

Firm Brochure (Part 2A of Form ADV)

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This Brochure provides information about the qualifications and business practices of TDAM USA Inc. If you have any questions about the contents of this Brochure, please contact us at 1-888-834-6339. 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 TDAM USA Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.



MATERIAL CHANGES

Our last annual update was dated January 28, 2020. Since the last annual update, there have been no material changes to our Form ADV Part 2A.

To the extent that we materially amend our Brochure in the future, you will receive either an amended Brochure or a summary of any material changes to the annual update within 120 days of the close of our fiscal year. We may also provide you with an interim amended Brochure based on material changes or new information. Upon request, we will provide you with a current Brochure, at any time, without charge.

Our current Brochure is publicly available at www.adviserinfo.sec.gov or on our website, www.tdamusa.com. You may also request a free copy of our Brochure by contacting us at 1-888-834-6339.

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I. Advisory Business

TDAM USA Inc. ("TDAM USA") is a Delaware corporation formed in 1995 and an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Our principal office is located in Toronto, Canada with branch offices located in New York, Hong Kong and Montreal and Regina in Canada. We are a wholly-owned subsidiary of TD Bank US Holding Company, which is itself a wholly-owned subsidiary of The Toronto-Dominion Bank, a Canadian chartered bank ("TD").

We offer a broad spectrum of fundamental and quantitative, active and passively managed investment strategies and products. We offer custom solutions such as asset liability matching, as well as other specialized segregated investment management services, including cash management and currency overlay. We also offer alternative assets including infrastructure and real estate strategies.

Discretionary Advice Provided to Separate Account Clients

We provide direct discretionary investment advisory services to institutional clients such as pension plans, insurance companies, endowments and foundations ("Separate Account Clients"). Where services are provided to a pension plan, we do so as a "fiduciary" within the meaning of the Employment Retirement Income Security Act of 1974, as amended ("ERISA"). Separate Account Clients enter into negotiated investment management agreements directly with TDAM USA and can impose restrictions on investing in certain securities or types of securities through investment guidelines.

Discretionary Advice Provided to TD Bank and TDPCW

We provide advice to our affiliates, TD Bank, N.A. ("TD Bank"), a nationally chartered U.S. bank, and its subsidiary, TD Private Client Wealth LLC ("TDPCW"), an investment adviser and broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"), in each case on behalf of their clients, through separately managed account programs. More specifically, we provide TD Bank and TDPCW with models consisting of various fixed income securities corresponding to different investment strategies (each, a "Model Portfolio").

Clients pay TDBNA or TDPCW one all-inclusive fee for an array of services, including administrative, technology and advisory services. Where a client selects us from the list of separate account managers, we receive a portion of the fee paid by the client to TDBNA or TDPCW, as a management fee. We provide fixed income Model Portfolios to clients through TDBNA and TDPCW's investment management business and manage each client's account in accordance with the selected Model Portfolio. Because TDBNA and TDPCW have limited capability to execute fixed-income transactions, we also provide trading services for TDBNA and TDPCW clients invested in our fixed income strategies. For a more complete discussion of our discretionary trading activities, see Section IX. Brokerage Practices, below.

Clients grant us full investment discretion and may include reasonable restrictions to be applied to their account. Where a client imposes restrictions on investing in certain securities or types of securities, the performance of its account may be different from the performance of other accounts within the same Model Portfolio that lack any such restrictions.

For advisory services provided to TDBNA or TDPCW clients invested in our Model Portfolios, we rely on TD Bank and TDPCW to conduct all client suitability determinations and to ensure delivery of account statements and reports.

Non-Discretionary Advice Provided to TD Bank and TDPCW

From time to time TD Bank and TDPCW may request asset allocation advice from TDAM USA when developing strategic asset allocations for their respective clients. We have no authority to implement any of our recommendations, as our affiliates will ultimately determine the appropriate construction for a specific portfolio, and we do not charge a fee for this service.

For additional information about this arrangement, please see Section VII. Other Financial Industry Activities and Affiliations.

Advice Provided to TD Asset Management Inc.

We also provide advice to TD Asset Management Inc. (“TDAM”), a Canadian-licensed portfolio manager. We serve as sub-adviser to TDAM in the management of one affiliated Canadian mutual fund. The Fund is managed in accordance with the Fund's Prospectus. We are deemed to be an affiliated person of this Fund due to our role as their sub-advisor.

II. Fees and Compensation

Separate Accounts

Management fees for Separate Account Clients are subject to negotiation, depending on the type of service provided and any special requirements associated with the account. Our specific fee schedule for each client is established in the client’s investment management agreement with us. Fees are billed to Separate Account Clients further to the terms and conditions agreed upon in the investment management agreement.

Advisory fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses. Clients may also incur certain charges imposed by custodians, brokers and other third parties such as fees charged by other managers, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. See Section X. Brokerage Practices for additional information on brokerage.

Model Portfolios Provided to TD Bank and TDPCW

We receive a portion of the all-inclusive fee that clients pay to the program sponsor for creating and maintaining fixed income Model Portfolios in the TDPCW and TDBNA programs, as discussed in Section I. Advisory Business above. Our management fees are currently 0.12 to 0.25 percent depending on the selected Model Portfolio:

- o Treasury Bond Ladder models 0.12%

- Corporate Bond Ladder models 0.18%
- All other Bond models 0.25%

Management fees, on an annualized basis, are of the assets under management for each Model Portfolio and are deducted from a client's account by TDBNA or TDPCW and remitted to us quarterly in arrears. The all-inclusive fee does not cover certain charges associated with fixed-income transactions in a client's account, such as dealer markups or markdowns, and a client will incur these costs in addition to the all-inclusive fee. A client participating in a separately managed account program should consider the services covered by the all-inclusive fee, the amount of portfolio active within the account, and the value of custodial and other services provided. Depending upon the level of the all-inclusive fee charged, the all-inclusive fee may exceed the aggregate fees that the client might pay other parties for these services if they were provided separately.

III. Performance-Based Fees and Side by Side Management

We do not currently charge performance-based fees for advisory services. Only fees based on a percentage of AUM are charged. With respect to accounts managed by the same portfolio manager with similar investment mandates, the Investment Risk team compares performance across the portfolio manager's accounts with similar mandates and investigates any significant deviations.

