

TD AMERITRADE HOLDING CORP

Form 10-K

November 26, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-K

o **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
For the fiscal year ended September 30, 2007
o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number: 0-49992

TD AMERITRADE Holding Corporation
(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

82-0543156
*(I.R.S. Employer
Identification Number)*

**4211 South 102nd Street,
Omaha, Nebraska 68127**
(Address of principal executive offices and zip code)
(402) 331-7856
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock \$0.01 par value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

Title of class

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) under the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$3.4 billion computed by reference to the closing sale price of the stock on the Nasdaq Global Select Market on March 30, 2007, the last trading day of the registrant's most recently completed second fiscal quarter.

The number of shares of common stock outstanding as of November 12, 2007 was 595,371,882 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Definitive Proxy Statement relating to the registrant's 2008 Annual Meeting of Stockholders to be filed hereafter (incorporated into Part III hereof).

TD AMERITRADE HOLDING CORPORATION

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Unless otherwise indicated, references to we, us or Company mean TD AMERITRADE Holding Corporation and its subsidiaries, and references to fiscal mean the Company s fiscal year ended September 30 (for fiscal year 2007) or the last Friday of September (for fiscal years prior to 2007). References to the parent company mean TD AMERITRADE Holding Corporation.

PART I

Item 1. *Business*

We are a leading provider of securities brokerage services, with retail brokerage representing the vast majority of our business. The Company was established in 1971 as a local investment banking firm and began operations as a retail discount securities brokerage firm in 1975. The Company is a Delaware corporation.

Operations

We are a leading provider of securities brokerage services and technology-based financial services to retail investors and business partners, predominantly through the Internet, a national branch network and relationships with one of the largest groups of independent Registered Investment Advisors (RIAs). Our services appeal to a broad market of independent, value-conscious retail investors, traders, financial planners and institutions. We use our efficient platform to offer brokerage services to retail investors and institutions under a simple, low-cost commission structure.

We have been an innovator in electronic brokerage services since entering the retail securities brokerage business in 1975. We believe that we were the first brokerage firm to offer the following products and services to retail clients: touch-tone trading; trading over the Internet; unlimited, streaming, free real-time quotes; extended trading hours; direct access; and commitment on the speed of execution. Since initiating online trading, we have substantially increased our number of brokerage accounts, average daily trading volume and total assets in client accounts. We have also built, and continue to invest in, a proprietary trade processing platform that is both cost-efficient and highly scalable, significantly lowering our operating costs per trade. In addition, we have made significant and effective investments in building the TD AMERITRADE brand.

Strategy

We intend to capitalize on the growth and consolidation of the retail brokerage industry in the United States and leverage our low-cost infrastructure to grow our market share and profitability. Our long-term growth strategy is to increase our market share of client assets by providing superior offerings to long-term investors, RIAs, and active traders. We strive to enhance the client experience by providing sophisticated asset management products and services, enhanced technological capabilities that enable self-directed investors to trade and invest in new asset classes and a superior, proprietary, single-platform system to support RIAs. The key elements of our strategy are as follows:

Focus on retail brokerage services. We plan to focus on attracting active traders, long-term investors and RIAs to our retail brokerage services. This focused strategy is designed to enable us to maintain our low operating cost structure while offering our clients outstanding products and services.

Provide a comprehensive long-term investor solution. We continue to expand our suite of diversified investment products and services to best serve investors needs. We help families make investment decisions by providing simple-to-use investment tools and objective research, guidance and education.

Maintain industry leadership and market share with active traders. We help traders make better-informed investment decisions by offering fast access to markets, insight into market trends and innovative tools such as

strategy back-testing and comprehensive options research and trading capabilities.

Continue to be a trusted advocate and leader in the RIA industry. We provide RIAs with comprehensive brokerage and custody services supported by our robust integrated technology platform, customized personal service and practice management solutions.

Leverage our infrastructure to add incremental revenue. Through our proprietary technology, we are able to provide a very robust online experience for long-term investors and active traders. Our low-cost, scalable platform provides speed, reliability and quality trade execution services for clients. The scalable capacity of our trading system allows us to add a significant number of transactions while incurring minimal additional fixed costs.

Continue to be a low-cost provider of quality services. Our operating expense per trade is among the lowest of any of our publicly-traded competitors. We intend to continue to lower our operating costs per trade by creating economies of scale, utilizing our single-platform proprietary system, continuing to automate processes and locating much of our operations in low-cost geographical areas. This low fixed-cost infrastructure provides us with significant financial flexibility.

Continue to differentiate our offerings through innovative technologies and service enhancements. We have been an innovator in our industry over our 30-year history. We continually strive to provide our clients with the ability to customize their trading experience. We provide our clients greater choice by tailoring our features and functionality to meet their specific needs.

Leverage the TD AMERITRADE brand. We believe that we have a superior brand identity and that our advertising has established TD AMERITRADE as a leading brand in the retail brokerage market.

Continue to aggressively pursue growth through acquisitions. When evaluating potential acquisitions, we look for transactions that will give us operational leverage, technological leverage, increased market share or other strategic opportunities.

On May 24, 2007, we entered into a stock purchase agreement with Fiserv, Inc. ("Fiserv") pursuant to which one of our wholly-owned subsidiaries agreed to purchase a portion of Fiserv's investment support services business by acquiring all of the outstanding capital stock of Fiserv Trust Company, a wholly-owned subsidiary of Fiserv. Under the stock purchase agreement, the initial purchase price payable at closing is \$225 million in cash plus Fiserv Trust Company's regulatory capital, subject to certain pre- and post-closing adjustments. An additional earn-out payment of up to \$100 million in cash could be payable following the first anniversary of the acquisition based on the achievement of certain revenue targets. The closing of the transaction is conditioned upon obtaining certain regulatory approvals, Fiserv completing an internal reorganization of Fiserv Trust Company to transfer the investment administration services business, which we are not acquiring, to Fiserv, and other customary conditions. At the closing, we will enter into a transition services agreement with Fiserv under which Fiserv will service client accounts for up to six months (subject to extension) and will be compensated based on revenue earned during the term of the transition services agreement. Fiserv has agreed not to compete with the acquired business for three years, subject to certain exceptions. Each party's indemnification obligations are generally limited to losses in excess of \$3 million and less than \$50 million. Either party can terminate the agreement if the closing has not occurred by January 24, 2008.

On January 24, 2006, we acquired the U.S. brokerage business of TD Waterhouse Group, Inc. ("TD Waterhouse"). The transaction combined highly complementary franchises to create a retail broker with the scale, breadth and financial strength to be a leading player in the increasingly competitive and consolidating investor services industry. The acquisition of TD Waterhouse provided us with a national network of over 100 branches, as well as relationships with one of the largest groups of independent RIAs. We also now provide our clients with a Federal Deposit Insurance Corporation ("FDIC")-insured money market sweep alternative for their cash through an arrangement with TD Bank USA, N.A. See "Acquisition of TD Waterhouse" below for further information about this acquisition.

Prior to acquiring TD Waterhouse, we completed several other acquisitions, the two largest of which were a merger with Datek Online Holdings Corp. (Datek) in fiscal 2002 and the acquisition of National Discount Brokers Corporation (NDB) in fiscal 2001.

Acquisition of TD Waterhouse

On January 24, 2006, we acquired TD Waterhouse, a Delaware corporation, pursuant to an Agreement of Sale and Purchase dated June 22, 2005, as amended (the Purchase Agreement), with The Toronto-Dominion Bank

(TD). We purchased from TD all of the capital stock of TD Waterhouse (the Share Purchase) in exchange for 196,300,000 shares of Company common stock and \$20,000 in cash. The shares of common stock issued to TD in the Share Purchase represented approximately 32.5% of the outstanding shares of the Company after giving effect to the transaction. Our consolidated financial statements include the results of operations for TD Waterhouse beginning January 25, 2006. In addition, on January 24, 2006, we completed the sale of Ameritrade Canada, Inc. to TD. We agreed not to compete or own any portion of a business that competes with TD in Canada (including in the retail securities brokerage business) after the consummation of the Share Purchase. We also generally agreed not to operate an insured depository institution in competition with TD.

Prior to the consummation of the Share Purchase, TD Waterhouse conducted a reorganization in which it transferred its Canadian retail securities brokerage business and TD Bank USA, N.A. (formerly TD Waterhouse Bank, N.A.) to TD such that, at the time of consummation of the Share Purchase, TD Waterhouse retained only its United States retail securities brokerage business. TD Waterhouse also distributed to TD excess capital of TD Waterhouse prior to the consummation of the Share Purchase. As contemplated in the Purchase Agreement, on January 24, 2006, we commenced payment of a special cash dividend of \$6.00 per share in respect of the shares of our common stock outstanding prior to the consummation of the Share Purchase. The total amount of the dividend was approximately \$2.4 billion.

In connection with the Share Purchase, TD was given rights to have its shares of Company common stock registered for resale and TD licensed to us the right to use the TD name in connection with the operation of our business. The parties also entered into agreements regarding bank sweep accounts and mutual funds. A summary of the bank sweep and mutual fund agreements, as well as other transactions with TD, appears in Note 18 of our Notes to Consolidated Financial Statements under Item 8 of this Form 10-K.

Also in connection with the Share Purchase, the Company, TD, J. Joe Ricketts, our Chairman and Founder, and certain of his affiliates also entered into a Stockholders Agreement, as amended (the Stockholders Agreement). The Stockholders Agreement sets forth governance arrangements and contains provisions relating to stock ownership, voting, election of directors and other matters. Our certificate of incorporation and bylaws were amended and restated as of January 24, 2006, to give effect to and facilitate the provisions contained in the Stockholders Agreement.

At the time of the closing of the TD Waterhouse acquisition, we expected to realize approximately \$678 million of annualized pre-tax synergies from the acquisition within 18 months of the closing, consisting of \$300 million in revenue opportunities primarily related to our new banking relationship with TD and \$378 million in cost savings related to the elimination of duplicate expenditures. We realized the revenue opportunities during fiscal 2006 and fully realized the operating cost synergies during the fourth quarter of fiscal 2007.

Growth Initiatives

During the third quarter of fiscal 2007, our Board of Directors approved expending up to \$100 million in ongoing annualized incremental operating expenses for growth initiatives. Our Chief Executive Officer is authorized to approve growth initiatives to strengthen our sales, develop new products or enhance the functionality of existing products. During the fourth quarter of fiscal 2007, we expended approximately \$20 million (or \$80 million annualized) for growth initiatives, which consisted primarily of employee compensation and benefits and professional service expenses. We expect to reach the \$100 million level of annualized incremental expenditures during fiscal 2008, consisting of:

- approximately \$50 million of employee compensation and benefits for additional retail and institutional sales/service employees;

approximately \$10 million of employee compensation and benefits for additional client group and technology employees;

approximately \$18 million of professional services for development of new products and functionality and

approximately \$22 million of amortization of acquired or internally developed products and functionality.

Client Offerings

We deliver products and services aimed at providing a comprehensive, personalized experience for active traders, long-term investors and independent RIAs. Our client offerings are described below:

TD AMERITRADE[®] is our core offering for self-directed retail investors. We offer sophisticated tools and services, including Streamer Suite,[™] TD AMERITRADE command center, SnapTicket,[™] Trade Triggers,[™] QuoteScope,[™] Advanced Analyzer,[™] Market Motion Detector, StrategyDesk[™] and WealthRuler[™]. We offer Ameritrade Apex[™] for clients who place an average of five trades per month over a three-month period or have a \$100,000 total account value. Apex clients receive free access to services that are normally available on a subscription basis and access to exclusive services and content.

