



**REPORT OF THE INDEPENDENT REVIEW COMMITTEE OF  
HERITAGE EDUCATIONAL FOUNDATION  
(Fiscal Year 2009)**

This Report is the report to securityholders of Heritage Plans and Impression Plan (registered education savings plans promoted by Heritage Educational Foundation (the “Foundation”)) for the fiscal year ended December 31, 2009 (the “Fiscal Year”), prepared by the Independent Review Committee (“IRC”) of Heritage Plans and Impression Plan (collectively the “Plans”). This Report is mandated pursuant to section 4.4 of National Instrument 81-107 of the Canadian Securities Administrators and describes the IRC and its activities for the Fiscal Year.

**Appointment of Committee**

The IRC was established as of May 31, 2007. It consists of Bruce D. Day (“Chair”), Stanley M. Stewart and John G. Haag. Each member of the IRC has served since May 31, 2007.

None of the members of the IRC hold any units of the Plans, and to their knowledge do not hold any interests (other than shareholdings of less than 1% in publicly traded entities) in any service provider related to the Plan, to the Foundation or to the manager of the Plans, Heritage Education Funds Inc. (the “Manager”).

**Compensation and Indemnities**

The aggregate compensation paid to IRC members in 2009 was \$56,500.

During the Fiscal Year the IRC reviewed its rate of compensation and no changes were made.

No indemnities were paid to, or on behalf of, IRC members during the Fiscal Year.

**Activities of IRC for the Fiscal Year**

The IRC met on four occasions during the year; one of the meetings was extended to a subsequent date for a continuing education/orientation session with the Manager. The industry information and ongoing continuing education is provided by the Manager to help the IRC to maintain high standards and best practices in investment fund governance.

Each meeting of the IRC included a meeting with the Manager and receiving its confirmation that they had not identified any conflict of interest matters required to be brought to the attention of the IRC.

During the Fiscal Year the IRC also:

- requested and received feedback from the Manager regarding the effectiveness of its Charter and Conflict of Interest Policies and Procedures and made amendments thereto;
- completed assessments of its effectiveness as an independent review committee and the effectiveness and contribution of each of its members;
- held at each IRC meeting an in camera meeting of IRC members only; and



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- reviewed the composition of the IRC and the independence of each member.

We are pleased to publish this third annual report to unitholders of the Plans.

Respectfully submitted this 5<sup>th</sup> day of March, 2010.

Bruce D. Day (Chair)

Stanley M. Stewart

John G. Haag