

EXHIBIT E

TORONTO DOMINION ASSET MANAGEMENT U.S.A. FUNDS, INC

CLASS A & SELECT CLASS SHARES

**Toronto Dominion Asset Management (TDAM)
Changed the Structure of the Money Market Accounts by Increasing the Total
Expenses and Changed the Share Classes**

Class A Shares

(TDAXX) Market Portfolio Class A Shares	(TDUXX) Government Portfolio Class A Shares	(TDIXX) Municipal Portfolio Class A Shares	(TDCXX) California Portfolio Class A Shares	(TDYXX) New York Portfolio Class A Shares
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Dates of Inception Class A Shares

05-24-2007	05-30-2007	05-25-2007	06-05-2007	05-31-2007
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Management Fees (unchanged)

<i>0.08%</i>	<i>0.09%</i>	<i>0.10%</i>	<i>0.10%</i>	<i>0.10%</i>
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Distribution (12b-1) Fees (increased)

<i>0.53%</i>	<i>0.53%</i>	<i>0.53%</i>	<i>0.53%</i>	<i>0.53%</i>
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Shareholder Servicing Fees (increased)

<i>0.25%</i>	<i>0.25%</i>	<i>0.25%</i>	<i>0.25%</i>	<i>0.25%</i>
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Other Expenses (increased)

<i>0.16%</i>	<i>0.15%</i>	<i>0.19%</i>	<i>0.19%</i>	<i>0.27%</i>
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TDAM Total Expense Ratio Prospectus Dated February 27, 2009

<i>0.93%</i>	<i>0.96%</i>	<i>1.02%</i>	<i>1.00%</i>	<i>1.05%</i>
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**TDAM Total Expense Ratio (increased)
Prospectus Dated February 26, 2010**

1.02% 1.02% 1.07% 1.07% 1.15%

Current Return (unchanged)

0.05% 0.03% 0.03% 0.03% 0.03%

Note: These current returns for the TD Ameritrade/TD Asset Management Money Market Funds have not changed their interest rate since January 2, 2009.

Select Class of Shares

(TDSXX)
Portfolio
Select Class
of
Shares

Date of Inception
Select Class of Shares July 3, 2007

Management Fees

0.08%

Distribution (12b-1) Fees

0.45%

Shareholder Servicing Fees

0.25%

Other Expenses

0.16%

TDAM Total Expense Ratio
Prospectus Dated February 26, 2009

0.94%

Current Return

0.05%

Note: These current returns for the TD Ameritrade/TD Asset Management Money Market Funds have not changed their interest rate since January 2, 200.

Investor Class of Shares

(WTOXX) Market Portfolio Class A Shares	(WTUXX) Government Portfolio Class A Shares	(WTMXX) Municipal Portfolio Class A Shares	(WCAXX) California Portfolio Class A Shares	(WNYXX) New York Portfolio Class A Shares
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**Dates of Inception
Investor Class of Shares Date ---, 2007**

Management Fees

0.08% *0.09%* *0.10%* *0.09%* *0.10%*

Distribution (12b-1) Fees

0.45% *0.45%* *0.45%* *0.45%* *0.45%*

Shareholder Servicing Fees

0.25% *0.25%* *0.25%* *0.25%* *0.25%*

Other Expenses

0.16% *0.15%* *0.19%* *0.20%* *0.28%*

**TDAM Total Expense Ratio
Prospectus Dated February 27, 2009**

0.94% *0.94%* *0.99%* *0.99%* *1.08%*

1.02% *1.02%* *1.07%* *1.07%* *1.15%*

Current Return

0.05% *0.03%* *0.03 %* *0.03 %* *0.03 %*

Premium Class of Shares

(NPLXX)
Portfolio
Premium Class
of
Shares

Date of Inception
Premium Class of Shares February 27, 2006

Management Fees

0.080%

Distribution (12b-1) Fees

0.365%

Shareholder Servicing Fees

0.050%

Other Expenses

0.115%

TDAM Total Expense Ratio
Prospectus Dated February 26, 2009

0.61%

Current Return

?????%

Total Assets of the TDAM Money Market Portfolios
As of
April 30, 2010

TDAM Money Market Portfolio		\$ 6,208,187,818.00
Management Fees	\$ 4,966,550.00	
Distribution (12b-1) Fees	\$ 32,903,395.00	
Shareholder Servicing Fees	\$ 15,520,469.00	
Other Expenses	\$ 9,933,100.00	
Total Expense Ratio	\$ 63,323,514.00	
 TDAM U.S. Government Portfolio		 \$ 1,614,043,509.00
Management Fees	\$ 1,452,639.00	
Distribution (12b-1) Fees	\$ 8,554,430.00	
Shareholder Servicing Fees	\$ 4,035,108.00	
Other Expenses	\$ 2,421,065.00	
Total Expense Ratio	\$ 15,494,817.00	
 TDAM Municipal Portfolio		 \$ 746,925,659.00
Management Fees	\$ 746,925.00	
Distribution (12b-1) Fees	\$ 3,958,705.00	
Shareholder Servicing Fees	\$ 1,867,314.00	
Other Expenses	\$ 1,419,158.00	
Total Expense Ratio	\$ 7,618,641.00	
 TDAM California Municipal Money Market Portfolio		 \$ 284,443,880.00
Management Fees	\$ 284,443.00	
Distribution (12b-1) Fees	\$ 1,507,552.00	
Shareholder Servicing Fees	\$ 711,109.00	
Other Expenses	\$ 540,443.00	
Total Expense Ratio	\$ 2,844,438.00	
 TDAM New York Municipal Money Market Portfolio		 \$ 156,601,344.00
Management Fees	\$ 156,601.00	
Distribution (12b-1) Fees	\$ 829,987.00	
Shareholder Servicing Fees	\$ 391,503.00	
Other Expenses	\$ 422,823.00	
Total Expense Ratio	\$ 1,644,314.00	

To verify the aforementioned data please execute the following Steps:

Go to <http://www.tdassetmanagementusa.com>

Click on Individual Investors Tab (these funds are proprietary funds)

Note, at the bottom of the page is “Shares of the Fund are distributed by SEI Investments Distribution Company”

Click on Investor Class & Premium Class Rate Table SEI Investments Distribution Company (these funds are proprietary funds)

At the top of the page are the current yields and at the bottom of the page is “Shares of the Fund are distributed by SEI Investments Distribution Company.”

Click on Class A & Select Class Rate Table (these funds are proprietary funds)

At the top of the page are the current yields and at the bottom of the page is “Shares of the Fund are distributed by SEI Investments Distribution Company.”

After viewing the current rates of return go up to the Fund Documents and click them on.

Then click on the prospectus for Class A Shares of TDAM Money Market Portfolio (TDAXX).

Continue viewing the expense ratios of the Investor, Premium and Select Classes of Shares. If you are an individual investor the total expense ratios are so high that TD pays its individual investors a flat yield instead of a yield based upon the return of the money market portfolios. If you are a Shareholder of AMTD the distribution fees go to SEI Investments Distribution Company not to the Shareholders of AMTD. This is the same process that is used on other AMTD proprietary investment products, High Total Expense Ratios, low returns to the investor and the Distribution Fees go to SEI Investments Distribution Company not to AMTD Shareholders. AMTD is defrauding both Clients and Shareholders.

Client Services Telephone Number: (800) 669-3900

Toronto-Dominion Institutional Telephone Number: (800) 431-3500