TD AMERITRADE Institutional is a leading provider of comprehensive brokerage and custody services to more than 4,000 independent RIAs and their clients. Our advanced technology platform, coupled with personal support from our dedicated service teams, allows investment advisors to run their practices more effectively and efficiently while optimizing time with clients. Additionally, TD AMERITRADE Institutional provides a robust offering of products, programs and services. These services are all designed to help advisors build their businesses while helping their clients reach their financial goals.

TD AMERITRADE Izone serves self-directed traders who are willing to forgo traditional support and service in favor of a purely electronic brokerage experience and lower commissions.

Amerivest[™] is an online advisory service that develops a portfolio of exchange-traded funds (ETFs) to help long-term investors pursue their financial goals. Our subsidiary, Amerivest Investment Management, LLC, recommends an investment portfolio based on our proprietary automated five-step process centered on an investor's goals and risk tolerance.

TDAX Independence ETFs were launched in October 2007. Our subsidiary, Amerivest Investment Management, LLC, is a sub-advisor to XShares Advisors LLC for TDAX Funds, Inc. TDAX Funds, Inc. is a new investment company that provides diversified goal-based investing options through five lifecycle ETFs. The target-date funds begin by focusing on asset growth through a higher weighting of stocks, shifting to capital preservation over time through historically less-risky allocations, thus creating what we believe to be the first lifecycle ETFs. These ETFs seek to replicate certain lifecycle indexes created by Zacks Investment Research.

TD AMERITRADE Corporate Services provides self-directed brokerage services to employees and executives of corporations, either directly in partnership with the employer or through joint marketing relationships with third-party administrators, such as 401(k) providers and employee benefit consultants.

Products and Services

We strive to provide the best value of retail brokerage services to our clients. The products available to our clients include:

Common and preferred stock. Clients can purchase common and preferred stocks and American Depositary Receipts traded on any United States exchange or quotation system.

Exchange-Traded Funds. ETFs are baskets of securities (stocks or bonds) that typically track recognized indices. They are similar to mutual funds, except they trade the same way that a stock trades, on a stock exchange. We have launched an online resource dedicated to ETFs, offering tools, education and information for active and long-term investors seeking alternatives for pursuing their investment strategies.

Option trades. We offer a full range of option trades, including spreads, straddles and strangles. All option trades, including complex trades, are accessible on our trading platform.

Mutual funds. Clients can compare and select from a portfolio of over 13,000 mutual funds from leading fund families, including a broad range of no-transaction-fee (NTF) funds. Clients can also easily exchange funds within the same mutual fund family.

Fixed income. We offer our clients access to a variety of Treasury, corporate, government agency and municipal bonds, as well as mortgage-backed securities and certificates of deposit.

Margin lending. We extend credit to clients that maintain margin accounts.

Cash management services. Through third-party banking relationships, we offer money market deposit accounts and money market mutual funds to our clients as cash sweep alternatives. We also offer checking and ATM services.

We provide our clients with an array of channels to access our products and services. These include the Internet, our network of retail branches, wireless telephone or personal digital assistant, interactive voice response and registered representatives via telephone.

Client Service and Support

We strive to provide the best client service in the industry as measured by: (1) speed of response time to telephone calls; (2) turnaround time responding to client inquiries and (3) client satisfaction with the account relationship.

We endeavor to optimize our highly-rated client service by:

Ensuring prompt response to client service calls through adequate staffing with properly trained and motivated personnel in our client service departments, many of whom hold a Series 7 license;

Tailoring client service to the particular expectations of the clients of each of our client segments and

Expanding our use of technology to provide automated responses to the most typical inquiries generated in the course of clients' securities trading and related activities.

We provide access to client service and support through the following means:

Web sites. Web sites provide basic information on how to use our services and an in-depth education center that includes a guide to online investing and an encyclopedia of finance.

Branches. We offer a nationwide network of over 100 retail branches, located primarily in large metropolitan areas.

E-mail. Clients are encouraged to use e-mail to contact our client service representatives. Our operating standards require a response within 24 hours of receipt of the e-mail; however, we strive to respond within four hours after receiving the original message.

Telephone. For clients who choose to call or whose inquiries necessitate calling one of our client service representatives, we provide a toll-free number that connects to advanced call handling systems. These systems provide automated answering and directing of calls to the proper department. Our systems also allow linkage between caller identification and the client database to give the client service representative immediate access to the client's account data when the call is received. Client service representatives are available 24 hours a day, seven days a week (excluding market holidays).

Technology and Information Systems

Our technological capabilities and systems are central to our business and are critical to our goal of providing the best execution at the best value to our clients. Our operations require reliable, scalable systems that can handle complex financial transactions for our clients with speed and accuracy. We maintain sophisticated and proprietary technology that automates traditionally labor-intensive securities transactions. Our ability to effectively leverage and adopt new technology to improve our services is a key component of our success.

We continue to make investments in technology and information systems. We have spent a significant amount of resources to increase capacity and improve speed and reliability. To provide for system continuity during potential power outages, we have equipped our data centers with uninterruptible power supply units, as well as back-up generators.

We currently have the capacity to process approximately 600,000 trades per day. During fiscal 2007, our clients averaged approximately 253,000 trades per day. Our greatest number of average client trades per day for a single month occurred in October 2007, when clients averaged approximately 336,000 trades per day. The greatest number of trades our clients have made in a single day is 505,000. Because of the scalability of our system, we believe that we would be able to increase our capacity to approximately one million trades per day at an estimated technology cost of \$5 to \$10 million.

Advertising and Marketing

We intend to continue to grow and increase our market share by advertising online, on television, in print and direct mail and on our own Web sites. We invest heavily in advertising programs designed to bring greater brand recognition to our services. We intend to continue to aggressively advertise our services. From time to time, we may choose to increase our advertising to target specific groups of investors or to decrease advertising in response to market conditions.

Advertising for retail clients is generally conducted through Web sites, financial news networks and other television and cable networks. We also place print advertisements in a broad range of business publications and use direct mail advertising. Advertising for institutional clients is significantly less than for retail clients and is generally conducted through highly-targeted media.

To monitor the success of our various marketing efforts, we have installed a data gathering and tracking system. This system enables us to determine the type of advertising that best appeals to our target market so that we can invest in these programs in the future. Additionally, through the use of our database tools, we are working to more efficiently determine the needs of our various client segments and tailor our services to their individual needs. We intend to utilize this system to strengthen our client relationships and support marketing campaigns to attract new clients. All of our methods and uses of client information are disclosed in our privacy statement.

All of our brokerage-related communications with the public are regulated by the Financial Industry Regulatory Authority (FINRA).

Clearing Operations

Our subsidiary, TD AMERITRADE Clearing, Inc. (TDA Clearing) (formerly known as Ameritrade, Inc.) provides clearing and execution services to our introducing broker-dealer subsidiary, TD AMERITRADE, Inc. (TDA Inc.). Clearing services include the confirmation, receipt, settlement, delivery and record-keeping functions involved in processing securities transactions. Our clearing broker-dealer subsidiary provides the following back office functions:

- Maintaining client accounts;

- Extending credit in a margin account to the client;

- Engaging in securities lending and borrowing transactions;

- Settling securities transactions with clearing houses such as The Depository Trust & Clearing Corporation and The Options Clearing Corporation;

- Settling commissions and transaction fees;

- Preparing client trade confirmations and statements;

Performing designated cashiering functions, including the delivery and receipt of funds and securities to or from the client;

Possession, control and safeguarding funds and securities in client accounts;

Transmitting tax accounting information to the client and to the applicable tax authority and

Forwarding prospectuses, proxy materials and other shareholder information to clients.

Competition

We believe that the principal determinants of success in the retail brokerage market are brand recognition, size of client base and client assets, client trading activity, efficiency of operations, technology infrastructure and access to financial resources. We also believe that the principal factors considered by clients in choosing a broker are price, client service, quality of trade execution, delivery platform capabilities, convenience and ease of use, breadth of services, innovation and overall value. Based on our experience, focus group research and the success we have enjoyed to date, we believe that we presently compete successfully in each of these categories.

The market for brokerage services, particularly electronic brokerage services, continues to evolve and is intensely competitive. We have seen intense competition during the past five years and expect this competitive environment to continue. We encounter direct competition from numerous other brokerage firms, many of which provide online brokerage services. These competitors include Charles Schwab & Co., Inc., E*TRADE Financial Corporation, Fidelity Investments and Scottrade, Inc. We also encounter competition from established full-commission brokerage firms such as Merrill Lynch and Smith Barney, as well as financial institutions, mutual fund sponsors and other organizations, some of which provide online brokerage services.

Regulation

The securities industry is subject to extensive regulation under federal and state law. Broker-dealers are required to register with the U.S. Securities and Exchange Commission (SEC) and to be members of FINRA. Our broker-dealer subsidiaries are subject to the requirements of the Securities Exchange Act of 1934 (the Exchange Act) relating to broker-dealers. These regulations establish, among other things, minimum net capital requirements for our broker-dealer subsidiaries. We are also subject to regulation in all 50 states and the District of Columbia, including registration requirements.

In its capacity as a securities clearing firm, TDA Clearing is a member of The Depository Trust & Clearing Corporation and The Options Clearing Corporation, each of which is registered as a clearing agency with the SEC. As a member of these clearing agencies, TDA Clearing is required to comply with the rules of such clearing agencies, including rules relating to possession and control of client funds and securities, margin lending and execution and settlement of transactions.

Margin lending activities are subject to limitations imposed by regulations of the Federal Reserve System and FINRA. In general, these regulations provide that in the event of a significant decline in the value of securities collateralizing a margin account, we are required to obtain additional collateral from the borrower.

Intellectual Property Rights

Our success and ability to compete are dependent to a significant degree on our intellectual property, which includes our proprietary technology, trade secrets and client base. We rely on copyright, trade secret, trademark, domain name, patent and contract laws to protect our intellectual property and have utilized the various methods available to us, including filing registrations with the United States Patent and Trademark office and entering into written licenses and other technology agreements with third parties. The source and object code for our proprietary software is also protected using applicable methods of intellectual property protection and general protections afforded to confidential information. In addition, it is our policy to enter into confidentiality and intellectual property ownership agreements with our employees and confidentiality and noncompetition agreements with our independent contractors and business partners, and to control access to and distribution of our intellectual property.

Employees

As of September 30, 2007, we had 3,882 full-time equivalent employees. This number has decreased slightly from 3,947 full-time equivalent employees as of the end of fiscal 2006, primarily due to the integration of TD Waterhouse. None of our employees is covered by a collective bargaining agreement. We believe that our relations with our employees are good.

Financial Information about Segments and Geographic Areas

See Note 16 of the Notes to Consolidated Financial Statements included in Item 8 of this Form 10-K for segment and geographic area financial information.

Internet Address

Additional information concerning our business can be found on our Web site at www.amtd.com. We make available free of charge on our Web site our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, as soon as reasonably practicable after we electronically file such material with or furnish it to the SEC.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the following factors which could materially affect our business, financial condition or future results of operations. Although the risks described below are those that management believes are the most significant, these are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently do not deem to be material also may materially affect our business, financial condition or future results of operations.

Risk Factors Relating to Our Business Operations

Stock market volatility and other securities industry risks could adversely affect our business.

Substantially all of our revenues are derived from our securities brokerage business. Like other securities brokerage businesses, we are directly affected by economic and political conditions, broad trends in business and finance and changes in volume and price levels of securities transactions. For example, events such as the terrorist attacks in the United States on September 11, 2001 and the invasion of Iraq in 2003 have resulted in periods of substantial market volatility and reductions in trading volume and net revenues. In addition, any general economic downturn would adversely affect trading volumes and net revenues. Severe market fluctuations or weak economic conditions could reduce our trading volume and net revenues and adversely affect our profitability.

We have exposure to interest rate risk.

