

TD Private Client Wealth LLC

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**Form ADV Part 2A
Financial Planning Services Brochure**

This 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 brochure, please contact us at 1-800-800-2535. The information in this 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. 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 brochure dated January 29, 2015 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 brochure within 90 days of the close of our fiscal year. We may also elect to include a summary of material changes to this brochure as part of other-than-annual amendments filed by TDPCW.

Our last brochure was dated December 17, 2013. There have been no material changes to the brochure since December 17, 2013.

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Item 4. Advisory Business

A. Description of TDPCW, Principal Owners

TDPCW is a federally registered investment adviser that provides investment management services, as further described under Item 4B 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 and has been in continuous operation since April 2013.

B. Description of Advisory Services

General Overview of TDPCW

TDPCW provides investment management services to high-net-worth individual investors, not-for-profit organization, corporations, endowments, foundations, qualified plans and other institutions ("Advisory Clients"). TDPCW offers Advisory Clients a range of investment advisory programs, including proprietary managed accounts programs through Envestnet Asset Management, Inc., a U.S. registered investment adviser ("Envestnet") and the financial planning services (the "Financial Planning Program") described below. Brochures for TDPCW's other investment advisory programs are available through a TDPCW investment advisor ("Investment Advisor").

TDPCW Financial Planning

TDPCW's financial planning services are intended for individual investors with a minimum of \$750,000 in investable assets or a net worth of at least \$3,000,000 (any such individual investor, a "Client", "you" or "your").

At your request, TDPCW will provide a financial plan through a TDPCW Investment Advisor Representative (herein "IAR"), who utilizes TDPCW-approved financial planning tool(s), and may rely on the assistance of TDPCW's financial planners. If you wish to obtain a financial plan, you will execute a financial planning agreement with TDPCW and complete a detailed discovery process with a TDPCW IAR. The discovery session includes a discussion of your financial resources and projected needs. As part of this discovery process, you will provide copies of any documents that TDPCW may reasonably request in order to evaluate your financial circumstances. Generally, the discovery process seeks information about your current assets, liabilities, income sources, expenditures, current tax status, future objectives, educational, retirement and other long-term financial goals, and insurance and estate planning needs.

TDPCW relies on your care, completeness and clarity in responding to this discovery process, as your input will form the factual basis for the financial plan.

Every financial plan is tailored to the individual needs of each client, and will generally include: an analysis of your current financial position, a summary of your financial objectives that were identified in the discovery process (e.g., education, retirement, estate planning, and other long-term financial goals), and recommendations and an analysis regarding each of those financial objectives.

TDPCW acts as your investment adviser, and not as your broker, in providing a financial plan to you and reviewing it with you. The investment advisory relationship between you and TDPCW begins upon execution of the financial planning agreement and ends upon (i) delivery of the financial plan to you, or (ii) ninety days (90) later, whichever comes first.

While a financial plan may consider assets held in your brokerage accounts at TDPCW (if any), those accounts will continue to be brokerage accounts, and not advisory accounts. Moreover, you have sole responsibility for determining whether, when and how to implement any part of a financial plan, whether through TDPCW or otherwise. You have no obligation to implement any part of the financial plan through TDPCW.

If you do choose to implement a financial plan through TDPCW, unless you expressly engage TDPCW in writing to act as an investment adviser in one or more advisory accounts, TDPCW will implement the financial plan solely in its capacity as broker, and not as an investment adviser. In a brokerage account, you retain the sole responsibility for making all investment decisions with respect to the account and for monitoring account performance.

By providing a financial plan, neither TDPCW nor the TDPCW IAR is acting as a fiduciary for purposes of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") or section 4975 of the Internal Revenue Code (the "Code") with respect to any ERISA-covered employee benefit plan or any individual retirement account in either the planning, execution or provision of the associated analysis. Unless otherwise provided in a written agreement between you and TDPCW, its affiliates and their respective employees, agents and representatives, including the TDPCW IAR: (a) do not have discretionary authority or control with respect to the assets in any ERISA-covered employee benefit plan or any individual retirement account included in the Financial Plan, (b) will not be deemed an "investment manager" as defined under ERISA, or otherwise have the authority or responsibility to act as a "fiduciary" (as defined under ERISA) with respect to such assets, and (c) will not provide "investment advice," as defined by ERISA and/or section 4975 of the Code, as amended, with respect to such assets.

C. Customized Advisory Services and Client Restrictions

Customized Advisory Services

In the Financial Planning Program, we tailor our financial planning recommendations to your individual needs. As described above, TDPCW relies on your care, completeness and clarity in

responding to our discovery process, as your responses will form the factual basis for your individual financial plan.

Securities Restrictions

TDPCW does not provide individual security recommendations as part of its financial planning services. Therefore, this item is not applicable to the Financial Planning Program described in this brochure.

D. Portfolio Management Services to Wrap Fee Programs

This item does not apply to the Financial Planning Program described in this brochure.

E. Asset Under Management (“AUM”)

This item does not apply to the Financial Planning Program described in this brochure.

Item 5. Fees and Compensation

A. Compensation for Advisory Services

There are no fees or expenses for the services offered in the Financial Planning Program.

B. Method of Payment of Fees

There are no fees or expenses for the services offered in the Financial Planning Program so this does not apply to the Financial Planning Program described in this brochure.

C. Additional Fees and Expenses

There are no additional fees or expenses for the services offered in the Financial Planning Program. There are additional fees and expenses associated with implementing a financial plan in an advisory account, a brokerage account or a combination of advisory and brokerage accounts. The TDPCW IAR can provide you with that information upon your request.

D. Payment of Fees in Advance

There are no fees or expenses for the services offered in the Financial Planning Program so this item does not apply to the Financial Planning Program described in this brochure.

