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## Canadian Scholarship Trust — Founders' Plan

# Revised Management Report of Fund Performance

This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the Canadian Scholarship Trust – Founders' Plan ("Plan"). A copy of the annual financial statements can be obtained on request, and at no cost, by visiting our website at [www.cst.org](http://www.cst.org) or SEDAR at [www.sedar.com](http://www.sedar.com), or by calling our customer service area at 1-877-333-7377, or by writing to us at 2225 Sheppard Avenue East, Suite 600, Toronto, Ontario M2J 5C2.

The Canadian Scholarship Trust Foundation views corporate governance and compliance as important contributors to overall corporate performance and long-term investment returns and as such we support the proxy voting guidelines established by our investment managers. Investment restrictions contained in Canadian Securities Administration policy as well as the Foundation's investment policy, result in the Plan primarily investing in federal and provincial government fixed income securities. As a result, proxy voting is not applicable at this time.

### Investment Objective and Strategy

The Plan invests in a prudent manner, with a focus over the long term to protect your principal and deliver a positive return on your investment. The Plan invests primarily in fixed income securities issued by the Canadian federal or any provincial government, and corporate debt securities issued by public corporations. The Plan also invests in variable rate securities, which are hybrid financial debt instruments issued by Governments, Canadian Chartered Banks or licensed trust and loan companies that have embedded components that change the risk/return of the security. Included in this asset class are structured notes that are debt instruments, whose returns are based on movements in an equity index or indices rather than typical interest payments.

The fixed income component of the Plan is managed by Addenda Capital Inc., Greystone Managed Investments Inc. and TD Asset Management. The assets are allocated among different market sectors and different maturity segments at our portfolio managers' discretion subject to the constraints defined in our investment policies and mandates. Our investment professionals actively manage the Plan, focusing on strategies where value can be added on a sustainable basis. These strategies include sector allocation, duration management, credit research and yield curve positioning.

### Risk

The overall risk of the Plan remains as described in the prospectus. There were no material changes to the Plan over the financial year that affected the level of risk.

### Results of Operations

For 2009 the Plan's rate of return, net of fees, was 5.3% versus an investment policy benchmark of 8.9%. The return on the Government and Corporate Bonds component of the Plan was

9.5%, outperforming the benchmark, and the return for the Variable Rate Securities component was -5.3%. Although performance of the Variable Rate Securities improved with market conditions after March 2009, it did not offset the decline experienced prior to that time.

The benchmark used for the Plan is the DEX Universe All Government Bond Index. This index measures Canadian investment grade fixed income securities issued by the Government of Canada including Crown Corporations and provincial governments. Investors cannot invest in the index without incurring fees, expenses and commissions, which are not reflected in the index returns.

It was just over a year ago that Lehman Brothers' collapse sent shock waves through the global capital markets creating Depression-like fears, devastating equity prices, and widening corporate bond spreads. Investors' desire to reduce risk led to a dramatic shift into "safe haven" investments such as Government of Canada bonds during November and December 2008 which put significant downward pressure on bond yields. The Plan's performance benefited from the price increases related to the declining yields experienced on government bonds.

In March 2009, investor sentiment began to change from despair to a sense of possible opportunity as the economy began to show signs of improvement. Equity prices surged and credit spreads (the extra yield above government bonds that investors demand for holding riskier securities) narrowed as fears of the worst case scenario subsided.

Since that time financial markets have rebounded impressively although they remained below their previous peaks. The main drivers of the market rally were the massive support programs introduced by governments around the world to inject liquidity into the financial markets and provide needed capital for banks, thus

bringing stability. Among the most extraordinary events of the past year, was the massive expansion and contraction in credit risk premiums.

In the Canadian market, yields on credit-sensitive sectors, such as provincial and corporate bonds, fell significantly and provided positive returns as prices increased. The outperformance of these sectors resulted from increased demand for riskier assets with greater income potential than federal government bonds as the financial crisis abated. Our investment managers seized these market opportunities and maintained overweight positions in these securities.

The Plan’s investment policy includes an allocation to Variable Rate Securities, in particular Structured Notes. The majority of these securities are linked to the performance of a broad Canadian equity index, however, under the agreed terms of the notes, positive returns are capped and the return of principal at maturity is protected from any negative performance. The nature of these securities, with built-in performance caps, limits volatility, mitigating the downward impact on rates of return for these securities for the year.

