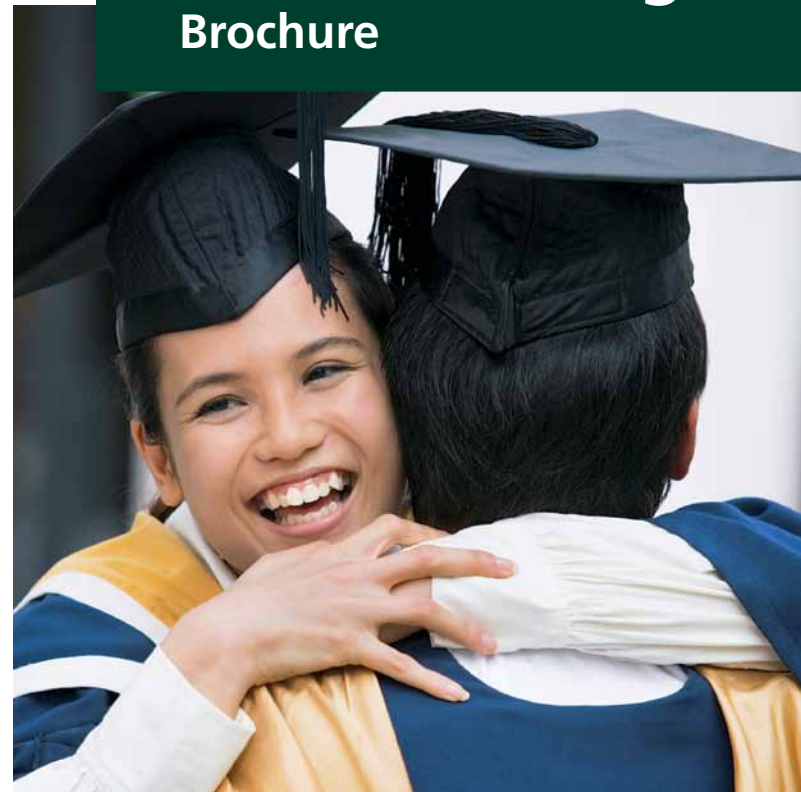




Private Giving Foundation Brochure



A simple, effective way to support the causes
that matter to you





Charitable giving is about creating opportunities – for individuals and for causes you believe in.

The Private Giving Foundation is also about creating opportunities. As an independent public charity dedicated to encouraging charitable giving in Canada, we have created a structure that provides you with the opportunity to build a legacy of helping others.

Simply provide a contribution of \$10,000 or more and a Private Giving Foundation donor-advised account will be created in your name. Then recommend the charities that are to receive grants from your account. We take care of everything else.

The Private Giving Foundation – an innovative, simple and effective way to support the causes that matter to you.

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Introduction

Canadians are generous people. In 2008, \$8.2 billion in charitable donations were made by Canadians according to Statistics Canada. For many of us, giving is an important part of life – a responsibility we willingly accept in order to help others and build a better society.

We give in many ways – by attending charity events, by sponsoring someone in a run or read-a-thon, by volunteering our time, through places of worship and office campaigns, in response to a mail request or directly to a door-to-door canvasser.

While all these methods help support good causes, many people want to take a more strategic and organized approach to making a difference. They want a time- and tax-effective way to achieve their personal charitable goals.

That's why TD Waterhouse® created the Private Giving Foundation – the first program of its kind introduced by a Canadian financial institution – that enables you to establish an endowment that operates in much the same way as a private foundation, but without many of the associated expenses or administrative duties and with a much lower minimum contribution.

If you're looking for a way to plan your giving more effectively, create a lasting legacy to support worthy charitable causes and realize significant tax advantages, we believe that the Private Giving Foundation is an excellent solution.

A Simple, Effective Way to Give

1

Simply open a donor-advised account with an irrevocable contribution of \$10,000 or more to the Private Giving Foundation. Typically, your gift will be held by the Private Giving Foundation in your donor-advised account as an endowment. You can contribute cash or securities and you will receive a charitable tax receipt. Additional contributions of \$1,000 or more can be made at any time.

2

Choose the registered Canadian public charity or charities that you wish the Foundation to support annually. You can change your recommended charity or charities and the amounts to be granted at any time.

3

Each year, the Private Giving Foundation will make grants from your donor-advised account. The grants will be made to charities chosen on the basis of your recommendations.

4

You will receive quarterly statements detailing your contributions, grants and the market value of your account. A charitable tax receipt will be issued each February for the sum of all contributions made in the previous year.





Giving through the Private Giving Foundation is a cost-efficient and convenient alternative to establishing a private foundation. A private foundation requires a significant initial contribution, legal fees to set up, regular board meetings, annual accounting fees and considerable administration. Opening a donor-advised account provides you with virtually the same benefits, but it is very simple and convenient to operate with a low initial contribution, no set-up fees and no ongoing administration on your part. In addition, if you donate qualified securities (publicly traded stocks, bonds, mutual funds and segregated funds) to the Private Giving Foundation, you will eliminate all capital gains on the disposition of these securities and will receive a charitable tax receipt for the market value of the donated securities.

