

**TD Private Client Wealth LLC**

**444 Madison Avenue, 11<sup>th</sup> Floor  
New York, NY 10022**

**Main Phone Number: 1-800-800-2535**

**[www.tdbank.com](http://www.tdbank.com)**

**March 12, 2013**

**Wrap Fee Program Brochure**

This Appendix 1 to Part 2A of Form ADV (hereinafter referred to as the “Wrap Fee Brochure”) provides information about the qualifications and business practices of TD Private Client Wealth LLC (“TDPCW”, “we”, “us” or “our”). If you have any questions about the contents of this Wrap Fee Brochure, please contact us at 1-800-800-2535. The information in this Wrap Fee Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about TDPCW is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s website also provides information about any of our affiliated persons who are registered, or are required to be registered, as investment adviser representatives of TDPCW.

Any reference to or use of the terms “registered investment adviser” or “registered” does not imply that TDPCW or any person associated with it has achieved a certain level of skill or training.

## **Item 2.   Material Changes**

This Wrap Fee Brochure dated March 12, 2013 has been prepared according to the requirements and rules promulgated by the SEC. Pursuant to SEC Rules, we will prepare a summary of any material changes to this Wrap Fee Brochure within 90 days of the close of our fiscal year. We may also elect to include a summary of material changes to this Wrap Fee Brochure as part of other-than-annual amendments filed by TDPCW. This Wrap Fee Brochure is the first that TDPCW has been required to produce because it is a newly registered investment adviser.

In the future, this Item will discuss only specific material changes that are made to the Wrap Fee Brochure and our business and provide Clients with a summary of such changes. We will also reference the date of our last annual update of our Wrap Fee Brochure.

### **Item 3. Table of Contents**

<b>Item 2. Material Changes .....</b>	<b>2</b>
<b>Item 3. Table of Contents.....</b>	<b>3</b>
<b>Item 4. Services, Fees and Compensation .....</b>	<b>4</b>
<b>Item 5. Account Requirements and Types of Clients .....</b>	<b>9</b>
<b>Item 6. Portfolio Manager Selection and Evaluation .....</b>	<b>9</b>
<b>Item 7. Client Information Provided to Portfolio Managers .....</b>	<b>15</b>
<b>Item 8. Client Contact with Portfolio Managers.....</b>	<b>15</b>
<b>Item 9. Additional Information .....</b>	<b>15</b>
<b>A. Disciplinary Information .....</b>	<b>15</b>
<b>B. Other Financial Industry Activities and Affiliations .....</b>	<b>16</b>
<b>C. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ...</b>	<b>21</b>
<b>D. Review of Accounts .....</b>	<b>22</b>
<b>E. Client Referrals and Other Compensation .....</b>	<b>22</b>
<b>F. Financial Information .....</b>	<b>22</b>

## **Item 4. Services, Fees and Compensation**

### **Services**

TDPCW is a federally registered investment adviser that provides investment management services to Clients, as further described in this section below, and a registered broker-dealer. TDPCW is a wholly-owned subsidiary of TD Bank, N.A. ("TD Bank"). TD Bank provides a broad range of traditional banking and investment services in the Eastern United States from Maine to Florida. TD Bank is itself a subsidiary of TD Bank US Holding Company. TD Bank US Holding Company is a subsidiary of TD US P&C Holdings ULC. TD US P&C Holdings ULC is a subsidiary of The Toronto-Dominion Bank ("The Bank").

TDPCW is a newly registered investment adviser. We provide investment management services (the "Services") to high-net-worth individual investors, not-for-profit organization, corporations, endowments, foundations, qualified plans and other institutions ("Client," "you" or "your"). The Services are discretionary in nature and consist of routine reviews of each Client's investments (the "Portfolios").

TDPCW will tailor the Services to the individual needs of each Client, primarily through the analysis performed for each Client and for each security recommended. We review the information provided by each Client such as their investment objectives and/or investment policy statement. Clients may be able to impose reasonable restrictions on securities, asset classes, holdings or any other reasonable restriction they would like to impose on their portfolios.

TDPCW provides its Clients proprietary managed accounts programs described in this Wrap Fee Brochure (the "TDPCW Portfolios") through Envestnet Asset Management, Inc., a U.S. registered investment adviser ("Envestnet"). TDPCW and Envestnet have entered into a Program Agreement where Envestnet provides a range of services including administrative services, reporting capabilities, technology systems and transaction execution for all Clients. For example, Envestnet will provide reporting about account adherence to policy guidelines, Client account performance reporting, and back office services such as trade execution and statement generation. In addition, Envestnet acts as an investment adviser with respect to accounts that are invested in the TD Guided Portfolios and the TD Premier Guided Portfolios. TDPCW has a fully disclosed clearing agreement with Pershing LLC ("Pershing") pursuant to which it provides custody services to you, among other things.

The TDPCW investment adviser representatives (each, an "Investment Advisor") will work closely with the Client to assess the Client's personal circumstances including investment objectives, goals and time horizon, age, risk tolerance and other relevant information. Based on the information gathered, the Client's unique profile is developed and evaluated. Through this evaluation and analysis, the Investment Advisor will provide the Client with a recommendation that seeks to meet the Client's specific circumstances.