As a fundamental part of our brokerage business, we invest in interest-earning assets and are obligated on interest-bearing liabilities. In addition, we earn fees on our money market deposit account (MMDA) sweep arrangement with TD Bank USA that are based on the actual net yield earned at TD Bank USA. Changes in interest rates could affect the interest earned on assets differently than interest paid on liabilities. A rising interest rate environment generally results in our earning a larger net interest spread. Conversely, a falling interest rate environment generally results in our earning a smaller net interest spread. If we are unable to effectively manage our interest rate risk, changes in interest rates could have a material adverse effect on our profitability.

We have exposure to liquidity risk.

Substantially all of our interest-earning assets are readily convertible to cash or subject to immediate repayment by our clients and broker-dealer counterparties. Our liquidity needs to support interest-earning assets are primarily met by client credit balances or financing created from our securities lending activities. A reduction of funds available from client credit balances or securities lending may require us to seek other potentially more expensive forms of financing, such as borrowings on our uncommitted lines of credit. Because our broker-dealer lines of credit are uncommitted,

there can be no assurance that such financing would be available.

We are exposed to credit risk with clients and counterparties.

We make margin loans to clients that are collateralized by client securities and we borrow and lend securities in connection with our broker-dealer business. A significant portion of our net revenues is derived from interest on margin loans. By permitting clients to purchase securities on margin, we are subject to risks inherent in extending credit, especially during periods of rapidly declining markets in which the value of the collateral held by us could

fall below the amount of a client's indebtedness. To the extent that these margin loans exceed client cash balances maintained with us, we must obtain financing from third parties. We may not be able to obtain this financing on favorable terms or in sufficient amounts. In addition, in accordance with regulatory guidelines, we collateralize borrowings of securities by depositing cash or securities with lenders. Sharp changes in market values of substantial amounts of securities and the failure by parties to the borrowing transactions to honor their commitments could have a material adverse effect on our revenues and profitability.

Our clearing operations expose us to liability for errors in clearing functions.

Our broker-dealer subsidiary, TDA Clearing, provides clearing and execution services to our introducing broker-dealer subsidiary. Clearing and execution services include the confirmation, receipt, settlement and delivery functions involved in securities transactions. Clearing brokers also assume direct responsibility for the possession and control of client securities and other assets and the clearance of client securities transactions. However, clearing brokers also must rely on third-party clearing organizations such as The Depository Trust & Clearing Corporation and The Options Clearing Corporation in settling client securities transactions. Self-clearing securities firms are subject to substantially more regulatory control and examination than introducing brokers that rely on others to perform clearing functions. Errors in performing clearing functions, including clerical and other errors related to the handling of funds and securities held by us on behalf of clients, could lead to civil penalties as well as losses and liability in related lawsuits brought by clients and others.

Changes in payments for routing our clients' orders could adversely affect our business.

We have arrangements with several execution agents to receive cash payments in exchange for routing trade orders to these firms for execution. Competition between execution agents and the implementation of order handling rules and decimalization of stock prices have made it less profitable for execution agents to offer order flow payments to broker-dealers. On a per-trade basis, our payment for order flow revenue has fluctuated significantly over the past several years. These payments could decrease on a per-trade basis, which could have an adverse effect on our revenues and profitability. The SEC could take action to prohibit payment for order flow, which could also have an adverse effect on our revenues and profitability.

Systems failures, delays and capacity constraints could harm our business.

We receive and process trade orders through a variety of electronic channels, including the Internet, wireless web, personal digital assistants and our interactive voice response system. These methods of trading are heavily dependent on the integrity of the electronic systems supporting them. Our systems and operations are vulnerable to damage or interruption from human error, natural disasters, power loss, computer viruses, distributed denial of service (DDOS) attacks, spurious spam attacks, intentional acts of vandalism and similar events. It could take several hours or more to restore full functionality in the event of an unforeseen disaster. Extraordinary trading volumes could cause our computer systems to operate at an unacceptably low speed or even fail. Extraordinary Internet traffic caused by DDOS or spam attacks could cause our Web site to be unavailable or slow to respond. While we have made significant investments to upgrade the reliability and scalability of our systems and added hardware to address extraordinary Internet traffic, there can be no assurance that our systems will be sufficient to handle such extraordinary circumstances. We may not be able to project accurately the rate, timing or cost of any increases in our business or to expand and upgrade our systems and infrastructure to accommodate any increases in a timely manner. Systems failures and delays could occur and could cause, among other things, unanticipated disruptions in service to our clients, slower system response time resulting in transactions not being processed as quickly as our clients desire, decreased levels of client service and client satisfaction and harm to our reputation. If any of these events were to occur, we could suffer:

a loss of clients or a reduction in the growth of our client base;

increased operating expenses;

financial losses;

additional litigation or other client claims and

regulatory sanctions or additional regulatory burdens.

Our networks and client information could be vulnerable to security risks.

The secure transmission of confidential information over public networks is a critical element of our operations. Our networks could be vulnerable to unauthorized access, computer viruses, phishing schemes and other security problems. We, along with the online brokerage industry in general, experienced increased losses during fiscal 2006 related to clients' login and password information being compromised while using public computers. During fiscal 2007, we discovered and eliminated unauthorized code from our computer systems that allowed access to an internal database. Information such as client email addresses, names, addresses and phone numbers was retrieved from this database. More sensitive information like account numbers, date of birth and Social Security numbers were also stored in this database, but we discovered no evidence that it was taken.

Persons who circumvent security measures could wrongfully use our confidential information or our clients' confidential information or cause interruptions or malfunctions in our operations. We could be required to expend significant additional resources to protect against the threat of security breaches or to alleviate problems caused by any breaches. We may not be able to implement security measures that will protect against all security risks. Because we provide a security guarantee under which we reimburse clients for losses resulting from unauthorized activity in their accounts, significant unauthorized activity could have a material adverse effect on our results of operations.

The success of our business will depend on continued development and maintenance of the Internet infrastructure.

The Internet has experienced, and is expected to continue to experience, significant growth in the number of users and amount of traffic. Our success will depend upon the ability of third parties to provide a reliable Internet infrastructure with the speed, data capacity, security and hardware necessary for reliable Internet access and services. To the extent that the Internet continues to experience increased numbers of users, increased frequency of use or increased bandwidth requirements, the Internet infrastructure may not be able to support the demands placed on it and the performance or reliability of the Internet could suffer, which could have a material adverse effect on our profitability.

Substantial competition could reduce our market share and harm our financial performance.

The market for electronic brokerage services is continually evolving and is intensely competitive. The retail brokerage industry has experienced significant consolidation, which may continue in the future, and which may increase competitive pressures in the industry. There has been substantial price competition in the industry recently, including various free trade offers. We expect this competitive environment to continue in the future. We face direct competition from numerous retail brokerage firms, including Charles Schwab & Co., Inc., E*TRADE Financial Corporation, Fidelity Investments and Scottrade, Inc. We also encounter competition from the broker-dealer affiliates of established full-commission brokerage firms as well as from financial institutions, mutual fund sponsors and other organizations, some of which provide online brokerage services. Some of our competitors have greater financial, technical, marketing and other resources, offer a wider range of services and financial products, and have greater name recognition and a more extensive client base than we do. We believe that the general financial success of companies within the retail securities industry will continue to attract new competitors to the industry, such as banks, software development companies, insurance companies, providers of online financial information and others. These companies may provide a more comprehensive suite of services than we do. Increased competition, including pricing pressure, could have a material adverse effect on our results of operations and financial condition.

We will need to introduce new products and services and enhance existing products and services to remain competitive.

Our future success depends in part on our ability to develop and enhance our products and services. In addition, the adoption of new Internet, networking or telecommunications technologies or other technological changes could

require us to incur substantial expenditures to enhance or adapt our services or infrastructure. There are significant technical and financial costs and risks in the development of new or enhanced products and services, including the risk that we might be unable to effectively use new technologies, adapt our services to emerging industry standards or develop, introduce and market enhanced or new products and services. An inability to develop new products and services, or enhance existing offerings, could have a material adverse effect on our profitability.

Risk Factors Relating to the Regulatory Environment

Failure to comply with net capital requirements could adversely affect our business.

The SEC, FINRA and various other regulatory agencies have stringent rules with respect to the maintenance of specific levels of net capital by securities broker-dealers. Net capital is a measure, defined by the SEC, of a broker-dealer's readily available liquid assets, reduced by its total liabilities other than approved subordinated debt. All of our broker-dealer subsidiaries are required to comply with net capital requirements. If we fail to maintain the required net capital, the SEC could suspend or revoke our registration, or FINRA could expel us from membership, which could ultimately lead to our liquidation, or they could impose censures, fines or other sanctions. If the net capital rules are changed or expanded, or if there is an unusually large charge against net capital, then our operations that require capital could be limited. A large operating loss or charge against net capital could adversely affect our ability to maintain or expand our business.

Regulatory and legal uncertainties could harm our business.

The securities industry is subject to extensive regulation and broker-dealers are subject to regulations covering all aspects of the securities business. The SEC, FINRA and other self-regulatory organizations and state and foreign regulators can, among other things, censure, fine, issue cease-and-desist orders to, suspend or expel a broker-dealer or any of its officers or employees. We could fail to establish and enforce procedures to comply with applicable regulations, which could have a material adverse effect on our business.

While we neither actively solicit new accounts nor have established offices outside the United States, our websites are accessible world-wide over the Internet and we currently have account holders located outside the United States. These accounts comprise approximately 1.6% of our total accounts and are spread across many jurisdictions. Any adverse action by foreign regulators with respect to regulatory compliance by us in foreign jurisdictions could adversely affect our revenues from clients in such countries or regions.

Various regulatory and enforcement agencies have been reviewing mutual fund trading, regulatory reporting obligations, best execution practices, client privacy, system security and safeguarding practices and advertising claims as they relate to the brokerage industry. These reviews could result in enforcement actions or new regulations, which could adversely affect our operations.

In addition, we use the Internet as a major distribution channel to provide services to our clients. A number of regulatory agencies have adopted regulations regarding client privacy, system security and safeguarding practices and the use of client information by service providers. Additional laws and regulations relating to the Internet and safeguarding practices could be adopted in the future, including laws related to identity theft and regulations regarding the pricing, taxation, content and quality of products and services delivered over the Internet. Complying with these laws and regulations is expensive and time-consuming and could limit our ability to use the Internet as a distribution channel, which would have a material adverse effect on our profitability.

Failure to maintain adequate internal controls could adversely affect our business.

We are subject to internal control requirements under the Sarbanes-Oxley Act of 2002, as well as rules and regulations adopted by the SEC and the Public Company Accounting Oversight Board. These laws, rules and regulations continue to evolve and could become increasingly stringent in the future. We have undertaken actions to enhance our ability to comply with the requirements of the Sarbanes-Oxley Act of 2002, including, but not limited to, the increased allocation of internal audit department resources, documentation of existing controls and implementation of new controls or modification of existing controls as deemed appropriate. Control deficiencies have been identified from time to time, and we have undertaken actions to remediate them.

We continue to devote substantial time and resources to the documentation and testing of our controls and to planning for and implementation of remedial efforts in those instances where remediation is indicated. Failure to maintain adequate internal controls could result in financial statements that do not accurately reflect our financial condition, results of operations and cash flows. If we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we could be subject to regulatory actions, civil or criminal penalties or shareholder litigation, which could have a material adverse effect on our financial condition and results of operations.

Risk Factors Relating to Strategic Acquisitions and the Integration of Acquired Operations

Acquisitions involve risks that could adversely affect our business.

We intend to pursue strategic acquisitions of businesses and technologies. Acquisitions may entail numerous risks, including:

- difficulties in the integration of acquired operations, services and products;
- failure to achieve expected synergies;
- diversion of management's attention from other business concerns;
- assumption of unknown material liabilities of acquired companies;
- amortization of acquired intangible assets, which could reduce future reported earnings;
- potential loss of clients or key employees of acquired companies and
- dilution to existing stockholders.

