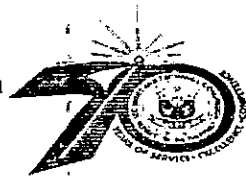




Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila

CORPORATION FINANCE DEPARTMENT



IN RE:

SEC-CFD ORDER NO. 045
SERIES OF 2009

LEGACY TD FUND, INC.

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ORDER OF SUSPENSION

The records on file with this Commission show the following violations committed by the subject Company:

1. Failure to publish its daily Net Asset Value Per Share (NAVPS) from December 8, 2008 up to this date, in violation of ICA Rule 35-1 (e)(3) and non-payment of the assessed penalty of Eighty Four Thousand Eight Hundred Pesos (P84,800.00).
2. Non-submission of the monthly sales and redemption reports for the months of November, December, 2008, January, and February, 2009, in violation of ICA Rule 35-1(i)(2) and non-payment of the assessed penalty of Fifty Three Thousand Two Hundred Pesos (P53,200.00);
3. Non-submission of its General Information Sheet for the years 2006 to 2008; and
4. Failure to report on Form 17-C the change in its office address [1st violation of SRC Rule 17.1(1)(A)(iii)].

Despite due notice and extension of time given, the company has failed to attend without justifiable cause the scheduled hearing on March 16, 2009 on the said offenses or violations.

Pursuant to the resolution of the Commission in its meeting on March 19, 2009, the secondary license of **LEGACY TD FUND, INC.** as an investment company as well as its Registration of Securities and Permit to Sell Securities are hereby **SUSPENDED** until the Company, through its responsible directors and/or officers, appear before the Commission and complies with the following directives **within five (5) days** from receipt of this Order:

1. Publish its daily Net Asset Value Per Share from December 8, 2008 and pay the total assessed penalty of Eighty Four Thousand Eight Hundred Pesos (P84,800.00);
2. Submit its monthly sales and redemption reports for the months of November, December, 2008, January, and February, 2009 and pay the total assessed penalty of Fifty Three Thousand Two Hundred Pesos (P53,200.00);
3. Submit its General Information Sheet for the years 2006 to 2008; and
4. Submit a current report on Form 17-C regarding the change in its office address.

The Company is henceforth prohibited from offering or selling its securities to the public until this Order is lifted or set aside by the Commission.

Failure of the Company to comply with the foregoing directives shall be a ground for the Commission to proceed with the revocation of its secondary license as an investment company and its Registration of Securities and Permit to Sell.

SO ORDERED.

March 20, 2009, Mandaluyong City.


JUSTINA F. CALLANGAN
Director