 for each affirmative response in this section including any multiple responses to any item. Complete the "Effective Date" box with the Month, Day and Year that the arrangement or agreement became effective. When reporting a change or termination of an arrangement, enter the effective date of the change.</p> |   |

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| Firm or Organization Name<br>TD GROUP US HOLDINGS LLC   | SEC File, CRD, NFA, IARD, UIC,<br>foreign business No., and/or CIK<br>Number (if any) UIC/LEI:<br>549300ARWZ5E3L64UH29 |   |
| Business Address (Street, City, State/Country, Zip + 4 Postal Code)<br><br>251 LITTLE FALLS DRIVE<br>WILMINGTON, DE 19808   | Effective Date<br>MM DD YYYY<br><br>3 /01 /2023  | Effective Date<br>MM DD YYYY<br><br>/ / |
| Individual Name   | CRD, NFA, and/or IARD Number (if<br>any)   |   |
| Business Address (if applicable) (Street, City, State/Country, Zip + 4 Postal Code)   | Effective Date<br>MM DD YYYY<br><br>/ /  | Effective Date<br>MM DD YYYY<br><br>/ / |
| <p>Briefly describe the nature of the arrangement with respect to books or records (ITEM 11A); the nature of the execution, trading, custody, clearing or settlement arrangement (ITEM 11B); the nature of the control or agreement (ITEM 12A); or the method and amount of financing (ITEM 12B). Use reverse side of this sheet for additional comments if necessary.</p> <p>TD GROUP US HOLDINGS LLC IS AN INTERMEDIATE HOLDING COMPANY, THE INDIRECT OWNER OF THE APPLICANT, AND A SUBSIDIARY OF THE TORONTO-DOMINION BANK</p> |  |   |

**Change #4**-adding additional affiliates to 13A that could not be included in the Form SBSE

SBSD Schedule D

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| <b>Section V</b>   | <b>Complete this section for control issues relating to ITEM 13A only.</b>         |                     |                     |
| The details supplied relate to: Cowen Financial Products LLC |  |                     |                     |
| 16   | Partnership, Corporation, or Organization Name<br><br>TD Investment Services, Inc. | CRD Number (if any) | UIC Number (if any) |

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| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant                 |   |  |  |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br><br>TD BANK TOWER<br>66 WELLINGTON STREET WEST<br>TORONTO, ONTARIO, CANADA M5K 1A2   |   | Effective Date<br>MM DD YYYY<br><br>03 /01/2023  | Termination Date<br>MM DD YYYY<br><br>/ /  |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  | If Yes, provide country of domicile or incorporation"<br>Canada             | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities<br>Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory<br>Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD INVESTMENT SERVICES, INC., A CANADIAN MUTUAL FUND DEALER |   |  |  |
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| 17.   | Partnership, Corporation, or Organization Name<br><br>TD Prime Services LLC | CRD Number (if any)<br><br>1914  | UIC Number (if any)  |
| (check only one)  |   |  |  |

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| This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant      |   |   |   |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br><br>1 VANDERBILT AVE.<br>NEW YORK, NY 10017   |   | Effective Date<br>MM DD YYYY<br><br>03 /01 /2023  | Termination Date<br>MM DD YYYY<br><br>/ /   |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   | If Yes, provide country of domicile or incorporation" | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <p>Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.</p> <p>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD PRIME SERVICES LLC</p> |   |   |   |

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| <b>Section V   Complete this section for control issues relating to ITEM 13A only.</b>  |  |   |   |
| The details supplied relate to: Cowen Financial Products LLC  |  |   |   |
| 18.   | Partnership, Corporation, or Organization Name<br><br>TD Private Client Wealth LLC | CRD Number (if any)<br><br>164484   | UIC Number (if any)   |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant |  |   |   |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br>1 VANDERBILT AVE.<br>NEW YORK, NY 10017  |  | Effective Date<br>MM DD YYYY<br><br>03 /01/2023   | Termination Date<br>MM DD YYYY<br><br>/ /   |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  | If Yes, provide country of domicile or incorporation"                              | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities: : <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD PRIVATE CLIENT WEALTH LLC                |  |   |   |
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| 19.   | Partnership, Corporation, or Organization Name<br><br>TD Securities (USA) LLC      | CRD Number (if any)<br><br>18476  | UIC Number (if any)   |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant |  |   |   |

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| Business Address (Street, City, State/Country, Zip + 4/Postal Code)  |   | Effective Date<br>MM DD YYYY   | Termination Date<br>MM DD YYYY   |
| 1 VANDERBILT AVE.<br>NEW YORK, NY 10017  |   | 03 /01 /2023   | / /  |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   | If Yes, provide country of domicile or incorporation" | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities<br>Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory<br>Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <p>Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.</p> <p>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD SECURITIES (USA) LLC</p> |   |  |  |



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| <b>Section V Complete this section for control issues relating to ITEM 13A only.</b>  |   |   |   |
| The details supplied relate to: Cowen Financial Products LLC  |   |   |   |
| 20.   | Partnership, Corporation, or Organization Name<br><br>TD Securities Automated Trading LLC | CRD Number (if any)<br><br>154838   | UIC Number (if any)   |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant |   |   |   |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br>71 S. Wacker Dr. Ste 2940<br>Chicago, IL 60606   |   | Effective Date<br>MM DD YYYY<br><br>03 /01/2023   | Termination Date<br>MM DD YYYY<br><br>/ /   |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  | If Yes, provide country of domicile or incorporation"                                     | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD SECURITIES AUTOMATED TRADING LLC         |   |   |   |
|   |   |   |   |
| 21.   | Partnership, Corporation, or Organization Name<br><br>TD Securities Inc.                  | CRD Number (if any)   | UIC Number (if any)   |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant |   |   |   |