E. Compensation for the Sale of Securities or Other Investment Products

Since TDPCW does not offer securities transactions or individual investment products as part of its Financial Planning Program, this item is not applicable to the Financial Planning Program described in this brochure.

Item 6. Performance Based Fees and Side by Side Management

There are no fees or expenses for the services offered in the Financial Planning Program so this item does not apply to the Financial Planning Program described in this brochure.

Item 7. Types of Clients

A. Types of Clients

Clients of TDPCW's Financial Planning Program are individuals with a minimum of \$750,000 in investable assets or a net worth of at least \$3,000,000.

Item 8. Method of Analysis, Investment Strategies and Risk of Loss

A. Method of Analysis

Our financial planning services are based on general financial information as well as the information that a Client provides to us. The principal source of Client information generally is captured during the discovery process with the TDPCW IAR and reflects a Client's current assets, liabilities, income sources, expenditures, current tax status, future objectives, educational, retirement and other long-term financial goals, and insurance and estate planning needs. We rely solely on the information that the Client or their designated agents and representatives provide to us without independent verification. As such, it is the Client's responsibility to ensure that the information provided is accurate and complete.

We obtain general financial information from various sources, including information about the economy, statistical information, market data, accounting and tax law interpretations, risk measurement analysis, performance analysis and other information which may affect the economy.

Different financial planning software uses different financial planning methodologies and the financial plan will describe the specific methodologies used for the particular plan and should be carefully considered in evaluating the results presented to the Client. The analysis contained in the financial plan is currently conducted using Naviplan financial planning software. The estimated returns generated by the software utilize Naviplan's proprietary formulas and are based on economic assumptions and forecasts developed by an affiliate, TD Economics, and approved by TDPCW.

In addition, your financial plan may include a Monte Carlo simulation. Monte Carlo simulations are used to show how variances in rates of return each year can affect your results. Results using Monte Carlo simulations indicate the likelihood that an event may occur as well as the likelihood that it may not occur.

TDPCW may change the software or the methodologies it uses when creating your financial plan. Your financial plan will provide details on the software and methodologies used.

B. Material, Significant, or Unusual Risks Relating to Investment Strategies

No financial plan has the ability to accurately predict the future, eliminate risk or guarantee investment results. As investment returns, inflation, taxes, and other economic conditions vary from the assumptions used in the financial plan, actual results will vary, perhaps significantly, from those presented in the financial plan. Indeed, because the results shown in the financial plan are calculated over many years, small changes can create large differences in future results. Investment returns can, and often do, vary widely from year to year and vary widely from a long-term average.

Timing for implementing, monitoring and adjusting your strategies is a critical element in achieving your financial objectives. You are responsible for implementing, monitoring and periodically reviewing and adjusting your investment strategies.

Your financial plan is based on the information you provide to TDPCW and is accurate as of the date that it is provided to you. The TDPCW IAR and TDPCW will only be responsible for correcting and updating the information you provided and/or the financial plan (e.g., to reflect future changes in your life, financial situation, goals, and market or economic conditions) if you engage them to do so. As a result, your financial plan may very well become outdated or inaccurate as these factors change over time, unless you take steps to work with your Investment Advisor to correct and update your financial plan

TDPCW is not responsible for the accuracy of the assumptions and calculations made in financial planning software by third parties. Enhancements and changes to financial planning software may be made in the future.

Neither TDPCW nor the TDPCW IAR are legal or tax advisors and the financial plan does not constitute tax, legal, or accounting advice.

C. Risks Associated with Particular Types of Securities

This item is not applicable to the Financial Planning Program described in this brochure.

Item 9. 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.

Item 10. Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration Status

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.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser Registrations Status

TDPCW is not registered as a futures commission merchant, commodity pool operator or commodity trading adviser.

C. Material Relationships with Related Persons

The economic assumptions used in the financial planning software are developed by TD Economics, a division of The Toronto Dominion Bank which is an indirect parent company of TDPCW. TD Economics provides similar data to various affiliates for use in their businesses. The data is reviewed and approved by TDPCW prior to use.

The Financial Planning Program makes no specific securities recommendations, so there are no specific material relationships with related persons that impact the Financial Planning Program.

D. Material Relationships with Recommended Investment Advisors.

This item is not applicable to the Financial Planning Program described in this brochure.

Item 11. 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 Advisory Client or prospective Advisory 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 Advisory Clients. All officers and employees are required to put the interests of the Advisory Clients first in all dealings relating to the Advisory Client and their investments.

Activities that are strictly prohibited include:

- Having a personal interest in any Advisory Client transaction;
- Getting any personal benefit from an Advisory Client transaction;
- Using knowledge of Advisory 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

Item 12. Brokerage Practices

This item is not applicable to the Financial Planning Program described in this brochure.

Item 13. Review of Accounts

Financial plans prepared by TDPCW's IARs generally are reviewed by TDPCW's supervisors before they are delivered to Clients.

Information regarding the review of client accounts and frequency of account reports are not applicable to the Financial Planning Program described in this brochure.

Item 14. Client Referrals and Other Compensation

This item is not applicable to the Financial Planning Program described in this brochure.

Item 15. Custody

This item is not applicable to the Financial Planning Program described in this brochure.

Item 16. Investment Discretion

This item is not applicable to the Financial Planning Program described in this brochure.

Item 17. Voting Client Securities

This item is not applicable to the Financial Planning Program described in this brochure.

Item 18. Financial Information

This item is not applicable to the Financial Planning Program described in this brochure.

Item 19. Requirements for State-Registered Adviser

This item is not applicable to the Financial Planning Program described in this brochure.