



**TD ASSET MANAGEMENT USA FUNDS INC.
Epoch U.S. Equity Shareholder Yield Fund
TD Target Return Fund**

(Together, the "Funds" and each, a "Fund")

December 7, 2017

In accordance with the liquidation of the Funds on December 4, 2017, a final income distribution was made to shareholders of the Funds as of the Liquidation Date, December 4, 2017. See table below for dividend distribution details.

This distribution represents an amount equal to the shareholders' proportionate interest in the net assets of the Fund, after the Fund has paid or provided for all of its charges, taxes, expenses and liabilities and was payable on December 4, 2017.

Proceeds from final income distributions are reported on Form 1099-DIV.

Declaration Record Date: November 30, 2017
Ex-Dividend Date: December 1, 2017
Payment Date: December 4, 2017

TDAM USA Fund	Ticker	Per Share Amount Income Dividend
Epoch U.S. Equity Shareholder Yield Fund (Institutional Class)	TDUIX	\$0.1542
Epoch U.S. Equity Shareholder Yield Fund (Advisor Class)	TDUEX	\$0.1194
TD Target Return Fund (Institutional Class)	TDTFX	\$0.4113
TD Target Return Fund (Advisor Class)	TDTRX	\$0.4107

Shareholders, including shareholders that own Fund shares in a tax deferred account, such as an individual retirement account, 401(k) or 403(b) account, should consult their tax advisers regarding the tax treatment of the liquidations.

Declaration/Record Date—Shareholders must own shares on the record date to be eligible to receive a declared distribution. Funds announce the amount of the dividend to be paid to investors on the declaration date.

Ex-Dividend Date—Each fund's share price (net asset value) is reduced by the amount of the per-share distribution on this date.

Payment Date—Distribution amounts may be paid out as a check, wire, cash or reinvested shares on this date to shareholders of record who receive distributions in cash.