The Benefits of Giving Through the Private Giving Foundation

Simplify your giving – You can reduce time spent on administrative tasks associated with charitable giving and make all your donations through a single source. We will track all your contributions and grant recommendations and provide you with detailed, quarterly statements and an annual official donation receipt.

Establish a legacy of giving – Your Private Giving Foundation donor-advised account can continue to generate grants forever, establishing a lasting legacy of charitable giving in accordance with your wishes. Alternatively, you may name a successor to take over your advisory role in the event of your death or incapacity. Gifts from your donor-advised account can continue for future generations.

Eliminate year-end pressure to select charities to support – You can donate to the Private Giving Foundation now and decide at a later date which charities you would like the Foundation to support. There's no need to rush to meet the December 31 deadline. Your charitable donation will be invested while you decide which charitable organizations to recommend as grant recipients. Donate now and decide later.

Recognize your loved ones – You can name your donor-advised account in any way you wish – in honor of your family, a departed loved one or a special cause. Grants can be made in the name of your donor-advised account or anonymously.

Give more as your contributions grow – The contributions you make are invested and can grow tax-free, allowing the Private Giving Foundation to give more to the charities you wish to support.

Receive excellent value – The Private Giving Foundation's low, all-inclusive administration fee is allocated to your donor-advised account based on the balance and is detailed in the Private Giving Foundation Program Guide which is available online at www.tdwaterhouse.ca/privategiving. In addition, all contributions are invested in the TD Balanced Income Fund or the TD Monthly Income Fund at a reduced annual Management Expense Ratio (MER) of 1%. These low costs mean that more assets stay in the Private Giving Foundation, available for gifting to charities.

Realize immediate tax benefits – Because they are irrevocable charitable gifts, your contributions to the Private Giving Foundation may result in tax credits in the year when they are made, or they may be carried forward for credit in future years.

Eliminate capital gains tax – You can donate qualified securities directly to the Private Giving Foundation and realize their full value as a charitable donation, and eliminate all capital gains on the disposition of these securities. If you were to sell such appreciated securities yourself and donate the proceeds of the sale to charity, you would also realize their full value as a charitable donation, but you would be taxed on 50% of any gain. See the enclosed fact sheet for more information on this valuable benefit.

Defer giving to meet your needs – Your donor-advised account can also be used as part of your estate plan. For example, you may designate the Private Giving Foundation as the beneficiary of a bequest of cash, securities, your RSP or RIF, TFSA, a life insurance policy or a charitable remainder trust, which may result in considerable tax relief.

How to Begin

Opening your account

Simply complete the Donor-Advised Account Application Form provided to you or download one at www.tdwaterhouse.ca/privategiving

It will give you the opportunity to –

- open a donor-advised account on your own or jointly
- choose a name for your Private Giving Foundation account (e.g., The G. Raymond Fund, The Raymond Family Foundation, The Downtown Arts Fund or The Learning Project)
- set up recurring or one-time grant recommendations
- name your donor-advised account's successor, who will become responsible for making grant recommendations in the event of your death or incapacity

Making contributions

Once your donor-advised account is opened, you simply make your initial contribution of \$10,000 or more. You can contribute cash and/or qualified securities such as publicly traded stocks, bonds, and mutual funds and segregated funds. After that, additional contributions of \$1,000 or more can be made at any time and, as with your initial contribution, a charitable tax receipt will be provided annually. You can fund your donor-advised account by –

- cheque or wire transfer,
- transferring cash and/or securities from an account at TD Waterhouse or another financial institution, or
- depositing physical securities certificates.

Each contribution to the Private Giving Foundation will typically be held by the Foundation as an endowment for a period of not less than 10 years. During the endowment period, the Foundation will, in accordance with its disbursement policy, advise you what amount in your donor-advised account will be used to make charitable grants. Once the endowment period ends, you can recommend that the balance of your donor-advised account relating to that gift be paid out to charities proposed by you, or it can continue to be invested to be used to make grants and maintain your legacy.

Recommending grants

You can recommend which charities are to receive grants on your Account Application. You can choose to have the grants made anonymously or in the name you have selected for your account.

Any public charity registered with Canada Revenue Agency (CRA) is eligible to receive a Private Giving Foundation grant. To ensure that the charities you wish to support qualify and grants to those charities can be approved by the Private Giving Foundation board, please review the guidelines in the Program Guide before making your grant recommendations.

You may set up your donor-advised account recommendations as "recurring" which means that the same charities will receive the same percentages of grant recommendations each year unless notification to change the grant recommendations is received by the Private Giving Foundation. Alternatively, if your recommendations are set up as "one time," new grant recommendations must be provided annually.



