

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

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90075 027 ***150.00

DOCUMENT # F94000005533

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

3. Date Incorporated or Qualified

10/25/1994

4. FEI Number

22-2203727

Applied For

Not Applicable

5. Certificate of Status Desired ☐

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution ☐

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax. ☐ Yes ☐ No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

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 ☐ DELETE

NAME BROCK, WILLIAM
STREET ADDRESS 55 KING ST. W. & BAY ST.
CITY-ST-ZIP TORONTO, ONTARIO

TITLE C ☐ DELETE

NAME MCDONALD, STEPHEN D
STREET ADDRESS 55 KING ST. W. & BAY ST.
CITY-ST-ZIP TORONTO, ONTARIO

TITLE D ☐ DELETE

NAME FOXCROFT, KENNETH B
STREET ADDRESS 55 KING ST. W. & BAY ST.
CITY-ST-ZIP TORONTO, ONTARIO

TITLE D ☐ DELETE

NAME WRIGHT, DONALD
STREET ADDRESS 55 KING ST W & BAY ST
CITY-ST-ZIP TORONTO ON

TITLE D ☐ DELETE

NAME MUELLER, MICHAEL P
STREET ADDRESS 31 W 52ND ST
CITY-ST-ZIP NEW YORK NY

TITLE P ☐ DELETE

NAME BETHLENFALVY, PETER A
STREET ADDRESS D31 W 52ND ST
CITY-ST-ZIP NEW YORK NY M5K1A-2

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE ☐ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

232993-90075-27
F94600605533

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

December 31, 1998

| <u>NAME</u> | <u>TITLE</u> | <u>BUSINESS ADDRESS</u> |
|--|---|---|
| Toronto Dominion Holdings (U.S.A.), Inc. | Sole Stockholder | 909 Fannin St. Houston, Texas |
| Wright, Donald A. | Co-Chairman & Director | 55 King St. W. & Bay St Toronto, Ontario |
| Foxcroft, Kenneth B. | Director | 55 King St. W. & Bay St Toronto, Ontario |
| Mueller, Michael P. | Co-Chairman & Director | 55 King St. W. & Bay St Toronto, Ontario |
| Bethlenfalvy, Peter A. | President, Chief Operating Officer & Director | 31 W. 52nd St. New York, New York |
| 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 |
| Spencer, Thomas R. | Director | 55 King St. W. & Bay Street Toronto, Ontario |
| Fryer, Steven H. | 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 |
| Huyer, Paul | Managing Director | 31 W. 52nd St New York, New York |
| Huebner, Victor | Managing Director | 31 w. 52 nd 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 |