

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 35452 / January 17, 2025

In the Matter of

The Toronto-Dominion Bank

66 Wellington St. West
Toronto, ON, Canada
M5K 1A2

TD Bank US Holding Company

1701 Route 70 East
Cherry Hill, NJ 08003

TD Bank, N.A.

2035 Limestone Rd.
Wilmington, DE 19808

Epoch Investment Partners, Inc.

1 Vanderbilt Ave.
23rd Floor
New York, NY 10017

(812-15678)

ORDER PURSUANT TO SECTION 9(c) OF THE INVESTMENT COMPANY ACT OF 1940
GRANTING A PERMANENT EXEMPTION FROM SECTION 9(a) OF THE ACT

TD Bank US Holding Company (“TDBUSH”), TD Bank, N.A. (“TDBNA” and together with TDBUSH, the “Pleading Entities”), The Toronto-Dominion Bank (“TD Bank”), and Epoch Investment Partners, Inc. (“Epoch”) (together with TD Bank and the Pleading Entities, the “Applicants”) filed an application on December 20, 2024 requesting temporary and permanent orders under Section 9(c) of the Investment Company Act of 1940 (“Act”) exempting Epoch and any other company (other than the Pleading Entities and TD Bank) of which the Pleading Entities are or hereafter become an affiliated person within the meaning of Section 2(a)(3) of the Act (together with Epoch, the “Covered Persons”) from Section 9(a) of the Act with respect to a guilty plea entered on October 10, 2024, by the Pleading Entities in the United States District Court for the District of New Jersey.

On December 20, 2024, the Commission issued a notice of the filing of the application and a temporary conditional order exempting the Covered Persons from Section 9(a) of the Act

(Investment Company Act Release No. IC-35427) from December 20, 2024 until the Commission takes final action on the application for a permanent order. The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found that the conduct of the Applicants has been such as not to make it against the public interest or protection of investors to grant the permanent exemption from the provisions of Section 9(a) of the Act.

Accordingly,

IT IS ORDERED, pursuant to Section 9(c) of the Act, on the basis of the representations and conditions contained in the application filed by TD Bank, *et al.* (File No. 812-15678) that the Covered Persons be and hereby are permanently exempted from the provisions of Section 9(a) of the Act, operative solely as a result of the guilty pleas, described in the application, entered by the Pleading Entities in the United States District Court for the District of New Jersey on October 10, 2024.

By the Commission.

Sherry R. Haywood,

Assistant Secretary.