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AUDITORS' REPORT TO THE UNITHOLDERS

We have audited the statements of net assets of Pro FTSE RAFI Emerging Markets Index Fund (the "Fund") as at December 31, 2008 and 2007, the statement of investment portfolio as at December 31, 2008 and the statements of operations and changes in net assets for the year ended December 31, 2008 and period from November 6, 2007 (date of inception) to December 31, 2007. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the net assets of the Fund as at December 31, 2008 and 2007, its investments held as at December 31, 2008 and the results of its operations and changes in net assets for the year ended December 31, 2008 and period from November 6, 2007 (date of inception) to December 31, 2007 in accordance with Canadian generally accepted accounting principles.

Chartered Accountants, Licensed Public Accountants

Toronto, Canada

March 26, 2009

Management's Responsibility for Financial Reporting

The accompanying financial statements of the Funds (as defined in Note 1) have been prepared by Pro-Financial Asset Management Inc. (the "Manager"). The Manager of the Funds is responsible for the information and representations contained in these financial statements.

The Manager maintains appropriate procedures and controls to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with accounting principles generally accepted in Canada and include certain amounts that are based on estimates and judgements. The significant accounting policies which management believes are appropriate for the Funds are described in Note 2 to the financial statements.

An Independent Review Committee (the "IRC") for the Funds has been established by the Manager under *National Instrument 81-107, Independent Review Committee for Investment Funds*. The IRC is responsible for reviewing, and if desirable providing input on, the Funds' written policies and procedures on conflicts of interest involving the Funds. The IRC also review conflicts of interest matters referred to it by the Manager.

The Board of Directors of Pro-Financial Asset Management Inc. is responsible for approving the financial statements and ensuring that management fulfills its financial reporting responsibilities.



Stuart McKinnon
President & CEO
Pro-Financial Asset Management Inc.



John Farrell
Senior Vice President, CIO & CCO
Pro-Financial Asset Management Inc.

March 26, 2009

Pro-FTSE RAFI Emerging Index Fund
Statement of Net Assets
As at December 31,

	2008	2007
Assets		
Cash and cash equivalents	\$ 3,728	\$ 76,065
Subscriptions receivable	83,683	73,924
Dividends receivable	11,072	-
Investments in securities at market value	5,806,847	3,340,582
	<u>5,905,330</u>	<u>3,490,571</u>

Liabilities		
Accrued Liabilities	(44,164)	(1,535)
Net assets (Note 2)	\$ 5,861,166	\$ 3,489,036

Units outstanding		
Class A	459,767	73,119
Class B	260,109	85,655
Class F	271,004	202,146
Total units outstanding (Note 6)	990,880	360,920

Net assets per unit (Note 2)		
Class A	\$ 5.90	\$ 9.67
Class B	\$ 5.89	\$ 9.67
Class F	\$ 5.97	\$ 9.67

See accompanying notes to financial statements

Approved by Pro-Financial Asset Management Inc.



Stuart McKinnon
Director



John Farrell
Director

Pro-FTSE RAFI Emerging Index Fund

Statement of Operations

For the year ended December 31, 2008 and period November 6, 2007 to December 31, 2007

	2008	2007
Investment Income		
Dividend income	\$ 192,986	\$ -
Interest income	451	101
Total investment income	193,437	101
Expenses		
Management fees (Note 4)	85,975	2,581
Operating costs	26,214	2,850
Audit fees	17,207	11,300
Legal fees	15,738	1,128
Marketing & printing costs	10,989	729
Securityholder reporting costs	10,942	99
Custodial fees	6,917	600
Directors' fees	3,938	442
Total expenses	177,920	19,729
Less expenses absorbed by Manager (Note 4)	(75,245)	(16,558)
Net expenses	102,675	3,171
Net investment income (loss)	90,762	(3,070)
Realized and unrealized gain (loss) on investments		
Net realized gain (loss) on sale of investments	(934,199)	22,380
Net change in unrealized depreciation of investments	(2,403,908)	(116,287)
Transaction costs	(46,520)	(9,833)
Net loss on investments	(3,384,627)	(103,740)
Decrease in net assets from operations	\$ (3,293,865)	\$ (106,810)
Decrease in net assets from operations per unit		
Class A	\$ (3.77)	\$ (0.33)
Class B	\$ (3.78)	\$ (0.33)
Class F	\$ (3.70)	\$ (0.33)

Pro-FTSE RAFI Emerging Index Fund

Statement of Changes in Net Assets

For the year ended December 31, 2008 and period November 6, 2007 to December 31, 2007

	2008	2007
Net assets, beginning of period		
Class A	\$ 707,422	\$ -
Class B	831,269	-
Class F	1,962,259	-
Net assets, beginning of period	3,500,950	-
Decrease in net assets from operations		
Class A	(1,528,348)	(21,638)
Class B	(864,652)	(25,349)
Class F	(900,865)	(59,823)
	(3,293,865)	(106,810)
Capital transactions		
Proceeds from issue of units		
Class A	4,167,347	729,060
Class B	1,720,636	856,618
Class F	3,674,850	2,029,846
	9,562,833	3,615,524
Redemption of units		
Class A	(742,561)	-
Class B	(346,115)	-
Class F	(2,820,076)	(7,764)
	(3,908,752)	(7,764)
Increase in net assets	2,360,216	3,500,950
Net assets, end of period		
Class A	2,603,860	707,422
Class B	1,341,138	831,269
Class F	1,916,168	1,962,259
Net assets, end of period (Note 2)	\$ 5,861,166	\$ 3,500,950