IV. Types of Clients

As discussed in Section I. Advisory Business, we provide investment management services, including sub-advisory relationships to Separate Account Clients, including pension plans, insurance companies, endowments and foundations and our affiliates. Through our Separate Account business, we do not directly offer our services to high net worth or retail clients. Through our relationships with TD Bank and TDPCW, however, we provide discretionary advice and trading services to the portfolios of participating TD Bank and TDPCW clients, some of which are high net worth or retail accounts.

V. Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis

Fixed Income

In formulating investment advice, we use various methods of security analysis. Our fixed income investment philosophy is based upon strong and independent credit research. Proprietary research is vital to our investment process and forms the basis for all of our investment decisions. Credit research analysts rely on a broad range of information when evaluating an issuer's credit quality, including financial strength, management capabilities and market position. Portfolio managers work closely together with credit research analysts to develop investment ideas and apply our investment philosophy consistently across our strategies.

We use third-party written reports (including brokerage research) prepared by recognized analysts who are specialists in a particular industry, but ultimately, we form our own conclusions about an issuer's credit quality. In addition, we use statistical and other information published by industry and government sources and engage in telephone communications and/or meetings with professionals within a particular industry.

Quantitative Investment Strategies

Within our quantitative investment strategies, we use a number of proprietary risk models to evaluate companies and select investments. For example, our Low Volatility Equity strategy relies on proprietary risk models to construct optimized portfolios of stocks which have demonstrated lower long-term volatility. These risk models use statistical methods to capture the relationships between currency and stock return fluctuations. Similarly, our Systematic Alpha strategy relies on proprietary return factor models, which use statistical methods to determine the properties of stocks that have historically been associated with superior performance. Core factors include value (higher earnings and dividend yields), market sentiment (price momentum and earnings revisions), quality (profitability, operating efficiency, distance-to-default), and corporate management (shareholder friendly practices).

International Growth Strategies

For our international growth strategies, our approach is to invest in a diversified portfolio of common stocks and other related securities, including but not limited to; depositary receipts, equity-linked notes and exchange traded funds, preferred stock, convertible securities and warrants, derivative instruments, securities issued in initial public offerings, and cash and cash equivalents. To meet each mandates' objective the portfolio management process seeks to focus on companies that can sustain superior earnings growth. Emphasis will also be placed on earnings quality and financial strength. Modeling analytics of stock, sector and country contribution are utilized to optimize overall risk exposures relative to benchmark.

We use third-party written reports (including brokerage research) prepared by recognized analysts who are specialists in a particular industry, but ultimately, we form our own conclusions about an issuer's investment quality. In addition, we use statistical and other information published by industry and government sources and engage in telephone communications and/or meetings with professionals within a particular industry.

Investment Strategies

Fixed Income Strategies

As discussed in Section I. Advisory Business, we manage assets according to a variety of strategies and invest in fixed income instruments across the spectrum of duration. Our approach to portfolio construction is disciplined and focuses on sector allocation, yield curve analysis and credit quality. Set forth below are our key fixed income strategies:

Broad Market
TD Core Bond/Institutional
TD Long Government/Corporate Bond

Intermediate Duration

TD Intermediate Government Bond

TD U.S. Intermediate Government/Corporate Bond Model - A Minimum

TD Intermediate Government/Corporate Bond

TD 1-10 Year Treasury Bond Ladder

TD 1-10 Year A Minimum Corporate Bond Ladder

TD 1-10 Year BBB Minimum Corporate Bond Ladder

Short Duration

TD Short/Intermediate Government/Corporate Bond

TD Short/Intermediate Government Bond

TD Short Government/Corporate Bond A Min – Institutional

TD 1-3 Year Treasury Bond Ladder

TD 1-5 Year Treasury Bond Ladder

TD 1-5 Year A Minimum Corporate Bond Ladder

TD 1-5 Year BBB Minimum Corporate Bond Ladder

Quantitative Investment Strategies

As noted above, we offer several Low Volatility Equity strategies, including strategies focusing on international, U.S., emerging markets and global equity. These strategies will generally overweight stocks that are expected to deliver less volatile returns and underweight stocks that are expected to deliver more volatile returns. We also offer a Systematic Alpha U.S. Equity strategy, which seeks to exploit market inefficiencies related to the valuation of securities. Through its investments, the Systemic Alpha strategy optimizes exposure to stocks that are expected to outperform the overall market while avoiding uncompensated risks and factoring in implementation costs.

Each of these strategies will invest in a diversified portfolio of equity securities including, but not limited to, common and preferred stocks, securities convertible into common stocks, ETFs, American Depositary Receipts, and real estate investment trusts. Each of these strategies will also invest in money market securities and other cash management vehicles.

International Growth Strategies

As noted above, we offer equity strategies with the investment objective that seeks to generate superior long-term capital appreciation. Investment performance is evaluated over a full market cycle. Currently we offer the International Growth Strategies to investors, but may offer additional strategies in the future, which may include additional or different risks.

Risks

Below are the potential material risks our clients may encounter in relation to our investment strategies or through a product we manage. Clients may be subject to risks other than those described. The investment risks to which a client is subject will vary depending on the strategy or product selected.

Performance Risk

As with any investment, there is a risk of loss and there is no guarantee that your portfolio will achieve its investment objectives.

Interest Rate Risk

Income from fixed income investments will vary with changes in prevailing interest rates. As a result, fixed income securities may decline in value. Accounts that invest in or have exposure to bonds, mortgages and other income-producing securities can also be affected by changes in the general level of interest rates. Bonds generally pay interest based on the level of rates when the bonds were issued. When interest rates fall, the price of bonds generally rises. That is because existing bonds pay higher rates than new ones and are therefore in greater demand and worth more. On the other hand, when interest rates rise, bond prices generally fall, reducing the value of the bond.

Credit Risk

Fixed income investments involve credit risk. Credit risk is the risk that the government, company or special purpose vehicle (such as a trust) issuing a short-term (sometimes called commercial paper) or long-term fixed income security will be unable to make interest payments or pay back the principal. Securities that have a low credit rating have high credit risk. Lower-rated debt securities issued by companies or governments in developing countries often have higher credit risk.

Securities issued by well-established companies or by governments of developed countries tend to have lower credit risk. The market value of a debt security can be affected by a downgrade in the issuer's credit rating, a change in the creditworthiness, or perceived creditworthiness, of the issuer or, in the case of asset-backed commercial paper, any assets backing the security. Accounts that invest in or have exposure to companies or markets with high credit risk tend to be more volatile.