Investment choices for your account(s) are the subject of a proprietary due diligence process by our investment professionals. We make recommendations only after we have reviewed your investment goals and risk tolerance and come to a conclusion that the recommended investment products are appropriate for you. We will provide on-going investment advice to you and routinely monitor your investments to confirm that they remain consistent with your objectives and risk tolerance.

### **Fees and Compensation**

#### **Fees**

Clients pay fees based on the total assets under management (“AUM”) in the Client’s Portfolio, which are tiered based on the total amount of advised assets. Fees include investment management as well as custody and execution services, and no separate brokerage commissions will be charged. TDPCW’s standard fee schedule for each of its TDPCW Portfolios is shown below:

#### **TD Strategic Portfolios**

Equity / Balanced Account	
Total AUM	Incremental Fee Per Annum
First \$250,000	<b>1.45%</b>
Next \$250,000	<b>1.30%</b>
Next \$500,000	<b>1.10%</b>
Next \$1,000,000	<b>1.05%</b>
Next \$2,000,000	<b>0.75%</b>
Over \$4,000,000	<b>0.65%</b>

Fixed Income Account	
Total AUM	Incremental Fee Per Annum
First \$250,000	<b>1.10%</b>
Next \$250,000	<b>1.00%</b>

Next \$500,000	<b>0.85%</b>
Next \$1,000,000	<b>0.80%</b>
Next \$2,000,000	<b>0.60%</b>
Over \$4,000,000	<b>0.50%</b>

The minimum annual fee for an Equity /Balanced account is \$3,675. The minimum annual fee for a Fixed Income account is \$2,800. Each account in the Client's Portfolio requires a minimum \$100,000 initial investment.

### **TD Guided Portfolios**

Equity / Balanced Account	
Total AUM	Incremental Fee Per Annum
First \$1,000,000	<b>1.50%</b>
Next \$1,000,000	<b>1.05%</b>
Next \$2,000,000	<b>0.85%</b>
Over \$4,000,000	<b>0.65%</b>

Fixed Income Account	
Total AUM	Incremental Fee Per Annum
First \$1,000,000	<b>0.75%</b>
Next \$1,000,000	<b>0.65%</b>
Next \$2,000,000	<b>0.60%</b>
Over \$4,000,000	<b>0.55%</b>

The minimum annual fee for a TD Guided Portfolios – Equity/Balanced account is \$8,300. The minimum annual fee for a TD Guided Portfolios – Fixed Income account is \$6,300. Each account in the Client’s Portfolio requires a minimum initial investment of \$500,000.

For ERISA accounts, the minimum annual fee for a TD Guided Portfolios – Equity/Balanced account is \$3,675. The minimum annual fee for a TD Guided Portfolios – Fixed Income account is \$2,800. Each ERISA account in the Client’s Portfolio requires a minimum initial investment of \$100,000.

### **TD Premier Guided Portfolios**

Equity / Balanced Account	
Total AUM	Incremental Fee Per Annum
First \$2,000,000	<b>1.30%</b>
Next \$2,000,000	<b>0.85%</b>
Over \$4,000,000	<b>0.65%</b>

Fixed Income Account	
Total AUM	Incremental Fee Per Annum
First \$2,000,000	<b>0.85%</b>
Next \$2,000,000	<b>0.65%</b>
Over \$4,000,000	<b>0.45%</b>

The TD Premier Guided Portfolios require a minimum initial investment of \$2,000,000.

All fees may be subject to negotiation based on multiple factors including the overall complexity of the Client’s financial affairs, the extent of service provided and the mix of investments managed as well as the overall relationship. Any term or condition related to a Client’s account(s) can be waived by TDPCW based on multiple factors, including but not limited to the factors described above.

If you maintain multiple accounts with one or more TDPCW Portfolios, the balances in all of your accounts will be combined for purposes of calculating the applicable fees. For example, if the average daily balance of your combined accounts for the previous quarter is \$3,000,000, with

\$500,000 invested in a TD Strategic Portfolios – Equity / Balanced account and \$2,500,000 invested in a TD Guided Portfolios – Fixed Income account, the fees for the TD Strategic Portfolios - Equity/Balanced account will be calculated at an annual rate of 0.91%, and the fees for the TD Guided Portfolios – Fixed Income account will be calculated at an annual rate of 0.57%. These rates are the blended tier rates for the respective accounts based on an average daily balance of \$3,000,000.

All fees will be charged quarterly in advance, on or about the 10<sup>th</sup> business day of January, April, July and October, based on the average daily balance of the previous calendar quarter. All fees are deducted from the Client's account(s). The fee for the first quarter in which a Client participates in an account shall be calculated on a pro-rata basis and debited in the month immediately following the account's opening, based on the average daily balance of the account on the date of account opening until the end of the same month. For example, if you open your account on May 15<sup>th</sup>, it will be charged on or about the 10<sup>th</sup> business day in June for 46 days, to include 16 days in May and 30 days in June, based on the average daily balance for the period of May 15 to May 31<sup>st</sup>. Fees for the next quarter beginning July 1<sup>st</sup> will be charged in July, on or about the 10<sup>th</sup> business day of the month, based on the average daily balance calculated for May 15 to June 30.