Pro-FTSE RAFI Emerging Index Fund
Statement of Investment Portfolio
As at December 31 2008

Security Name	No. of Shares	Average Cost (\$)	Market Value (\$)	% of Net Assets
Brazil				
Aracruz Celulose SA	2,989	14,271	3,823	
Banco Bradesco SA	5,522	96,673	64,342	
Banco Do Brasil SA	1,831	27,353	13,411	
Banco Itau Holding Financiera SA	4,782	86,467	64,377	
Banco Nossa Caixa	251	4,389	8,830	
Brasil Telecom Participacoes SA	1,001	11,408	8,989	
Brasil Telecom Participacoes SA	195	5,117	5,884	
Brasil Telecom SA	1,101	9,456	7,746	
Braskem SA Preferred "A"	2,145	13,640	6,030	
Cemig ORD	53	873	664	
Centrais Eletricas Brasileiras SA Electro	2,703	38,365	35,971	
Cia Energetica De Minas Gerais	1,716	33,926	28,120	
Companhia Brasileira De Distribuicao	827	15,483	13,224	
Companhia De Bebidas Das Americas	13	661	568	
Companhia De Bebidas Das Americas	484	31,534	25,299	
Companhia De Saneamento Basico Do Estado De Sao Paulo	316	6,948	4,525	
Companhia Energetica De Sao Paulo Preferred Shares	584	8,143	4,500	
Companhia Paranaense De Energia Copel	948	14,082	11,735	
Companhia Siderurgica Nacional SA	865	22,365	12,850	
Companhia Vale Do Rio Doce	1,114	31,767	15,802	
Companhia Vale Do Rio Doce Preferred Shares	2,884	61,964	35,538	
CPFL Energia Sa	104	2,027	1,617	
Embraer-Empresa Brasileira De Aeronautica SA	2,203	17,955	10,011	
Gerdau ORD	172	1,710	1,051	
Gerdau SA Preferred Shares	2,022	25,709	15,519	
Metalurgica Gerdau	2,053	35,075	20,861	
Petrobras ORD	3,075	69,994	43,475	
Souza Cruz SA	220	6,075	5,004	
Tele Norte Leste Participacoes	208	6,132	4,024	
Tele Norte Leste Participacoes Preferred Shares	1,662	31,107	27,612	
Telecomunicacoes De Sao Paulo SA	234	5,737	4,466	
Telecomunicacoes De Sao Paulo SA	168	4,531	3,961	
Telemar Norte Leste SA	339	12,587	9,705	
Tim Part On ORD	370	1,313	937	
Tim Participacoes Preferred Shares	2,862	6,361	4,355	
Tractebel Energia SA	592	7,233	5,588	
Usinas Siderurgicas De Minas Gerais	131	3,934	1,735	
Usinas Siderurgicas De Minas Gerais Preferred "A"	815	22,079	11,098	
Vivo Participacoes SA	471	9,265	6,861	
Votorantim Celulose E Papel SA (Vcp) Preferred Shares	536	11,633	4,794	
		<u>815,343</u>	<u>554,901</u>	9.5
China				
Air China Limited	10,000	8,564	3,712	
Aluminum Corporation of China Limited	18,000	28,333	11,552	
Angang Steel Company Limited	6,000	9,877	8,173	
Bank of China Limited	140,000	62,854	46,687	
Bank of Communications Company Limited	18,000	23,282	15,828	
China Citic Bank Corporation Limited	31,000	14,697	12,825	
China Coal Energy Company Limited	8,000	17,026	7,764	
China Communications Construction Company Limited	3,000	7,609	4,507	
China Construction Bank Corporation	162,000	136,716	108,301	
China Cosco Holdings Company Limited	6,500	15,097	5,511	
China Life Insurance Company Limited	21,000	85,869	77,793	
China Merchants Bank Company Limited	5,500	19,016	12,406	
China Railway Group Limited	37,000	33,047	31,196	
China Shenhua Energy Company Limited	18,000	76,783	46,208	
China Shipping Container Lines Company Limited	37,000	18,698	6,810	
China Shipping Development Company Limited	2,000	6,725	2,375	
China Southern Airlines Company Limited	12,000	6,027	2,435	
Datang International Power Generation Company Limited	20,000	13,936	12,899	
Dongfeng Motor Group Company Limited	10,000	6,765	3,759	
Huadian Power International Corporation Limited	20,000	6,739	5,757	
Huaneng Power International Incorporated	34,000	27,489	29,629	
Industrial & Commercial Bank of China Limited	130,000	92,843	83,432	
Jiangsu Expressway Company Limited	8,000	6,874	7,173	
Jiangxi Copper Company Limited	3,000	4,112	2,680	
Maanshan Iron & Steel Company Limited	20,000	10,535	8,652	
PICC Property and Casualty Company Limited	6,000	4,593	3,945	
Ping An Insurance (Group) Company of China Limited	4,000	34,556	23,595	
Shanghai Electric Group Company Limited	6,000	4,901	2,964	
Sinopec Shanghai Petrochemical Company Limited	24,000	9,748	7,513	
Zhejiang Expressway Company Limited	6,000	6,962	4,247	
		<u>800,272</u>	<u>600,327</u>	10.2
Egypt				
Orascom Telecom Holding GDR	117	9,493	3,847	
		<u>9,493</u>	<u>3,847</u>	0.1