Prepayment Risk

Prepayment risk is the risk that the ability of an issuer of a debt security to repay principal prior to a security's maturity can cause greater price volatility if interest rates change. Such prepayments often occur during periods of declining interest rates and may cause reinvestment of assets in lower yielding securities.

Liquidity Risk

Liquidity risk is the possibility that an account will not be able to convert its investments to cash when it needs to or will not be able to do so at a reasonable price. Some securities are or may become illiquid because of legal restrictions, the nature of the investment itself, settlement terms, a shortage of buyers or other reasons. Generally, investments with lower liquidity tend to have more dramatic price changes and may subject the holder to losses or additional costs.

Geopolitical/Economic Risk

International and global equity mandates invest in diverse countries and economies throughout the globe. Investments in the securities of non-U.S. issuers are subject to the risks association with non-U.S. markets in which those non-U.S. issuers are organized and operate, including but not limited to, risks related to foreign currency, limited liquidity, less government regulation, privatization, and the possibility of substantial volatility due to adverse political, economic, geographic events, or other developments, differences in accounting, auditing and financial reporting standards, the possibility of repatriation, expropriation or confiscatory taxation, adverse changes in investment or exchange controls or other regulations, international sanctions impacting ownership and trading and potential restrictions on the flow of international capital.

Suspension of Trading Risk

Securities exchanges typically have the right to suspend or limit trading in any instrument traded on the exchange. A suspension would render it impossible to liquidate positions and could expose the account to losses.

Specialization Risk

Accounts may invest primarily in or have exposure to companies in particular industries or particular geographic areas of the world. If the particular industry or geographic region prospers, the outlook for companies in that industry or geographic region will generally increase, as may the value of the accounts that invest in them. Conversely, if the particular industry or geographic region experiences a downturn, the outlook for companies in that industry or geographic region will generally decline, as may the value of the accounts that invest in or have exposure to them. In addition, the account may suffer because it has relatively few other investments within other industries or geographic areas to offset the downturn.

Asset-Backed Securities Risk

The value of asset-backed securities may be affected by the credit risk of the servicing agent for the pool, the originator of the loans or receivables, or the financial institution(s) providing the credit support. In addition to credit risk, asset-backed securities and other securities with early redemption features are subject to prepayment risk. During periods of declining interest rates, prepayment of loans underlying asset-backed securities can be expected to accelerate or an issuer may retire an outstanding bond early to reduce interest costs.

Tax Risk

Tax laws and regulations applicable to an account or fund may change, which may result in unexpected tax liabilities. Clients should consult their own tax advisors to determine the potential tax-related consequences of investing through an account or in a fund.

State-Specific Risks

When investing in a particular state's bonds, yields will depend on, among other things, conditions in that state's municipal securities markets and debt securities markets generally, and economic, political and regulatory occurrences within that state.

Concentration Risk

The investment objectives of an account may permit concentration in one or more issuers. A relatively high concentration of assets in, or exposure to, a single or small number of issuers may reduce the diversification and/or liquidity of an account and increase its volatility.

Derivatives Risk

The use of derivatives by accounts is subject to certain risks:

- There is no assurance that liquid markets will exist for an account to close out its derivative positions. Derivative instruments in foreign markets may be less liquid and more risky than comparable instruments traded in North American markets.
- Exchange-imposed trading limits could affect the ability of an account to close out its positions in derivatives. These events could prevent an account from making a profit or limiting its losses.
- Prices of options and futures on a stock index may be distorted if trading of certain stocks in the index is interrupted or if trading of a large number of stocks in the index is halted. Such price distortions could make it difficult to close out a position.
- An account that uses over the counter derivatives is subject to credit risk associated with the ability of counterparties to meet their obligations. In addition, an account could lose its margin deposits if a dealer or clearing agent with whom an account has an open derivatives position goes bankrupt.
- An account that uses cleared derivatives could lose some or all of its margin deposit if another client of a futures commission merchant ("FCM") defaults and there are insufficient funds at the central clearing agent to cover those losses such that clients of all FCMs of the central clearing agent, including your account, would be expected to cover those losses proportionately.
- There is no assurance that an account's hedging strategies will be effective. There may be an imperfect historical correlation between the behavior of the derivative instrument and the investment being hedged. Any historical correlation may not continue for the period during which the hedge is in place.

- Using futures and forward contracts to hedge against changes in currencies, stock markets or interest rates cannot eliminate fluctuations in the prices of securities in the account or prevent losses if the prices of these securities decline.
- Hedging may also limit the opportunity for gains if the value of the hedged currency or stock market rises or if the hedged interest rate falls. The inability to close out options, futures, forwards and other derivative positions could prevent an account from using derivatives to effectively hedge its portfolio or implement its strategy.

Foreign Currency Risk

Changes in non-U.S. currency exchange rates or the imposition of foreign exchange controls may negatively affect the value of any securities with foreign currency exposure held by an account. For example, if the U.S. dollar rises in value relative to the Canadian dollar, an account's Canadian holdings will be worth less in U.S. dollars. On the other hand, if the U.S. dollar falls, an account's Canadian holdings will be worth more in U.S. dollars.

Repurchase Risk

An account or fund may enter into repurchase agreements, which are instruments under which an account or fund acquires ownership of a security from a broker-dealer or bank that agrees to repurchase that security from the account or fund at a mutually agreed upon time and price (which resale price is higher than the purchase price), thereby determining the yield during the account's or fund's holding period. Repurchase agreements are, in effect, loans collateralized by the underlying securities. In the event of a bankruptcy or other default of a seller of a repurchase agreement, an account or fund might have expenses in enforcing its rights, and could experience losses, including a decline in the value of the underlying security and loss of income.

Equity Risk

Accounts that invest in or have exposure to equities, also called stocks or shares, are affected by stock market movements. When the economy is strong, the outlook for many companies will be good, and share prices will generally rise, as will the value of the account that owns these shares. On the other hand, share prices usually decline in times of general economic or industry downturn. The price of equity securities of certain companies or companies within a particular industry sector may fluctuate differently than the value of the overall stock market because of changes in the outlook

for those individual companies or the particular industry.

Investment Selection Risk

Accounts may utilize a quantitative screening process to filter the universe for companies with specific attributes. Following the screening, a qualitative analysis is undertaken of each company with a significant ranking within those desired attributes. The risk exists that the attributes utilized in the quantitative screening process do not reflect attributes desired by the marketplace. In addition, analysis of an investment may be incorrect and may result in selections of investments that suffer losses or underperformance relative to other investments.

