



TD Securities (USA) LLC  
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Toronto, Ontario M5K 1A2

May 28, 2008

Alberta Securities Commission  
British Columbia Securities Commission  
Manitoba Securities Commission  
New Brunswick Securities Commission  
Securities Commission of Newfoundland and Labrador  
Registrar of Securities, Department of Justice, Northwest Territories  
Nova Scotia Securities Commission  
Registrar of Securities, Department of Justice, Government of Nunavut  
Ontario Securities Commission  
Prince Edward Island Securities Office  
Saskatchewan Financial Services Commission  
Registrar of Securities, Government of Yukon

c/o Mr. John Stevenson, Secretary  
Ontario Securities Commission  
20 Queen Street West  
19<sup>th</sup> Floor, Box 55  
Toronto, ON M5H 3S8  
E-mail: [jstevenson@osc.gov.on.ca](mailto:jstevenson@osc.gov.on.ca)

And To :

Madame Anne-Marie Beaudoin  
Directrice du secrétariat  
Autorité des marchés financiers  
Tour de la Bourse  
800, square Victoria  
C.P. 246, 22e étage  
Montréal, QC H4Z 1G3  
E-mail: [consultation-en-cours@lautorite.qc.ca](mailto:consultation-en-cours@lautorite.qc.ca)

Dear Sirs and Madams:

**Re: Request for Comments**  
**Proposed National Instrument 31-103 – *Registration Requirements***

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TD Securities (USA) LLC welcomes the opportunity to respond to the Canadian Securities Administrators' (CSA's) February 29, 2008 request for comments on proposed National Instrument 31-103 – *Registration Requirements* (the "proposed rule"). TD Securities (USA) LLC is a broker dealer registered with the U.S. Securities Exchange

Commission (“SEC”) and is a member of the Financial Industry Regulatory Authority (“FINRA”). (formerly the National Association of Securities Dealers (or “NASD”)) TD Securities (USA) LLC is an affiliate of TD Securities Inc. (“TDSI”) and is a wholly-owned subsidiary of The Toronto-Dominion Bank (“TD Bank”). It operates as part of the wholesale banking division of TD Bank under the TD Securities brand which includes TDSI, TD Securities Limited and certain corporate and investment banking activities of TD Bank. TD Securities (USA) LLC provides institutional securities services to clients in the United States and is registered with the Ontario Securities Commission as an International Dealer in Ontario where it trades with its affiliates, TD Bank and TDSI.

Under the proposed rule, TD Securities (USA) LLC will qualify as an “*international dealer*” under section 8.15(1) and will be exempt from registration under the registration exemption set out in section 8.15(2). In view of the regulatory oversight provided by the SEC and FINRA, this registration exemption is a sensible approach to minimizing duplicative and redundant regulation governing foreign registrants dealing with permitted clients in Canada while ensuring adequate investor protection. However, under section 10.1(2) in the transition provisions set out in Part 10 of the proposed rule, as a registered international dealer in Ontario, TD Securities (USA) LLC will be deemed to be registered as an exempt market dealer. This would appear to be a drafting error as it is inconsistent with the registration exemption provided in section 8.15(2). Furthermore, in view of the much higher regulatory burden and oversight that TD Securities (USA) LLC is subject to under U.S. securities legislation and FINRA Rules, the lower regulatory requirements that the proposed rule imposes on exempt market dealers provides no additional consumer protection benefit for those permitted clients while imposing additional and redundant costs on international dealers. We respectfully submit that the reference to international dealers in section 10.1(2) is inappropriate and should be deleted.

We thank the CSA for the opportunity to provide our comments on the proposed rule.

Sincerely,

**TD Securities (USA) LLC**

*“Bob O’Leary”*

Bob O’Leary  
Director