

Table C

TD Asset Management USA Funds Inc. California Municipal Portfolio (Tax-Exempt Income Earned by State/Commonwealth)*	
California	97.14%
Puerto Rico	2.86%

Table D

TD Asset Management USA Funds Inc. New York Municipal Portfolio (Tax-Exempt Income Earned by State/Commonwealth)*	
New York	97.35%
Puerto Rico	2.65%

* For those states not shown, tax-exempt income is 0%.

Table E

TD Asset Management USA Funds Inc. Institutional Municipal Fund (Tax-Exempt Income Earned by State)*	
California	23.74%
Connecticut	3.31%
Illinois	3.21%
Indiana	4.16%
Iowa	0.86%
Louisiana	0.12%
Montana	5.20%
New York	40.45%
Texas	13.35%
Washington	5.60%

* For those states not shown, tax-exempt income is 0%.

NOTE

Most of the dividends paid by the four municipal portfolios during 2009 constituted federally tax-exempt interest. However, 29.25% of the Municipal Portfolio, 22.76% of the California Municipal Portfolio, 38.48% of the New York Municipal Portfolio and 27.11% of the Institutional Municipal Fund dividends paid during the 2009 calendar year represent a tax preference item for Alternative Minimum Tax (AMT) purposes.

Depending on your income level, you may be required by the IRS to complete Form 6251, AMT Computation—Individuals. Please consult with your tax advisor to determine whether you are subject to AMT.

**NEED STATEMENTS,
CONFIRMATIONS OR TAX
INFORMATION?**

If you are a TD AMERITRADE, Inc. retail client, you can log on to your account(s) at tdameritrade.com, click **Accounts** and visit **History & Statements**, where you can quickly get account information. Tax information is available by clicking **Planning & Retirement**, then **Taxes**. You may also request copies of statements and confirmations by calling Client Services, 24/7, at **800-669-3900**. Simply listen for the prompts.

If you are a TD AMERITRADE Institutional client and would like to request duplicate statements or tax information, please contact your Advisor or TD AMERITRADE Institutional at 800-431-3500, option 2.

TD Bank, N.A. clients, please contact your Wealth Advisor.



2009

*Concerning Your 2009
Fund(s) Dividends for
TD Asset Management USA
Funds Inc.*



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TD TAX 0109

Shares of the Fund are distributed by SEI Investments Distribution Co., which is not affiliated with TD Asset Management USA Funds Inc.

**IMPORTANT STATE TAX INFORMATION FOR
THE U.S. GOVERNMENT PORTFOLIO,
THE INSTITUTIONAL U.S. GOVERNMENT FUND
AND THE INSTITUTIONAL TREASURY
OBLIGATIONS MONEY MARKET FUND
INVESTOR**

As you prepare your 2009 tax returns, please review the following information, which is intended to help you determine what portion, if any, of the dividend income you received from your TD Asset Management USA Funds Inc. (“TDAM”) — TDAM U.S. Government Portfolio (“U.S. Government Portfolio”), TDAM Municipal Portfolio (“Municipal Portfolio”), TDAM California Municipal Money Market Portfolio (“California Municipal Portfolio”), TDAM New York Municipal Money Market Portfolio (“New York Municipal Portfolio”), TDAM Institutional U.S. Government Fund (“Institutional U.S. Government Fund”), TDAM Institutional Treasury Obligations Money Market Fund (“Institutional Treasury Obligations Money Market Fund”), and/or TDAM Institutional Municipal Money Market Fund (“Institutional Municipal Fund”), — may be exempt from taxes on a federal, state and/or local level. All income from the TDAM Money Market Portfolio, TDAM Institutional Money Market Fund, TDAM Short-Term Investment Fund, TDAM Short-Term Bond Fund, and the TDAM Global Sustainability Fund is taxable. This information is only a guideline. For specific questions regarding your personal tax situation, please consult with your accountant or other tax professional.

As you may know, mutual fund dividends derived from certain U.S. government obligations may be exempt from state and local income taxes. A portion of the ordinary dividends paid in 2009 by the U.S. Government Portfolio, the Institutional U.S. Government Fund and the Institutional Treasury Obligations Money Market Fund was earned from investments in securities issued by agencies and/or instrumentalities of the U.S. government.

Since tax laws vary among different states, please consult your tax advisor about the specific rules in the state in which you pay taxes.

Tables A1, A2 and A3 provide information that should be shared with your tax advisor to help determine whether you are eligible for any exemptions.