Quantitative Investment Strategy Risk

Quantitative investment strategies rely on data and historical analysis to predict risk and relative value. Quantitative strategies have inherent limitations, as actual market events may fail to correspond to one or more assumptions underlying the strategy. As a result, actual performance may vary significantly from predicted performance.

Cybersecurity Risk

As use of the internet and other technologies has become more prevalent in the course of business, our business has become more susceptible to operational and financial risks associated with cybersecurity. Cybersecurity incidents can result from targeted attacks on systems and applications, malicious software, phishing attacks and theft of data, and may involve attempts to fraudulently induce employees or third-party service providers to disclose sensitive information in order to gain access to our data. While measures have been developed which are designed to reduce the risks associated with cybersecurity, there is no guarantee that those measures will be effective, particularly since techniques used change frequently and risks can originate from a wide variety of sources that have also become increasingly sophisticated. As such, cybersecurity failures or breaches of our systems or those of our service providers have the potential to cause operational disruptions, financial loss, misappropriation or unauthorized release of confidential, financial or personal information, damage to our computers and systems, violations of applicable privacy and other laws, regulatory penalties, additional compliance costs and reputational damage.

VI. Disciplinary Information

TDAM USA and our management persons have no reportable legal or disciplinary information to disclose.

VII. Other Financial Industry Activities and Affiliations

TDAM USA is affiliated with SEC registered and non-SEC registered investment advisers, located both within and outside the U.S. We are also affiliated with and/or serve as an investment manager or as sub-advisor to an affiliated Fund registered in Canada. We are deemed to be an affiliated person of this Fund due to our role as their sub-advisor.

Our key affiliates are as follows:

Entity	Type
TD Asset Management Inc.	Non-US Adviser
Epoch Investment Partners, Inc.	US Investment Adviser
TD Private Client Wealth LLC	US Broker-Dealer and US Investment Adviser
TD Securities (USA) LLC	US Broker-Dealer
TD Securities Inc.	Non-US Broker-Dealer
TD Waterhouse Canada Inc.	Non-US Broker-Dealer
TD Waterhouse Private Investment Counsel Inc.	Non-US Adviser
TD Bank N.A.	Banking Institution
The Toronto-Dominion Bank	Non-US Banking Institution

TDAM USA has material business relationships with these affiliates. Often personnel from these entities work together to manage accounts and provide related services, including client liaison, investment monitoring, account administration, investment research, and trade execution services. All investment manager arrangements are conducted on an arms-length basis to as to neither disadvantage nor advantage clients or related parties.

Material Relationships with Related Persons

We are a wholly-owned subsidiary of The Toronto-Dominion Bank, and 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.

Broker-Dealers

TD Securities Inc. ("TD Securities"), is a Canadian "investment dealer" registered in all provinces and territories of Canada and, as a wholly-owned subsidiary of The Toronto-Dominion Bank, a related person of TDAM USA. On occasion, we execute securities transactions through TD Securities subject to applicable regulatory requirements. TD Securities receives dealer mark-ups or mark-downs on principal transactions and commissions on agency transactions. We seek to obtain best execution on all such transactions. From time to time we purchase securities underwritten by TD Securities for our client accounts subject to applicable regulatory requirements.

TD Securities (USA) LLC ("TDSI USA"), a broker-dealer registered with the SEC and a member of FINRA, is a wholly-owned subsidiary of The Toronto-Dominion Bank. TDSI USA provides products and services in the areas of investment banking, capital markets, derivatives and commodities. On occasion, we purchase securities underwritten by TDSI USA for our client accounts subject to applicable regulatory requirements.

TD Private Client Wealth LLC ("TDPCW"), an affiliate dually registered with the SEC as a broker-dealer and investment adviser, and a member of FINRA, is a wholly-owned subsidiary of TD Bank, N.A., which itself is a wholly-owned subsidiary of The Toronto-Dominion Bank. TDPCW offers separately managed accounts under which clients pay a single fee for asset management, custody and brokerage services. We provide fixed income Model Portfolios for clients in this program. We receive compensation for managing these products based upon a percentage of the assets invested in each product. We have a conflict of interest when we provide model portfolios to TDPCW because we recommend only affiliated products, which will result in more fees for us and our affiliates. These conflicts are minimized as TDPCW will only recommend an affiliated product that has been approved by TDPCW's Wealth Investment Risk Oversight Committee "WIROC" and when doing so is in a client's best interest, based on the client's investment objectives and financial circumstances. In addition, clients of TDPCW have the ability to direct TDPCW not to invest their assets in affiliated products.

TD Waterhouse Canada Inc. ("TD Waterhouse") is registered in all Canadian provinces and territories as a broker-dealer and is a member of the Investment Industry Regulatory Organization of Canada.

Certain brokers within TD Waterhouse have discretion to place client assets in units of a Canadian fund managed by TDAM. Should TD Waterhouse exercise its discretionary investment authority to place client assets in a fund we sub-advise for TDAM, we will benefit by the receipt of additional sub-advisory fees. To address this conflict, recommendations to invest assets in a fund managed by TDAM are made only when it is consistent with the account's investment objectives, policies, guidelines and restrictions.

Investment Advisers

TD Asset Management Inc. As discussed throughout this Brochure, we are affiliated with TDAM, a corporation organized under the laws of Ontario, Canada, and a wholly-owned subsidiary of The Toronto-Dominion Bank. TDAM is registered as a “portfolio manager” in all Canadian provinces and territories and may also act as an exempt market dealer of securities, including investment funds managed by TDAM. TDAM USA also acts as a sub-advisor to a TDAM Canadian registered mutual fund, but we are not the investment fund manager of this fund.

We also share trading policies and procedures with TDAM. Canadian law may in some instances require TDAM to implement different procedures applicable to non-U.S. clients. Where policies and procedures can be shared, it increases our operational efficiency and regulatory compliance by ensuring that portfolio managers, traders and other advisory personnel are subject to the same requirements in both firms unless legally required to do otherwise.

In providing investment management services and advice, we draw on TDAM’s personnel, resources and experience through an arrangement which provides us with TDAM’s advice and/or research for use with our U.S. clients. TDAM acts as a “participating affiliate” in accordance with a series of SEC staff no-action letters, under which TDAM shares portfolio management and other personnel with us. In addition, TDAM may recommend to its clients, or invest on behalf of its clients in, securities that are the subject of our recommendations to, or discretionary trading on behalf of, our U.S. clients. In some instances, this advice is provided by persons who are dual personnel of both advisers as discussed below.