Contributions to the Private Giving Foundation are invested in a special class of the TD Balanced Income Fund and/or the TD Monthly Income Fund.

TD Asset Management Inc. (TDAM) is one of the largest mutual fund managers in Canada and is known for its disciplined and methodical approach to investing, disciplined portfolio construction and risk management approach. TD Mutual Funds is consistently ranked as one of the best fund families in Canada by Morningstar®.

The TD Balanced Income Fund is managed by TDAM. The fund's investment objective is to seek to provide income and moderate capital growth by investing primarily in fixed income and equity securities of issuers in Canada.

The TD Monthly Income Fund is managed by TDAM. The fund's investment objective is to seek to provide a consistent level of monthly income with capital appreciation as a secondary objective, by investing primarily in income producing securities.

For additional information on these funds, please visit www.tdwaterhouse.ca/privategiving. Units of the "D" series of the TD Balanced Income Fund and the TD Monthly Income Fund are only available for purchase by the Private Giving Foundation.

Build Your Own Giving Plan

Like many people, you may be overwhelmed by the number of charitable appeals you receive and the heart-wrenching problems depicted in the media.

In reality, you can't, and aren't expected to, help every cause you come across. Some of the most effective donors, with the greatest impact, develop a philanthropic plan and devote their money and their energy to a few specific causes that are important to them. The selected charities benefit from having a steady and engaged donor, and the donor benefits from a greater sense of involvement and satisfaction.

It's not unlike developing an investment plan. You need to understand your goals and objectives

and then research your options to determine what is right for you.

If you haven't already decided on which causes to support, the following steps can help.

Our six-step planning model makes it easier for anyone who plans to make a difference.

The Private Giving Foundation simplifies the act of giving, but it is by no means your only choice. If you plan to implement your charitable giving plan through alternative resources, you can still use the following six-step method to organize your effort and ensure that you don't overlook any opportunities to maximize the impact of your legacy.

1 Identify your values

Make a list of the values that you use to conduct yourself in your daily life with family, friends and business associates.

Here are some questions to ask yourself –

- What values are most important to me?
- What are the issues, interests or causes that I care about most or that have had the most impact on my life?
- How do I want to be remembered?

Write down your top three personal values from this list –

Access	Dignity	Freedom	Justice	Respect
Community	Diversity	Generosity	Knowledge	Responsibility
Compassion	Equality	Healing	Leadership	Service
Creativity	Excellence	Innovation	Opportunity	Stability
Democracy	Family	Integrity	Peace	
Other	_____			

2 Identify your causes

Review your list of values. Does one of the causes below fit more obviously with your list than any others?

Ask yourself –

- Does this cause easily address the values that I listed in Step 1?
- Have I lost someone important to me to a disease?

Write down your top two causes from the following list –

Animals	Dignity in dying	Environment	Religion
Anti-racism	Disability rights	Health	Seniors
Arts and culture	Domestic violence	Homelessness	Sports
Children	Drug and alcohol abuse	Immigrant services	Women's rights
Community activities	Education	Literacy	Youth development
Cultural heritage	Employment training	Poverty	
Other _____			

3 Identify your geographic focus

Decide whether you want to allocate your funds on a local, provincial, national or global level. Here is an illustration that shows someone who has chosen Education as the cause with the focus being Literacy.

Cause: Education

Focus: Literacy

National Charity: A charity that recruits and trains volunteers as tutors for children, teens and adults and is active in every province

Local Charities: Libraries, reading circles for high-risk children, homework clubs for teens in danger of dropping out of school, language programs to help make recent immigrants job ready

4 Research your options

You have now identified your values and the causes and regions to which you want to allocate your funds. If you are not aware of a charity that reflects these criteria, some brief research should help. Here is a list of websites where you can look up various charities for the causes that you have chosen –

www.charityvillage.com

Select an area of interest under “Organizations” and Charity Village will provide you with a list of links to related charities.

<http://www.cra-arc.gc.ca/tax/charities/menu-e.html>

This Government of Canada site provides information about registered charities including their boards of directors, programs and mandates, new programs, staffing and more.

www.donorsguide.ca

The most recent Canadian Donor’s Guide provides contact and basic information about more established and active charitable organizations across the country.

<http://canada.takingitglobal.org>

If you are interested in supporting Canadian charities that work globally, click on “Organizations” in the “Opportunities” section for information and links. Check the “Understanding” section for a discussion of a variety of issues.

5 Evaluate your choices

Now that you have discovered a charity (or charities) that fits your criteria, make sure that it is worthy of your support. Request a copy of the charity’s annual report, list of board members and latest financial statements. This information should provide you with a clear idea of the type of programs the charity operates, how and where these programs are carried out, who governs the charity, how much of your money will be spent on programs, and how much is spent on fundraising and administrative costs.

6 Designate your donations

As you research potential charities, you may discover interesting programs that you want to support directly. If you wish to donate to specific programs, check with your selected charities to ensure that they can accept designated funds and will follow through on your wishes.