During the year, the portfolio holdings of variable rate securities decreased by 16.5% through normal maturities and the proceeds were re-invested in government bonds. As at October 31, 2009, 87.8% of the Plan’s assets were invested in Government and Corporate Bonds, 12.2% in Variable Rate Securities and 0.1% in Cash and Short Term Bonds.

#### **Recent Developments and Other Information**

The world economy is in the midst of recovery following the deepest recession in 80 years. Given the unique challenges in the current recovery which followed the global credit crisis, central banks are likely to hold policy interest rates at record lows until there are positive signs that the economy has built self-sustaining momentum and confidence is restored in the financial system. We do not expect the central banks to begin hiking interest rates prior to mid-2010 as long as inflation remains within the acceptable policy range.

During the credit crisis, central banks provided significant liquidity to their domestic banking systems. With financial conditions stabilizing and economic growth resuming, the focus is shifting to the “exit strategy” when central banks will begin raising interest rates and removing the monetary stimuli from the economy. These strategies will have to be carefully managed by the central banks in order to avoid the risk of tipping the economy back into recession or running the risk of inflation.

Globally, government bond yields are well off their lows, having rebounded from overbought and overvalued conditions earlier in this year. In the short term, we expect there to be little motivation for government bond markets to broaden their current trading ranges significantly.

Our investment managers are seeing compelling values among solid and fundamentally well-capitalized companies and are investing in the corporate bond sector. They expect corporate bonds to be well bid with credit spreads continuing to narrow, as bond investors seek higher yields and corporate prospects improve. In addition, the managers consider provincial fixed income securities to be attractive

as risk premiums on these instruments have declined with concerns over liquidity diminishing.

During the year Canso Investment Counsel Ltd. (“Canso”), a leading bond manager, was retained to manage the fixed income component of the Canada Education Savings Grant asset pool. Canso was hired to provide focus on the management of a specialty corporate bond mandate.

Looking into 2010 and beyond, we expect to see upward pressure on inflation premiums and real rates as the obstacles to a self-sustaining recovery fall away and money flows toward higher returning more riskier assets. This means that interest rates will climb once central bankers declare victory over the recession and raise policy rates.

It should be stressed, that in periods of instability and uncertainty, no one is immune from market turbulence. The deeply unsettling experience over the past two years has shaped a cautious appraisal of the unfolding global recovery. We are confident that our well-defined investment strategy, based on our conservative management approach, can weather the storm. Our goal, as always, is to provide safety of principal first and deliver positive long-term returns for our contributors and beneficiaries.

#### ***Adoption of New Accounting Standards***

In June 2009 the Canadian Accounting Standards Board (“AcSB”) issued amendments to CICA Handbook Section 3862 – Financial Instruments – Disclosures. The amendments require publicly accountable enterprises to classify fair value measurements based on a hierarchy that reflects the significance of the inputs used in making these measurements (Level 1, Level 2 and Level 3 inputs as defined in the standard). These amendments will not affect the valuation of assets and liabilities held by the Plan, but will result in enhanced and increased disclosure requirements.

#### ***Future Accounting Standards***

On February 13, 2008, the AcSB confirmed that the use of International Financial Reporting Standards (“IFRS”) will be required in 2011 for all publicly accountable profit-oriented enterprises. IFRS will replace Canadian Generally Accepted Accounting Principles. IFRS becomes effective for interim and annual financial statements relating to the fiscal year ending October 31, 2012 with comparatives. We are taking the following steps to transition to IFRS:

- Identification of areas where changes in disclosure will be required under IFRS standards
- Identification of operational areas impacted by the adoption of IFRS
- Identification of major differences between current accounting policies and IFRS standards
- Assessment of current reporting systems and their readiness for IFRS implementation
- Implementation of an IFRS transition plan

## Financial and Operating Highlights (with comparative figures)

The following table shows key financial data for the Plan and is intended to help you understand the financial results for the past five fiscal years ended October 31.

