2007 FOR PROFIT CORPORATION ANNUAL REPORT

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DOCUMENT # F94000005533

TD SECURITIES (USA) INC.



31 WEST 52ND ST., 21ST FLOOR- 20 NEW YORK, NY 10019

Mailing Address

31 WEST 52ND ST., 21ST FLOOR **20** NEW YORK, NY 10019

FILED May 31, 2007 8:00 am Secretary of State

05-31-2007 90002 002 ***158.75



05162007

No Chg-P

CR2E034 (11/05)

4. FEI Number 22-2203727

Applied For Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Name and Address of Current Registered Agent

NRAI SERVICES, INC. 2731 EXECUTIVE PARK DRIVE SUITE 4 WESTON, FL 33331

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8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

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

(NOTE: Registered Agent signature required when reinstating)

FILE NOW!!! FEE IS \$150.00 Due by September 14, 2007 9. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

in accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

10, OFFICERS AND DIRECTORS CEOD TITLE O'HALLORAN, BRENDAN STREET ADDRESS 31 WEST 52ND ST., 21ST FLOOR CITY-ST-ZIP NEW YORK, NY 10019 **CFOD** TITLE TRIPODI, FRANK NAME STREET ADDRESS 31 WEST 52ND ST., 21ST FLOOR CITY-ST-ZIP NEW YORK, NY 10019 MD TITLE PEACOCK, JEFFREY NAME 31 WEST 52ND ST., 21ST FLOOR STREET ADDRESS NEW YORK, NY 10019 CITY-ST-ZIP TITLE O'LEARY, ROBERT NAME STREET ADDRESS 66 WELLINGTON STREET CITY-ST-ZIP TORONTO ONTARIO CANADA, TITLE EIDE, NADINE NAME 31 WEST 52ND ST., 21ST FLOOR STREET ADDRESS CITY-ST-ZIP NEW YORK, NY 10019 TITLE COAS KRAUS, ROBIN STREET ADDRESS 31 WEST 52ND ST., 21ST FLOOR NEW YORK, NY 10019

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12. I hereby certify that the information sypplied with this hing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 of rustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

ATTACHMENT



TD SECURITIES (USA) LLC MANAGING BOARD OF DIRECTORS AND COMPANY OFFICERS May 31, 2007

NAME	TITLE	BUSINESS ADDRESS	RESIDENCE
TD Holdings II Inc. EIN: 20-1177269	Sole Member	31 West 52nd St New York, NY 10019	
O'Halloran, Brendan	CEO & Director	31 West 52 nd St.	259 Marvin Ridge Road
CRD: 2074290		New York, NY 10019	New Canaan, CT 06840
Tripodi, Frank	CFO & Director	31 West 52 nd St.	7 Rebecca Drive
CRD: 1593106		New York, NY 10019	Middletown, NJ 07748
Peacock, Jeffrey	Managing Director	31 West 52 nd St.	12 Windsor Drive
CRD: 1548052	& Director	New York, NY 10019	Livingston, NJ 07039
Robert O'Leary	Director	.66 Wellington Street	3660 Green Bower Ct
CRD: 2757246		Toronto Ontario Canada	Mississauga Canada L5L1P2
Kraus, Robin	Chief Compliance Officer	31 West 52 nd St	145 E. 22 nd St.
CRD: 1771485	& Assistant Secretary	New York, NY 10019	New York, NY 10010
Ferando, Elizabeth	Senior Legal Officer &	31 West 52 nd Street	2000 Broadway
CRD: 3085288	Assistant Secretary	New York, NY 10019	New York, NY 10023
Franco, Suzanne	Secretary	31 West 52 nd St. New York, NY 10019	36 West 44 th ST. Bayonne, NJ 07002