

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jan 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F94000005533 (4)**
1. Corporation Name
TD SECURITIES (USA) INC.

Principal Place of Business
**31 WEST 52ND ST., 21ST FLOOR
NEW YORK NY 10019**

Mailing Address
**31 WEST 52ND ST., 21ST FLOOR
NEW YORK NY 10019**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/25/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 22-2203727	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
25	Country	30	Country		

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number Is Not Acceptable)
83
84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	CC	<input type="checkbox"/> DELETE
NAME	BROCK, WILLIAM	
STREET ADDRESS	55 KING ST. W. & BAY ST.	
CITY-ST-ZIP	TORONTO, ONTARIO	
TITLE	C	<input type="checkbox"/> DELETE
NAME	MCDONALD, STEPHEN D	
STREET ADDRESS	55 KING ST. W. & BAY ST.	
CITY-ST-ZIP	TORONTO, ONTARIO	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FOXCROFT, KENNETH B	
STREET ADDRESS	55 KING ST. W. & BAY ST.	
CITY-ST-ZIP	TORONTO, ONTARIO	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WRIGHT, DONALD	
STREET ADDRESS	55 KING ST W & BAY ST	
CITY-ST-ZIP	TORONTO ON	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MUELLER, MICHAEL P	
STREET ADDRESS	31 W 52ND ST	
CITY-ST-ZIP	NEW YORK NY	
TITLE	P	<input type="checkbox"/> DELETE
NAME	BETHLENFALVY, PETER A	
STREET ADDRESS	55 KING ST W. & BAY ST.	
CITY-ST-ZIP	TORONTO ONTARIO CANADA M5K1A-2	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	31 W 52nd St
6.4 CITY-ST-ZIP	New York, NY

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE:

[Signature]

MANAGING DIRECTOR

MANAGING DIRECTOR

CR2E034 (10/97)



Florida Department of Revenue
**Application for Exclusion from Filing
Stockbroker Position Statement**

DR-350617
R. 01/98

Company Name: TD Securities (USA) Inc. Dealer File Number: 033564D.
Address: 31 W. 52nd Street
City: New York State: NY ZIP: 10019

This application for exclusion from filing stockbroker position statements under the provision of Section 199.062 (3), Florida Statutes, is due on or before June 30th of each year. Please indicate below the statement that best describes your company.

- ☐ 1. Sells limited partnerships or direct private placements, and does not hold securities on account for customers.
- ☐ 2. Registered investment advisor and does not hold securities on account for customers.
- ☒ 3. Sells securities or annuities but does not hold securities on account for customers through itself or an agent.
- ☒ 4. An introducing dealer who is fully disclosed.

Clearing Firm's Name: National Investor Services Corp

Address: 55 Water Street Phone: 212-509-0055

City: New York State: NY ZIP: 10005

Contact Person: Joseph Barra

- ☐ 5. Other: _____
- _____
- _____

I certify that the information entered on this application, including attached statements, has been examined by me and is, to the best of my knowledge and belief, correct and complete.

Company Representative Signature: [Signature]

Title: MANAGING DIRECTOR Date: 1/23/98

Mail to:

Florida Department of Revenue
Enforcement Operations
Stockbroker Enforcement Unit
5050 W TENNESSEE ST BLDG F-3
TALLAHASSEE FL 32399-0100

**TD SECURITIES (USA) INC.
LIST OF SOLE STOCKHOLDER,
BOARD OF DIRECTORS AND
CORPORATE OFFICERS**

December 1997

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Toronto Dominion Holdings (U.S.A.), Inc.	Sole Stockholder	909 Fannin St. Houston, Texas
McDonald, Stephen D.	Co-Chairman & Director	55 King St. W. & Bay St. Toronto, Ontario
Brock, William T.	Co-Chairman & Director	55 King St. W. & Bay St. Toronto, Ontario
Wright, Donald A.	Director	55 King St. W. & Bay St Toronto, Ontario
Foxcroft, Kenneth B.	Director	55 King St. W. & Bay St Toronto, Ontario
Mueller, Michael P.	Director	31 W. 52nd St. New York, New York
Bethlenfalvy, Peter A.	President, Chief Operating Officer & Director	31 W. 52nd St. New York, New York
Anthony, Kym G.F.	Director	55 King St. W. & Bay Street Toronto, Ontario
Hight, Kenneth C.	Director	55 King St. W. & Bay Street Toronto, Ontario
Miller, Amy L.	Managing Director & Director	31 W. 52nd St. New York, New York
Healy, Mark C.	Chief Financial Officer	31 W. 52nd St. New York, New York
Baum, Marc	Managing Director	31 W. 52nd St. New York, New York
Eide, Nadine	Secretary	31 W. 52nd St. New York, New York
Kraus, Robin	Assistant Secretary	31 W. 52nd St. New York, New York