All TDAM personnel who participate in our advisory activities are deemed to be “supervised persons”

under our Code of Ethics (“Code”) and are subject to our personal securities transaction reporting requirements. For more information on the Code and reporting requirements, see Section VIII, below.

Various senior executives and portfolio managers have overlapping titles and responsibilities in both affiliated advisers and executive positions at TD. We also share operations and client service personnel. In general, we believe that sharing executive officers improves organizational communication and efficiency. More importantly, the application of our Code to dual personnel minimizes any conflicts of interest associated with their dual responsibilities. For marketing purposes, we use the brand name “TD Asset Management” which we share with our Canadian affiliate.

TDPCW, described above, offers investment advisory services through separately managed accounts. We provide a number of fixed income Model Portfolios to TDPCW as separately managed investment options for its clients. In connection with these Model Portfolios, we receive a management fee that is calculated as a percentage of client assets invested in each Model Portfolio. We have a conflict of interest when we provide model portfolios to TDPCW because we recommend only affiliated products, which will result in more fees for us and our affiliates. Furthermore, clients have the ability to direct TDPCW not to invest their assets in affiliated products, a factor which further mitigates this conflict.

As discussed above under Section I. Advisory Business, we also provide TDPCW with asset allocation advice upon request. We have no discretion to implement our recommendations as TDPCW is not required to utilize our asset allocation advice.

Epoch Investment Partners, Inc., a wholly-owned subsidiary of TD Bank U.S. Holding Company (which is ultimately a wholly-owned subsidiary of The Toronto-Dominion Bank), is registered with the SEC as an investment adviser and makes available equity strategies to TD Bank clients.

TD Waterhouse Private Investment Counsel Inc. (“TDW PIC”) is registered in all Canadian provinces and territories as a portfolio manager. It may also act as an exempt market dealer of securities, including securities of investment funds managed by TDAM. TDW PIC has discretion to place client

assets in units of Canadian funds managed by TDAM. Whenever TDW PIC exercises its discretionary investment authority to place client assets in a fund we sub-advise for TDAM, we benefit by the receipt of additional sub-advisory fees.

Bank or Thrift Company

TD Bank, N.A., is a U.S. national bank subject to regulation by the Office of the Comptroller of the Currency ("OCC") and, as an indirect wholly-owned subsidiary of The Toronto-Dominion Bank, a related person.

We provide TD Bank with Model Portfolios for its clients and provide trading services for these client accounts. We receive compensation for managing these products based upon a percentage of the assets invested in each product. We have a conflict of interest when we provide model portfolios to TDBNA because we recommend only affiliated products, which will result in more fees for us and our affiliates. . These conflicts are minimized as TD Bank will only recommend an affiliated product that has been approved by the Product Review Committee ("PRC") and when doing so is in a client's best interest, based on the client's investment objectives and financial circumstances. In addition, clients of TD Bank have the ability to direct TD Bank not to invest their assets in affiliated products.

As discussed above under Section I. Advisory Business, we also provide TD Bank with asset allocation advice upon request. We have no discretion to implement our recommendations as TD Bank is not required to utilize our asset allocation advice.

TD Bank may delegate investment authority to us as permitted by OCC regulations. TD Bank may engage TDAM USA as an investment adviser through our Separate Account business pursuant to written investment management agreements between itself and certain TD Bank groups, including TD Bank's pension plans, and they may describe us as a fiduciary to such plans consistent with ERISA.

The Toronto-Dominion Bank ("TD"), our ultimate parent company, is a Canadian chartered bank regulated by the Canadian Office of the Superintendent of Financial Institutions. Certain areas of TD provide us with services, including Compliance, Legal and Finance. TD has issued securities to the public in the United States and Canada. We are permitted to purchase securities of TD for our

clients' accounts subject to regulatory requirements. Before acquiring such securities, we fully disclose the relationship and obtain informed written client consent where required.

VIII. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We have adopted a Code of Ethics ("The Code") for all supervised persons of the firm describing our standards of business conduct and fiduciary duty to our clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All of our supervised persons must acknowledge the terms of the Code annually.

We anticipate that, in appropriate circumstances, consistent with clients' investment objectives, we will cause accounts over which we have management authority to effect and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which we, our affiliates and/or clients, directly or indirectly, have a position of interest. As supervised persons, our officers, directors, and employees are required to follow our Code and Personal Trading Policy and Procedures. Subject to satisfying this policy and applicable laws, our officers, directors and employees are permitted to trade for their own accounts in securities that we recommend to and/or purchase for our clients. The Code is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with:

1. making decisions in the best interest of advisory clients; and
2. implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Under the Code, certain classes of securities have been designated as exempt securities, based upon a determination that trades in these exempt securities would not materially interfere with the best interest of our clients. In addition, the Code requires pre-clearance of non-exempt securities and restricts trading in close proximity to client trading activity. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a

possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code, which is reasonably designed to prevent conflicts of interest between us and our clients. In the event that a violation does occur, there are various disciplinary measures that can be imposed based on the severity of the violation.

The Code and Personal Trading Policy and Procedures are overseen by Wealth Compliance, which has a reporting line to The Toronto-Dominion Bank Global Compliance Department. Our clients and prospective clients may request a copy of the Code by contacting us at 1-888-834-6339.

Gifts and Entertainment

Employees may be offered a gift or entertainment by clients, prospective clients, brokers, vendors or other entities which transact or seek to transact business with us. Gifts and entertainment received or provided under appropriate circumstances may build goodwill and enhance working relationships among business partners; however, the offer or acceptance of such items may result in actual or perceived conflicts of interest. We are committed to the highest standards of business conduct and have adopted a Gifts and Entertainment Policy to provide guidance for the offering and acceptance of gifts and entertainment.

Additional Potential Conflicts and Restrictions Relating to Advisory Activities

Competing Investment Positions

Different investment teams at times will, on behalf of client accounts, make investments in different parts of an issuer's capital structure. For example, our fixed income investment team may acquire debt securities of an issuer for one client, while our equity investment team may acquire equity securities of the same issuer for another client. If the issuer faces financial difficulty, the interests of the company's debt and equity holders may conflict, as debt holders might favor liquidation of the issuer in a manner that leaves little value for equity holders. In such a situation, the actions we take with respect to assets held by one client may have an adverse impact on the interests of another client. Each investment team will make investment decisions that it believes are in the

best interests of our clients. In specific cases, should we determine it to be necessary, we may establish information barriers between portfolio managers within the fixed income investment team and their counterparts within the equity investment team. Nonetheless, a conflict of this type may cause a particular client to receive less favorable investment returns as compared to another client.