As part of our growth strategy, we regularly consider, and from time to time engage in, discussions and negotiations regarding strategic transactions such as acquisitions, mergers and combinations within our industry. The purchase price for possible acquisitions could be paid in cash, through the issuance of common stock or other securities, borrowings or a combination of these methods.

We cannot be certain that we will be able to continue to identify and to consummate strategic transactions, and no assurance can be given with respect to the timing, likelihood or business effect of any possible transaction. For example, we could begin negotiations that we subsequently decide to suspend or terminate for a variety of reasons. However, opportunities may arise from time to time that we will evaluate. Any transactions that we consummate would involve risks and uncertainties to us. These risks could cause the failure of any anticipated benefits of an acquisition to be realized, which could have a material adverse effect on our revenues and profitability.

Risk Factors Relating to Owning Our Stock

The market price of our common stock could fluctuate significantly.

Our common stock, and the U.S. securities markets in general, experience significant price fluctuations. The market prices of securities of Internet-related companies, in particular, have been especially volatile. The price of our common stock could decrease substantially. In addition, because the market price of our common stock tends to fluctuate significantly, we could become the object of securities class action litigation, which could result in

substantial costs and a diversion of management's attention and resources and could have a material adverse effect on our business and the price of our common stock.

We are restricted by the terms of our senior credit facilities.

We entered into a credit agreement, as amended, on January 23, 2006 for \$2.2 billion in senior credit facilities with a syndicate of lenders. These credit facilities contain various covenants and restrictions that may limit our ability to:

incur additional indebtedness;

create liens;

sell assets and make capital expenditures;

pay dividends or make distributions;

repurchase our common stock;

make investments;

merge or consolidate with another entity and

conduct transactions with affiliates.

As a result of the covenants and restrictions contained in the credit facilities, we are limited in how we conduct our business. We cannot guarantee that we will be able to remain in compliance with these covenants or be able to obtain waivers for noncompliance in the future. A failure to comply with these covenants could have a material adverse effect on our financial condition by impairing our ability to secure and maintain financing.

Our corporate debt level may limit our ability to obtain additional financing.

During fiscal 2006, we borrowed approximately \$1.9 billion to fund a portion of the payment of a special cash dividend of \$6.00 per share and to fund working capital requirements after the acquisition of TD Waterhouse. Our ability to meet our cash requirements, including our debt service obligations, is dependent upon our future performance, which will be subject to financial, business and other factors affecting our operations, many of which are or may be beyond our control. We cannot provide assurance that our business will generate sufficient cash flows from operations to fund these cash requirements, including our debt service obligations. If we are unable to meet our cash requirements from operations, we would be required to obtain alternative financing. The degree to which we may be leveraged as a result of the indebtedness we have incurred could materially and adversely affect our ability to obtain financing for working capital, acquisitions or other purposes, could make us more vulnerable to industry downturns and competitive pressures or could limit our flexibility in planning for, or reacting to, changes and opportunities in our industry, which may place us at a competitive disadvantage. There can be no assurance that we would be able to obtain alternative financing, that any such financing would be on acceptable terms or that we would be permitted to do so under the terms of existing financing arrangements. In the absence of such financing, our ability to respond to changing business and economic conditions, make future acquisitions, react to adverse operating results, meet our debt service obligations, or fund required capital expenditures, could be materially and adversely affected.

TD and the Ricketts holders exercise significant influence over TD AMERITRADE.

As of September 30, 2007, TD and J. Joe Ricketts, our Chairman and Founder, members of his family and trusts held for their benefit, which we collectively refer to as the Ricketts holders, owned approximately 39.9% and 21.5%, respectively, of the outstanding voting securities of TD AMERITRADE. TD is permitted under the terms of a stockholders agreement to own up to 39.9% of the outstanding shares of TD AMERITRADE common stock during the three years following the January 24, 2006 closing of the TD Waterhouse acquisition, up to 45% of the outstanding shares of TD AMERITRADE common stock for the remainder of the term of the stockholders agreement (a maximum of 10 years following the closing) and an unlimited number of shares of TD AMERITRADE following the termination of the stockholders agreement. The Ricketts holders are permitted under the terms of the stockholders agreement to own up to 29% of the outstanding shares of TD AMERITRADE. As a result, TD and the Ricketts holders have the ability to significantly influence the outcome of any matter submitted for the vote of TD AMERITRADE stockholders. The stockholders agreement also provides that TD will designate five of the twelve

members of the TD AMERITRADE Board of Directors and the Ricketts holders will designate three of the twelve members of the TD AMERITRADE Board of Directors, subject to adjustment based on their respective ownership positions in TD AMERITRADE. Accordingly, TD and the Ricketts holders will be able to significantly influence the outcome of all matters that come before the TD AMERITRADE board. As a result of their significant interest in TD AMERITRADE, TD or the Ricketts holders may have the power, subject to applicable law, to significantly influence actions that might be favorable to TD or the Ricketts holders, but not necessarily favorable to other TD AMERITRADE stockholders. In addition, the ownership position and governance rights of TD and the Ricketts holders could discourage a third party from proposing a change of control or other strategic transaction

concerning TD AMERITRADE. As a result, the common stock of TD AMERITRADE could trade at prices that do not reflect a takeover premium to the same extent as do the stocks of similarly situated companies that do not have a stockholder with an ownership interest as large as TD's and the Ricketts holders' combined ownership interest.

Conflicts of interest may arise between TD AMERITRADE and TD, which may be resolved in a manner that adversely affects TD AMERITRADE's business, financial condition or results of operations.

We transact business and have extensive relationships with TD and certain of its affiliates. Conflicts of interest may arise between TD AMERITRADE and TD in areas relating to past, ongoing and future relationships, including corporate opportunities, potential acquisitions or financing transactions, sales or other dispositions by TD of its interests in TD AMERITRADE and the exercise by TD of its influence over the management and affairs of TD AMERITRADE. Some of the directors on the TD AMERITRADE board are persons who are also officers or directors of TD or its subsidiaries. Service as a director or officer of both TD AMERITRADE and TD or its other subsidiaries could create conflicts of interest if such directors or officers are faced with decisions that could have materially different implications for TD AMERITRADE and for TD. Our amended and restated certificate of incorporation contains provisions relating to the avoidance of direct competition between TD AMERITRADE and TD. TD AMERITRADE and TD have not established any other formal procedures to resolve potential or actual conflicts of interest between them. There can be no assurance that any of the foregoing conflicts will be resolved in a manner that does not adversely affect the business, financial condition or results of operations of TD AMERITRADE. In addition, the provisions of the stockholders agreement related to non-competition are subject to numerous exceptions and qualifications and may not prevent TD AMERITRADE and TD from competing with each other to some degree in the future.

The terms of the stockholders agreement, our charter documents and Delaware law could inhibit a takeover that stockholders may consider favorable.

Provisions in the stockholders agreement among TD and the Ricketts holders, our certificate of incorporation and bylaws and Delaware law will make it difficult for any party to acquire control of us in a transaction not approved by the requisite number of directors. These provisions include:

- the presence of a classified board of directors;
- the ability of the board of directors to issue and determine the terms of preferred stock;
- advance notice requirements for inclusion of stockholder proposals at stockholder meetings; and
- the anti-takeover provisions of Delaware law.

These provisions could delay or prevent a change of control or change in management that might provide stockholders with a premium to the market price of their common stock.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

Our corporate headquarters is located in Omaha, Nebraska and occupies approximately 74,000 square feet of leased space. The lease expires in April 2019. In the Omaha metropolitan area, we also lease approximately 154,000 square

feet for an operations center as well as other locations totaling approximately 124,000 square feet. The leases on these other Omaha-area locations expire on various dates from 2008 through 2013. We lease approximately 185,000 and 140,000 square feet for additional operations centers in Jersey City, New Jersey and Ft. Worth, Texas, respectively. The Jersey City and Ft. Worth leases expire in 2015. We lease smaller administrative and operational facilities in California, Illinois, Maryland, Missouri and New Jersey. We also lease over 100 branch offices located in large metropolitan areas in 35 states. We believe that our facilities are suitable and adequate to meet our needs.

Item 3. *Legal Proceedings*

Legal Matthew Elvey filed a purported class action complaint against TDA Inc. on May 31, 2007 in the United States District Court for the Northern District of California. The complaint alleges that TDA Inc. disclosed, inadvertently or intentionally, the e-mail addresses of Elvey and other account holders to spammers, who then sent the account holders e-mail solicitations promoting certain stocks. The complaint includes claims of alleged violations of California and federal statutes and alleged breach of fiduciary duty and requests injunctive and other equitable relief and damages. On July 10, 2007, the plaintiff filed a motion for preliminary injunction, which TDA, Inc. has opposed. On July 18, 2007, TDA Inc. filed a motion to dismiss the plaintiff's amended complaint, which the plaintiff has opposed. The parties, through counsel, have been discussing the matter and exchanging information. As disclosed in a press release dated September 14, 2007, the Company discovered and eliminated unauthorized code from its systems that allowed access to an internal database. The discovery was made as the result of an internal investigation of stock-related spam. Further, the Company commissioned forensic data experts to assist in its investigation of this issue and results of their combined efforts revealed that: (a) client assets held in accounts with the Company remain secure as User IDs, personal identification numbers and passwords were not stored in this particular database; (b) information such as client e-mail addresses, names, addresses and phone numbers was retrieved from this database; and (c) while more sensitive information like account numbers, date of birth and social security numbers is stored in this database, the Company has discovered no evidence that it was taken. The Company hired a third party to investigate and monitor for identity theft. The third party found no evidence of identity theft as a result of this issue. Brad Zigler filed a lawsuit against TDA, Inc. on September 26, 2007, in the same jurisdiction. Zigler's complaint is on behalf of a purported nationwide class of accountholders. The factual allegations of the complaint and the relief sought are substantially the same as those in the Elvey lawsuit.

The Company is subject to lawsuits, arbitrations, claims and other legal proceedings in connection with its business. Some of the legal actions include claims for substantial or unspecified compensatory and/or punitive damages. A substantial adverse judgment or other unfavorable resolution of these matters could have a material adverse effect on the Company's financial condition, results of operations and cash flows. Management believes the Company has adequate legal defenses with respect to the legal proceedings to which it is a defendant or respondent and the outcome of these pending proceedings is not likely to have a material adverse effect on the financial condition, results of operations or cash flows of the Company. However, the Company is unable to predict the outcome of these matters.

Regulatory Matters In the normal course of business the Company discusses matters with its regulators raised during regulatory examinations or otherwise subject to their inquiry. These matters could result in censures, fines or other sanctions. Management believes the outcome of any resulting actions will not be material to the Company's financial condition, results of operations or cash flows. However, the Company is unable to predict the outcome of these matters.

Item 4. *Submission of Matters to a Vote of Security Holders*

No matters were submitted to a vote of stockholders during the fourth quarter of fiscal 2007.

PART II

Item 5. *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*

Price Range of Common Stock

Our common stock trades on the Nasdaq Global Select Market under the symbol AMTD . The following table shows the high and low sales prices for the common stock for the periods indicated, as reported by the Nasdaq

Global Select Market. The prices reflect inter-dealer prices and do not include retail markups, markdowns or commissions.

	Common Stock Price			
	For the Fiscal Year Ended September 30, 2007		For the Fiscal Year Ended September 29, 2006*	
	High	Low	High	Low
First Quarter	\$ 19.69	\$ 15.51	\$ 25.00	\$ 18.93
Second Quarter	\$ 18.67	\$ 14.80	\$ 26.37	\$ 18.86
Third Quarter	\$ 21.31	\$ 14.67	\$ 22.19	\$ 13.50
Fourth Quarter	\$ 20.94	\$ 13.82	\$ 19.18	\$ 13.30

* In connection with our acquisition of TD Waterhouse during the second quarter of fiscal 2006, we declared and paid a special cash dividend of \$6.00 per share.

