

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:)	
)	ADMINISTRATIVE ORDER
TD AMERITRADE, INC.)	NO. CO-2025- <u>0032</u>
)	
<u>RESPONDENT</u>)	

CONSENT ORDER

Pursuant to the authority granted to the Alabama Securities Commission (“Commission”) under the Alabama Securities Act (the “Act”), and after investigation, careful review, and due consideration of the facts and statutory provisions set forth below, the Commission hereby finds that there is good cause, and it is in the public interest to enter into a Consent Order (the “Order”) with TD Ameritrade, Inc. (“TD Ameritrade” or “Respondent”), which hereby agrees to resolve any and all issues in controversy regarding the specific conduct described herein on the terms set forth in this Order. As the result of a coordinated investigation, the Commission concluded that TD Ameritrade charged commissions in excess of 5% on certain small principal equity transactions. During the period between June 30, 2018 and June 30, 2023 (the “Relevant Time Period”), TD Ameritrade executed 505 equity transactions in Alabama which included an unreasonable commission for services performed (i.e. in excess of 5% of the principal trade amount) totaling \$6,870.95. TD Ameritrade in full settlement of these matters neither admits nor denies the Findings of Fact as set forth in Section III, and neither admits nor denies the Violations of Law set out in Section IV.

I. JURISDICTION

1. The Commission has jurisdiction, and this Order is made, pursuant to Ala. Code §§ 8-6-16(a), -19(j).

2. The acts and practices that are the subject of this Order occurred while TD Ameritrade was registered as a broker-dealer in Alabama.

II. RESPONDENT

3. TD Ameritrade was a broker-dealer formerly registered in Alabama with a main address of 200 South 108th Avenue, Omaha, Nebraska 68154. TD Ameritrade is identified by Financial Industry Regulatory Authority (“FINRA”) CRD No. 7870. TD Ameritrade has filed a Form BDW and the Securities and Exchange Commission has withdrawn its registration.

III. FINDINGS OF FACT

A. TD Ameritrade’s Minimum Commission Practices for Equity Transactions Failed to Ensure Transactions Were Executed at a Fair and Reasonable Price

4. During the Relevant Time Period, TD Ameritrade executed 505 equity transactions in Alabama which included an unreasonable commission for services performed (i.e., in excess of 5% of the principal trade amount), totaling \$6,870.95.

5. During the Relevant Time Period, TD Ameritrade charged a fixed minimum commission for broker-assisted trades—i.e. those not placed directly online by customers (the “Minimum Equity Commission”).¹

6. The Act and the Commission’s regulations prohibit TD Ameritrade from charging unreasonable commissions for services performed.

7. FINRA Rule 2121 Supplementary Material .01 (Rule 2121.01) sets a guideline of five percent for determining whether a commission is unfair or unreasonable. However, the “5% Policy” is a guide, not a rule. A commission of five percent or even less may be considered unfair

¹ During the Relevant Time Period, over 99% of TD Ameritrade’s orders were unsolicited, self-directed trades placed online by its customers. Broker-assisted trades constituted less than 1% of the Firm’s orders. From June 2018 to October, 2019, this fee was \$44.99; and thereafter, the fee was \$25.

or unreasonable, and a commission of five percent or more may be considered fair or reasonable, depending on the various circumstances.

B. TD Ameritrade Did Not Reasonably Supervise Transactions Which Applied the Minimum Equity Commission

8. TD Ameritrade did not reasonably supervise transactions that included the Minimum Equity Commission charge to ensure that TD Ameritrade charged its customers a reasonable commission.

9. TD Ameritrade's policies and procedures contemplated review of commissions as part of normal supervisory review processes.

10. Despite these systems, TD Ameritrade's surveillance policies failed to reasonably detect and correct unreasonable commission charges, specifically as it relates to the Minimum Equity Commission.

11. As a result, TD Ameritrade failed to adequately supervise small principal equity transactions where the Minimum Equity Commission was in excess of 5%.

IV. VIOLATIONS OF LAW

12. Section 8-6-3(j)(10) of the Act provides that the Commission "may by order . . . censor . . . any registrant" that "[h]as failed reasonably to supervise his or her agents or employees . . . to assure their compliance with" the Act.

13. Section 8-6-19(j)(1) of the Act provides that the Commission "may by order, if it finds such order to be in the public interest, impose an administrative assessment upon any person who violates any provision of [the Act] or any rule or order issued under" the Act.

14. Respondent's acts and practices, as described above, constitute a violation of Rule 830-X-3-.13(1), which requires that "[e]very dealer . . . shall exercise diligent supervision over all the securities activities of its associated persons."

V. **ORDER**

15. On the basis of the Findings of Fact, Violations of Law, and TD Ameritrade's consent to the entry of this Order, **IT IS HEREBY ORDERED:**