Likewise, although we do not engage in short selling, certain of our portfolio managers who are also portfolio managers for TDAM, at times will establish a short position in a security for a TDAM client account and a long position in that same security for our client accounts. These inconsistent positions could create conflicts of interest, since a short sale of the security by TDAM may reduce the market value of a long position in the same security. Our Regulatory & Policy Governance and Investment Risk Management groups will monitor this activity on a regular basis to ensure each position is consistent with the investment objectives and strategies of the client account. However, there can be no assurance that the conflict will not result in a client receiving less favorable returns on an investment.

Potential Restrictions Relating to Material Non-Public Information

By reason of the business and investment activities we, or our related persons conduct, we may acquire material non-public information or other be restricted in our investment activities and, in such event, we may not be free to act upon such information. Moreover, due to the receipt of material non-public information, we may not initiate a transaction for a client account that we otherwise might have initiated, and the client account, as a result, may be required to maintain a position that it might otherwise have liquidated, or be required to refrain from acquiring a position it otherwise might have acquired. We have implemented policies and procedure that are designed to control the flow of material non-public information within our business and to prevent its misuse. In particular, employees are prohibited from trading and communicating in the securities of an issuer while in possession of material non-public information for themselves or on behalf of others. These prohibitions remain in effect until the information has been publicly disseminated.

Use of Seed Capital

We or one of our affiliates have in the past and will provide seed capital in order to establish a fund and allow it to operate. This type of investment is intended to be temporary pending

purchases by unrelated investors and is not made for the purpose of earning investment returns or short-term profits. As a result, we (or one of our affiliates) may hedge a seed capital investment in a fund, including by short selling ETFs or using currency forwards. We (or our affiliate) may redeem all or a part of the seed capital in a fund at any time, without notice and subject to applicable regulatory constraints.

IX. Brokerage Practices

Brokerage Selection and Best Execution

Unless otherwise directed by the client in writing, we make all decisions as to the purchase and sale of securities, including the selection of the broker-dealer and the negotiation, where applicable, of commissions or spreads on a discretionary basis. We also exercise discretion over the selection of broker-dealers for trade execution. In selecting broker-dealers to effect securities transactions for all investment accounts, we have a fiduciary duty to seek to obtain “best execution” (*i.e.*, the most advantageous execution terms for clients that are reasonably available under the circumstances at the time of the trade), as well as to assess their order execution capabilities, brokerage products and services, and research products and services. In seeking best execution, we consider a number of elements, including but not limited to, execution price, speed of execution, certainty of execution, and overall cost of the transaction.

We maintain a list of broker-dealers (“Approved Brokers”) that meet our standards with respect to execution and research capabilities. We perform periodic evaluations of the order execution capabilities and brokerage and research products and services received from the Approved Brokers and update the list as appropriate.

Trades executed directly with a market-maker in a security, such as transactions in most fixed income securities, are charged dealer mark-ups or mark-downs rather than commissions. Over-the counter trades with brokers may result in commissions on top of dealer mark-ups or mark-downs. Trades that could be executed with a market-maker are executed on an agency basis only when we believe

that agency execution will be more favorable to the client than going directly to a market-maker. For fixed income transactions, brokerage allocation is primarily based on the broker-dealer's order execution capabilities, focusing on availability of inventory and pricing. Our traders are permitted to place fixed income trades with an affiliated broker-dealer, so long as the trader believes that the costs and execution of such trades are comparable to and competitive with other brokers on the Approved Brokers list and trade-by-trade client consent is obtained as required by law. See also, discussion of affiliated broker-dealers in Section VII, above.

For equity transactions and through the broker vote process, we estimate a target percentage allocation of trades covering a six-month period, which is based on our evaluation of how each Approved Broker has performed for us in the past. The target allocations we make to each Approved Broker are strictly targets and not an obligation. While we try to adhere to the target percentages, variance may occur due to the overriding principle of seeking best execution. Again, affiliated broker-dealers may be used to the extent permitted by law.

We have established a Trade Management Oversight Committee "TMOC" as a framework for oversight on conflict of interest matters relating to trading, as well as our overall trading processes. TMOC has a broad representation within the firm, and its membership includes Portfolio Management, Trading, Regulatory & Policy Governance, Compliance and Operations. Quarterly TMOC meetings are held during which members evaluate and approve the addition or deletion of broker-dealers on the Approved Brokers list and assess and approve trading policies. Committee members also discuss industry developments and share ideas. Additionally, TMOC sub-committees conduct periodic asset class-specific meetings where trading matters relevant to each asset class are reviewed, including adherence to the brokerage allocation targets set from the results of the broker-dealer vote for equity transactions.

Brokerage, Research and Soft Dollars

The term "soft dollars" is generally defined as the practice whereby an adviser causes a discretionary client to pay a brokerage commission that is in excess of what another broker might

have charged for effecting the same transaction, in recognition of the value of the brokerage and/or research products and services provided by the specific broker. While we do not enter into specific soft dollar commitments, consistent with our duty to seek best execution, and in accordance with SEC guidance, we may participate in bundled brokerage and/or commission sharing arrangements to receive brokerage and research products and services.

Brokerage and research products and services provided to us by a broker-dealer or third party service provider include, among other things, advice as to the value of securities and the advisability of effecting transactions in securities; analyses and reports concerning securities, issuers, industries and portfolio strategies or economic or political factors and trends that may have an impact on the value of securities or investment strategies; seminars and conferences; databases and software including, but not limited to, quantitative analytical software; market data from feeds or databases; post-trade analytics; execution management systems and order management systems (to the extent they help arrange or effect a securities transaction); algorithmic trading software and market data (to the extent they assist in the execution of orders); and custody, clearing and settlement services that are directly related to an executed order that generated commissions. The brokerage and research products and services provided by a broker-dealer may be proprietary and/or provided by a third party (i.e., originates from a party independent from the broker that provided the execution services).