The closing sale price of our common stock as reported on the Nasdaq Global Select Market on November 12, 2007 was \$18.89 per share. As of that date there were 677 holders of record of our common stock based on information provided by our transfer agent. The number of stockholders of record does not reflect the actual number of individual or institutional stockholders that own our stock because most stock is held in the name of nominees. Based on information available to us, we believe there are approximately 83,000 beneficial holders of our common stock.

Dividends

We have not declared or paid regular cash dividends on our common stock. In connection with our acquisition of TD Waterhouse in January 2006, we declared and paid a special cash dividend of \$6.00 per share. We currently intend to retain all of our earnings, if any, for use in our business and do not anticipate paying any other cash dividends in the foreseeable future. Our credit agreement prohibits the payment of cash dividends. The payment of any future dividends will be at the discretion of our Board of Directors, subject to the provisions of the credit agreement, and will depend upon a number of factors, including future earnings, the success of our business activities, capital requirements, the general financial condition and future prospects of our business, general business conditions and such other factors as the Board of Directors may deem relevant.

Securities Authorized for Issuance Under Equity Compensation Plans

Information about securities authorized for issuance under the Company's equity compensation plans is contained in Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Performance Graph

The Company performance information is not deemed to be soliciting material or to be filed with the SEC or subject to the SEC's proxy rules or to the liabilities of Section 18 of the Exchange Act, and the Company performance information shall not be deemed to be incorporated by reference into any prior or subsequent filing by the Company under the Securities Act of 1933 Act, as amended, or the Exchange Act.

The following graph and table set forth information comparing the cumulative total return through the end of the Company's most recent fiscal year from a \$100 investment on September 27, 2002 in the Company's common stock, a broad-based stock index and the stocks comprising an industry peer group.

Index	Period Ended					
	9/27/02	9/26/03	9/24/04	9/30/05	9/29/06	9/30/07
TD AMERITRADE Holding Corporation	100.00	306.92	299.49	550.51	632.97	611.82
S&P 500	100.00	122.69	139.03	156.69	173.60	202.13
Peer Group	100.00	146.60	120.81	191.53	244.77	257.64

The Peer Group is comprised of the following companies that have significant retail brokerage operations:

The Charles Schwab Corporation
E*TRADE Financial Corporation

Purchases of Equity Securities by the Issuer and Affiliated Purchasers**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet Be Purchased Under the Program
July 1, 2007 – July 31, 2007	285,000	\$ 18.73	285,000	14,421,200
August 1, 2007 – August 31, 2007	975,000	\$ 16.50	975,000	13,446,200
September 1, 2007 – September 30, 2007	475,115	\$ 18.02	475,000	12,971,200
Total – Three months ended September 30, 2007	1,735,115	\$ 17.28	1,735,000	12,971,200

Our common stock repurchase program was authorized on August 2, 2006. Our Board of Directors originally authorized the Company to repurchase up to 12 million shares. On November 15, 2006, the Board of Directors added 20 million shares to the original authorization, increasing the total authorization to 32 million shares. This is the only stock repurchase program currently in effect and there were no programs that expired during the fourth quarter of fiscal 2007. During the month ended September 30, 2007, 115 shares were repurchased from an employee for income tax withholding in connection with a restricted stock unit distribution.

Item 6. Selected Financial Data

	Fiscal Year Ended*				
	Sept. 30, 2007	Sept. 29, 2006	Sept. 30, 2005	Sept. 24, 2004	Sept. 26, 2003
	(In thousands, except per share amounts)				
Consolidated Statements of Income Data:					
Revenues:					
Transaction-based revenues:					
Commissions and transaction fees	\$ 813,786	\$ 738,380	\$ 533,921	\$ 571,526	\$ 486,416
Asset-based revenues:					
Interest revenue	1,013,600	1,031,971	540,348	278,550	184,175
Brokerage interest expense	(455,467)	(335,820)	(141,399)	(41,861)	(33,192)
Net interest revenue	558,133	696,151	398,949	236,689	150,983
Money market deposit account fees	535,381	185,014			
Investment product fees	232,177	140,699	25,188	21,425	15,989
Total asset-based revenues	1,325,691	1,021,864	424,137	258,114	166,972
Other revenues	37,469	43,287	45,095	50,473	59,866
Net revenues	2,176,946	1,803,531	1,003,153	880,113	713,254
Expenses:					
Employee compensation and benefits	429,820	350,079	180,579	154,792	172,159
Fair value adjustments of compensation-related derivative instruments	(3,193)	(1,715)			
Clearing and execution costs	79,681	73,049	26,317	30,610	35,711
Communications	82,173	65,445	35,663	39,853	41,420
Occupancy and equipment costs	84,294	74,638	43,411	42,353	57,091
Depreciation and amortization	26,237	21,199	10,521	11,066	13,917
Amortization of acquired intangible assets	54,469	42,286	13,887	12,158	17,791
Professional services	83,995	87,521	30,630	27,381	31,121
Interest on borrowings	118,173	93,988	1,967	2,581	5,076
Other	46,809	45,383	22,689	17,798	15,205
Advertising	145,666	164,072	92,312	100,364	90,415
Fair value adjustments of investment-related derivative instruments		11,703	(8,315)	(17,930)	46,668
Restructuring and asset impairment charges					5,991
Total expenses	1,148,124	1,027,648	449,661	421,026	532,565

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Income before other income and income taxes	1,028,822	775,883	553,492	459,087	180,689
Other income:					
Gain on sale of investments	5,881	81,422			
Pre-tax income	1,034,703	857,305	553,492	459,087	180,689
Provision for income taxes	388,803	330,546	213,739	176,269	72,048
Net income	\$ 645,900	\$ 526,759	\$ 339,753	\$ 282,818	\$ 108,641
Basic earnings per share	\$ 1.08	\$ 0.97	\$ 0.84	\$ 0.68	\$ 0.25
Diluted earnings per share	\$ 1.06	\$ 0.95	\$ 0.82	\$ 0.66	\$ 0.25
Weighted average shares outstanding basic	598,503	544,307	404,215	417,629	427,376
Weighted average shares outstanding diluted	608,263	555,465	413,167	426,972	432,480
Dividends declared per share	\$ 0.00	\$ 6.00	\$ 0.00	\$ 0.00	\$ 0.00

* Fiscal 2005 was a 53-week year. All other periods presented are 52-week years.

	Sept. 30, 2007	Sept. 29, 2006	As of Sept. 30, 2005 (In thousands)	Sept. 24, 2004	Sept. 26, 2003
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$ 413,787	\$ 363,650	\$ 171,064	\$ 137,392	\$ 248,623
Short-term investments	76,800	65,275	229,819	17,950	
Segregated cash and investments		1,561,910	7,595,359	7,802,575	7,878,421
Receivable from clients, net	7,727,969	6,970,834	3,784,688	3,100,572	2,202,170
Total assets	18,092,327	16,558,469	16,417,110	15,277,021	14,404,268
Payable to clients	5,313,576	5,412,981	10,095,837	10,322,539	9,611,243
Long-term obligations	1,481,948	1,710,712	45,736	37,803	82,489
Stockholders equity	2,154,921	1,730,234	1,518,867	1,210,908	1,235,774

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words may, could, would, should, believe, expect, anticipate, plan, estimate, target, similar expressions. In particular, forward-looking statements contained in this discussion include our expectations regarding: incremental operating expenses for growth initiatives; the effect of client trading activity on our results of operations; the effect of changes in interest rates on our net interest spread; the effect of changes in the number of qualified accounts on our results of operations; average commissions and transaction fees per trade; amounts of commissions and transaction fees, net interest revenue, money market deposit account fees, investment product fees and other revenues; amounts of total expenses; our capital and liquidity needs and our plans to finance such needs; and the impact of recently-issued accounting pronouncements.

The Company's actual results could differ materially from those anticipated in such forward-looking statements. Important factors that may cause such differences include, but are not limited to: general economic and political conditions; interest rates; stock market fluctuations and changes in client trading activity; increased competition; systems failures and capacity constraints; network security risks; ability to service debt obligations; regulatory and legal matters and uncertainties and the other risks and uncertainties set forth under Item 1A. Risk Factors of this Form 10-K. The forward-looking statements contained in this report speak only as of the date on which the statements were made. We undertake no obligation to publicly update or revise these statements, whether as a result of new information, future events or otherwise.

Glossary of Terms

In discussing and analyzing our business, we utilize several metrics and other terms that are defined in the following Glossary of Terms. *Italics* indicate other defined terms that appear elsewhere in the Glossary. The term "GAAP" refers to U.S. generally accepted accounting principles.

Activity rate Average client trades per day during the period divided by the average number of total accounts during the period.

Asset-based revenues Revenues consisting of (1) net interest revenue, (2) money market deposit account (MMDA) fees and (3) investment product fees. The primary factors driving our asset-based revenues are average balances and average rates. Average balances consist primarily of average client margin balances, average segregated cash balances, average client credit balances, average client MMDA balances, average fee-based investment balances and average securities borrowing and lending balances. Average rates consist of the average interest rates and fees earned and paid on such balances.

Average client trades per account (annualized) Total trades divided by the average number of total accounts during the period, annualized based on the number of trading days in the fiscal year.

Average client trades per day Total trades divided by the number of *trading days* in the period.

Average commissions and transaction fees per trade Total commissions and transaction fee revenues as reported on the Company's Consolidated Statements of Income divided by *total trades* for the period. Commissions and transaction fee revenues primarily consist of trading commissions and revenue-sharing arrangements with market destinations (also referred to as *payment for order flow*).

Basis point When referring to interest rates, one basis point represents one one-hundredth of one percent.

Beneficiary accounts *Brokerage accounts* managed by a custodian, guardian, conservator or trustee on behalf of one or more beneficiaries. Examples include accounts maintained under the Uniform Gift to Minors Act (UGMA) or Uniform Transfer to Minors Act (UTMA), guardianship, conservatorship and trust arrangements and pension or profit plan for small business accounts.

Brokerage accounts Accounts maintained by the Company on behalf of clients for securities brokerage activities. The primary types of brokerage accounts are *cash accounts*, *margin accounts*, *IRA accounts* and *beneficiary accounts*.

Cash accounts *Brokerage accounts* that do not have *margin account* approval.

Clearing accounts Accounts for which the Company served as the clearing broker/dealer on behalf of an unaffiliated introducing broker/dealer. The Company charged a fee to the introducing broker/dealer to process trades in clearing accounts.

Client assets The total value of cash and securities in *brokerage accounts*.

Client cash and money market assets The sum of all client cash balances, including *client credit balances* and client cash balances swept into money market deposit accounts or money market mutual funds.

Client credit balances Client cash held in *brokerage accounts*, excluding balances generated by client short sales on which no interest is paid. Interest paid on client credit balances is a reduction of *net interest revenue*. Client credit balances are included in *payable to clients* in the Consolidated Balance Sheets.

Client margin balances The total amount of cash loaned to clients in *margin accounts*. Such loans are secured by client assets. Interest earned on client margin balances is a component of *net interest revenue*. Client margin balances are included in *receivable from clients* in the Consolidated Balance Sheets.