Advisory contracts may be terminated by a Client without penalty by written notice not less than 30 days in advance. Contracts terminate automatically in the event of assignment unless prior notice and consent is obtained from the Client. In the case of a termination, fees collected in advance are pro-rated to the day of termination. Upon termination, the Client's account(s) will be transferred in kind to a non-managed brokerage relationship at TDPCW and become available for transfer upon the Client's request.

- Additional Fees

Clients may incur certain charges imposed by custodians, brokers and other third parties such as fees charged by unaffiliated managers, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic funds transfer fees and other fees and taxes on brokerage accounts and securities transactions.

Additionally, Clients who select a separately managed account ("SMA") or strategy for their Portfolio will be subject to minimum investment thresholds as prescribed by such unaffiliated investment management firms. Clients with investments in a SMA will pay investment manager fees. The investment manager fees will vary depending on the investment manager and the investment strategy of the investment manager. The asset-based fees of the investment managers generally range from 0.20% to 0.75% per annum.

Mutual funds and exchange traded funds ("ETFs") are charged internal management fees, commissions related to fund securities' transactions and other fees. All material fund-related fees should be disclosed in each fund's prospectus and are exclusive of and in addition to our fees. They are paid directly by the fund shareholder. TDPCW receives no portion of these fund management fees, commissions or costs for any unaffiliated fund.

- Compensation to Investment Advisors



If you invest in one of the TDPCW Portfolios described in this Wrap Fee Brochure, a portion of the fees payable to us in connection with your account(s) is allocated on an ongoing basis to your Investment Advisor. The compensation paid to Investment Advisors may be more than if you participated in other investment advisory programs, or if you paid separately for investment advice, brokerage and other services.

## **Item 5. Account Requirements and Types of Clients**

### **A. Types of Clients**

TDPCW generally provides investment advisory services to high-net-worth individuals, not-for-profit organizations, corporations, endowments, foundations, municipalities, unions, and other institutional Clients. TDPCW generally requires that Clients have a minimum of \$750,000 in investable assets for individuals or a net worth of at least \$3,000,000.

### **B. Account Requirements**

The initial minimum account values for the advisory programs offered are listed below.

<b>Program Name</b>	<b>Initial Minimum Account Size</b>
TD Strategic Portfolios	\$100,000
TD Guided Portfolios (ERISA only)	\$100,000
TD Guided Portfolios	\$500,000
TD Premier Guided Portfolios	\$2,000,000

Under certain circumstances the initial minimum account size may be waived.

## **Item 6. Portfolio Manager Selection and Evaluation**

### **Method of Analysis**

As described in Item 4, the Investment Advisor generally meets with the Client and, during a discovery process, the Client provides information regarding their current assets, liabilities, income sources, expenditures, current tax status and objectives. TDPCW uses the information provided by the Client to assess the Client's risk profile and investment objectives and to develop recommendations about asset allocation and Portfolio construction. TDPCW relies solely on the information that the Client and/or their designated agents and representatives provide to us. We do not independently verify such information. Accordingly, it is the Client's responsibility to ensure that the information provided is accurate and complete. If the Client should experience any changes to their financial situation, investment objectives or otherwise that would require a modification to the Client's risk profile, the Client should notify their Investment Advisor in a timely manner.

## **Investment Strategies**

- **TD Strategic Portfolios**

The TD Strategic Portfolios are proprietary discretionary managed portfolios that invest primarily in mutual funds managed by TDPCW's affiliate, TDAM USA Inc. a U.S. registered investment adviser ("TDAM USA"), and may include non-affiliated ETFs. TD Asset Management USA Funds Inc. ("TDAM USA Funds") is a family of open-end mutual funds registered under the Investment Company Act of 1940 ("1940 Act"). The TD Strategic Portfolios are designed for Clients seeking a long-term, goals-driven approach to investment planning. The fund styles and asset classes selected depend upon the goals that each TD Strategic Portfolio seeks to achieve.

Within the TD Strategic Portfolios, strategic asset mixes for various investment goals and risk tolerances have been developed. The asset allocation and fund selection for the Portfolios is determined using a number of proprietary analytical tools and considers a variety of factors including historical rates of return and risk for a broad range of asset classes, correlation across asset classes and downside risk metrics. These asset mixes may be adjusted as appropriate to reflect changes in market environments. The TD Strategic Portfolios are monitored on a periodic basis to confirm they continue to fulfill the stated Portfolio objectives.

- **TD Guided Portfolios**

The TD Guided Portfolio program combines the investment expertise of globally prominent asset managers ("Portfolio Managers") in multiple investment programs into a single Portfolio. This investment strategy delivers the benefits of SMA portfolios, mutual funds, and ETFs in a single fully-diversified Portfolio. TDPCW provides guidance on asset allocation for a range of investment goals and risk tolerances. In consultation with the Client, the Portfolio can be customized by adjusting the asset allocation and selecting appropriate investment strategies from a select list of SMA portfolios, mutual funds and ETFs identified by TDPCW.

Within the TD Guided Portfolios, TDPCW has developed strategic asset mixes for various investment goals and risk tolerances. The suggested asset allocation for the TD Guided Portfolio is designed using a number of proprietary analytical tools and considers a variety of factors including historical rates of return and risk for a broad range of asset classes, correlation across asset classes and downside risk metrics. The Client's Investment Advisor selects from these investment strategies and can adjust the asset allocation to reflect the Client's unique circumstances and preferences as well as to reflect changes in market environments.