Pro-FTSE RAFI Emerging Index Fund
Statement of Investment Portfolio
As at December 31 2008

Security Name	No. of Shares	Average Cost (\$)	Market Value (\$)	% of Net Assets
Hungary				
Mol Magyar Olaj Es Gazipari Nyilvanosan Mukodo Reszvenytarsasag	190	26,194	12,191	
Orszagos Takarekpenztar Es Kereskedelmi Bank Nyrt	623	27,658	11,644	
		<u>53,851</u>	<u>23,835</u>	0.3
India				
GAIL (India) Limited	412	16,002	-	
ICICI Bank Limited	1,000	39,966	23,335	
Infosys Technologies Limited	1,600	58,742	47,255	
Reliance Industries GDR	937	93,075	58,086	
State Bank of India GDR	329	26,670	21,838	
		<u>234,454</u>	<u>150,513</u>	2.6
Israel				
Bank Hapoalim BM	3,752	15,302	9,795	
Bank Leumi Le-Israel BM	855	3,967	2,177	
BEZEQ The Israel Telecommunications Corporation Limited	6,200	12,351	12,369	
Discount Investment Corporation Limited	60	1,974	553	
IDB Development Corporation Limited	51	1,960	497	
IDB Holding Corporation Limited	56	2,019	1,065	
Israel Chemicals Limited	327	3,525	2,769	
Israel Corporation Limited	3	3,105	828	
Israel Discount Bank Limited	598	1,528	655	
Ofek Leumi Financial Instruments Limited	12,413	38,002	26,405	
Teva Pharmaceutical Industries Limited	977	46,322	68,425	
		<u>130,054</u>	<u>125,538</u>	2.1
Korea				
CJ Corporation	100	6,086	3,779	
Daelim Industrial	92	9,910	3,998	
Daewoo Engineering and Construction Company Limited	210	3,359	1,815	
Dong Kuk Steel Mill Company Limited	210	8,153	5,454	
Doosan Corporation	121	18,843	11,244	
Doosan Heavy Industries & Construction Company Limited	39	3,762	2,366	
GS Engineering & Construction Company Limited	64	7,357	3,647	
GS Holdings Corporation	420	15,831	10,927	
Hana Financial Group	340	13,154	6,408	
Hanjin Shipping Company Limited	420	12,788	7,407	
Hanwha Corporation	471	20,438	8,831	
Hynix Semiconductor Incorporated	760	17,479	4,978	
Hyosung Corporation	188	10,152	6,950	
Hyundai Engineering & Construction Company Limited	110	8,103	6,118	
Hyundai Heavy Industries Company Limited	57	17,887	10,991	
Hyundai Merchant Marine Company Limited	150	5,849	5,378	
Hyundai Mobis Company Limited	226	17,877	13,775	
Hyundai Motor Company Limited	1,335	91,874	51,227	
Hyundai Steel Company	93	5,791	3,397	
Industrial Bank Of Korea	420	6,181	3,150	
KB Financial Group	1,219	77,855	39,689	
Kia Motors Corporation	2,600	28,303	16,552	
Korea Exchange Bank	820	9,922	5,038	
Korea Gas Corporation(Kogas)	117	8,177	6,462	
Korea Kumho Petrochemical Company Limited	255	10,084	4,547	
Korean Air Lines Company Limited	140	8,075	5,155	
KT & G Corporation	154	13,026	11,819	
KT Freetel Company Limited	430	11,815	12,875	
Kumho Industrial Company Limited	250	7,669	3,137	
LG Chem Limited	244	20,794	17,449	
LG Corporation	922	60,939	38,149	
LG Dacom Corporation	350	6,757	6,749	
LG Display Company Limited	230	8,819	4,736	
LG Electronics Incorporated	648	64,185	46,779	
LG International Corporation	980	18,579	13,912	
LG Telecom Limited	730	6,516	7,024	
Lotte Shopping Company Limited	16	4,944	3,256	
LS Corporation	131	10,275	9,660	
Samsung C & T Corporation	582	33,005	22,530	
Samsung Card Company Limited	84	3,820	2,963	
Samsung Electronics Company Limited	454	273,794	199,067	
Samsung Fire & Marine Insurance Company Limited	78	15,527	14,247	
Samsung SDI Company Limited	268	19,497	14,283	
Shinhan Financial Group Company Limited	906	42,796	26,118	
Shinsegae Company Limited	22	12,425	10,275	
SK Energy Company Limited	130	13,957	9,486	
SK Holdings Company Limited	738	96,583	67,651	
SK Networks Company Limited	490	8,022	3,988	
SK Telecom Company Limited	196	39,112	39,694	
S-Oil Corporation	436	28,734	25,941	
Woori Finance Holdings	700	11,013	4,328	
		<u>1,275,896</u>	<u>865,399</u>	14.8