As part of our duty to seek best execution, we may select a specific broker-dealer for a portion of our trades provided that we have: (i) determined that the brokerage and research products and services provided by the broker-dealer appropriately support our investment decision-making responsibilities, and (ii) made a good faith determination that the amount of commissions paid (which may be higher than commissions charged by other Approved Brokers) is reasonable in relation to the value of brokerage and research products and services received. These determinations can be viewed in terms of either the specific transactions or our overall responsibility to the accounts for which we exercise investment discretion.

We believe access to this type of research and brokerage is important to our investment decision-making process. While we seek to allocate soft dollar benefits in a fair and equitable manner, we

may use the brokerage and research products and services provided by a broker-dealer and/or third-party provider in servicing any or all of our clients, including clients other than those making the payment of commissions to the extent permitted by SEC interpretive positions. Because we have a participating affiliate arrangement with TDAM, TDAM clients may also benefit from the brokerage and research products and services we obtain. By the same token, because of the participating affiliate arrangement, our clients benefit from brokerage and research products and services obtained by TDAM.

We also participate in Commission Sharing Arrangements (“CSAs”) in which the CSA provider will allocate our client commission dollars for transactions we’ve executed through them to certain non-affiliated broker-dealers and/or third-party providers, which provide or have provided us with meaningful brokerage and research products and services. We are permitted to cause clients to pay more if we believe that the amount of additional commission is reasonable in relation to the value of the brokerage and research products and services received.

In some cases, we receive research/brokerage and non-research/non-brokerage (*e.g.*, administrative or accounting services) services. In addition, we use certain research/brokerage products to assist us with marketing our services to the public or other operational processes. This is commonly referred to as a “mixed use” product. In these cases, we make a good faith determination of the portion allocated to non-research/non-brokerage and/or marketing and operations, and we pay the allocation amount with our own monies (“hard dollars”). In making such good faith allocations, a conflict of interest may exist by reason of our allocation of the costs of such services and benefits between those that primarily benefit us and those that primarily benefit our clients.

When we use client brokerage commissions (or markups or markdowns) to obtain brokerage and research products and services, we receive a benefit because we do not have to produce or pay for the brokerage and research products and services. This is deemed to create a conflict of interest, because these arrangements give us an incentive to select or recommend a broker-dealer or third-party provider based on our interest in receiving the brokerage and research products and services, rather than on our clients’ interest in receiving a more favorable execution. To address

the conflicts surrounding soft dollar arrangements, we have adopted written policies and procedures regarding trading, use of client commissions and brokerage selection.

Directed Brokerage

At the request of a client, we may enter into directed brokerage and/or commission recapture arrangements, which are solely for the benefit of the requesting client. When a client designates a broker-dealer, it may not be possible for us to obtain the same execution that would be attainable if we had full discretion to select the executing broker-dealer. Under these circumstances, clients should understand that:

- (1) we generally do not negotiate specific brokerage commission rates with the directed broker on the client's behalf, or seek better execution services or prices from other broker-dealers and, as a result, a client may pay higher commissions and/or receive less favorable net prices on transactions for their account than might otherwise be the case; and
- (2) transactions for that client generally will be effected independently (not aggregated). Therefore, prior to directing us to use a specific broker-dealer, a client should consider whether the directed broker's execution, clearance and settlement capabilities, commission expenses and whatever amount is allocated to custodian fees, if applicable, would be comparable to those otherwise obtainable on the client's behalf by allowing us to select the executing broker-dealer.

Trade Aggregation and Allocation

At a particular moment in time, we may determine, for a variety of reasons, that the purchase or sale of a particular security is appropriate for multiple client accounts. This may give rise to actual or potential conflicts of interest among the accounts for whom the security purchase or sale is planned. We have a fiduciary duty to treat all accounts fairly and equitably. In this endeavor, we generate trade orders or trade order instructions for the same investment decision at the same time and aggregate all similar orders (subject to certain exceptions) and consistently allocate securities. In cases of partial fills, a conflict may be created among the accounts participating in an aggregated order. To address these conflicts, we have adopted certain policies and procedures that we follow when aggregating orders in an effort to provide an objective and equitable method of trade allocation so that all participating clients are treated fairly.

When allocating filled aggregated orders among our clients, we allocate partially filled orders on a pro-rata basis or in another fair and reasonable manner, as outlined in our policies and procedures, to ensure fairness to all participating accounts. When orders for the same security are aggregated for execution, the allocation method used in relation to the corresponding fills will be documented prior to the execution. Partially filled orders that include pooled proprietary accounts (i.e., new funds that are launched with an investment by TD that do not contain any client investments) will be allocated to all non-proprietary accounts first, with the pooled proprietary accounts filled last.

While some of our pooled proprietary accounts and affiliated employee benefit plans participate in aggregated orders, TDAM USA's proprietary accounts (i.e., accounts where TD is the beneficial owner) are excluded from aggregation and those orders are generally executed only after all other client account orders involving the same security, in the same direction of trade, are fully executed. However, orders to transact in a particular security may be placed by multiple portfolio managers, and trading instructions relating to those orders may be communicated to multiple traders at various times throughout the day, so it is possible for a firm proprietary account to transact ahead of other client accounts at a different price. In addition, as discussed further below, we execute orders for accounts participating in Model Portfolios ("Model Portfolio Accounts") separately, so it is possible that a firm proprietary account will transact in a security ahead of, and at a price that is different from, a Model Portfolio Account.

Trade Sequencing

As an adviser to both separate accounts and to the Model Portfolios, we generally do not aggregate orders for separate accounts with orders for Model Portfolio Accounts. Although our investment decisions for separate accounts and recommendations for Model Portfolio Accounts are made/conveyed simultaneously, we need more time to make trade decisions for the Model Portfolio Accounts. This generally means that we will trade the Model Portfolio Accounts later than separate accounts and the Model Portfolio Accounts will likely receive different prices from those received by separate accounts for the same securities. When we aggregate orders in the same securities for both separate accounts and Model Portfolio Accounts, we will average price the securities acquired for the benefit of all participating accounts.

Limited Offering Allocations

We may, from time to time, when determined consistent with a client's investment objectives, strategy and restrictions, purchase limited investment offerings (*e.g.*, new issues, private placements) for certain client accounts, including the firm's proprietary and pooled proprietary accounts. When this occurs, we seek to allocate these investments among participating accounts in an equitable manner so as not to unfairly prefer one account over another. If we do not receive a full allocation, then the amount received will be allocated to the participating accounts on a pro rata basis, with the exception that we will not allocate to any account where such allocation would result in a de minimis amount. All proprietary accounts receive allocations only after client accounts are completely filled. We reserve the right to make exceptions to this policy if we believe it is in the best interest of clients to do so. We do not purchase securities in any initial public offering or private placement for Model Portfolio Accounts unless specifically requested by TD Bank or TDPCW on behalf of a particular client.

Error Correction

A trade error is an error in the placement, execution or settlement of a transaction. A trade error is not an intentional or reckless act of misconduct. We correct trade errors promptly, in a manner that does not disadvantage the client, and not through the use of client brokerage commissions. When an error occurs, a client will keep any resulting gain, or we will reimburse the client for any material loss. Clients may not be reimbursed for errors when the impact is not material, which is currently a threshold set at less than \$100. Where more than one transaction is involved in an error, the gain will be determined net of any associated loss. We review errors on a regular basis for appropriate mitigation and resolution.

Cross Trades

Cross trades are transactions where two or more investment accounts are transacting with one another. We may engage in cross trades if: (1) the transaction is believed to be in the best interest of the clients; (2) the transaction is believed to fulfill our duty to seek best execution; (3) we have made full and appropriate disclosures; and (4) the transaction does not violate applicable law. Further, cross trades are prohibited where one of the investment accounts is a proprietary fund and

TDBG's seed capital investment in that fund is 25% or more.

X. Review of Client Accounts

Separate Accounts

Our portfolio managers and Regulatory & Policy Governance group review Separate Accounts on a regular basis. Clients provide us with written investment guidelines and these guidelines are monitored on a daily basis using automated compliance monitoring systems. Finally, depending on their requirements, clients receive, on a monthly or quarterly basis, written reports on portfolio positions, transaction summaries and performance reviews.

Model Portfolios

Model Portfolios are reviewed daily by portfolio managers for consistency with investment strategies and appropriateness of portfolio holdings. The Regulatory Policy & Governance Group also monitors Model Portfolios on a daily basis for adherence to internal guidelines. As previously discussed, we provide portfolio management and advisory services to TD Bank and TDPCW on behalf of their clients. We do not formulate investment guidelines customized to an individual's investment objectives or provide statements or reports to individual clients in these programs, as this responsibility resides with TD Bank or TDPCW.

For clients in TDPCW's and TD Bank's separately managed accounts, we are responsible for managing each client's account in accordance with the selected fixed income Model Portfolio (subject to any reasonable restrictions imposed by the client), place all securities transactions and prepare written reports to TDPCW and TD Bank on the performance of the Model Portfolios, including quarterly summaries.

XI. Client Referrals and Other Compensation

We do not receive any economic benefit from persons who are not clients for providing investment

advice or advisory services to our clients or to clients of TD Bank or TDPCW. Although not a general practice, we may pay referral fees in some instances to affiliates and non-affiliates who successfully refer clients. These are one time or ongoing arrangements, based on a percentage of the management fee paid by the client, and would not result in an additional charge to advisory clients. We comply with requirements of the Cash Solicitation Rule, Rule 206(4)-3 under the Investment Advisers Act of 1940. Our affiliate, TDAM, subscribes to investment manager databases and TDAM employees may attend a conference sponsored by an institutional asset management consultant who conducts searches and recommends investment managers to clients. These consultants may recommend that their clients hire us or invest in products that we sponsor.

XII. Custody

We do not take actual custody of client assets, nor do we automatically deduct our advisory fees from client accounts. Separate Account Clients' assets are custodied at qualified custodians, including banks and broker-dealers. Separate Account Clients receive statements concerning their portfolios from us and receive custodial account statements from their custodians. We encourage clients to carefully review their custodial account statements and compare the statements received from their custodians with the statements they receive from us.

With respect to the accounts at TD Bank and TDPCW: TD Bank provides custodial services for its client accounts and a third-party, qualified custodian bank provides TD Bank with asset custody services and assets of TDPCW clients are held with a qualified custodian selected by TDPCW.

XIII. Investment Discretion

We receive discretionary authority from clients at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. The discretionary authority is provided in the investment management agreement. In all cases, however, such discretion is to be exercised

in a manner consistent with the stated investment objectives for the particular client account and in accordance with fiduciary standards. This advice is generally coupled with the discretionary trading services set out above. When selecting securities and determining amounts, we observe our clients' investment guidelines, limitations and restrictions. Client investment guidelines and restrictions (e.g. affiliated entities) must be provided to us in writing.

TDPCW and TD Bank clients grant us full investment discretion and may impose guidelines and reasonable restrictions on their accounts. Where a client seeks to impose reasonable restrictions on its account, we will review all documentation provided to us by the client prior to the inception of an account.

For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

XIV. Voting Client Securities

Where we are granted proxy voting authority in our client agreements and for our products, we apply our proxy voting policy ("Proxy Policy") that sets out detailed proxy voting guidelines with respect to our proxy voting activities. The Proxy Policy includes guidelines for determining how to vote in respect of common issues that require voting decisions, a framework for addressing novel or contentious matters and our overall governance approach to voting.

The Proxy Policy permits us to delegate responsibility for certain proxy voting activities to third-party service providers. We have engaged Institutional Shareholder Services Inc. ("ISS") to vote proxies related to securities held by accounts for which we retain the right to vote. ISS has been instructed to vote in accordance with the principles and guidelines set out in the Proxy Policy and has also been instructed to refer back to us certain proposals, so we may consider them case by case.

The Proxy Policy sets out a framework to resolve material conflicts of interest related to voting matters, including conflicts between an account and (i) us and our affiliates; (ii) individuals making proxy voting decisions; or (iii) service providers making proxy voting decisions. This framework defines an approach to managing material conflicts of interest including bringing certain voting matters to the attention of the Policy Oversight Committee ("POC"), which can include independent members from TD as applicable. Such decision makers are provided guidance in determining whether a conflict exists with respect to the voting matter. In cases where a conflict arises, the members of POC review the matter to determine what actions are necessary to ensure the conflict is handled appropriately and the proxy is voted in the best interests of the account(s).

Clients may obtain information about how their securities were voted and may obtain the Proxy Policy, at no cost, by contacting 1-888-834-6339.

XV. Financial Information

We are not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients, nor have we been the subject of a bankruptcy petition at any time during the past ten years. We do not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and thus have not included a balance sheet in our most recent fiscal year.