- A. TD Ameritrade is censured by the Commission;
- B. TD Ameritrade shall provide restitution in an amount of no more than \$6,870.95 representing the portion of the commission on certain small principal equity transactions that exceeded 5% of the principal trade amount during the Relevant Time Period to the affected Alabama customers, plus interest in the amount of 6% from the date of the transaction to June 3, 2025. TD Ameritrade shall provide restitution within one hundred twenty (120) days of execution of this Order;
- C. Restitution shall be in the form of a check for all former customers;
- D. TD Ameritrade shall provide a notice of restitution to customers on terms not unacceptable to Massachusetts, Montana, Missouri, Alabama, Washington, Texas, and Iowa (the "Multi-state Group") ("Notice Letter"). The Notice Letter shall be sent prior to or with the distribution of any restitution. Within forty-five (45) days of the mailing of the Notice Letter, Respondent shall provide the Commission with a list of all Alabama residents for whom Respondent receives a Notice Letter as returned to sender. To the extent the Commission has access to different address information, Respondent shall mail a second Notice Letter to each Alabama resident within thirty (30) days of the Commission providing such different address;
- E. TD Ameritrade shall prepare, and submit to the Commission, a report detailing the restitution paid pursuant to the Order, which shall include dates, amounts, and

methods of the transfer of funds for all restitution payments within forty-five (45) days of completion of distribution of restitution;

- F. TD Ameritrade shall pay an administrative fine in the amount of \$15,000 and pay \$35,000 in investigation costs for a total payment of \$50,000 to the Commission within fifteen (15) days following the date of entry of the Order. Payment shall be (1) made by United States postal money order, certified check, bank cashier's check, bank money order, or wire; (2) made payable to the State of Alabama; (3) either hand-delivered, mailed to 445 Dexter Avenue, Suite 12000, Montgomery, Alabama 36104; or wired per the Commission's instructions; and (4) submitted under cover letter or other documentation that identifies payment by Respondent and the docket number of the proceeding;
- G. TD Ameritrade shall not claim, assert, or apply for a tax deduction or tax credit with regard to any state, federal or local tax for any amounts that TD Ameritrade shall pay pursuant to the Order;
- H. TD Ameritrade shall not seek or accept, directly or indirectly, reimbursement or indemnification, including, but not limited to, any payments made pursuant to any insurance policy, with regard to any amount that TD Ameritrade shall pay pursuant to the Order;
- I. If TD Ameritrade is the subject of a voluntary or involuntary bankruptcy petition under Title 11 of the United States Code within three hundred sixty-five (365) days of the entry of the Order, TD Ameritrade shall provide written notice to the Commission within five (5) days of the date of the petition;

- J. Any fine, penalty, and/or money that TD Ameritrade shall pay in accordance with the Order is intended by TD Ameritrade and the Commission to be a contemporaneous exchange for new value given to TD Ameritrade pursuant to 11 U.S.C. § 547(c)(1)(A) and is, in fact, a substantially contemporaneous exchange pursuant to 11 U.S.C. § 547(c)(1)(B);
- K. If TD Ameritrade fails to materially comply with any of the terms set forth in the Order, the Commission may institute an action to have the Order declared null and void. Additionally, after a fair hearing and the issuance of an order finding that TD Ameritrade has not complied with the Order, the Commission may move to have the Order declared null and void, in whole or in part, and re-institute the associated proceeding that had been brought against TD Ameritrade; and
- L. For good cause shown, the Commission may extend any of the procedural dates set forth above. TD Ameritrade shall make any requests for extensions of the procedural dates set forth above in writing to the Commission.

VI. WAIVER

16. TD Ameritrade hereby waives all rights to contest an Order entered by the Commission pursuant to this Offer, including, but not limited to, (A) the right to contest whether the Order is fair, reasonable, and/or in the public interest, (B) the right to contest the Order's findings of fact, and (C) the right to contest the Order's conclusions of law. TD Ameritrade further waives the procedural due process right to a hearing and any other procedural rights provided by the Act, the Commission's regulations, or the Alabama Administrative Procedure Act.

VII. NO DISQUALIFICATION

17. This Order waives any disqualification in the Act, or rules or regulations thereunder, including any disqualification from relying upon the registration exemptions or safe harbor provisions to which TD Ameritrade may be subject. The Order is not intended to be a final order based upon violations of the Act or the Commission's regulations that prohibit fraudulent, manipulative, or deceptive conduct. The Order is not intended to form the basis of any disqualifications under Section 3(a)(39) of the Securities Exchange Act of 1934; or Rules 504(b)(3) and 506(d)(1) of Regulation D, Rule 262(a) of Regulation A and Rule 503(a) of Regulation CF under the Securities Act of 1933. The Order is not intended to form the basis of disqualification under the FINRA rules prohibiting continuance in membership absent the filing of a MC-400A application or disqualification under SRO rules prohibiting continuance in membership. The Order is not intended to form a basis of a disqualification under 204(a)(2) of the Uniform Securities Act of 1956 or Section 412(d) of the Uniform Securities Act of 2002. Except in an action by the Commission to enforce the obligations of the Order, any acts performed or documents executed in furtherance of the Order: (a) may not be deemed or used as an admission of, or evidence of, the validity of any alleged wrongdoing, liability, or lack of any wrongdoing or liability; or (b) may not be deemed or used as an admission of, or evidence of, any such alleged fault or omission of TD Ameritrade in any civil, criminal, arbitration, or administrative proceeding in any court, administrative agency, or tribunal.

18. This Order and any dispute related thereto shall be construed and enforced in accordance with, and governed by, the laws of Alabama without regard to any choice of law principles.

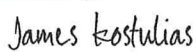
Entered at Montgomery, Alabama this 8th day of December, 2025.



ALABAMA SECURITIES COMMISSION
445 Dexter Avenue, Suite 12000
Montgomery, AL 36104
(334) 242-2984

BY: 
AMANDA SENN
Director

TD AMERITRADE, INC. by:

Signed by:
Signature: 
27AB59C331B0494...

Print Name: James Kostulias

Title: Managing Director – Head of Trading Services

Dated: 12/4/2025