(\$ thousands)	2009	2008	2007	2006	2005
<b>Statement of Net Assets</b>					
Total Assets	\$ 358,773	\$ 421,379	\$ 494,200	\$ 538,930	\$ 552,612
Net Assets	197,004	217,999	257,540	266,243	261,727
% Change of Net Assets	-9.6%	-15.4%	-3.3%	1.7%	7.2%
<b>Statement of Investment Operations</b>					
Net Investment Income	\$ 30,712	\$ 16,462	\$ 15,053	\$ 16,623	\$ 21,729
<b>Statement of Changes in Net Assets</b>					
Education Assistance Payments	\$ (32,136)	\$ (28,715)	\$ (24,601)	\$ (20,593)	\$ (16,408)
Net Government Grants Received, Net of Payments	(1,578)	(475)	1,135	7	3,552
<b>Other</b>					
Total number of units	205,153	222,512	236,700	248,613	257,885
% Change in the total number of units	-7.8%	-6.0%	-4.8%	-3.6%	-1.5%

## Management Fees

### Administration Fees

An administration fee of \$1,618 thousand comprising Plan administration and processing fees and financial reporting expenses was paid to the Canadian Scholarship Trust Foundation, the sponsor and administrator of the Plan, in accordance with contributors' Education Savings Plan Agreements. The administration of the Plan includes, processing and call centre services related to new agreements, Government Grants, plan modifications, terminations, maturities and Education Assistance Payments (EAP). The annual administration fee is calculated as ½ of 1% of the total amount of Principal, Government Grants and income in the contributors' accounts, which is paid monthly.

The Foundation has delegated certain administrative and distribution functions to its wholly owned subsidiary, C.S.T. Consultants Inc., which is registered as a scholarship plan dealer under securities legislation of each of the provinces and territories of Canada in which it operates to sell scholarship plans. C.S.T. Consultants Inc. is the exclusive distributor of the Canadian Scholarship Trust Plans.

In exchange for its administrative services, C.S.T. Consultants Inc. receives an amount equal to the administration costs incurred plus a percentage of such costs from the Foundation. The administration services agreement is renewable on an annual basis.

### Portfolio Management Fees

The Plan's annual investment management fee is 0.07% of the weighted average monthly net assets and is weighted based on all investment managers including Addenda Capital Inc., Greystone Managed Investments Inc. and TD Asset Management.

The Plan retains the services of Greystone Managed Investments Inc., an investment management firm and wholly-owned subsidiary of Greystone Capital Management Inc. ("Greystone"). As at October 31, 2009 two directors of the Foundation were members of the Board of Greystone. Total ownership of Greystone equity held by the directors is 0.95% (2008 – 8.2%). The portfolio management fees in the Statements of Investment Operations include fees paid or payable to Greystone of \$97 (2008 – \$141) thousand.

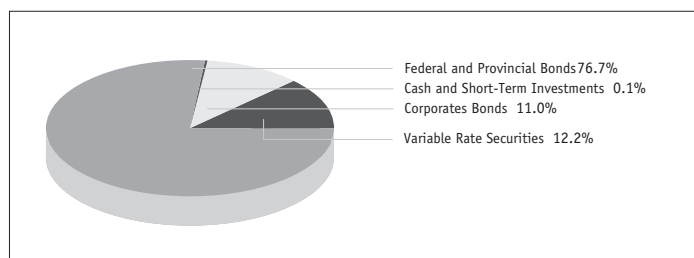
### Trustee and Custodian Fees

The Plan pays trustee and custodian fees to RBC Dexia Investor Services Trust to settle all investment trades and disburse fees, Education Assistance Payments and other amounts in accordance with the terms of the Plan Agreement. For 2009 these fees charged to the Plan amounted to \$69 thousand.

## Summary of Plan Investment Portfolio

The following diagram illustrates the Plan's assets and does not include the allocation of assets from the Government Grants and Canadian Scholarship Pools belonging to this Plan. Assets are reported in appropriate sub-groups, indicating the percentage of the overall investment asset value each sub-group represents.

### Asset Mix (as at October 31, 2009)



The following table details the top 25 long positions in the Plan. The Plan is prohibited from holding short positions in securities.

Issuer			Fair Value (\$)	% of Plan Portfolio Assets
Toronto Dominion Bank				
S&P/TSX 60 Index Linked Note		19 Jan 2010	30,025	12.2%
Canada Housing Trust	4.00%	15 Jun 2012	11,278	4.6%
Government of Canada	5.75%	1 Jun 2033	10,098	4.1%
Canada Housing Trust	4.55%	15 Dec 2012	9,732	4.0%
Government of Canada	2.75%	1 Dec 2010	9,714	3.9%
Canada Housing Trust	4.60%	15 Sep 2011	7,206	2.9%
Government of Canada	5.00%	1 Jun 2037	6,797	2.8%
Province of British Columbia	5.75%	9 Jan 2012	6,695	2.7%
Canada Housing Trust	3.15%	15 Jun 2014	6,505	2.6%
Canada Housing Trust	0.39%	15 Sep 2010	6,263	2.5%
Province of Ontario	5.85%	8 Mar 2033	5,961	2.4%
Province of Ontario	5.60%	2 Jun 2035	5,307	2.2%
Canada Housing Trust	3.95%	15 Jun 2013	5,268	2.1%
Province of Quebec	0.35%	1 Dec 2014	4,633	1.9%
Province of Quebec	5.00%	1 Dec 2038	4,061	1.7%
Government of Canada	3.75%	1 Jun 2019	3,916	1.6%
Canada Housing Trust	3.75%	15 Mar 2010	3,544	1.4%
Province of Quebec	3.58%	16 Sep 2013	3,420	1.4%
Province of Ontario	4.60%	2 Jun 2039	3,406	1.4%
Province of Ontario	8.10%	8 Sep 2023	3,403	1.4%
Canada Housing Trust	0.40%	15 Jun 2013	3,280	1.3%
Government of Canada	1.00%	1 Sep 2011	3,248	1.3%
Province of Ontario	4.40%	2 Jun 2019	3,248	1.3%
Canada Housing Trust	4.10%	15 Dec 2018	3,095	1.3%
Province of Ontario	4.40%	8 Mar 2016	2,752	1.1%

**Top long positions as a percentage of Plan portfolio assets 66.1%%**

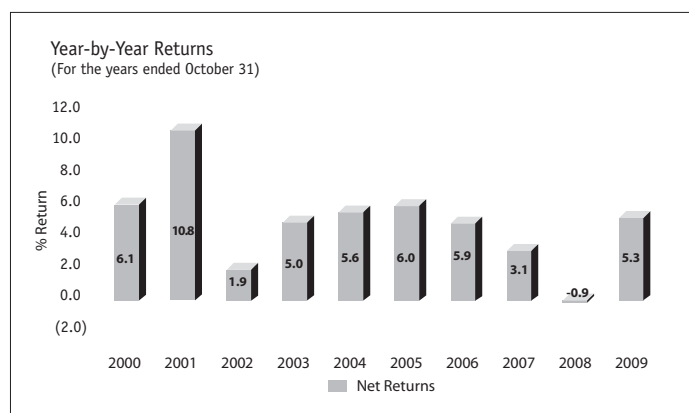
## Past Performance

Our investment philosophy has always been to safeguard our contributors' investments while providing stable and consistent returns. The Foundation's investment strategy is expected to return consistent and strong financial performance and provide the capability to deliver long-term sustainable EAP values to our beneficiaries in the future.

Past performance of the Plan is set out in the following chart and the annual compound returns table and is based on the growth in assets over the term of the plan to maturity. These returns are enhanced by the allocation of the assets from the Government Grants and Scholarship pools. Investment returns have been calculated using market values and time-weighted cash flows during the periods. Total expenses incurred by the Plan, including administration, portfolio management, and custody and trustee fees, are displayed in each period. Past returns of the Plan do not necessarily indicate how it will perform in the future.

### Year-by-Year Returns

The following bar chart illustrates the Plan's annual performance in each of the past ten years to October 31, 2009. The chart illustrates in percentage terms how much an investment made on the first day of each financial year would have increased or decreased by the last day of each financial year:



### Annual Compound Returns

The following table illustrates the Plan's annual compounded returns for the periods shown ended October 31, 2009:

	Period			
	1 Year	3 Years	5 Years	10 Years
<b>Net Plan Return</b>	<b>5.3</b>	<b>2.4</b>	<b>3.9</b>	<b>4.8</b>
<b>Benchmark: DEX Universe</b>				
<b>All Government Bond Index</b>	<b>8.9</b>	<b>5.1</b>	<b>5.5</b>	<b>6.6</b>