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limitations, restrictions, events, and conditions.

DATED this 29th day of January, 2010.

BY ORDER OF
Wisconsin Department of Financial Institutions
Division of Securities



Patricia D. Struck, Wisconsin Securities Administrator

1 **CONSENT TO ENTRY OF ADMINISTRATIVE ORDER TD AMERITRADE, INC.**

2 TD Ameritrade, Inc. ("Respondent") hereby acknowledges that it has been served with a
3 copy of this Administrative Consent Order ("Order"), has read the foregoing Order, is aware of its
4 right to a hearing and appeal in this matter, and has waived the same.

5 Respondent admits the jurisdiction of the Division of Securities of the Wisconsin
6 Department of Financial Institutions, neither admits nor denies the Findings of Fact and
7 Conclusions of Law contained in this Order, and consents to entry of this Order by the Division as
8 settlement of the issues contained in this Order.

9 Respondent states that no promise of any kind or nature whatsoever was made to it to
10 induce it to enter into this Order and that it has entered into this Order voluntarily.

11 William J. GERBER represents that he/she is CFO of
12 Respondent, and that, as such, has been authorized by Respondent to enter into this Order for and
13 on behalf of Respondent.

14 Dated this 26th day of January, 2010.

15 TD AMERITRADE, INC.

16 By: [Signature]
17 Title: KVP + CFO

18
19 State of Maryland)
20 County of Howard) ss.

21 SUBSCRIBED AND SWORN TO before me this 26th day of January 2010.

22
23 [Signature]
24 Notary Public

25 My commission expires:

