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## AUDITORS' REPORT TO THE UNITHOLDERS

We have audited the statements of net assets of Pro FTSE RAFI Global 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 January 3, 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 January 3, 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

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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 Global Index Fund**  
**Statement of Net Assets**  
**As at December 31,**

	2008	2007
<b>Assets</b>		
Cash and cash equivalents	\$ 253,120	\$ 73,612
Subscriptions receivable	67,207	83,915
Dividends receivable	28,418	18,408
Investments in securities at market value	14,848,099	15,094,238
	<b>15,196,844</b>	<b>15,270,173</b>

<b>Liabilities</b>		
Accrued liabilities	(26,536)	(29,439)
<b>Net assets (Note 2)</b>	<b>\$ 15,170,308</b>	<b>\$ 15,240,734</b>

<b>Units outstanding</b>		
Class A	811,063	531,083
Class B	994,266	412,451
Class F	460,433	644,892
<b>Total units outstanding (Note 6)</b>	<b>2,265,762</b>	<b>1,588,426</b>

<b>Net assets per unit (Note 2)</b>		
Class A	\$ 6.69	\$ 9.58
Class B	\$ 6.66	\$ 9.56
Class F	\$ 6.80	\$ 9.64

See accompanying notes to financial statements

Approved by Pro-Financial Asset Management Inc.



**Stuart McKinnon**  
**Director**



**John Farrell**  
**Director**

**Pro-FTSE RAFI Global Index Fund**

**Statement of Operations**

For the year ended December 31, 2008 and period January 3, 2007 to December 31, 2007

	2008	2007
<b>Investment Income</b>		
Dividend income	\$ 650,848	\$ 127,045
Interest income	772	282.32
<b>Total investment income</b>	<b>651,620</b>	<b>127,327</b>
<b>Expenses</b>		
Management fees (Note 4)	247,849	113,709
Operating costs	73,586	83,364
Marketing & printing costs	30,846	23,234
Securityholder reporting costs	30,714	38,006
Audit fees	17,207	23,429
Legal fees	15,738	35,966
Custodial fees	10,486	8,495
Directors' fees	3,938	442
<b>Total expenses</b>	<b>430,364</b>	<b>326,645</b>
Less expenses absorbed by Manager (Note 4)	<b>(136,803)</b>	<b>(186,321)</b>
<b>Net expenses</b>	<b>293,561</b>	<b>140,324</b>
<b>Net investment income (loss)</b>	<b>358,059</b>	<b>(12,997)</b>
<b>Realized and unrealized gain (loss) on investments</b>		
Net realized gain (loss) on sale of investments	(1,386,950)	70,309
Net change in unrealized depreciation of investments	(4,948,753)	(545,719)
Transaction costs	(79,048)	(62,079)
<b>Net loss on investments</b>	<b>(6,414,751)</b>	<b>(537,489)</b>
<b>Decrease in net assets from operations</b>	<b>\$ (6,056,692)</b>	<b>\$ (550,486)</b>
<b>Decrease in net assets from operations per unit</b>		
Class A	\$ (2.89)	\$ (0.42)
Class B	\$ (2.90)	\$ (0.44)
Class F	\$ (2.84)	\$ (0.36)

Pro-FTSE RAFI Global Index Fund  
Statement of Changes in Net Assets

For the year ended December 31, 2008 and period January 3, 2007 to December 31, 2007

	2008	2007
<b>Net assets, beginning of period</b>		
Class A	\$ 5,026,320	\$ -
Class B	6,284,592	-
Class F	3,951,707	-
<b>Net assets, beginning of period</b>	<b>15,262,619</b>	<b>-</b>
<b>Decrease in net assets from operations</b>		
Class A	(2,168,083)	(184,053)
Class B	(2,657,810)	(223,494)
Class F	(1,230,799)	(142,939)
	<b>(6,056,692)</b>	<b>(550,486)</b>
<b>Capital transactions</b>		
Proceeds from issue of units		
Class A	4,636,259	5,547,713
Class B	5,927,426	7,480,294
Class F	5,507,887	4,383,157
	<b>16,071,572</b>	<b>17,411,164</b>
Redemption of units		
Class A	(2,180,866)	(337,340)
Class B	(1,292,551)	(972,208)
Class F	(6,633,774)	(288,511)
	<b>(10,107,191)</b>	<b>(1,598,059)</b>
<b>Increase (decrease) in net assets</b>	<b>(92,311)</b>	<b>15,262,619</b>
<b>Net assets, end of period</b>		
Class A	5,313,630	5,026,320
Class B	8,261,657	6,284,592
Class F	1,595,021	3,951,707
<b>Net assets, end of period (Note 2)</b>	<b>\$ 15,170,308</b>	<b>\$ 15,262,619</b>