Community Foundations are another way to give if you are interested in supporting your local community. You can donate to Community Foundations in cities, towns and rural areas across Canada.

A Community Foundation is a philanthropic organization focused on building permanent endowments in order to tackle long-term community challenges and meet immediate needs. For more information, visit www.community-fdn.ca. Community Foundations in your area can be found by clicking on your province under “Community Foundation Finder.”

Plan your giving more effectively, create a lasting legacy for charities you wish to support and realize significant tax advantages.

Open your donor-advised account with the Private Giving Foundation – offered through TD Waterhouse.

Please read the Program Guide at www.tdwaterhouse.ca/privategiving for policies, guidelines and other important information pertaining to the Private Giving Foundation and donor-advised accounts.

To find out more about how this program can help you reach your charitable giving goals, please contact your representative, call **1-866-313-1234** or visit www.tdwaterhouse.ca/privategiving



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The Tax Benefits of Giving

Our federal and provincial governments encourage charitable giving by providing a number of tax incentives for individuals. These incentives can fund as much as 50% of your donation.

We have outlined some key tax tips below, but please remember that your charitable giving, especially large gifts, should be part of your overall financial plan, and the guidance of your tax and financial advisors is strongly recommended.

Take your tax credits – The tax credit for charitable donations can fund up to approximately 50% of your donation (combined federal and provincial for donations over \$200) depending on your province.

The calculation below shows the potential tax savings for donations in excess of \$200.

Tax Credit Calculation	
Donation	\$10,000
Federal and Provincial credits	\$4,800
Total tax savings as a % of gift	48%

For illustrative purposes only.

Pool tax receipts – To maximize your donation tax credit, you can pool your donation receipts with your spouse's and report them on one spouse's tax return. In most cases, the higher-income spouse should claim the credit.

Consider corporate donations – If you make a corporate donation, your company may claim a tax deduction, not a tax credit. The value of this tax deduction depends on the company's effective tax rate. Donating securities held in your corporation also qualify for the elimination of capital gains tax. This type of donation also has the potential to provide the benefit of allowing for tax-free withdrawals from your corporation.

Carry forward large donations – Each year, you can claim a tax credit for donations up to 75% of the net income reported on your federal tax return, but you don't lose your tax break if you exceed that limit. The excess can be carried forward for up to five years, still subject to the 75% limit in each year claimed.

Eliminate capital gains tax by donating marketable securities – Donating publicly traded securities and mutual funds that have appreciated in value can be very advantageous. When you donate equities, bonds or mutual funds to charities or foundations such as the Private Giving Foundation, there is no capital gains tax on any gains from the disposition of these securities.

In the example below, you would reduce your taxes by an additional \$19,200 if the securities were donated directly to the Private Giving Foundation, versus selling the securities and donating the proceeds to a charity.

	Sell securities and donate proceeds to charity	Contribute securities to the Private Giving Foundation
1. Market value	\$100,000	\$100,000
2. Cost of securities when purchased	\$20,000	\$20,000
3. Capital gain (1) – (2)	\$80,000	\$80,000
4. Taxable gain (3) x 50% or 0%	\$40,000	\$0
5. Tax on gain (at 48%)	\$19,200	\$0
6. Capital gains tax savings	\$0	\$19,200
7. Tax credit (at 48%)	\$48,000	\$48,000
8. Capital gains tax savings and tax credit (6) + (7)	\$48,000	\$67,200

For illustrative purposes only.

This valuable benefit also applies if you donate shares of a public company you have acquired with employee stock options. You are not taxed on any of the employment benefit if –

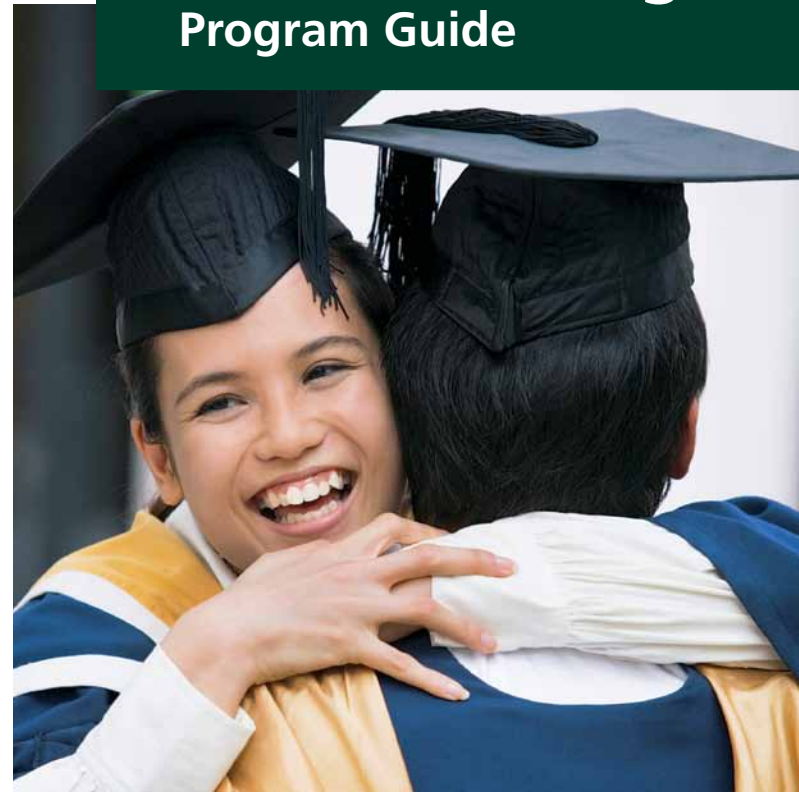
- the shares acquired, or proceeds of disposition of shares acquired, are donated in the year and within 30 days of the employee stock option being exercised
- the shares are ordinary common shares
- the price you paid was no less than the fair market value of the shares when the option was issued
- you donate the shares to a registered charity such as the Private Giving Foundation



