



**CHARTER FOR THE
CORPORATE GOVERNANCE COMMITTEE
OF
TD AMERITRADE HOLDING CORPORATION**

PURPOSE

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) is to ensure that TD Ameritrade Holding Corporation (the “Company”) has and follows appropriate governance standards. To carry out this purpose, the Committee shall:

- develop and recommend to the Board corporate governance principles to be applicable to the Company;
- lead and oversee the annual evaluation of the Board and its committees; and
- undertake those specific responsibilities listed below and such other duties as the Board may from time to time subscribe.

MEMBERSHIP

The Committee shall consist of at least five (5) Board members to be chosen by the Board pursuant to the terms of the Stockholders Agreement (defined below). The Board will designate a chair of the Committee.

MEETINGS

The Committee shall have at least two regular meetings each year and may hold additional meetings as circumstances warrant. A majority of the members of the Committee shall constitute a quorum. The action of a majority of members at a meeting at which a quorum is present shall be the action of the Committee. The Committee may also act by unanimous written consent of its members.

AUTHORITY

The Committee shall have the sole authority to retain legal counsel and other consultants to advise the Committee. The Committee shall also have the authority to approve fees and other retention terms for such legal counsel and other consultants. The Committee may request any director, officer or employee of the Company or its subsidiaries or its outside counsel, accountants or consultants to attend a meeting of the Committee or to meet with any members of, or legal counsel or consultants to, the Committee.

RESPONSIBILITIES

Responsibilities of the Committee include, but are not limited to, the following:

1. Evaluate the current composition, organization and governance of the Board and its committees, including committee membership and chairs, assess future requirements and make recommendations to the Board for approval on any of the foregoing.
2. Develop for adoption by the Board corporate governance principles and, from time to time as may be reasonably necessary or advisable, corporate governance policies, procedures and requirements.
3. Annually review and assess the corporate governance principles applicable to the Company and recommend changes to the Board as appropriate.
4. Annually review and assess the Company's Code of Business Conduct and Ethics and recommend changes to the Board as appropriate.
5. Annually review and assess the performance of the Board and its committees, including conducting surveys of director observations, suggestions and preferences, and report on its findings, including any recommended changes, to the Board.
6. Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
7. Develop and oversee an orientation and continuing education program for directors.
8. Form and delegate authority to subcommittees when appropriate.
9. Make regular reports to the Board.
10. Annually review and assess this charter and recommend changes to the Board as appropriate.
11. Annually review and assess its own performance and report the results to the Board.
12. Review and recommend Board of Directors' compensation and align such with shareholder interests; however Board of Directors' compensation must be approved by the full Board or a designated committee.

Notwithstanding any provision to the contrary in this Charter, no rights or authority granted herein shall supersede any contractual rights or obligations provided in the Stockholders Agreement by and among the Company, The Toronto-Dominion Bank and TD Luxembourg International Holdings S.à r.l., dated June 22, 2005, as amended.