- **TD Premier Guided Portfolios**

The TD Premier Guided Portfolio offers Clients further ability to customize their Portfolios and provides access to more investment strategies and managers than the TD Guided Portfolios. The TD Premier Guided Portfolio program combines the investment expertise of Portfolio Managers in multiple investment programs into a single Portfolio, sometimes represented by multiple accounts. This investment strategy delivers the benefits of SMA portfolios, mutual funds, and ETFs in a diversified Portfolio. TDPCW provides guidance on asset allocation for a range of investment goals

and risk tolerances. In consultation with the Client, the Portfolio can be customized by adjusting the asset allocation and selecting appropriate investment strategies from a select list of SMA portfolios, mutual funds and ETFs identified by TDPCW.

Within the TD Premier Guided Portfolios, TDPCW has developed strategic asset mixes for various investment goals and risk tolerances. The suggested asset allocation for the Portfolios is designed using a number of proprietary analytical tools and considers a variety of factors including historical rates of return and risk for a broad range of asset classes, correlation across asset classes and downside risk metrics. The Client's Investment Advisor selects from these investment strategies and can adjust the asset allocation to reflect the Client's unique circumstances and preferences as well as to reflect changes in market environments.

### **Portfolio Manager Selection and Evaluation: TD Strategic Portfolios**

When designing the TD Strategic Portfolios, TDPCW relies on services provided by its affiliate, Products, Services and Strategy ("PS&S"), a division of The Bank. Strategic asset mixes for various investment goals and risk tolerances have been developed for the TD Strategic Portfolios. The asset allocation for each of the TD Strategic Portfolios is determined using a number of proprietary analytical tools and considers a variety of factors including historical rates of return and risk for a broad range of asset classes, correlation across asset classes and downside risk metrics.

When selecting funds for the TD Strategic Portfolios, the investment mandate and the portfolio manager's style and performance in similar investment strategies over various time periods are considered. ETFs are used for exposure to asset classes which are not accessible using a TDAM USA Fund. When assessing ETFs for inclusion in the TD Strategic Portfolios, PS&S relies on the process for ETF selection and monitoring that is used for the TD Guided Portfolios and the TD Premier Guided Portfolios. Please see the description of ETF Selection in the "Portfolio Manager Selection and Evaluation: TD Guided Portfolios and TD Premier Guided Portfolios" below. ETFs that are included in any of the TD Strategic Portfolios have been reviewed and approved for inclusion in TDPCW's list of approved investments and strategies (the "Select List").

PS&S applies a variety of risk analytical tools, estimated volatilities and rates of return for each fund included in a solution, and in different market environments. The information is applied in scenario analysis using various combinations of funds and risk weightings. TD Asset Management Inc., a wholly-owned Canadian subsidiary of The Bank, is registered as a "portfolio manager" in all Canadian provinces and territories, and is an affiliate of TDPCW and PS&S ("TDAM"). TDAM provides services to PS&S in support of this process. PS&S and TDAM review the various scenarios and make adjustments using qualitative judgments based on their fundamental views, manager analysis and any additional constraints not captured in the scenario analysis. The adjusted portfolio is then analyzed and stress-tested to arrive at a recommended portfolio for each goal. The relationship between TDPCW, PS&S and TDAM is more fully described in Item 9, "Material Relationships with Related Persons."

The TD Strategic Portfolio asset mixes and fund selections may be adjusted as appropriate to reflect changes in market environments. The TD Strategic Portfolios and each of the underlying funds are

monitored on a periodic basis to confirm they continue to fulfill the stated investment objectives. Each TDAM USA Fund is subject to an internal review of fund performance and key drivers of the results to determine if these are consistent with the expected outcome based on the fund's investment process, portfolio characteristics, style, and risk characteristics. Additionally, PS&S monitors the TDAM USA Funds from a quantitative and qualitative perspective for consistency with each fund's stated objectives. PS&S and TDPCW may replace funds in the TD Strategic Portfolios as performance, market conditions or other circumstances dictate.

### **Portfolio Manager Selection and Evaluation: TD Guided Portfolios and TD Premier Guided Portfolios**

As the sponsor of various managed account programs, TDPCW employs a multi-phase approach to researching and selecting managers and strategies suitable for participation in the TD Guided Portfolios and TD Premier Guided Portfolios. This approach searches for mutual funds and separately managed accounts ("Funds") and ETFs. The overall analysis is based on sophisticated quantitative measures as well as an in-depth qualitative assessment.

- **Selection of Funds**

In determining which Funds are selected for analysis, TDPCW utilizes a preliminary screening process involving a variety of criteria such as assets under management, personnel and operating and performance history. TDAM USA Funds are not subjected to a preliminary screening process.

If the preliminary screen is successful, the next phase of the analysis includes a review of a range of quantitative criteria (relating to performance and portfolio reviews) and qualitative criteria (relating to such items as the investment team, philosophy and process, capacity and structure). TDPCW also relies on information regarding the Funds from the following types of sources: Sponsor's website, publicly available sources, regulator websites, commercially available databases and in-person meetings. The criteria employed for each fund may not be identical and instead is typically based on the nature of the portfolios and investment philosophy.

The evaluation of a wide range of quantitative factors underpins the research process. This process involves analyzing several risk and return measures including: peer group ranking, trailing return history, performance and style consistency and volatility measures. We use performance information - discrete and compound performance, risk-adjusted, upside/downside capture ratios, volatility and tracking error measures - to screen and filter the product universe down to those we feel demonstrate positive characteristics supportive of a recommendation.

Qualitative factors are the most important aspects of our Fund reviews. The qualitative stage of the analysis relies upon an in-depth investigation of the style, strategy, processes and methodology used by a manager to build and maintain portfolios. Some of the qualitative characteristics that are reviewed include: manager tenure and experience, portfolio management discipline, research capabilities and organizational strength.

PS&S reviews qualitative factors that can influence portfolio returns. This includes a review of the manager's investment style or approach, the strategy they apply and their underlying investment

philosophy. They then review these aspects in the context of the tools, infrastructure and support resources that can be applied to support or drive the investment process.

The quantitative and qualitative factors described above may be applied differently for both unaffiliated and affiliated Funds, depending on the specific circumstances and evaluation on a case-by-case basis. TDPCW and PS&S have greater access and insight to the analytical process for affiliated mutual funds, which may favor the inclusion of affiliated Funds in the TDPCW Portfolios.

- **Selection of ETFs**

When assessing ETFs the research process starts by screening the universe of ETFs listed on U.S. exchanges. PS&S screens for passively-managed ETFs that could provide efficient exposure to their respective asset class/category. ETFs are evaluated for several factors including structure, cost, liquidity, tracking error as well as the experience and expertise of the fund sponsor.

The analysis of each Fund and ETF is presented to the TDPCW Wealth Investment Risk Oversight Committee ("Committee") for review and approval for inclusion on the Select List. The ETFs on the Select List are also used in the TD Strategic Portfolios.

### **Investment Monitoring**

Once a Fund or ETF is approved by the Committee PS&S engages in on-going due diligence and continuing evaluation of the Fund's appropriateness for the program as described below under "Change in Status" and "Watch Policy."

PS&S compares Funds' performance with benchmark and peer group returns for rolling one-, three- and five-year periods, and maintains ongoing contact with the managers we select. The Funds are further monitored for any other material changes including changes at the organizational, manager or investment process levels. Funds offered are formally reviewed on no less than a quarterly basis, and reviewed by the Committee at least annually.

ETFs are monitored by confirming the absence of material events. ETFs are formally reviewed on no less than a quarterly basis and reviewed by the Committee at least annually.

- **Change in Status**

TDPCW may determine that a Fund or ETF no longer meets the criteria under the evaluation process and therefore the Fund or ETF will no longer be approved for sale on the platform. The criteria for monitoring both unaffiliated and affiliated Funds on an periodic basis may differ depending on the specific circumstances and evaluation on a case-by-case basis, and may favor the retention of affiliated Funds in the TD Guided Portfolios and the TD Premier Guided Portfolios. We notify affected Clients of these changes. When appropriate, TDPCW specifies a replacement Fund or ETF with similar attributes and holdings to the terminated Fund or ETF.

- **Watch Policy**

TDPCW has a “Watch” policy for Funds and ETFs on the Select List. Watch status indicates that, in reviewing a Fund or ETF, TDPCW has identified specific areas of the sponsor’s business, or the Fund or ETF that (a) merit further evaluation, or (b) may, but are not certain to, result in a change in the Fund’s or ETF’s status. Putting a Fund or ETF on Watch does not signify an actual change in TDPCW’s opinion nor necessarily indicate a change in its status.

### **Performance Standards**

TDPCW obtains investment performance information from the fund sponsors. Individual fund sponsors may use various methods of calculating performance. While every attempt is made to obtain information that is consistent across all Funds and ETFs, it is not always possible to do so. In some cases, however, the information provided by fund sponsors may not be calculated on a uniform and consistent basis. TDPCW is not able to independently verify the accuracy of the investment performance information it receives.

## **Item 7. Client Information Provided to Portfolio Managers**

TDPCW provides its Clients TDPCW Portfolios through Envestnet. TDPCW and Envestnet have entered into a Program Agreement where Envestnet provides a range of services to include administrative services, reporting capabilities, technology systems and transaction execution for all Clients.

TDPCW and your custodian, Pershing LLC, share your personal identification, account and holdings data with Envestnet and Envestnet may share this information with third-party- managers as needed. We also share this information with your Investment Advisor. Your Investment Advisor provides us with access to the following Client-related information: (i) account opening documents (which include, among other things, your investment objective, risk tolerance and any account restrictions you imposed on management of assets), (ii) your investment guidelines (if applicable), and (iii) reports relating to the performance of your account(s).

## **Item 8. Client Contact with Portfolio Managers**

Clients are encouraged to contact their Investment Advisor or TDPCW with any questions they may have regarding their account(s) and the Investment Advisor or TDPCW may or may not contact the third-party manager.

## **Item 9. Additional Information**

### **A. Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the adviser or the integrity of the firm's management. TDPCW has no material legal or disciplinary events to disclose related to TDPCW's business or its management.

## **B. Other Financial Industry Activities and Affiliations**

### **Broker-Dealer, FCM, CPO or CTA Registration**

TDPCW is registered with the SEC and the Financial Services Regulatory Authority ("FINRA") as a broker-dealer. All TDPCW management personnel are registered representatives of TDPCW.