Pro-FTSE RAFI Emerging Index Fund
Statement of Investment Portfolio
As at December 31 2008

Security Name	No. of Shares	Average Cost (\$)	Market Value (\$)	% of Net Assets
Malaysia				
British American Tobacco (M) Berhad	600	7,780	9,332	
Bumiputra-Commerce Holdings Berhad	5,900	16,769	12,097	
Genting Berhad	6,100	11,875	7,978	
loi Corporation Berhad	3,900	7,436	4,908	
Malayan Banking Berhad	14,250	35,166	25,691	
Misc Berhad	6,000	17,179	17,816	
Petronas Gas Berhad	1,700	5,580	5,889	
Plus Expressways Berhad	5,400	5,266	5,689	
Public Bank Foreign Board	10,200	34,095	31,550	
Sime Darby Berhad	6,400	18,817	11,651	
Telekom Malaysia Berhad	3,800	3,982	4,110	
Tenaga Nasional Berhad	3,500	9,324	7,733	
TM International Berhad	10,000	18,668	12,726	
YTL Corporation Berhad	2,500	5,829	6,186	
YTL Power International Berhad	7,966	5,103	5,350	
		<u>202,870</u>	<u>168,708</u>	2.9
Mexico				
Alfa SAB De CV	1,865	10,963	4,858	
America Movil SAB de CV	26,189	73,838	48,909	
Carso Global Telecom Sab De CV	6,572	33,260	31,284	
Coca-Cola Femsa SAB De CV	4,371	22,787	22,289	
Fomento Economico Mexicano SAB De CV	10,919	43,938	38,817	
Grupo Bimbo SAB De CV	1,025	5,814	5,258	
Grupo Financiero Banorte SAB De CV	3,887	15,757	8,512	
Grupo Mexico SAB De CV	20,847	40,573	16,273	
Grupo Modelo SAB De CV	7,666	35,078	28,498	
Kimberly-Clark De Mexico SAB De CV	2,845	11,930	10,551	
Organizacion Soriana SAB De CV	1,423	3,900	3,591	
Wal-Mart De Mexico SAB De CV	5,111	19,030	16,477	
		<u>316,870</u>	<u>235,317</u>	4.0
Poland				
Bank BPH SA	144	5,405	2,092	
Bank Pekao SA	162	15,711	8,437	
KGHM Polska Miedz SA	181	8,747	2,101	
PKO BP SA	492	10,713	7,178	
Polish Oil and Gas SA	4,149	9,438	6,164	
Polski Koncern Naftowy Orlen Spolka Akcyjna	2,294	43,822	24,359	
Telekomunikacja Polska SA	3,356	32,588	26,592	
		<u>126,425</u>	<u>76,924</u>	1.3
Russian Federation				
Fourth Whsl Generating Cosponsored GdR Reg S	464	-	-	
Gazprom OAO	5,952	236,291	102,210	
Hydro Oqk Ojsc Sponsored GDR Reg S	780	-	-	
Inter Rao Ues Jsc Sponsored GDR Regs	94	-	-	
JSC Vtb Bank GDR	566	4,400	1,448	
Kusbass Energo Stk Co Sponsored GDR Reg S	31	-	-	
Mobile Telesystems Ojsc	300	23,038	9,719	
OAO Severstal GDR	301	7,723	960	
OAO Tatneft GDR	430	41,040	17,282	
OGK 1 Open Jt Stk Cosponsored GDR Reg S	434	-	-	
OGK 6 Jsc GDR Reg S	131	-	-	
Oil Company Lukoil	2,839	199,188	109,261	
Sbergatelny Bk Rossiiskoi Fed GDR	55	27,909	9,185	
Territorial Generation Co No 9Sponsored GDR Reg S	76	-	-	
Territorial Generation Co Sponsored GDR Reg S	71	-	-	
TGC 14 Jsc GDR Reg S	7	-	-	
TGK 10 Jsc GDR Reg S	66	-	-	
		<u>539,590</u>	<u>250,065</u>	4.3
South Africa				
ABSA Group Limited	1,215	17,757	16,849	
Adcock Ingram Holdings Limited	689	3,023	3,466	
Anglo Platinum Limited	114	18,184	7,612	
Arcelormittal South Africa Limited	479	11,801	5,442	
Barloworld Limited	1,479	20,635	7,973	
Bidvest Group Limited	1,483	22,269	20,005	
Eqstra Holdings Limited	1,063	2,555	1,070	
Firstrand Limited	17,537	39,036	36,219	
Gold Fields Limited	1,048	14,956	12,370	
Harmony Gold Mining Company Limited	623	7,364	7,715	
Impala Platinum Holdings Limited	691	27,496	12,034	
Imperial Holdings Limited	1,899	14,535	14,586	
Mondi Limited	2,423	20,341	10,480	
MTN Group Limited	2,154	37,196	30,148	
Nedbank Group Limited	1,053	15,949	12,905	
Pik N Pay Stores ORD	1,415	5,425	6,573	
Remgro Limited	993	9,716	9,711	
RMB Holdings Limited	2,164	7,899	6,881	
Sanlam Limited	14,985	41,703	32,862	
Sappi Limited	1,262	16,030	5,861	
Sappi Rts Exp05Dec08 Zar	1,514	-	-	
Sasol Limited	1,212	62,774	43,781	
Standard Bank Group Limited	6,122	74,406	65,311	
Telkom SA Limited	1,621	29,370	23,930	
Tiger Brands Ltd.	689	11,142	12,749	
		<u>531,563</u>	<u>406,533</u>	6.9