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| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br><br>TD BANK TOWER<br>66 WELLINGTON STREET WEST<br>TORONTO, ONTARIO, CANADA M5K 1A2  |   | Effective Date<br>MM DD YYYY<br><br>03 /01 /2023   | Termination Date<br>MM DD YYYY<br><br>/   /  |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No   | If Yes, provide country of domicile or incorporation"<br>Canada | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities<br>Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory<br>Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD SECURITIES INC. |   |  |  |

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| <b>Section V Complete this section for control issues relating to ITEM 13A only.</b>  |   |   |   |
| The details supplied relate to: Cowen Financial Products LLC  |   |   |   |
| 22.   | Partnership, Corporation, or Organization Name<br><br>TD WATERHOUSE PRIVATE INVESTMENT COUNSEL INC. | CRD Number (if any)   | UIC Number (if any)   |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant   |   |   |   |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br>TD BANK TOWER<br>66 WELLINGTON STREET WEST<br>TORONTO, ONTARIO, CANADA M5K 1A2   |   | Effective Date<br>MM DD YYYY<br><br>03 /01/2023   | Termination Date<br>MM DD YYYY<br><br>/ /   |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  | If Yes, provide country of domicile or incorporation"<br>Canada                                     | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD WATERHOUSE PRIVATE INVESTMENT COUNSEL INC. |   |   |   |
| 23.   | Partnership, Corporation, or Organization Name<br><br>TORONTO DOMINION (SOUTH EAST ASIA) LIMITED    | CRD Number (if any)   | UIC Number (if any)   |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant   |   |   |   |

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| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br><br>1 TEMASEK AVENUE<br>#15-02 MILLENIA TOWER<br>SINGAPORE,<br>REPUBLIC OF SINGAPORE 039192  |  | Effective Date<br>MM DD YYYY<br><br>03 /01 /2023   | Termination Date<br>MM DD YYYY<br><br>/   /  |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  | If Yes, provide country of domicile or incorporation"<br>Republic of Singapore | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities<br>Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory<br>Activities: : <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TORONTO DOMINION (SOUTH EAST ASIA) LIMITED. |  |  |  |

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| <b>Section V Complete this section for control issues relating to ITEM 13A only.</b>  |   |  |  |
| The details supplied relate to: Cowen Financial Products LLC  |   |  |  |
| 24.   | Partnership, Corporation, or Organization Name<br><br>TD Securities Limited     | CRD Number (if any)  | UIC Number (if any)  |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant |   |  |  |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br>TRITON COURT<br>14/18 FINSBURY SQUARE<br>LONDON, ENGLAND, UNITED KINGDOM EC2A 1DB  |   | Effective Date<br>MM DD YYYY<br><br>03 /01/2023  | Termination Date<br>MM DD YYYY<br><br>/ /  |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  | If Yes, provide country of domicile or incorporation"<br>United Kingdom         | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities<br>Activities: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | Investment Advisory<br>Activities: : <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD SECURITIES LIMITED                       |   |  |  |
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| 25.   | Partnership, Corporation, or Organization Name<br><br>TD Waterhouse Canada Inc. | CRD Number (if any)  | UIC Number (if any)  |
| (check only one)  |   |  |  |

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| This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant |   |   |   |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)   |   | Effective Date<br>MM DD YYYY  | Termination Date<br>MM DD YYYY  |
| TD BANK TOWER<br>66 WELLINGTON STREET WEST<br>TORONTO, ONTARIO, CANADA M5K 1A2  |   | 03 /01 /2023  | / /   |
| Is Partnership, Corporation or Organization a foreign entity"   | If Yes, provide country of domicile or incorporation" | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No   | Canada  |   |   |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.   |   |   |   |
| THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TD WATERHOUSE CANADA INC., A CANADIAN BASED DISCOUNT BROKER.   |   |   |   |

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| 26.   | Partnership, Corporation, or Organization Name<br><br>TORONTO DOMINION AUSTRALIA LIMITED | CRD Number (if any)  | UIC Number (if any)  |
| (check only one)<br>This Partnership, Corporation, or Organization <input type="checkbox"/> controls applicant <input type="checkbox"/> is controlled by applicant <input checked="" type="checkbox"/> is under common control with applicant |  |  |  |
| Business Address (Street, City, State/Country, Zip + 4/Postal Code)<br><br>L 24 9 CASTLEREAGH STREET<br>SYDNEY, NSW, AUSTRALIA 2000   |  | Effective Date<br>MM DD YYYY<br><br>03 /01 /2023   | Termination Date<br>MM DD YYYY<br><br>/ /  |
| Is Partnership, Corporation or Organization a foreign entity"<br><br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  | If Yes, provide country of domicile or incorporation"<br>Australia                       | Check "Yes" or "No" for activities of this partnership<br>Corporation, or organiz: Securities<br>Activities: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | Investment Advisory<br>Activities: : <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| Briefly describe the control relationship. Use reverse side of this sheet for additional comments if necessary.<br><br>THE TORONTO-DOMINION BANK IS THE ULTIMATE PARENT OF BOTH THE APPLICANT AND TORONTO DOMINION AUSTRALIA LIMITED.         |  |  |  |

Change #5 -Regulatory Disclosure Page

Added two affiliates with disclosures: TD Prime Services LLC and TD Securities (USA) LLC

I also checked off 14E(4) due to a DRP for TD Prime Services LLC related to a former control affiliate (Albert Fried Jr.) of a predecessor entity called Albert Fried—disclosure dates to 1980.