EBITDA and EBITDA excluding investment gains EBITDA (earnings before interest, taxes, depreciation and amortization) and EBITDA excluding investment gains are considered non-GAAP financial measures as defined by Securities and Exchange Commission (SEC) Regulation G. We consider EBITDA and EBITDA excluding investment gains to be important measures of our financial performance and of our ability to generate cash flows to service debt, fund capital expenditures and fund other corporate investing and financing activities. EBITDA is used as the denominator in the consolidated leverage ratio calculation for our senior credit facilities. The consolidated leverage ratio determines the interest rate margin charged on the senior credit facilities. EBITDA eliminates the non-cash effect of tangible asset depreciation and amortization and intangible asset amortization. EBITDA excluding investment gains also eliminates the effect of non-brokerage investment-related gains and losses that are not likely to be indicative of the ongoing operations of our business. EBITDA and EBITDA excluding investment gains should be considered in addition to, rather than as a substitute for, pre-tax income, net income and cash flows from operating activities.

EPS excluding investment gains/losses Earnings per share (EPS) excluding investment gains/losses is considered a non-GAAP financial measure as defined by SEC Regulation G. We define EPS excluding investment gains/losses as earnings (loss) per share, adjusted to remove the after-tax effect of non-brokerage investment-related gains and losses. We consider EPS excluding investment gains/losses an important measure of our financial performance. Gains/losses on non-brokerage investments and investment-related derivatives are excluded because we believe they are not likely to be indicative of the ongoing operations of our business. EPS excluding investment gains/losses should be considered in addition to, rather than as a substitute for, GAAP earnings per share.

Expenses excluding advertising Expenses excluding advertising is considered a non-GAAP financial measure as defined by SEC Regulation G. Expenses excluding advertising consists of total expenses, adjusted to remove advertising expense. We consider expenses excluding advertising an important measure of the financial performance of our ongoing business. Advertising spending is excluded because it is largely at the discretion of the Company, varies significantly from period to period based on market conditions and generally relates to the acquisition of future revenues through new accounts rather than current revenues from existing accounts. Expenses excluding advertising should be considered in addition to, rather than as a substitute for, total expenses.

Fee-based investment balances Client assets invested in money market mutual funds, other mutual funds and Company programs such as AdvisorDirect® and Amerinvest,™ on which we earn fee revenues. Fee revenues earned on these balances are included in *investment product fees* in the Consolidated Statements of Income.

Investable assets Client and brokerage-related asset balances, including *client margin balances*, *segregated cash*, *money market deposit account (MMDA)* balances, deposits paid on securities borrowing and other free cash and short-term investment balances. Investable assets is used in the calculation of our *net interest margin*.

Investment product fees Revenues earned on *fee-based investment balances*. Investment product fees include fees earned on money market mutual funds, other mutual funds and through Company programs such as AdvisorDirect® and Amerinvest™.

IRA accounts (Individual Retirement Arrangements) A personal trust account for the exclusive benefit of a U.S. individual (or his or her beneficiaries) that provides tax advantages in accumulating funds to save for retirement or other qualified purposes. These accounts are subject to numerous restrictions on additions to and withdrawals from the account, as well as prohibitions against certain investments or transactions conducted within the account. The Company offers traditional, Roth, Savings Incentive Match Plan for Employees (SIMPLE) and Simplified Employee Pension (SEP) IRA accounts.

Liquid assets Liquid assets is considered a non-GAAP financial measure as defined by SEC Regulation G. We define liquid assets as the sum of a) non broker-dealer cash and cash equivalents, b) non broker-dealer short-term investments and c) regulatory net capital of (i) our clearing broker-dealer subsidiaries in excess of 5% of aggregate debit items and (ii) our introducing broker-dealer subsidiary in excess of 81/3% of aggregate indebtedness. We consider liquid assets an important measure of our liquidity and of our ability to fund corporate investing and financing activities. Liquid assets should be considered as a supplemental measure of liquidity, rather than as a substitute for cash and cash equivalents.

Liquidation value The net value of a client's account holdings as of the close of a regular trading session. Liquidation value includes client cash and the value of long security positions, less margin balances and the cost to buy back short security positions.

Margin accounts *Brokerage accounts* in which clients may borrow from the Company to buy securities or for any other purpose, subject to regulatory and Company-imposed limitations.

Money market deposit account (MMDA) fees Revenues resulting from the Money Market Deposit Account agreement with TD Bank USA, N.A., a subsidiary of TD, which became effective upon the closing of our acquisition of TD Waterhouse Group, Inc. (TD Waterhouse). Under the MMDA agreement, TD Bank USA makes available to clients of our broker-dealer subsidiaries money market deposit accounts as designated sweep vehicles. With respect to the MMDA accounts, our broker-dealer subsidiaries provide marketing and support services and act as recordkeeper for TD Bank USA and as agent for clients. In exchange for these services, TD Bank USA pays our broker-dealer subsidiaries a fee based on the actual yield earned by TD Bank USA on the client MMDA assets (including any gains

or losses from sales of investments), less the actual interest cost paid to clients, actual interest cost incurred on borrowings, a flat fee to TD Bank USA of 25 basis points and the cost of FDIC insurance premiums.

Net interest margin (NIM) A measure of the net yield on our average *investable assets*. Net interest margin is calculated for a given period by dividing the annualized sum of *net interest revenue* and *money market deposit account (MMDA) fees* by average *investable assets*.

Net interest revenue Net interest revenue is interest revenues less brokerage interest expense. Interest revenues are generated by charges to clients on margin balances maintained in *margin accounts*, the investment of

cash from operations and *segregated cash* in short-term marketable securities and interest earned on securities borrowing. Brokerage interest expense consists of amounts paid or payable to clients based on credit balances maintained in *brokerage accounts* and interest incurred on securities lending. Brokerage interest expense does not include interest on Company non-brokerage borrowings.

Net new accounts or Net account growth The number of new client accounts (funded and unfunded) opened in a specified period minus the number of client accounts closed in the same period.

Qualified accounts All open client accounts with a total *liquidation value* greater than or equal to \$2,000, except *clearing accounts*. Historically, qualified accounts have generated the vast majority of the Company's revenues. The Company's normal account-opening requirement for non-IRA accounts is \$2,000. Additionally, accounts with \$2,000 or more of liquidation value may be eligible for *margin account* approval.

Segregated cash Client cash and investments segregated in compliance with Rule 15c3-3 of the Securities Exchange Act of 1934 (the Customer Protection Rule) and other regulations. Interest earned on segregated cash is a component of *net interest revenue*.

Total accounts All open client accounts (funded and unfunded), except *clearing accounts*.

Total trades All client securities trades, which are executed by the Company's broker/dealer subsidiaries on an agency basis. Total trades are a significant source of the Company's revenues. Such trades include, but are not limited to, trades in equities, options, mutual funds and debt instruments. Substantially all trades generate revenue from commissions, transaction fees and/or revenue-sharing arrangements with market destinations (also known as payment for order flow).

Trading days Days in which the U.S. equity markets are open for a full trading session. Reduced exchange trading sessions are treated as half trading days.

Transaction-based revenues Revenues generated from client trade execution, consisting primarily of commissions, transaction clearing fees and revenue sharing arrangements with market destinations (also known as payment for order flow).

Overview

We provide securities brokerage and clearing services to our clients through our introducing and clearing broker-dealers. Substantially all of our net revenues are derived from our brokerage activities and clearing and execution services. Our primary focus is serving retail clients and independent registered investment advisors by providing services under a simple, low-cost commission structure.

Our largest sources of revenues are (1) asset-based revenues and (2) transaction-based revenues. The primary factors driving our asset-based revenues are average balances and average rates. Average balances consist primarily of average client margin balances, average segregated cash balances, average client credit balances, average client money market deposit account (MMDA) balances, average fee-based investment balances and average securities borrowing and lending balances. Average rates consist of the average interest rates and fees earned and paid on such balances. The primary factors driving our transaction-based revenues are total client trades and average commissions and transaction fees per trade. We also receive payment for order flow, which results from arrangements we have with many execution agents to receive cash payments in exchange for routing trade orders to these firms for execution. Payment for order flow revenue is included in commissions and transaction fees on the Consolidated Statements of Income.

Our largest operating expense generally is employee compensation and benefits. Employee compensation and benefits expense includes salaries, bonuses, stock-based compensation, group insurance, contributions to benefit programs, recruitment and other related employee costs. Fair value adjustments of compensation-related derivative instruments represent adjustments to equity swap agreements that are intended to economically offset TD Waterhouse stock-based compensation (assumed in the TD Waterhouse acquisition) that is based on the value of TD stock. See Business Combination below for a discussion of the acquisition of TD Waterhouse.

Clearing and execution costs include incremental third-party expenses that tend to fluctuate as a result of fluctuations in client accounts or trades. Examples of expenses included in this category are outsourced clearing services, statement and confirmation processing and postage costs and clearing expenses paid to the National Securities Clearing Corporation, option exchanges and other market centers. Communications expense includes telecommunications, other postage, news and quote costs. Occupancy and equipment costs include the costs of leasing and maintaining our office spaces and the lease expenses on computer and other equipment. Depreciation and amortization includes depreciation on property and equipment and amortization of leasehold improvements. Amortization of acquired intangible assets consists of amortization of amounts allocated to the value of intangible assets acquired in business combinations.

Professional services expense includes costs paid to outside firms for assistance with legal, accounting, technology, regulatory, marketing and general management issues. Interest on borrowings consists of interest expense on our long-term debt, capital leases, prepaid variable forward contracts and other borrowings. Other operating expenses include provision for bad debt losses, fraud and error losses, gains or losses on disposal of property, insurance, travel expenses and other miscellaneous expenses. Advertising costs include production and placement of advertisements in various media, including online, television, print and direct mail, as well as client promotion and development costs. Advertising expenses may increase or decrease significantly from period to period.

Fair value adjustments of investment-related derivative instruments consist of changes in the fair value of the embedded collars within our Knight Capital Group, Inc. (Knight) prepaid variable forward contracts. The prepaid variable forward contracts were intended to economically hedge our investment in Knight common stock. In January 2006, we liquidated our investment in Knight and the prepaid variable forward contracts.

On February 27, 2007, our Board of Directors approved changing our fiscal year-end to September 30. Previously, we reported on a fifty-two/fifty-three week fiscal year ending on the last Friday in September. This change was effective for our fiscal year ended September 30, 2007. Because the transition period is less than one month, no transition report will be filed. References to fiscal year in this document or in the information incorporated herein by reference means the Company's fiscal year ended September 30 (for fiscal year 2007) or the last Friday of September (for fiscal years prior to 2007). For example, fiscal 2006 refers to the fiscal year ended September 29, 2006. Fiscal year 2006 was a fifty-two week year and fiscal 2005 was a fifty-three week year.

Business Combination

On January 24, 2006, we acquired TD Waterhouse Group, Inc., a Delaware corporation, pursuant to an Agreement of Sale and Purchase dated June 22, 2005, as amended (the Purchase Agreement), with The Toronto-Dominion Bank (TD). We purchased from TD all of the capital stock of TD Waterhouse (the Share Purchase) in exchange for 196,300,000 shares of Company common stock and \$20,000 in cash. The shares of common stock issued to TD in the Share Purchase represented approximately 32.5% of the outstanding shares of the Company after giving effect to the transaction. Our consolidated financial statements include the results of operations for TD Waterhouse beginning January 25, 2006. In addition, on January 24, 2006, we completed the sale of Ameritrade Canada, Inc. to TD for \$60 million in cash. The purchase price for the acquisition of TD Waterhouse and the sale price for the sale of Ameritrade Canada were subject to cash adjustments based on the closing date balance sheets of the Company, TD Waterhouse and Ameritrade Canada. On May 5, 2006, we received approximately \$45.9 million from TD for the settlement of cash adjustments related to the purchase of TD Waterhouse and the sale of Ameritrade Canada.

Prior to the consummation of the Share Purchase, TD Waterhouse conducted a reorganization in which it transferred its Canadian retail securities brokerage business and TD Bank USA, N.A. (formerly TD Waterhouse Bank, N.A.) to TD such that, at the time of consummation of the Share Purchase, TD Waterhouse retained only its United States retail securities brokerage business. TD Waterhouse also distributed to TD excess capital of TD Waterhouse prior to the

consummation of the Share Purchase. As contemplated in the Purchase Agreement, on January 24, 2006, we commenced payment of a special cash dividend of \$6.00 per share in respect of the shares of our common stock outstanding prior to the consummation of the Share Purchase. The total amount of the dividend was approximately \$2.4 billion.