Pro-FTSE RAFI Emerging Index Fund
Statement of Investment Portfolio
As at December 31 2008

Security Name	No. of Shares	Average Cost (\$)	Market Value (\$)	% of Net Assets
Taiwan				
Acer Incorporated	17,195	33,366	27,249	
Advanced Semiconductor Engineering Inc.	14,347	12,660	6,298	
ASUSTeK Computer Incorporated	12,997	33,211	17,768	
Au Optronics Corporation	23,949	39,060	21,961	
Behavior Tech Computer Corporation	22,000	12,119	1,522	
Cathay Financial Holding Company Limited	13,550	31,136	18,398	
Chang Hwa Commercial Bank Limited	16,000	11,579	7,559	
Chi Mei Optoelectronic Corporation	16,650	19,442	6,689	
China Airlines Limited	12,000	6,007	3,393	
China Development Financial Holding Company Limited	46,000	19,028	12,389	
China Motor Company Limited	9,000	6,774	2,913	
China Steel Corporation	52,230	75,677	44,882	
Chinatrust Financial Holding Company Limited	33,171	26,925	17,029	
Chunghwa Picture Tubes Limited	41,000	12,413	5,079	
Chunghwa Telecom Company Limited	29,830	61,917	56,926	
Compal Electronics Inc.	29,130	28,798	18,693	
Delta Electronics Inc.	5,080	14,268	11,962	
Evergreen Marine Corporation (Taiwan) Limited	11,000	8,793	6,240	
Far Eastern Textile Limited	11,200	17,407	8,749	
Far Eastone Telecommunications Company	9,000	14,765	12,488	
First Financial Holding Company Limited	18,192	18,326	11,640	
Formosa Chemicals & Fibre Corporation	20,000	46,594	29,760	
Formosa Petrochemical Corporation	6,000	16,393	15,111	
Formosa Plastics Corporation	17,000	46,798	27,573	
Fubon Financial Holding Company Limited	32,000	34,215	28,391	
Hon Hai Precision Industry Company Limited	14,650	67,504	34,988	
Hua Nan Financial Holdings Company Limited	19,320	16,941	13,224	
Inotera Memories Inc.	5,000	3,829	1,499	
Inventec Corporation	23,900	13,422	8,206	
Lite-On Technology Corporation	15,065	17,113	12,021	
Mediatek Incorporated	2,020	24,329	16,569	
Mega Financial Holding Company	49,000	36,213	20,598	
Nan Ya Plastics Corporation	20,000	46,496	26,226	
Pou Chen Corporation	21,599	18,467	11,771	
Powerchip Semiconductor Corporation	62,000	21,650	9,018	
President Chain Store Corporation	1,000	3,395	2,909	
Promos Technologies Inc	64,000	14,598	5,785	
Qisda Corporation	10,640	7,275	2,573	
Quanta Computer Inc.	12,300	17,584	15,763	
Shin Kong Financial Holding Company Limited	15,649	10,685	5,181	
Siliconware Precision Industries Company Limited	10,080	16,011	10,481	
Sinopac Financial Holdings Company Limited	38,000	16,635	10,107	
Taishin Financial Holding Company Limited	43,000	19,154	9,246	
Taiwan Cement Corporation	4,040	7,247	4,043	
Taiwan Cooperative Bank	15,800	12,577	9,727	
Taiwan Mobile Company Limited	8,000	15,034	14,329	
Taiwan Semiconductor Manufacturing Company Limited	83,342	171,069	137,654	
Tatung Company Limited	24,000	12,738	5,428	
Uni President Enterprises Corporation	11,450	14,879	12,267	
United Micro Electronics Corporation	7,691	24,734	18,265	
Wan Hai Lines Limited	7,300	5,787	3,843	
Yang Ming Marine Transport Corporation	14,099	8,659	5,297	
Yulon Motor Company Limited	7,089	8,613	3,639	
		<u>1,300,310</u>	<u>851,321</u>	14.5
Thailand				
Advanced Information Service Public Company Limited (Foreign)	3,600	10,316	10,011	
Aromatics (Thailand) Public Company Limited	9,300	7,711	3,208	
Bangkok Bank Public Company (Foreign)	2,500	8,470	6,072	
Irpc Public Company Limited	36,600	1,489	2,783	
Kasikornbank Public Company Limited (Foreign)	2,300	5,474	3,643	
KGI Securities (Thailand) Public Company Limited	119,100	7,329	3,060	
Krung Thai Bank Public Company Limited	15,200	1,376	2,033	
PTT Chemical Public Company Limited	1,000	3,013	1,109	
PTT Exploration & Production Public Company Limited	2,200	10,418	8,286	
PTT Public Company Limited	2,700	26,664	16,537	
Siam Cement Public Company Limited	1,600	9,913	6,139	
Siam Commercial Bank Public Co. Ltd.	3,500	4,273	5,944	
Thai Airways International Public Company Limited	5,900	1,380	1,610	
Thai Oil Public Company Limited	3,500	1,579	2,908	
		<u>99,405</u>	<u>73,343</u>	1.3

