SOCIAL AND ENTERPRISE DEVELOPMENT INNOVATIONS - TD FINANCIAL LITERACY GRANT FUND FINANCIAL STATEMENT FOR THE PERIOD FROM THE EFFECTIVE DATE OF THE ONTARIO SUPERIOR COURT OF JUSTICE ORDER (JULY 9, 2009) TO MARCH 31, 2010

SOCIAL AND ENTERPRISE DEVELOPMENT INNOVATIONS - TD FINANCIAL LITERACY GRANT FUND FOR THE PERIOD FROM THE EFFECTIVE DATE OF THE ONTARIO SUPERIOR COURT OF JUSTICE ORDER (JULY 9, 2009) TO MARCH 31, 2010

CONTENTS

| | Page |
|--|------|
| AUDITORS' REPORT | 1 |
| FINANCIAL STATEMENT | |
| Statement of Revenues and Expenditures | 2 |
| Notes to the Financial Statement | 3 |

AUDITORS' REPORT

To: The Toronto Dominion Bank and "Class Counsel"

We have audited the statement of Revenues and Expenditures of Social and Enterprise Development Innovations ("SEDI") - TD Financial Literacy Grant Fund for the period from the effective date of the Ontario Superior Court of Justice Order (July 9, 2009) to March 31, 2010. This financial statement has been prepared pursuant to an Ontario Superior Court of Justice Order. This financial statement is the responsibility of the organization's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, this financial statement of Revenues and Expenditures presents fairly, in all material respects, the results of the Social and Enterprise Development Innovations - TD Financial Literacy Grant Fund for the period ended March 31, 2010 in accordance with the basis of accounting described in Note 2 to the financial statement.

This financial statement, which has not been and was not intended to be, prepared in accordance with Canadian generally accepted accounting principles, is solely for the information and use of the Toronto Dominion Bank and "Class Counsel" to satisfy the financial reporting requirements of the Ontario Superior Court of Justice Order. This financial statement is not intended to be and should not be used by anyone other than the specified users, or for any other purpose.

Akler, Browning, Frimet & Landzberg LLP

CHARTERED ACCOUNTANTS
LICENSED PUBLIC ACCOUNTANTS
TORONTO, CANADA
JUNE 21, 2010

SOCIAL AND ENTERPRISE DEVELOPMENT INNOVATIONS - TD FINANCIAL LITERACY GRANT FUND

STATEMENT OF REVENUES AND EXPENDITURES FOR THE PERIOD FROM THE EFFECTIVE DATE OF THE ONTARIO SUPERIOR COURT OF JUSTICE ORDER (JULY 9, 2009) TO MARCH 31, 2010

Page 2

| REVENUES | R | E | V | E | N | U | E | S |
|----------|---|---|---|---|---|---|---|---|
|----------|---|---|---|---|---|---|---|---|

| REVENUES | |
|------------------------------|-----------------|
| TD Fund | \$ 65,742 |
| Interest earned | 25,317 |
| | 91,059 |
| EXPENDITURES | |
| Salaries and benefits | 64.259 |
| Program coordination support | 64,358 7,995 |
| Occupancy costs | 7,995 5,780 |
| Audit | |
| Printing | 4,257 |
| Equipment | 2,693 |
| Insurance | 1,977 |
| Telephone and internet | 1,800 |
| Office and general expense | 1,800 |
| Travel and meetings | 317 |
| riavel and meetings | 82 |
| | 91,059 |

The accompanying notes are an integral part of this statement.

APPROVED ON BEHALF OF THE BOARD:

The fresher

EXCESS OF REVENUES OVER EXPENDITURES

"RICHARD HOOKHAM" - TREASURER

SOCIAL AND ENTERPRISE DEVELOPMENT INNOVATIONS - TD FINANCIAL LITERACY GRANT FUND

NOTES TO THE FINANCIAL STATEMENT MARCH 31, 2010

Page 3

Note 1: Objectives

SEDI is a non-profit organization incorporated without share capital and is registered with Canada Revenue Agency as a charitable organization.

The TD Financial Literacy Grant Fund represents a \$11,094,130 fund for the purpose of making grants to charitable or other non-profit organizations who serve low income and otherwise economically disadvantaged persons and groups in Canada to support and promote financial literacy. The TD Financial Literacy Grant Fund shall be disbursed on or before December 31, 2015. Funds expended in the current year were for grant fund set up purposes only. No grants were intended to be disbursed.

Note 2: Significant Accounting Policy

The basis of accounting used in this financial statement differs from Canadian generally accepted accounting principles in that cash and cash equivalents consisting of short term notes and medium term investments have not been adjusted to fair value as of the year end date. Consequently any unrealized gains and losses on these balances have not been reflected in the statement of revenues and expenditures.

The accompanying financial statement reflects only the results and operation for the program - TD Financial Literacy Grant Fund as disclosed by its books, and does not include any other assets, liabilities, revenues or expenditures of SEDI.

Note 3: Deferred Contributions

SEDI follows the deferral method of accounting for contributions. Deferred contributions represent unspent resources externally restricted by the funder that are related to a future period. At year end \$11,028,388 of funds had been received and remained unspent. These funds will be recognized as revenue in the period in which they are spent.