At the time of the closing of the TD Waterhouse acquisition, we expected to realize approximately \$678 million of annualized pre-tax synergies from the acquisition within 18 months of the closing, consisting of \$300 million in revenue opportunities primarily related to our new banking relationship with TD and \$378 million in cost savings related to the elimination of duplicate expenditures. We realized the revenue opportunities during fiscal 2006 and fully realized the operating cost synergies during the fourth quarter of fiscal 2007.

Growth Initiatives

During the third quarter of fiscal 2007, our Board of Directors approved expending up to \$100 million in ongoing annualized incremental operating expenses for growth initiatives. Our Chief Executive Officer is authorized to approve growth initiatives to strengthen our sales, develop new products or enhance the functionality of existing products. During the fourth quarter of fiscal 2007, we expended approximately \$20 million (or \$80 million annualized) for growth initiatives, which consisted primarily of employee compensation and benefits and professional service expenses. We expect to reach the \$100 million level of annualized incremental expenditures during fiscal 2008, consisting of:

approximately \$50 million of employee compensation and benefits for additional retail and institutional sales/service employees;

approximately \$10 million of employee compensation and benefits for additional client group and technology employees;

approximately \$18 million of professional services for development of new products and functionality and

approximately \$22 million of amortization of acquired or internally developed products and functionality.

Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements requires us to make judgments and estimates that may have a significant impact upon our financial results. Note 1 to the consolidated financial statements contains a summary of our significant accounting policies, many of which require the use of estimates and assumptions. We believe that the following areas are particularly subject to management's judgments and estimates and could materially affect our results of operations and financial position.

Valuation of goodwill and acquired intangible assets

We test goodwill for impairment on at least an annual basis, or whenever events and circumstances indicate that the carrying value may not be recoverable. In performing the impairment tests, we utilize quoted market prices of our common stock to estimate the fair value of the Company as a whole. The estimated fair value is then allocated to our reporting units, if applicable, based on operating revenues, and is compared with the carrying value of the reporting units. No impairment charges have resulted from our annual impairment tests. We review our acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such asset may not be recoverable. We evaluate recoverability by comparing the undiscounted cash flows associated with the asset to the asset's carrying amount. We also evaluate the remaining useful lives of intangible assets each reporting period to determine if events or trends warrant a revision to the remaining period of amortization. We have had no events or trends that have warranted a revision to the originally estimated useful lives.

Valuation of stock-based compensation

We account for stock-based compensation in accordance with Statement of Financial Accounting Standards (SFAS) No. 123 (Revised 2004), *Share-Based Payment* (No. 123R). Under the fair value recognition provisions of SFAS No. 123R, share-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the requisite service period based on the number of awards for which the requisite service is expected to be rendered. We must make assumptions regarding the number of share-based awards that will be forfeited. For performance-based awards, we must also make assumptions regarding the likelihood of achieving performance goals. If actual results differ significantly from these estimates, stock-based compensation expense and our results of operations could be materially affected.

Estimates of effective income tax rates, deferred income taxes and valuation allowances

We estimate our income tax expense based on the various jurisdictions where we conduct business. This requires us to estimate our current income tax obligations and to assess temporary differences between the financial statement carrying amounts and tax bases of assets and liabilities. Temporary differences result in deferred income tax assets and liabilities. We must evaluate the likelihood that deferred income tax assets will be realized. To the extent we determine that realization is not more likely than not, we establish a valuation allowance. Establishing or increasing a valuation allowance results in a corresponding increase to income tax expense in our Consolidated Statements of Income. Conversely, to the extent circumstances indicate that a valuation allowance can be reduced or is no longer necessary, that portion of the valuation allowance is reversed, reducing income tax expense.

We must make significant judgments to calculate our provision for income taxes, our deferred income tax assets and liabilities and any valuation allowance against our deferred income tax assets. We must also exercise judgment in determining the need for, and amount of, any accruals for taxes relating to results of examinations of current and prior years' returns by taxing authorities. Because the application of tax laws and regulations to many types of transactions is subject to varying interpretations, amounts reported in the consolidated financial statements could be significantly changed at a later date upon final determinations by taxing authorities.

Results of Operations

Conditions in the U.S. equity markets significantly impact the volume of our clients' trading activity. There is a direct correlation between the volume of our clients' trading activity and our results of operations. We cannot predict future trading volumes in the U.S. equity markets. If client trading activity increases, we expect that it would have a positive impact on our results of operations. If client trading activity were to decline, we expect that it would have a negative impact on our results of operations.

Changes in average balances, especially client margin, credit, MMDA and mutual fund balances, may also significantly impact our results of operations. Changes in interest rates impact our results of operations to a lesser extent because we seek to mitigate interest rate risk by aligning the average duration of our interest-earning assets with that of our interest-bearing liabilities. We cannot predict the direction of interest rates or the levels of client balances. If interest rates rise, we generally expect to earn a larger net interest spread. Conversely, a falling interest rate environment generally would result in our earning a smaller net interest spread.

Financial Performance Metrics

Pre-tax income, net income, earnings per share, EBITDA and EBITDA excluding investment gains are key metrics we use in evaluating our financial performance. EBITDA and EBITDA excluding investment gains are considered non-GAAP financial measures as defined by SEC Regulation G.

We consider EBITDA and EBITDA excluding investment gains to be important measures of our financial performance and of our ability to generate cash flows to service debt, fund capital expenditures and fund other corporate investing and financing activities. EBITDA is used as the denominator in the consolidated leverage ratio calculation for our senior credit facilities. The consolidated leverage ratio determines the interest rate margin charged on the senior credit facilities. EBITDA eliminates the non-cash effect of tangible asset depreciation and amortization and intangible asset amortization. EBITDA excluding investment gains also eliminates the effect of non-brokerage investment-related gains and losses that are not likely to be indicative of the ongoing operations of our business. EBITDA and EBITDA excluding investment gains should be considered in addition to, rather than as a substitute for, pre-tax income, net income and cash flows from operating activities.

The following table sets forth EBITDA and EBITDA excluding investment gains in dollars and as a percentage of net revenues for the periods indicated, and provides reconciliations to pre-tax income, which is the most directly comparable GAAP measure (dollars in thousands):

	September 30, 2007		Fiscal Year Ended September 29, 2006		September 30, 2005	
	\$	% of Rev.	\$	% of Rev.	\$	% of Rev.
EBITDA and EBITDA Excluding Investment Gains						
EBITDA excluding investment gains	\$ 1,227,701	56.4%	\$ 933,356	51.8%	\$ 579,867	57.8%
Plus: Gain on sale of investments	5,881	0.3%	81,422	4.5%		
EBITDA	1,233,582	56.7%	1,014,778	56.3%	579,867	57.8%
Less:						
Depreciation and amortization	(26,237)	(1.2)%	(21,199)	(1.2)%	(10,521)	(1.0)%
Amortization of acquired intangible assets	(54,469)	(2.5)%	(42,286)	(2.3)%	(13,887)	(1.4)%
Interest on borrowings	(118,173)	(5.4)%	(93,988)	(5.2)%	(1,967)	(0.2)%
Pre-tax income	\$ 1,034,703	47.5%	\$ 857,305	47.5%	\$ 553,492	55.2%

The dollar amounts of our pre-tax income and EBITDA excluding investment gains increased for fiscal 2007 compared to fiscal 2006, reflecting a full year of results including TD Waterhouse. EBITDA excluding investment gains increased as a percentage of net revenues for fiscal 2007 primarily due to operating cost synergies realized from the TD Waterhouse integration.

Operating Metrics

Our largest sources of revenues are (1) asset-based revenues and (2) transaction-based revenues. For fiscal 2007, asset-based revenues and commissions and transaction fees accounted for 61% and 37% of our net revenues, respectively. Asset-based revenues consist of (1) net interest revenue, (2) MMDA fees and (3) investment product fees. The primary factors driving our asset-based revenues are average balances and average rates. Average balances consist primarily of average client margin balances, average segregated cash balances, average client credit balances, average client MMDA balances, average fee-based investment balances and average securities borrowing and lending balances. Average rates consist of the average interest rates and fees earned and paid on such balances. The primary factors driving our transaction-based revenues are total client trades and average commissions and transaction fees per trade. We also consider client account and client asset metrics, although we believe they are generally of less significance to our results of operations for any particular period than our asset-based revenue and trading activity metrics.

Asset-Based Revenue Metrics

We calculate the return on our interest-earning assets and our MMDA balances using a measure we refer to as net interest margin. Net interest margin is calculated for a given period by dividing the annualized sum of net interest revenue and MMDA fees by average investable assets. Investable assets consist of client and brokerage-related asset balances, including client margin balances, segregated cash, MMDA balances, deposits paid on securities borrowing and other free cash and short-term investment balances. The following table sets forth net interest margin and average investable assets (dollars in millions):

	2007	Fiscal Year 2006	2005	07 vs. 06 Increase/ (Decrease)	06 vs. 05 Increase/ (Decrease)
Average interest-earning assets	\$ 14,569	\$ 17,543	\$ 15,355	\$ (2,974)	\$ 2,188
Average money market deposit account balances	14,898	5,734	N/A	9,164	5,734
Average investable assets	\$ 29,467	\$ 23,277	\$ 15,355	\$ 6,190	\$ 7,922
Net interest revenue	\$ 558.1	\$ 696.2	\$ 398.9	\$ (138.1)	\$ 297.3
Money market deposit account fee revenue	535.4	185.0	N/A	350.4	185.0
Net revenue earned on investable assets	\$ 1,093.5	\$ 881.2	\$ 398.9	\$ 212.3	\$ 482.3
Net interest margin (NIM)	3.65%	3.74%	2.52%	(0.09)%	1.22%

The following tables set forth key metrics that we use in analyzing net interest revenue, which is a component of net interest margin (dollars in millions):

	Interest Revenue (Expense)			07 vs. 06 Increase/ (Decrease)	06 vs. 05 Increase/ (Decrease)
	2007	Fiscal Year 2006	2005		
Segregated cash	\$ 31.2	\$ 324.9	\$ 208.8	\$ (293.7)	\$ 116.1
Client margin balances	615.3	500.8	210.1	114.5	290.7
Securities borrowing	340.4	178.9	113.4	161.5	65.5
Other free cash and short-term investments	24.6	25.3	8.1	(0.7)	17.2
Client credit balances	(53.9)	(98.9)	(45.9)	45.0	(53.0)
Securities lending	(399.5)	(234.8)	(95.6)	(164.7)	(139.2)
Net interest revenue	\$ 558.1	\$ 696.2	\$ 398.9	\$ (138.1)	\$ 297.3

	Average Balance Fiscal Year			07 vs. 06 %	06 vs. 05 %
	2007	2006	2005	Change	Change
Segregated cash	\$ 597	\$ 7,235	\$ 7,801	(92)%	(7)%
Client margin balances	7,501	6,397	3,512	17%	82%
Securities borrowing	5,999	3,435	3,824	75%	(10)%
Other free cash and short-term investments	472	476	218	(1)%	118%
Interest-earning assets	\$ 14,569	\$ 17,543	\$ 15,355	(17)%	14%
Client credit balances	\$ 3,456	\$ 9,814	\$ 9,482	(65)%	4%
Securities lending	8,441	5,731	4,621	47%	24%
Interest-bearing liabilities	\$ 11,897	\$ 15,545	\$ 14,103	(23)%	10%