Pro-FTSE RAFI Emerging Index Fund
Statement of Investment Portfolio
As at December 31 2008

Security Name	No. of Shares	Average Cost (\$)	Market Value (\$)	% of Net Assets
Turkey				
Akbank Turk Anonim Sirketi	2,178	11,726	8,247	
Arcelik Anonim Sirketi	500	2,898	816	
Dogan Sirketter Grubu Holding AS	8,939	11,392	7,222	
Eregli Demir Ve Celik Fabrikalari TAS	1,294	7,836	4,223	
Ford Otomotiv Sanayi AS	440	4,375	1,513	
Haci Omer Sabanci Holding AS	2,416	10,389	6,583	
Koc Holding AS	5,177	17,285	10,744	
Tupras Turkiye Petrol Rafineleri AS	518	12,844	6,647	
Turkcell Iletisim Hizmetleri AS	190	1,831	1,317	
Turkiye Garanti Bankasi AS	3,384	15,366	6,969	
Turkiye Is Bankasi AS	2,203	9,914	7,155	
		<u>105,856</u>	<u>61,437</u>	1.0
United States				
Banco Santander-Chile SA ADR	100	4,849	4,266	
Cemex ADR Repstg Ten ORD Partpn Cert	3,200	75,136	35,621	
China Petroleum & Chemical Corporation ADR	1,700	170,460	127,911	
China Telecom Corporation Limited ADR	400	29,103	18,536	
Endesa - Empresa Nacional De Electricidad SA ADR	300	12,528	12,233	
Enerjis SA ADR	1,900	31,644	29,319	
Federal Grid Co Uni Energy Sys ADR	456	-	-	
Grupo Televisa SAB ADR	800	20,449	14,527	
Ishares Incmsci Brazil Free Index Fd ADR	-	26,671	-	
Ishares Msci South Africa Index F ADR	952	44,969	43,433	
Korea Electric Power Corporation ADR	3,500	55,536	49,447	
KT Corporation ADR	1,800	43,164	32,094	
Magyar Telekom Telecommunications Public Limited Company ADR	200	5,180	3,391	
Mahanagar Telephone Nigam Limited ADR	2,100	12,938	8,721	
Mosenergo Oaosponsored GDR Reg S	151	-	-	
OGK 3 Ojcsponsored GDR Reg S	185	-	-	
P.T. Telekomunikasi Indonesia (Persero)	1,200	46,889	36,522	
Petrobras Energia Participaciones SA ADR	600	7,147	4,450	
Petrochina Company Limited ADR	5,400	698,073	585,191	
Petroleo Brasileiro SA ADR	3,700	193,981	110,313	
Philippine Long Distance Telephone Company ADR	200	12,652	11,436	
Posco ADR	700	81,946	63,948	
PT Indosat Terbuka Sponsored ADR	300	13,430	9,416	
Tata Motors Limited ADR	900	12,862	4,823	
Telecom Argentina "B" Sponsored ADR	300	5,379	2,759	
Telefonos De Mexico SAB De CV "I" ADR	3,200	75,139	81,297	
Telemex International SAB De ADR	2,900	43,154	39,981	
Tenaris SA ADR	300	16,164	7,655	
Territorial Generating Co Sponsored GDR Reg S	29	-	-	
Territorial Generation Co No7Sponsored GDR Reg S	75	-	-	
Territorial Generation Cosponsored GDR Reg S	172	-	-	
Territorial Generation Cosponsored GDR Reg S	69	-	-	
Vimpel-Communications (Ojs) Sponsored "A" ADR	1,300	28,341	11,273	
Wipro Limited ADR	300	3,574	2,970	
Yanzhou Coal Mining Company "H" Sponsored ADR	800	13,432	7,307	
Yenisei Territorial Generating Sponsored GDR Reg S	78	-	-	
		<u>1,784,790</u>	<u>1,358,840</u>	23.2
Transaction costs		(6,483)		
Total Investments		8,320,559	5,806,847	99.0
Net Assets:				
Total investments			5,806,847	99.0
Cash and cash equivalents			3,728	0.1
Other net assets			50,591	0.9
			<u>5,861,166</u>	<u>100.0</u>

Pro FTSE RAFI Emerging Markets Index Fund
Notes to Statement of Investment Portfolio
As at December 31, 2008

Risk Management

The Fund's investment activities expose it to a variety of financial risks. The Statement of Investments presents the securities held by the Fund as at December 31, 2008, and groups the securities by asset type, geographic region and/or market segment. Significant risks that are relevant to the Fund are discussed below.