The information contained herein has been provided by TD Waterhouse and is for information purposes only. The information has been drawn from sources believed to be reliable and is not guaranteed to be accurate or complete. Graphs and charts are used for illustrative purposes only and do not reflect future values or future performance of any investment. The information does not provide financial, legal, tax or investment advice. Particular investment, trading or tax strategies should be evaluated relative to each individual's objectives and risk tolerance. TD Waterhouse, The Toronto-Dominion Bank and its affiliates and related entities are not liable for any errors or omissions in the information or for any loss or damage suffered. TD Waterhouse represents the products and services offered by TD Waterhouse Canada Inc. (Member – Canadian Investor Protection Fund), TD Waterhouse Private Investment Counsel Inc., TD Waterhouse Private Banking (offered by The Toronto-Dominion Bank) and TD Waterhouse Private Trust (offered by The Canada Trust Company). TD Mutual Funds are managed by TD Asset Management Inc., a wholly-owned subsidiary of The Toronto-Dominion Bank. ®/ The TD logo and other trade-marks are the property of The Toronto-Dominion Bank or a wholly-owned subsidiary, in Canada and/or in other countries.



Private Giving Foundation Program Guide



A simple, effective way to support the causes
that matter to you





Introduction

The Private Giving Foundation (the “PGF”) is an independent, non-profit charitable corporation registered as a public foundation with the Canada Revenue Agency and with the Quebec Ministry of Revenue (the charity’s registered business number is 85721 0744 RR0001). The PGF was established to support and increase charitable giving in Canada, as well as educate potential donors on advantageous ways for Canadians to give. Participation in the PGF is subject to the laws applicable to Canadian charities, the terms and conditions of the PGF’s incorporating documents and bylaws, this Program Guide, and other PGF documentation, each as amended or created from time to time. The PGF reserves the right to modify the terms and conditions of the Program Guide or any of the documents associated with it at its sole discretion without notice.

1 Opening an Account

The PGF offers you the opportunity to establish a **donor-advised account**. PGF donor-advised accounts may be opened at the sole discretion of the PGF. This account provides you (the “donor-advisor”) with the ability to: make irrevocable charitable donations of cash or qualified securities (publicly traded stocks, bonds, mutual funds and segregated funds); receive an official donation receipt for such donations; and recommend to the PGF grants to registered charities and other qualified donees. A separate account is opened and maintained to allow each donor-advisor to track their donations. As part of the account-opening process, you will be asked to name the donor-advised account (e.g., The Smith Fund for the Arts or The Smith Family Foundation). While the account keeps track of the donations made by a donor-advisor to the PGF, the account and its assets are the property of the PGF.

The Directors’ Charity Fund. In addition to donor-advised accounts, the PGF will also maintain the Directors’ Charity Fund. The Directors’ Charity Fund is the PGF’s general endowment fund, which PGF’s board of directors (“Board”) uses to make charitable grants at its discretion. No donor has the power to recommend grants from this fund. However, donors may recommend, if desired, that grants be made from a donor-advised account in accordance with the disbursements of the Directors’ Charity Fund.

Eligible Donations. The PGF will accept only donations of cash or qualified securities (publicly traded stocks, bonds, mutual funds and segregated funds). All new donors must complete and submit a Donor Application Form and a deed of gift with their initial donation. The minimum initial donation to the PGF is \$10,000. The minimum amount for each subsequent donation is \$1,000. Cash donations must be denominated in Canadian Dollars.

Third Party Donations. Third parties (individuals or corporations who are not the primary donor) may make donations to the donor-advised account (subject to the minimum \$1,000 subsequent donation requirement). These third parties will receive an official donation receipt from the PGF for their donations. Third party donors do not, however, obtain any advisory privileges (including grant recommendation privileges) with respect to such donations.