### **Material Relationships with Related Persons**

Described below are potential conflicts of interest related to TDPCW's advisory business. TDPCW addresses these conflicts by disclosing it to you and through the mitigations described in this section.

As an indirect wholly-owned subsidiary of The Bank, we have relationships with, and may utilize, suggest or recommend the services of, various TD-affiliated entities. The particular services involved will largely depend upon the types of services offered by the affiliated entity. Technically, we are only required to disclose material relationships with certain types of "related persons," which are defined to include entities we control, entities that control us or entities that are under common control with us. However, because we have material relationships with some affiliated entities that are within the reportable categories but are not related persons, we have described below all such material relationships even if the affiliate is not technically a related person. We also have material relationships with affiliates which, in turn, have relationships with other affiliates. These indirect relationships are also described below.

#### **1. Broker-Dealers**

TDPCW has affiliates and related persons that are engaged in investment banking and securities-related activities.

TD Securities Inc. ("TD Securities") is a Canadian "investment dealer" registered in all provinces and territories of Canada and is a wholly-owned subsidiary of The Bank. TD Securities (USA) LLC ("TD Securities (USA)") is a broker-dealer registered with FINRA and is an indirect wholly-owned subsidiary of The Bank. We may purchase securities underwritten by TD Securities and/or TD Securities (USA) for our Client accounts subject to applicable regulatory requirements.

We also have certain organizations associated with us by a joint venture between TD Luxembourg International Holdings S.a.r.l., a wholly owned subsidiary of The Bank, and TD Ameritrade Holding Corporation ("Ameritrade"), the parent company of entities bearing the "Ameritrade" name, and certain of its original shareholders. Ameritrade is a U.S. publicly-traded company with common shares listed on the New York Stock Exchange. It is a leading provider of securities brokerage services, investment advisory services, and technology-based financial services to retail investors and business partners. As of October 31, 2012, The Bank owned approximately 45.37% of the outstanding voting securities of Ameritrade. The Bank's investment in Ameritrade is subject to a Stockholders Agreement that contains provisions relating to governance, board composition, stock ownership, transfers of shares, voting and other matters.



## 2. Investment Companies

Subject to Client investment guidelines and applicable law, TDPCW may discretionarily invest Client assets in or recommend the TDAM USA Funds, which are managed by TDAM USA. We receive fees from our customers on invested assets, whether invested in affiliated or unaffiliated funds, while TDAM USA receives advisory fees from the affiliated funds. This creates a conflict of interest. However, this conflict is minimized by the fact that TDAM USA is subject to manager due diligence reviews by our affiliated consultant, PS&S. In addition, the TDAM USA Funds are also subject to due diligence review and approval alongside non-proprietary funds. Additionally, TDPCW may only invest in or sell TDAM USA Fund shares for or to you if your investment objectives and financial circumstances may be met by the affiliated mutual funds, subject to reasonable restrictions. Finally, you have the ability to direct us not to invest your assets in or recommend to you affiliated mutual funds. Our relationship with PS&S and TDAM USA, and relevant conflicts of interest, are discussed more fully below.

## 3. Investment Advisers

TDAM USA serves as adviser to the TDAM USA Funds described above. Our discretionary authority to invest Client funds in the TDAM USA Funds creates an inherent conflict of interest because increased investments in affiliated funds increases revenues to the Toronto-Dominion Bank Group. However, the conflict is minimized by (1) the due diligence process applied to all funds, (2) TDPCW's responsibility to only invest in or sell affiliated investments for or to you if your investment objectives and financial circumstances may be met, and (3) your ability to direct us not to invest your assets in or recommend to you affiliated mutual funds, subject to reasonable restrictions.

TDAM operates as a "participating affiliate" of TDAM USA in accordance with a series of SEC staff no-action letters, under which they share portfolio management and other personnel and resources. They have entered into a participating affiliate arrangement under which TDAM USA receives advice and/or research from TDAM for use with U.S. clients. Consistent with the no-action letters, certain TDAM personnel are subject to the TDAM USA Code of Ethics and other conditions as set forth in the agreement. TDAM also has a relationship with PS&S which indirectly benefits TDPCW. This relationship is discussed below.

On December 6, 2012, The Bank entered into a merger agreement with Epoch Holding Corporation, which we refer to as the "merger agreement," providing for the acquisition of Epoch Holding Corporation by The Bank. Epoch Investment Partners, Inc. ("Epoch") is a U.S. registered investment adviser and subsidiary of Epoch Holding Corporation. Assuming that all closing conditions are met, the acquisition is scheduled to close during March or April of 2013. It is anticipated that TDAM USA will enter into a sub-advisory agreement with Epoch pursuant to which Epoch will provide sub-advisory services to certain series of the TDAM USA Funds.

#### 4. Bank or Thrift Company

The Bank is a foreign Canadian chartered bank regulated by the Canadian Office of the Superintendent of Financial Institutions. Certain areas of The Bank may provide various services, such as Compliance, Legal and Finance, to TDPCW as well as to others of its subsidiaries.

