

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

VERO BEACH POLICE OFFICERS'
RETIREMENT FUND, derivatively on
behalf of nominal defendant TD
AMERITRADE HOLDING
CORPORATION,

Plaintiff,

v.

LARRY BETTINO, V. ANN HAILEY,
TIM HOCKEY, BRIAN LEVITT, KAREN
MAIDMENT, BHARAT MASRANI,
IRENE MILLER, MARK MITCHELL,
JOSEPH MOGLIA, WILBUR
PREZZANO, TODD RICKETTS, ALLAN
TESSLER and THE TORONTO-
DOMINION BANK,

Defendants,

and

TD AMERITRADE HOLDING
CORPORATION, a Delaware corporation,

Nominal Defendant.

C.A. No. 2017-0264-JRS

SCHEDULING ORDER

WHEREAS, the Parties having applied, pursuant to Chancery Court Rule 23.1, for an Order to approve the proposed Settlement, in accordance with the Stipulation of Settlement, dated as of August 9, 2018 (the

“Stipulation”), which provides for the dismissal of the Action with prejudice upon the terms and conditions set forth in the Stipulation; the Court having read and considered the Stipulation and accompanying documents; the Stipulation being sufficient to warrant notice to Current Ameritrade Stockholders; and all parties having consented to the entry of this Order,

NOW, THEREFORE, this 13th day of August, 2018, upon application of the parties, **IT IS HEREBY ORDERED**:

1. Except for terms defined herein, all defined terms shall have the meaning set forth in the Stipulation.

2. The Settlement Hearing shall be held before The Honorable Joseph R. Slights III on **December 3, 2018, at 2:00 p.m.** at the Leonard L. Williams Justice Center, 500 N. King Street, Wilmington, Delaware 19801 to (a) determine whether Vero Beach Police Officers’ Retirement Fund has adequately represented the interests of Ameritrade and its stockholders; (b) determine whether the Settlement should be approved by the Court as fair, reasonable, adequate, and in the best interests of Ameritrade; (c) determine whether the Court should enter an Order and Final Judgment substantially in the form attached as Exhibit C to the Stipulation dismissing the Action with prejudice, and releasing, barring, and enjoining

prosecution of the Released Claims against the Released Persons; (d) consider the application by Plaintiff's Counsel for an award of attorneys' fees and expenses; (e) hear and determine any objections to the Settlement or the application by Plaintiff's Counsel for an award of attorneys' fees and expenses; and (f) rule on such other matters as the Court may deem appropriate.

3. The Court reserves the right to adjourn and reconvene the Settlement Hearing, including consideration of the application for attorneys' fees and expenses, without further notice to Current Ameritrade Stockholders other than by announcement at the Settlement Hearing or any adjournment thereof.

4. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice to Current Ameritrade Stockholders.

5. The Court approves the form, content, and requirements of the Notice and finds that the form and manner of notice specified herein is the best notice reasonably practicable under the circumstances and constitutes due and sufficient notice of the Settlement Hearing, and all

matters relating to the Settlement, to all persons entitled to receive such notice, and fully satisfies the requirements of Chancery Court Rule 23.1 and due process.

6. No later than sixty (60) calendar days before the Settlement Hearing (the “Notice Date”), Ameritrade shall cause the Notice, substantially in the form attached to the Stipulation as Exhibit B, to be disseminated to Current Ameritrade Stockholders by the same methods Ameritrade uses to disseminate its annual meeting proxy statement in the ordinary course; provided, however, that if the Notice Date is less than sixty (60) calendar days from the date of the entry of this order, Ameritrade shall cause the notice to be disseminated as soon as practicable. Current Ameritrade Stockholders who are record holders of Ameritrade common stock on behalf of beneficial owners are directed to forward the Notice promptly to the beneficial owners of those securities, as set forth in the Notice.

7. All costs associated with disseminating the Notice shall be paid or reimbursed out of the Settlement Payment.

8. No later than fifteen (15) calendar days before the Settlement Hearing, Ameritrade shall file proof of the dissemination of the

Notice as directed herein.

9. Any Current Ameritrade Stockholder that continues to own such shares of Ameritrade common stock as of the date of the Settlement Hearing who objects to the Settlement or the application for attorneys' fees and expenses by Plaintiff's Counsel, or who otherwise wishes to be heard, may appear in person or through his, her, or its attorney at the Settlement Hearing and present any evidence or argument that may be proper and relevant; *provided, however*, that no such person shall be heard, and no papers, briefs, pleadings, or other documents submitted by any such person shall be received and considered by the Court unless, no later than ten (10) calendar days prior to the Settlement Hearing, such person files with the Register in Chancery, Court of Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware, 19801, the following: (a) a written and signed notice of intention to appear which states the name, address and telephone number of the objector and, if represented, his, her or its counsel; (b) proof that the objector owned shares of Ameritrade stock as of October 24, 2016 and continues to hold such shares; and (c) a written detailed statement of the person's objections to any matter before the Court, and the specific grounds therefor or the reasons why such person desires to

appear and to be heard, as well as all documents and writings which such person desires the Court to consider, including any legal and evidentiary support. Any such filings with the Court must also be served upon each of the following counsel (by hand, first class U.S. mail, or express service) such that they are received no later than ten (10) calendar days prior to the Settlement Hearing:

Daniel L. Berger, Esquire
GRANT & EISENHOFER P.A.
485 Lexington Avenue
New York, NY 10017

William Savitt, Esquire
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, NY 10019

Peter E. Kazanoff, Esquire
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, NY 10017

10. Unless the Court otherwise directs, any person who fails to object in the manner prescribed above shall be deemed to have waived his, her, or its right to object and shall be forever barred from raising any objection to the Settlement or Plaintiff's Counsel's application for an award

of attorneys' fees and expenses, or any other matter related to the Settlement, in the Action or any other action or proceeding.

11. All briefs in support of the approval of the Settlement and Plaintiff's Counsel's application for attorneys' fees and expenses shall be filed with the Court no later than seventeen (17) calendar days before the Settlement Hearing; and reply papers, if any, shall be filed no later than three (3) calendar days before the Settlement Hearing.

12. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Settlement should be approved, Plaintiff, all other Current Ameritrade Stockholders, Defendants, and the Company are enjoined from filing, commencing, or prosecuting any Released Claims against the Released Persons in the Action or in any other lawsuit in any jurisdiction.

13. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter an Order and Final Judgment substantially in the form attached to the Stipulation as Exhibit C.

14. In the event that the Settlement is terminated pursuant to the terms of the Stipulation or the Effective Date otherwise fails to occur for any reason, the Settlement and the Stipulation (other than sections 2.2, 3.3, and 5.4 thereof) shall be canceled and terminated; this Order (other than paragraph 7 hereof) shall become null and void and be without prejudice to the rights of Plaintiff, the other Ameritrade Current Stockholders, Defendants, and the Company; and all proceedings in, and parties to, the Action shall revert to their status as of immediately prior to the entry into the Stipulation.

15. The Court retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

/s/ Joseph R. Slights III

Vice Chancellor