Valuation of Donations. Upon receipt of donations of qualified securities such as publicly traded securities or mutual funds, the PGF will establish, at its sole discretion and in accordance with the administrative position of the Canada Revenue Agency, a value for the donated securities for the purpose of issuing an official donation receipt. The PGF’s policy is to value the donated securities based on the previous day’s closing price.

Endowment Donations. In order for the PGF to build its capital and maximize the amount of grants which it is able to make to charitable organizations, the PGF will typically only accept gifts subject to a condition requiring that the property given to the PGF or property substituted for it by the PGF (collectively, “Property”) be held for a minimum of 10 years. This policy is in line with the PGF’s goal to encourage a long-term strategic approach to charitable giving and is at the discretion of the Board.

Approval of Donations. The PGF reserves the right to refuse any offered donation. Following acceptance of a donation, the PGF will provide quarterly statements to the donor-advisor that outline all activity in the donor-advised account during that period, including the current market value.

Donations are Irrevocable and Unconditional. Once accepted by the PGF, all donations are irrevocable and, therefore, not refundable under any circumstances. All donated assets are owned and held by the PGF. Donations with conditions attached to them will not be accepted into the PGF.

Testamentary Donations. A donor-advised account may also be used as part of an estate plan. For example, the PGF may be designated as a beneficiary of a bequest of cash or securities in a donor’s Will. If individuals do not have an account with the PGF prior to death, they may wish to provide instructions to their Executor when making such a bequest

to the PGF related to the identity of the donor-advisor or the grant recommendations to be given. Individuals may also designate the PGF as beneficiary for an RSP, RIF, TFSA, a life insurance policy or a charitable remainder trust, which may result in considerable tax relief. Tax and legal advisors should be consulted when setting up testamentary donations.

2 Investment of PGF Assets

Mutual Fund Portfolio. The PGF's current policy limits its investments to two balanced mutual funds that the Board has selected as an appropriate investment for the PGF. The Board has the sole responsibility and authority for investing the PGF's assets and may, without notice, remove or add mutual funds or other investments in which it invests from time to time. No mutual fund chosen will contain load or commission charges. Market fluctuations may cause the value of mutual funds allocated to a donor-advised account to be worth more or less than their value when they were initially purchased by the PGF. Initially, the PGF will invest in the following mutual funds:

TD Balanced Income Fund. This fund is managed by TD Asset Management Inc. ("TDAM"), an affiliate of The Toronto-Dominion Bank ("TD"), which receives fees for the services it provides to the fund. The fund's investment objective is to seek to provide income and moderate capital growth by investing primarily in fixed income and equity securities of issuers in Canada. For more detailed information on this fund, please click [here](#).

TD Monthly Income Fund. This fund is managed by TDAM. The fund's investment objective is to seek to provide a consistent level of monthly income with capital appreciation as a secondary objective, by investing primarily in income producing securities. For more detailed information on this fund, please click [here](#).

Cash Donations. Upon receipt of a cash donation, the PGF will invest the cash in units of the TD Balanced Income Fund and/or the TD Monthly Income Fund. The number of units will be determined as of market close on the business day on which the mutual fund units are purchased.

Donations of Securities. After the PGF receives donated securities, the securities will be sold at the earliest date commercially practicable under prevailing market conditions. The donor-advised account will be credited on a notional basis with the number of mutual fund units having an aggregate value equal to the net proceeds that are actually realized by the PGF from the sale of the securities. These trades may be executed through an affiliate of TD. Such entities may earn brokerage commissions for effecting stock sales. Any costs incurred by the PGF to sell the securities will be deducted from the proceeds of the sale. Thinly traded or illiquid securities may require special treatment and their donation must be pre-approved by the PGF. The PGF reserves the right to reject offered donations of illiquid securities or any other securities.

Donors who are transferring securities to the PGF from financial institutions other than TD or its affiliates should be cautioned that there may be a delay in receiving securities and a possible charge imposed by the transferring institution which is out of the PGF's control. When physical securities are being delivered where the donor's instructions are to donate only a portion of the security to the PGF, the certificate will need to be split which may result in a charge and a delay.

Income and Capital Gains. The PGF may earn dividends, interest, other investment income and capital gains distributions from its mutual fund assets, in excess of the operating expenses of the PGF. Each donor-advised account will be allocated in units its pro rata share of net income and net realized capital gains if any by the PGF, from the mutual fund or funds allocated to the donor-advised account.

Accounting for Investments in Donor-Advised Accounts. The PGF allocates on a notional basis to the applicable donor-advised account, mutual fund units purchased from the proceeds of the related donation. The mutual fund determines the value of its securities at the end of each business day or as it otherwise considers appropriate.

3 Donor-Advised Grant Recommendations

Annual Grants. The PGF's ability to make grants in a year is limited by the PGF's disbursement policy. Around the beginning of each calendar year, the PGF will advise you of the amount that your account has available to grant to charities. Currently, the PGF expects that the annual grant amount for a donor-advised account will be approximately 5% of the market value of the previous year end. Typically, grants are not paid in the year that the initial donation is made to the PGF. The above grant policy may be changed at any time by the PGF at its discretion without notice.