TDPCW has entered into an inter-company service agreement with PS&S to provide certain research, due diligence and advisory services in connection with the TDPCW Portfolios. PS&S' services include investment analysis and TDPCW Portfolio construction and maintenance. TDPCW has also engaged PS&S to perform due diligence and oversight on investment managers and strategies in the TDPCW Portfolios, including the mutual funds, models and strategies that are advised by TDPCW's affiliate, TDAM USA, in order to advise TDPCW on the comparability of all mutual funds, models and strategies offered by TDPCW to its Clients. Finally, PS&S provides TDPCW with investment recommendations with respect to other investment opportunities that TDPCW may select.

PS&S currently provides similar services to one other affiliated U.S. client, TD Bank, a U.S. bank excluded from registration as an investment adviser. With respect to both TD Bank, N.A. and TDPCW, PS&S provides advice solely to its affiliates, not to their respective customers or clients, and qualifies as a foreign private adviser, exempt from registration as a U.S. investment adviser under Section 203(b)(3) of the Investment Advisers Act of 1940, as amended (the "Advisers Act").

PS&S also has a relationship with TDAM, our Canadian affiliate, under which TDAM provides PS&S with research and analytics on the construction of optimal combinations of asset classes, as represented by investment composites, to fulfill various investment objectives and risk budgets. Based in part on TDAM inputs, PS&S seeks to construct optimized portfolios of mutual fund investments in each category which it then recommends to us. As a result, TDPCW indirectly benefits from investment research performed by TDAM for PS&S when receiving recommended model portfolios from PS&S.

PS&S-recommended portfolios include only those funds which have undergone both fund and manager due diligence performed by PS&S, including any affiliated manager or funds, PS&S has an inherent conflict of interest in conducting due diligence with respect to TDAM USA as a manager and the TDAM USA Funds it manages. Affiliated and non-affiliated managers are both subjected to qualitative and quantitative analysis, but the analysis may differ, depending on the specific circumstances and evaluation on a case-by-case basis. TDPCW and PS&S have greater access and insight to the analytical process conducted for affiliated mutual funds. Non-affiliated mutual funds are typically held to a higher standard of evaluation. As a result, TDPCW may favor affiliated funds. However, TDPCW may only invest in or sell TDAM USA Fund shares for or to you if your investment objectives and financial circumstances may be met by the affiliated mutual funds. Finally, you have the ability to direct us not to invest your assets in or recommend to you affiliated mutual funds, subject to reasonable restrictions.

When you select the Liquid Insured Deposits<sup>SM</sup> Program (the "LIDs Program") for your investment sweep option, you will direct your available cash balances to be invested into bank deposit accounts

on an overnight basis. As part of the LIDs Program, you will have the option of selecting various participating banks as options to sweep your excess cash balances in exchange for an interest rate payment. The participating banks (referred to herein as the “Program Banks”) include both non-affiliated banks as well as banks that are affiliated with TDPCW, including TD Bank and TD Bank USA, N.A. (“TD Bank USA”). TD Bank and TD Bank USA benefit from receiving your excess cash balances through the LIDs Program. Each Program Bank, including TD Bank and TD Bank USA, pays TDPCW’s clearing firm, Pershing and the vendor that administers the LIDs Program, Reich & Tang Deposit Solutions, LLC (“R&T”), fees for services related to your cash balances that is equal to a percentage of the average daily deposit balance you sweep to such Program Bank. The amount of fees received by Pershing and R&T directly affect the interest rate paid by the Program Bank on your swept cash balances. The fees paid to Pershing and R&T by each Program Bank may vary. Pershing may pay a portion of its fees to TDPCW. TDPCW may earn a higher fee if you participate in the LIDs Program than if you purchase shares in a money market fund.

## 5. Other Conflicts of Interest

**Affiliate access and training.** The Investment Advisors of TDPCW may receive a broader level of access to, and support and training from, certain management persons and employees of TDPCW affiliates than they receive from non-affiliates. TDPCW Investment Advisors’ access to affiliates includes access to support from product specialists, detailed product training, relevant product information, and participation in marketing events. TDPCW does not receive comparable access to non-affiliated asset managers and product providers. TDPCW Investment Advisor’s enhanced familiarity with affiliated products may result in Investment Advisors making more frequent recommendations of affiliated products than non-affiliated products. TDPCW Investment Advisors do not receive greater compensation to sell affiliated products.

**Advisory vs. Brokerage Account.** TDPCW and your Investment Advisor may earn more compensation if you invest in the TDPCW Portfolios than if you open a brokerage account to buy individual securities (although, in a brokerage account, you would not receive all the benefits of the program described in this Wrap Fee Brochure). Investment Advisors and TDPCW therefore have a financial incentive to recommend the TDPCW Portfolios. We address this conflict of interest by requiring Investment Advisors’ supervisors to review your account at account-opening to determine that it is suitable for you in light of matters such as your investment objectives and financial circumstances.

**Seed Capital Hedge.** Affiliates of TDPCW may provide seed capital in order to establish a mutual fund and allow it to commence operations. This type of investment is intended to be temporary pending subscriptions by unrelated investors and is not made for the purpose of earning investment returns. As a result, affiliates of TDPCW may hedge a seed capital investment in a mutual fund, including by short selling ETFs or the individual securities held by a mutual fund.