	Average Yield (Cost)			07 vs. 06	06 vs. 05
	Fiscal Year			Net	Net
	2007	2006	2005	Yield	Yield
				Increase/ (Decrease)	Increase/ (Decrease)
Segregated cash	5.14%	4.44%	2.60%	0.70%	1.84%
Client margin balances	8.07%	7.74%	5.81%	0.33%	1.93%
Securities borrowing	5.58%	5.15%	2.88%	0.43%	2.27%
Other free cash and short-term investments	5.15%	5.26%	3.61%	(0.11)%	1.65%
Client credit balances	(1.53)%	(1.00)%	(0.47)%	(0.53)%	(0.53)%
Securities lending	(4.66)%	(4.05)%	(2.01)%	(0.61)%	(2.04)%
Net interest revenue	3.77%	3.92%	2.52%	(0.15)%	1.40%

The following tables set forth key metrics that we use in analyzing other asset-based revenues (dollars in millions):

	Fee Revenue			07 vs. 06	06 vs. 05
	Fiscal Year			Increase/ (Decrease)	Increase/ (Decrease)
	2007	2006	2005		
Money market deposit account fees	\$ 535.4	\$ 185.0	N/A	\$ 350.4	\$ 185.0
Investment product fees	\$ 232.2	\$ 140.7	\$ 25.2	\$ 91.5	\$ 115.5

	Average Balance			07 vs. 06	06 vs. 05
	Fiscal Year			%	%
	2007	2006	2005	Change	Change
Money market deposit account fees	\$ 14,898	\$ 5,734	N/A	160%	N/A
Investment product fees	\$ 49,665	\$ 29,374	\$ 6,014	69%	388%

	Average Yield			07 vs. 06	06 vs. 05
	Fiscal Year			Yield	Yield
	2007	2006	2005	Increase/ (Decrease)	Increase/ (Decrease)
Money market deposit account fees	3.53%	3.19%	N/A	0.34%	N/A
Investment product fees	0.46%	0.47%	0.41%	(0.01)%	0.06%

Trading Activity Metrics

The following table sets forth several metrics regarding client trading activity, which we utilize in measuring and evaluating performance and the results of our operations:

	2007	Fiscal Year 2006	2005	07 vs. 06 %	06 vs. 05 %
				Change	Change
Total trades (in millions)	63.11	54.24	39.94	16%	36%
Average commissions and transaction fees per trade	\$ 12.90	\$ 13.61	\$ 13.37	(5)%	2%
Average client trades per day	253,440	216,970	155,696	17%	39%
Average client trades per account (annualized)	10.0	10.1	11.0	(1)%	(8)%
Activity rate	4.0%	4.0%	4.3%	0%	(7)%
Trading days	249.0	250.0	256.5	(0)%	(3)%

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Client Account and Client Asset Metrics

The following table sets forth certain metrics regarding client accounts and client assets, which we use to analyze growth and trends in our client base:

	Fiscal Year		
	2007	2006	2005
Qualified accounts (beginning of year)	3,242,000	1,735,000	1,677,000
Qualified accounts (end of year)	3,272,000	3,242,000	1,735,000
Percentage change during year	1%	87%	3%
Total accounts (beginning of year)	6,191,000	3,717,000	3,520,000
Total accounts (end of year)	6,380,000	6,191,000	3,717,000
Percentage change during year	3%	67%	6%
Client assets (beginning of year, in billions)	\$ 261.7	\$ 83.3	\$ 68.8
Client assets (end of year, in billions)	\$ 302.7	\$ 261.7	\$ 83.3
Percentage change during year	16%	214%	21%

Qualified accounts are all open client accounts with a total liquidation value of \$2,000 or more, except clearing accounts. Qualified accounts are our most significant measure of client accounts because they have historically generated the vast majority of our revenues. Total accounts are all open client accounts (funded and unfunded), except clearing accounts.

Our qualified accounts increased slightly for the full fiscal year 2007. We are carefully monitoring the number of qualified accounts and are taking actions designed to increase the number of qualified accounts. We expect that the integration of the TD Waterhouse clearing platform into the legacy Ameritrade clearing platform, which was completed during the third quarter of fiscal 2007, will enable us to offer more comprehensive product offerings. We are investing up to \$100 million in annualized incremental operating expenses for growth initiatives, as discussed under *Growth Initiatives* above. If we were to experience significant decreases in the number of qualified accounts, it could have a material adverse effect on our future results of operations.

Consolidated Statements of Income Data

The following table summarizes certain data from our Consolidated Statements of Income for analysis purposes (in millions, except percentages and interest days):

	Fiscal Year			07 vs. 06 %	06 vs. 05 %
	2007	2006	2005	Change	Change
Revenues:					
Transaction-based revenues:					
Commissions and transaction fees	\$ 813.8	\$ 738.4	\$ 533.9	10%	38%
Asset-based revenues:					
Interest revenue	1,013.6	1,032.0	540.3	(2)%	91%
Brokerage interest expense	(455.5)	(335.8)	(141.4)	36%	137%
Net interest revenue	558.1	696.2	398.9	(20)%	74%
Money market deposit account fees	535.4	185.0		189%	N/A
Investment product fees	232.2	140.7	25.2	65%	459%
Total asset-based revenues	1,325.7	1,021.9	424.1	30%	141%
Other revenues	37.5	43.3	45.1	(13)%	(4)%
Net revenues	2,176.9	1,803.5	1,003.2	21%	80%
Expenses:					
Employee compensation and benefits	429.8	350.1	180.6	23%	94%
Fair value adjustments of compensation-related derivative instruments	(3.2)	(1.7)		86%	N/A
Clearing and execution costs	79.7	73.0	26.3	9%	178%
Communications	82.2	65.4	35.7	26%	84%
Occupancy and equipment costs	84.3	74.6	43.4	13%	72%
Depreciation and amortization	26.2	21.2	10.5	24%	101%
Amortization of acquired intangible assets	54.5	42.3	13.9	29%	205%
Professional services	84.0	87.5	30.6	(4)%	186%
Interest on borrowings	118.2	94.0	2.0	26%	4678%
Other	46.8	45.4	22.7	3%	100%
Advertising	145.7	164.1	92.3	(11)%	78%
Fair value adjustments of investment-related derivative instruments		11.7	(8.3)	(100)%	(241)%
Total expenses	1,148.1	1,027.6	449.7	12%	129%
Income before other income and income taxes	1,028.8	775.9	553.5	33%	40%
Other income:					
Gain on sale of investments	5.9	81.4		(93)%	N/A

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Pre-tax income	1,034.7	857.3	553.5	21%	55%
Provision for income taxes	388.8	330.5	213.7	18%	55%
Net income	\$ 645.9	\$ 526.8	\$ 339.8	23%	55%
Other information:					
Number of interest days in period	366	364	371	1%	(2)%
Effective income tax rate	37.6%	38.6%	38.6%		

Note: Details may not sum to totals and subtotals due to rounding differences. Change percentages are based on non-rounded Consolidated Statements of Income amounts.

Fiscal Year Ended September 30, 2007 Compared to Fiscal Year Ended September 29, 2006

Net Revenues

Commissions and transaction fees increased 10% to \$813.8 million, primarily due to the addition of approximately 2.25 million accounts on January 24, 2006 in the TD Waterhouse acquisition, partially offset by lower commissions and transaction fees per trade. Total trades increased 16%, as average client trades per day increased 17% to 253,440 for fiscal 2007 from 216,970 for fiscal 2006. Average client trades per account (annualized) were virtually unchanged at 10.0 for fiscal 2007 compared to 10.1 for fiscal 2006. Average

commissions and transaction fees per trade decreased to \$12.90 per trade for fiscal 2007 from \$13.61 for fiscal 2006, primarily due to our new client offerings announced in April 2006 and the closing of our Investment Centers during December 2006, partially offset by higher payment for order flow revenue per trade. We expect average commissions and transaction fees to range from approximately \$12.57 to \$13.07 per trade during fiscal 2008, depending on the mix of client trading activity, level of payment for order flow revenue and other factors. We expect revenues from commissions and transaction fees to range from \$737.0 million to \$931.0 million for fiscal 2008, depending on the volume of client trading activity, average commissions and transaction fees per trade and other factors.

Net interest revenue decreased 20% to \$558.1 million, due primarily to the movement of over \$6 billion in legacy Ameritrade client credit balances to our MMDA sweep product in late September 2006, which resulted in a shift in revenues from net interest revenue to money market deposit fees. This decrease was partially offset by the effect of fiscal 2006 not reflecting a full period of TD Waterhouse net interest revenue. We expect net interest revenue to range between \$558.5 million and \$584.0 million for fiscal 2008, depending primarily on the level of client margin balances and short-term interest rates.

MMDA fees increased to \$535.4 million for fiscal 2007 compared to \$185.0 million for fiscal 2006. This was due primarily to fiscal year 2006 not reflecting a full period of TD Waterhouse MMDA fee revenue, the movement of over \$6.0 billion in legacy Ameritrade client credit balances to our MMDA sweep product in late September 2006 and an increase of 34 basis points in the average yield earned on the client MMDA assets during fiscal 2007 compared to fiscal 2006. We expect MMDA fees to increase to between \$591.6 million and \$623.1 million for fiscal 2008 primarily due to expected growth in average MMDA balances.

Investment product fees increased 65% to \$232.2 million for fiscal 2007, primarily due to the full year effect of the TD Waterhouse acquisition. We expect investment product fees to increase to between \$269.4 million and \$322.2 million for fiscal 2008 primarily due to expected growth in fee-based investment balances.

Other revenues decreased 13% to \$37.5 million, due primarily to the effect of our elimination of account maintenance fees for all retail clients in April 2006. We expect other revenues to decrease to between \$19.1 million and \$35.1 million for fiscal 2008.

Expenses and Other Income

Total expenses increased by 12% to \$1.15 billion during fiscal 2007 compared to fiscal 2006, due primarily to fiscal 2006 not reflecting a full year of TD Waterhouse expenses and to approximately \$27 million of expenses for growth initiatives during fiscal 2007, partially offset by the expense synergies realized from the TD Waterhouse acquisition. We expect total expenses to decrease to between \$1.03 billion and \$1.13 billion for fiscal 2008, reflecting the full year impact of the conversion of the legacy TD Waterhouse clearing operations to the Ameritrade clearing platform, which was completed in the third quarter of fiscal 2007, partially offset by the full year impact of the \$100 million of annual expenditures for growth initiatives (see Growth Initiatives above).

Employee compensation and benefits expense increased 23% to \$429.8 million, primarily due to the TD Waterhouse acquisition, including incentive compensation related to meeting performance targets for the integration. Full-time equivalent employees decreased to 3,882 at September 30, 2007, from 3,947 at September 29, 2006. However, the number of temporary employees increased to 354 at September 30, 2007, from 199 at September 29, 2006.

Fair value adjustments of compensation-related derivative instruments represent adjustments to equity swap agreements that are intended to economically offset former TD Waterhouse employees' stock-based compensation that is based on the value of TD stock. We assumed certain stock-based compensation arrangements in connection with our acquisition of TD Waterhouse, which we administer for the former TD Waterhouse employees. Because the swap

agreements were not designated for hedge accounting, the fair value adjustments are not recorded in the same category of the Consolidated Statements of Income as the stock-based compensation expense, which is recorded in the employee compensation and benefits category.

Clearing and execution costs increased 9% to \$79.7 million, due primarily to increased expense for statement and confirmation processing and other clearing expenses associated with additional accounts and transaction

processing volumes resulting from the TD Waterhouse acquisition. The increase was partially offset by cost reductions associated with the completion of the clearing conversion during the third quarter of fiscal 2007.

Communications expense increased 26% to \$82.2 million, due primarily to increased expense for telephone, quotes and market information associated with the additional accounts and transaction processing volumes resulting from the TD Waterhouse acquisition.