Recommending Grants. You may set up your donor-advised account recommendations as "recurring" which means that the same charities will receive the same percentages of recommended grants each year. Alternatively, if your grant recommendations are set up as "one-time," new grant recommendations must be provided annually. Donor-advisors can recommend that grants be made to specific qualified donees by completing the Grant Recommendation section of the Donor Application Form and, if required, the Additional Grant Recommendation Form. If grants to multiple charities are recommended, the suggested percentage to be allocated to each charity must be indicated on the Donor Application Form and/or Additional Grant Recommendation Form. Final decisions regarding grant and percentages allocated to qualified donees are made by the PGF. The PGF will consider all grant recommendations made when determining grants to be paid. If approved by the PGF, the recommended grants will be paid out of the donor-advised account to the grantee. The PGF has sole discretion with regard to all decisions pertaining to the use of PGF's funds, including grants made to qualified donees.

Restrictions on Grants. Grants can only be made to –

- charities registered with the Canada Revenue Agency,
- registered Canadian amateur athletics associations,
- universities outside Canada that are prescribed to be universities the student body of which ordinarily includes students from Canada,
- charitable organizations outside Canada to which the federal government has made a gift in the current calendar year or the previous calendar year,
- Canadian municipalities, and
- the United Nations or any of its agencies.

The PGF will not approve recommended grants that –

- are directed to foreign charitable organizations (other than as described above),
- fulfill a pre-existing legally enforceable pledge to a charity,
- provide private benefit to a donor-advisor,
- pay a specific child's tuition, or
- support political lobbying and campaigns or other political activities.

Furthermore, the PGF will not approve a recommended grant if it deems that it is not entirely charitable. The PGF will take remedial action if it discovers that grants have been made for improper purposes such as those listed above. Remedial actions may include, but are not limited to, requiring the return of a grant.

Grant Notification. Grants are made by the PGF through cheques bearing the name of the PGF. A letter from the PGF recognizing the name and address of the donor-advised account will accompany the grant cheque. Alternatively, should the donor-advisor wish to remain anonymous, the account name will not be disclosed. Donor-advisors will receive written confirmation of all grants distributed from their account as part of each quarterly donor-advised account

statement. Should the PGF decide to not approve a recommended grant, the PGF will notify the donor-advisor in writing. Annual Grants will be paid to charities quarterly on or about April 1, July 1, October 1 and December 20. Grants will be made once per annum from each donor-advised account. These will be made in the quarter subsequent to the PGF having received the grant recommendation. Grant recommendations must be received at least four (4) weeks prior to a scheduled grant quarterly payout. If a donor-advisor fails to make a grant recommendation by December 1 of any year, the grants required to be paid in that year will be paid out in accordance with the disbursement policy of the Directors' Charity Fund.

Number of Grants. The minimum donation to establish a donor-advised account is \$10,000. The donor-advisor for a donor-advised account with a \$10,000 balance will be permitted to recommend up to five grants each year.

4 Fees and Expenses

The expenses of operating the PGF will be allocated to the donor-advised accounts. The PGF intends to allocate these fees on the following basis –

Investment Expenses. Mutual funds may carry management and other expenses that are charged within the fund and reflected in their daily net asset values. The PGF does not pay a load or sales charge on the purchases or redemptions of mutual fund securities. The reduced annual management expense ratio for the PGF's investments in the TD Balanced Income Fund and the TD Monthly Income Fund, expressed as a percent of average assets of that fund, is 1% plus HST.

Account Management Charges. Each donor-advised account will be allocated an annual administrative fee of up to 1.5% plus HST of the account's assets to pay for the PGF's operating expenses. This fee is subject to reductions for accounts with assets above \$250,000, as set out below.

Average Daily Account Balance	Fee Schedule (per annum)
First \$250,000	1.50% plus HST
Next \$500,000	1.25% plus HST
Next \$250,000	1.00% plus HST
Additional Balance	Contact the PGF for details

Activity Charges. The PGF does not currently intend to allocate charges to donor-advised accounts for the processing of grants to charitable organizations, but may do so without notice.

The PGF reserves the right to change the above fee structure at any time without notice.

5 Succession of Donor-Advisors

Appointment of Successors. Individual donor-advisors may appoint any person to succeed to the rights and duties associated with a donor-advised account upon death or incapacity of the donor-advisor. The successor must provide written notification and sufficient proof to the PGF of the donor advisor's death or incapacity and will then succeed to all rights and duties of a donor-advisor, including the ability to recommend subsequent grants. If a successor individual is a minor, the PGF requires that the minor's legal guardian make grant recommendations.

Joint Accounts. If a donor-advised account is maintained jointly, upon the death of one donor-advisor the remaining donor-advisor maintains the rights to recommend grants and designate successors. Successors become effective only after the deaths or incapacity of all donor-advisors named on the donor-advised account.