**Services provided by affiliates and others to other Clients.** TD Securities, TD Securities (USA) and other affiliates of TDPCW, and TD Ameritrade and its affiliates, may provide a variety of services in some cases (including research, brokerage, asset management, trading, lending and investment banking services) for each other, and for various Clients (including issuers of securities

that may be purchased, sold, or recommended for purchase or sale by Clients or are otherwise held in Client accounts). TDPCW's affiliates and others receive compensation and fees in connection with these services. TDPCW believes that the nature and range of Clients to which such services are rendered is such that it would be inadvisable to exclude categorically all of these companies from an account. Accordingly, it is likely that securities in an account will include some of the securities of companies for which TDPCW's affiliates perform investment banking or other services.

**Different advice.** TDPCW, PS&S, TDAM USA, and their affiliates may give different advice, take different action, receive more or less compensation, or hold or deal in different securities for any other party, Client or account (including their own accounts or those of their affiliates) from the advice given, actions taken, compensation received or securities held or dealt for your account(s).

**Trading or Issuing Securities in, or Linked to Securities in, Client Accounts.** TD Securities, TD Securities (USA), TD Ameritrade, and their affiliates, may provide bids and offers, and may act as principal market maker, in respect of the same securities held in Client accounts. TD Securities TD Ameritrade, and their affiliates and employees may hold a position (long or short) in the same securities held in Client accounts. TD Securities and/or its affiliates are regular issuers of traded financial instruments linked to securities that may be purchased in Client accounts. From time to time, the trading of TD Securities and/or its affiliates may be detrimental to securities held by a Client and thus create a conflict of interest.

**Material Relationships with Recommended Investment Advisors.** TDPCW does not receive compensation from funds of recommended mutual funds, strategies and Portfolios.

### **C. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

TDPCW has adopted a Code of Ethics that complies with Rule 204A-1 under the Advisers Act. The Code of Ethics applies to all of TDPCW's employees, although the trading restrictions and reporting requirements are more involved for TDPCW's supervised persons. The term "supervised person" means any partner, officer, director (or other person occupying a similar status or performing similar functions) or employee of TDPCW, or other person who provides investment advice on behalf of TDPCW and is subject to TDPCW's supervision and control.

TDPCW's Code of Ethics sets forth the fiduciary standards that apply to all TDPCW employees, incorporates TDPCW's insider trading policy, and governs outside employment and receipt of gifts. The Code of Ethics also addresses the following areas of TDPCW's business: procedures for personal securities transactions of TDPCW's partners, officers, directors and employees; and initial public offerings and private offerings. Each partner, officer, director and employee is required to certify annually that he or she has read and understands the Code of Ethics. TDPCW will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

With respect to personal trading, the Code of Ethics contains rules and restrictions on the purchase and sale of securities by employees. These rules and/or restrictions are designed to protect TDPCW's Clients. All officers and employees are required to put the interests of the Clients first in all dealings relating to the Client and their investments.

Activities that are strictly prohibited include:

- Having a personal interest in any Client transaction;
- Getting any personal benefit from a Client transaction;
- Using knowledge of Client transactions for personal gain; and
- Allowing TDPCW directors, officers and employees to prefer his or her own interests to that of any advisory Client

TDPCW's Compliance personnel monitor personal securities trading by employees and the members of the employee's household. Employees who have direct contact with certain Client account information are required to get approval in advance of any securities transactions they wish to make. Employee personal trading reports are reviewed by Compliance personnel to verify the employees are complying with the Code of Ethics. TDPCW may impose penalties and sanctions on employees who have violated provisions of the Code of Ethics, including the personal trading policy. Employees must file transaction reports with Compliance at least quarterly. Compliance personnel review employee transaction reports.

Please refer to Section A above for the description of how TDPCW handles the conflicts of recommending securities in which a related person has a material interest.

## **D. Review of Accounts**

TDPCW, through its Investment Advisors, gathers information from a Client about that Client's financial situation, risk tolerance, investment objectives and any reasonable restrictions that the Client wishes to impose upon the management of the account(s). Each Investment Advisor periodically reviews reports and otherwise consults with the Client, and contacts the Client at least annually to review the Client's financial situation and investment objectives. Clients should notify promptly their Investment Advisors of any changes in their financial situation, risk tolerance, investment objectives or account restrictions.

TDPCW provides each Client with a quarterly written performance report. Additionally, the custodian sends Clients written statements on a monthly or quarterly basis depending on the level of activity within the account(s). Such statements reflect the account value, the holdings within, and the activity conducted over the previous period. Clients are encouraged to review their statements carefully and to contact the firm with any questions or concerns regarding same.

## **E. Client Referrals and Other Compensation**

From time to time we may compensate, either directly or indirectly, any person or company for referring clients to us. In addition, under certain circumstances, our employees and employees of our affiliates may have the opportunity to refer clients to each other or to unaffiliated third parties. Such referrals may result in the receipt of a referral fee. We will comply with all applicable requirements of SEC Rule 206(4)-3 under the Advisers Act, in connection with any referral arrangements, including appropriate disclosure of referral arrangements to our Clients and maintenance of referral arrangements.

## **F. Financial Information**

This Item requires Investment Advisors to provide certain financial information or disclosures about their financial condition. TDPCW does not require prepayment of fees six months or more in advance. Therefore it is not required to include a balance sheet with this Wrap Fee Brochure. TDPCW has no financial hardships or other conditions that might impair its ability to meet its contractual obligations to Clients. TDPCW has not been the subject of a bankruptcy proceeding.