Table A1

TD Asset Management USA Funds Inc. U.S. Government Portfolio (Sources of Income & Net Asset Composition)		
	2009 Sources of Income	Composition of Assets 12/31/09
U.S. Gov’t Obligations		
U.S. Treasury Bills	1.51%	0.00%
U.S. Treasury Instruments	0.86%	0.00%
Federal Farm Credit Banks	9.89%	20.66%
Federal Home Loan Banks	28.40%	13.04%
Student Loan Marketing Association	0.00%	0.00%
SUBTOTAL	40.66%	33.70%
Other Sources		
Federal Home Loan Mortgage Corp.	23.41%	29.12%
Federal National Mortgage Association	25.10%	12.00%
Repurchase Agreements	10.83%	25.18%
Other	0.00%	0.00%
SUBTOTAL	59.34%	66.30%
FUND TOTAL	100.00%	100.00%

Table A2

TD Asset Management USA Funds Inc. Institutional U.S. Government Fund (Sources of Income & Net Asset Composition)		
	2009 Sources of Income	Composition of Assets 12/31/09
U.S. Gov’t Obligations		
U.S. Treasury Bills	1.28%	0.00%
U.S. Treasury Instruments	0.00%	0.00%
Federal Farm Credit Banks	8.90%	15.52%
Federal Home Loan Banks	30.22%	11.95%
Student Loan Marketing Association	0.00%	0.00%
SUBTOTAL	40.40%	27.47%
Other Sources		
Federal Home Loan Mortgage Corp.	23.66%	24.29%
Federal National Mortgage Association	21.25%	11.25%
Repurchase Agreements	14.69%	36.99%
Other	0.00%	0.00%
SUBTOTAL	59.60%	72.53%
FUND TOTAL	100.00%	100.00%

Table A3

TD Asset Management USA Funds Inc. Institutional Treasury Obligations Money Market Fund (Sources of Income & Net Asset Composition)		
	2009 Sources of Income	Composition of Assets 12/31/09
U.S. Gov’t Obligations		
U.S. Treasury Bills	64.08%	44.61%
U.S. Treasury Instruments	4.90%	0.00%
Federal Farm Credit Banks	0.00%	0.00%
Federal Home Loan Banks	0.00%	0.00%
Student Loan Marketing Association	0.00%	0.00%
SUBTOTAL	68.98%	44.61%
Other Sources		
Federal Home Loan Mortgage Corp.	0.00%	0.00%
Federal National Mortgage Association	0.00%	0.00%
Repurchase Agreements	31.02%	55.39%
Other	0.00%	0.00%
SUBTOTAL	31.02%	55.39%
FUND TOTAL	100.00%	100.00%

**IMPORTANT STATE TAX INFORMATION
FOR THE MUNICIPAL PORTFOLIO,
CALIFORNIA MUNICIPAL PORTFOLIO,
NEW YORK MUNICIPAL PORTFOLIO,
AND INSTITUTIONAL MUNICIPAL FUND
INVESTOR**

Most states do not impose personal income tax on federally tax-exempt dividends derived from their own state, municipal or local obligations but tax other states’ obligations. Tables B, C, D and E show the portion of federally tax-exempt dividends derived from interest, on a state-by-state basis.

Please note some states may tax such dividends in whole or in part. In addition, some states have threshold requirements that may restrict the pass-through of the exemption for such dividends.

For more information about how your state taxes such dividends, please consult with your tax advisor.

Table B

TD Asset Management USA Funds Inc. Municipal Portfolio (Tax-Exempt Income Earned by State/District/Commonwealth)*			
Alabama	1.05%	New Jersey	2.15%
Alaska	0.11%	New Mexico	0.34%
Arizona	0.01%	New York	18.80%
California	6.43%	Ohio	0.42%
Colorado	4.42%	Oklahoma	0.08%
Connecticut	1.12%	Oregon	0.18%
District of Columbia	1.06%	Pennsylvania	2.14%
Florida	2.11%	Puerto Rico	1.88%
Georgia	0.84%	Rhode Island	0.01%
Illinois	5.32%	South Carolina	1.62%
Indiana	4.15%	Tennessee	0.94%
Iowa	1.67%	Texas	9.62%
Kentucky	0.24%	Utah	1.48%
Louisiana	1.13%	Virginia	0.75%
Maryland	0.58%	Washington	8.87%
Massachusetts	2.21%	Wisconsin	2.39%
Michigan	1.64%	Wyoming	2.12%
Minnesota	7.68%	Other Non-Taxable	3.51%
Mississippi	0.69%		
Missouri	0.25%		

* For those states not shown, tax-exempt income is 0%. Table may not total 100%.