6 Income Tax Considerations

Fund Income and Grants. Income and capital gains from the investments in the donor-advised account are income and capital gains of the PGF. The donor is not subject to tax on any income or capital gains from any of the PGF's investments. When the PGF makes a grant from an account, the PGF is making a grant from its own assets. Donors are not eligible to claim an additional charitable donation credit or deduction (if the donor is a corporation) for these grants.

Income Tax Recognition of Donations. Donations to the PGF generally qualify for an individual income tax credit or corporate tax deduction in the current tax year as a charitable gift made to a registered charity, subject to certain limitations. For donations of qualified securities such as publicly traded securities or mutual funds, there will be zero capital gains to be included as income and therefore no capital gains tax owing. As the foregoing information is not tax advice, the PGF strongly encourages donors to consult a qualified tax advisor to identify the income tax considerations specific to their situation.

Annual Donation Limit. For individuals and corporations, the annual donation that may be claimed is limited to 75% of net income (100% in the year of death and the year immediately preceding death). Donations in excess of the applicable limit can be carried forward and claimed in any of the five following years, subject to the 75% limit in each year claimed.

Estate Planning. Donations to the PGF prior to death do not form part of the donor's estate and therefore are not subject to probate. Bequests to the PGF may not be so exempt. Donors should consult their legal and tax advisors regarding how the PGF can fit into their overall estate planning.

7 PGF Structure and Service Agreements

The PGF is a non-share capital corporation registered with the Canada Revenue Agency and the Quebec Ministry of Revenue as a public foundation. There is an independent Board that has full discretion over the PGF and its activities. Should the Board determine that it is necessary to terminate the PGF, the Board reserves the right to reassign the notional units held in donor-advised accounts to the Directors' Charity Fund and distribute assets to registered charities and other qualified donees.

TD Waterhouse® established the PGF as an independent charitable corporation. The Board is comprised of a majority of directors who are independent of TD and its affiliates. The PGF may indemnify the Board against any liability to the fullest extent allowed by applicable law, and/or purchase appropriate insurance policies on behalf of the PGF and its directors.

The PGF has entered into a service agreement with TD to perform or arrange for administrative, recordkeeping, fundraising and certain other services for the PGF. The PGF has entered into an investment management agreement with TDAM, whereby TDAM will provide certain investment management services to the PGF. TD and TDAM receive remuneration for the services provided pursuant to such agreements and may receive remuneration for other services provided to the PGF. A portion of the fees paid by the PGF pursuant to such agreements may be used to remunerate TD Waterhouse and its employees for such efforts. Each agreement may be terminated by the parties to such agreement on at least 60 days prior written notice, or on less prior notice in certain circumstances. The PGF expects that, in the event of such termination, TD and/or TDAM would have no further involvement with the affairs of the PGF.

8 Bequest Examples

Sample Bequest Language Where a Donor Expects to Change Selection of Charities During Their Lifetime.

To pay or transfer the residue of my estate to the Private Giving Foundation, BN/Registration Number 85721 0744 RR0001, to my donor-advised account (indicate PGF account number and name). If a donor-advised account has not been opened by me at the time of my death, I direct my Executors and Trustees to open such an account in the name of (your choice of fund name) (“the Fund”). The regulations for the investment of the Fund and the use of the income and capital of the Fund for charitable purposes shall be determined in the absolute discretion of the Board of Directors of the Private Giving Foundation. It is my wish that the Board of Directors of the Private Giving Foundation apply monies from the Fund to those charitable organizations selected on an annual basis in the absolute discretion of the Board of Directors of the Private Giving Foundation or to any registered charities which I may select in accordance with any memorandum that I may leave with this my Will.

Alternative Bequest Language Where the Selection of Charities is Known and is Binding in the Will. To pay or transfer the residue of my estate to the Private Giving Foundation, BN/Registration Number 85721 0744 RR0001, to my donor-advised account (indicate PGF account number and name). If a donor-advised account has not been opened by me at the time of my death, I direct my Executors and Trustees to open such an account in the name of (your choice of fund name) (“the Fund”). The regulations for the investment of the Fund and the use of the income and capital of the Fund for charitable purposes shall be determined in the absolute discretion of the Board of Directors of the Private Giving Foundation. It is my wish that the Board of Directors of the Private Giving Foundation, in their absolute discretion, apply monies from the Fund on an annual basis in equal shares to (list as many registered charities as you wish along with their BN/Registration numbers).

9 Communicating Information on Charities

Donor-advised account holders may request to receive information from time to time regarding charities operating in their areas of philanthropic focus. Any such information provided by the PGF will be provided as a convenience for information purposes only. The PGF is not obligated to provide any such information. The PGF does not guarantee or take responsibility for the accuracy or completeness of any such information provided, and the PGF does not endorse or recommend any organization or program that may be mentioned.



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