The Manager seeks to minimize potential adverse effects of these risks on the Fund's performance by employing professional, experienced portfolio advisors, by daily monitoring of the Fund's positions and market events, and by diversifying the investment portfolio within the constraints of the investment objective. To assist in managing risk, the Manager also uses internal guidelines that identify the target exposures for each type of risk, maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines, and securities regulations.

The investment portfolio mainly holds the constituent or equivalent securities of the FTSE RAFI Emerging Markets Index in similar proportion as they are reflected in the index or a sample of the index.

Liquidity Risk

The Fund is exposed to daily cash redemptions of redeemable units. In accordance with securities regulations, the Fund must maintain at least 90% of its assets in liquid investments (i.e. investments that are traded in an active market and can be readily disposed). In addition, the Fund retains sufficient cash and cash equivalent positions to maintain adequate liquidity.

Currency Risk

Currency risk is the risk that financial instruments which are denominated or exchanged in a currency other than the Canadian dollar, which is the Fund's reporting currency, will fluctuate due to changes in exchange rates. The table below indicates the foreign currencies to which the Fund had a significant exposure as at period end in Canadian dollar terms.

Currency	Investments	% of Net Assets
Brazilian Real	554,901	9.6
Euro Currency	9,185	0.2
Hong Kong Dollar	600,327	10.2
Hungarian Forint	23,835	0.4
Israeli Shekel	125,538	2.1
Malaysian Ringgit	168,708	2.9
Mexican Peso	235,317	4.0
New Taiwan Dollar	833,056	14.2
New Turkish Lira	61,437	1.0
Polish Zloty	76,924	1.3
South African Rand	406,533	6.9
South Korean Won	865,399	14.8
Thailand Baht	73,343	1.3
United States Dollar	1,772,345	30.3
Total	5,806,848	99.2

Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. The Fund does not have a significant credit risk exposure as at December 31, 2008. The carrying amount of other assets represents their maximum credit risk exposure, as they will be settled in the short term.

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker.

Pro FTSE RAFI Emerging Markets Index Fund
Notes to Statement of Investment Portfolio
As at December 31, 2008

Other Price Risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All securities present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value.

For this Fund, the most significant exposure to other price risk arises from its investment in equity securities. As at December 31, 2008, had the prices on the respective stock exchanges for these securities raised or lowered by 10%, with all other variables held constant, net assets would have increased or decreased, respectively, by approximately \$580,685 (approximately 9.9% of total net assets). In practice, the actual trading results may differ and the difference could be material.

**Pro FTSE RAFI Emerging Markets Index Fund
For the year ended December 31, 2008**

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE FUND

The Pro FTSE RAFI Emerging Markets Index Fund (the "Fund") is a mutual fund trust created under the laws of the Province of Ontario by Trust Indenture dated November 6, 2007. The Fund commenced operations on November 6, 2007. Pro-Financial Asset Management Inc. is the Trustee and Manager of the Fund.

The investment objective of the Fund is to track the performance of the FTSE RAFI Emerging Markets Index, net of expenses.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The following is a summary of significant accounting policies:

Adoption of new accounting standards:

Section 3862, Financial Instruments - Disclosures ("Section 3862"), and Section 3863, Financial Instruments - Presentation ("Section 3863"), have replaced Section 3861, Financial Instruments - Disclosure and Presentation ("Section 3861"). Section 3862 requires additional disclosure by the Fund pertaining to the nature and extent of risks arising from financial instruments to which the Fund is exposed and how the Fund manages those risks. Section 3863 carries forward unchanged the presentation requirements of Section 3861 with respect to financial instruments. Both Section 3862 and Section 3863 apply to interim and annual financial statements of the Fund beginning for the fiscal year commencing January 1, 2008. Refer to the Statement of Investment Portfolio for further details regarding risk management.

Future accounting change:

The Canadian Accounting Standards Board ("AcSB") has confirmed January 1, 2011 as the date International Financial Reporting Standards ("IFRS") will replace GAAP for publicly accountable enterprises, which includes investment funds. The Fund will adopt IFRS for its fiscal year beginning January 1, 2011.

Investments:

Section 3855, Financial Instruments - Recognition and Measurement ("Section 3855"), establishes standards for the fair valuation of investments as well as the accounting treatment of transaction costs. Section 3855 applies to fiscal years beginning on or after October 1, 2006.

Investments are deemed categorized as held-for-trading in accordance with Section 3855 and, therefore, recorded at fair value as follows:

Investments in securities listed on a recognized public stock exchange are valued at their closing bid prices on the valuation date. If no closing bid price can be ascertained or if the securities are not quoted on an exchange, they will be valued at fair value based on management's best estimate. The difference between market value and average cost is shown as unrealized appreciation (depreciation) of investments in the Statement of Operations. Average cost is used to calculate the gain or loss on investments sold. The average cost excludes transaction costs.

Transaction costs:

In accordance with Section 3855, transaction costs such as brokerage commissions and other portfolio transaction costs are included in transaction costs in the Statement of Operations. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment. Prior to the adoption of Section 3855, transaction costs were capitalized and included in the cost of purchases or proceeds from sale of investments. There is no impact to the net assets or transactional net assets of the Fund from the adoption of this section.

Cash and cash equivalents:

Cash and cash equivalents are comprised of cash on deposit and short-term debt instruments with terms to maturity of less than 90 days at acquisition. Cash and cash equivalents are deemed to be held for trading and, therefore, carried at fair value, which approximates their carrying amounts.

**Pro FTSE RAFI Emerging Markets Index Fund
For the year ended December 31, 2008**

NOTES TO FINANCIAL STATEMENTS

Other assets and liabilities:

The fair value of other financial assets (loans and receivables) and financial liabilities approximate their carrying amounts. For the purpose of categorization in accordance with Section 3855, subscriptions receivable and dividends receivable are designated as loans and receivables and recorded at cost. Similarly, accrued liabilities are designated as other financial liabilities and recorded at cost.

Investment transactions and income recognition:

All investment transactions are accounted for on the trade date. Gains and losses from the sale of investments are calculated on an average cost basis. Interest income is accrued daily and dividend income is recognized on the record date.

Use of estimates:

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Net assets per unit:

The net assets per unit are computed by dividing the net assets attributable to a class of units on a business day by the total number of units of the class outstanding on that day.

Foreign currency translation:

Investments at market value and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rates of exchange applicable on the valuation dates. Investment transactions and income and expenses are translated at the rates of exchange on the dates of such transactions.

3. INCOME TAXES

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) and, accordingly, is not subject to tax on net income, including net realized capital gains, which is paid or payable to unitholders. It is the intention of the Fund to distribute sufficient net income and net realized capital gains so that the Fund will not be subject to income taxes after taking into account applicable capital gains tax refunds. Accordingly, no provision for income taxes has been made.

Net capital losses are available to be carried forward indefinitely and applied against future net realized capital gains. Non-capital losses may be carried forward up to 20 years to reduce future taxable income.

4. EXPENSES OF THE FUND

The Manager provides investment and administrative services to the Fund. In consideration for these services the Manager receives a fee:

Class A – 1.60% per annum
Class B – 1.80% per annum
Class F – 0.65% per annum

of the net asset value of the Fund calculated daily and payable daily in arrears. For the year ended December 31, 2008, the management fee amounted to \$85,975.

The Fund is responsible for the payment of all expenses relating to its operations and the carrying on of its business. All expenses in the Fund are payable by the Manager, other than legal fees, audit fees, custodial fees, directors' fees, securityholder reporting costs, marketing and printing costs, operating costs, transaction costs and taxes. At times, the Manager has paid a portion of the expenses otherwise payable by the Fund, and the rebate has been highlighted in the Statement of Operations.

**Pro FTSE RAFI Emerging Markets Index Fund
For the year ended December 31, 2008**

NOTES TO FINANCIAL STATEMENTS

The management expense ratio (MER) is calculated based on the total management expenses of the Fund as a percentage of the weighted average net assets of the Fund. The MER is inclusive of the GST in accordance with National Instrument 81-102. The Fund's MER was:

Class A – 2.01% per annum
Class B – 2.20% per annum
Class F – 0.99% per annum

for the period ended December 31, 2008.

5. NET ASSET VALUE

For investments that are traded in an active market where quoted prices are readily available, Section 3855 requires bid prices to be used in the fair valuation of investments, rather than the use of closing sale prices currently used for the purpose of determining transactional net assets. These changes account for the difference between transactional net assets and net assets.

	2008	2007
Class A	\$5.92	\$9.70
Class B	\$5.90	\$9.70
Class F	\$5.98	\$9.71

6. UNITHOLDERS' EQUITY

For each unit sold, the Fund receives an amount equal to the net asset value per unit at the next valuation date, which is included in unitholders' equity. Units are redeemable at the option of unitholders at their net asset value on the next valuation date following the redemption date. For each unit redeemed, unitholders' equity is reduced by the net asset value of the unit at the next valuation date after the redemption date.

7. CONTINGENT LIABILITY

Agreements between the individual members of the Funds' Independent Review Committee ("IRC") and the Trustee, on behalf of the Funds, provides for the indemnification of each IRC member by the Funds from and against liabilities and costs in respect of any action or suit against the member by reason of being or having been a member of the IRC, provided that the member acted honestly and in good faith with a view to the best interest of the Funds, or, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that they had reasonable grounds for believing that his/her conduct was lawful. No claims with respect to such occurrences have been made and, as such, no amount has been recorded in these financial statements with respect to these indemnifications.

8. COMPARATIVE FIGURES

Certain prior period comparative figures have been reclassified to conform to the current period's financial statement presentation.