**Pro-FTSE RAFI Global Index Fund**  
**Statement of Investment Portfolio**  
**As at December 31, 2008**

<b>Security name</b>	<b>No. of Shares</b>	<b>Average Cost (\$)</b>	<b>Market Value (\$)</b>	<b>% of Net Assets</b>
<b>Australia</b>				
Amcors Limited	2,578	16,349	12,580	
AMP Limited	3,019	21,189	13,958	
Australia And New Zealand Banking Group Limited	3,317	66,240	43,286	
Bluescope Steel Limited	1,914	15,963	5,692	
Commonwealth Bank Of Australia	2,755	106,389	67,925	
Foster's Group Limited	3,390	18,706	15,644	
GPT Group	10,816	21,764	8,411	
Insurance Australia Group Limited	5,961	24,260	19,562	
Lend Lease Corporation Limited	1,033	14,764	6,188	
Macquarie Group Limited	401	20,032	9,873	
Macquarie Infrastructure Group	7,426	20,696	10,535	
National Australia Bank Limited	5,220	150,654	92,923	
Qantas Airways Limited	3,139	14,919	7,002	
QBE Insurance Group Limited	1,136	25,106	24,902	
Rio Tinto Limited	160	18,257	5,195	
Stockland	2,932	18,947	10,023	
Suncorp-Metway Limited	2,325	34,220	16,591	
Tabcorp Holdings Limited	1,057	13,714	6,143	
Telstra Corporation Limited	9,454	39,344	30,863	
Westfarmers Limited	630	21,128	9,675	
Westfield Group	2,679	44,504	29,649	
Westpac Bkg Corp	1,434	28,122	20,772	
Woolworths Limited	1,417	37,580	32,224	
		<u>792,848</u>	<u>499,615</u>	<b>3.3</b>
<b>Belgium</b>				
Anheuser Busch	638	22,583	17,722	
Belgacom SA	351	16,900	16,347	
Dexia	3,077	80,965	16,674	
Fortis (Brussels)	1,164	34,563	1,809	
Fortis Rts Exp 04Jul14	2,762	-	-	
Groupe Bruxelles Lambert SA	138	16,782	13,369	
KBC Group NV	295	36,617	10,758	
Solvay Societe Anonyme	100	15,080	9,040	
		<u>223,489</u>	<u>85,720</u>	<b>0.6</b>
<b>Canada</b>				
Bank of Montreal	1,000	61,070	31,220	
Barrick Gold Corporation	500	21,169	22,340	
BCE Inc.	650	25,325	16,283	
Brookfield Asset Management Inc. "A"	600	17,808	11,124	
Canadian Imperial Bank Of Commerce	700	45,321	35,679	
Canadian National Railway Company	400	20,888	17,896	
Canadian Natural Resources Ltd.	400	30,859	19,500	
Canadian Pacific Railway Limited	200	14,681	8,172	
Celestica Inc.	2,400	16,350	13,248	
Enbridge Inc.	450	16,760	17,775	
Encana Corporation	700	55,550	39,725	
George Weston Limited	250	13,011	14,910	
Goldcorp Inc.	400	15,047	15,344	
Loblaws Companies Limited	350	15,569	12,229	
Magna International Inc.	450	40,801	16,479	
Manulife Financial Corporation	1,500	59,104	31,140	
National Bank of Canada	300	16,897	9,387	
Petro-Canada	700	37,525	18,627	
Power Corporation of Canada	1,000	39,085	22,210	
Power Financial Corporation	500	20,076	11,845	
Rogers Communications Inc. "B"	400	15,835	14,632	
Royal Bank of Canada	1,550	84,695	55,800	
Sun Life Financial Inc.	800	41,201	22,680	
Suncor Energy Inc.	500	25,599	11,860	
Talisman Energy Inc.	1,400	27,038	17,052	
Teck Cominco Limited	400	15,239	2,396	
The Bank of Nova Scotia	1,300	62,668	43,095	
Thomson Reuters Corporation	400	17,182	14,236	
Toronto-Dominion Bank	900	57,904	39,078	
Transcanada Corporation	827	31,545	27,357	
		<u>961,802</u>	<u>633,319</u>	<b>4.2</b>

**Pro-FTSE RAFI Global Index Fund**  
**Statement of Investment Portfolio**  
**As at December 31, 2008**

<b>Security name</b>	<b>No. of Shares</b>	<b>Average Cost (\$)</b>	<b>Market Value (\$)</b>	<b>% of Net Assets</b>
<b>Finland</b>				
Fortum OYJ	550	22,850	14,274	
Kesko OYJ	305	13,547	9,220	
Metso OYJ	210	10,496	3,024	
Outokumpu OYJ	292	12,149	4,055	
Sampo OYJ	1,064	28,110	24,006	
Stora Enso OYJ	2,344	40,570	22,049	
Upm-Kymmene OYJ	2,109	39,435	32,346	
		<u>167,157</u>	<u>108,975</u>	<b>0.7</b>
<b>France</b>				
Accor	352	26,066	21,060	
Air France - KLM	768	21,890	12,001	
Air Liquide	297	41,079	33,125	
Alstom SA	225	24,939	16,094	
BNP Paribas	2,280	247,121	116,988	
Bouygues SA	514	35,336	26,413	
Carrefour	1,577	115,372	73,956	
Casino, Guichard-Perrachon Et Cie	118	12,867	10,838	
Electricite De France	236	21,942	16,581	
GDF Suez	2,060	113,159	123,954	
Groupe Danone	529	45,892	38,925	
Lafarge SA	264	42,738	19,502	
Lagardere SCA	334	23,912	16,506	
LVMH Moet Hennessy Louis Vuitton	395	44,629	32,141	
Pagesjaunes	636	11,217	7,641	
Pernod Ricard	212	22,446	19,136	
Peugeot SA	941	66,728	19,483	
PPR SA	248	42,457	19,688	
Saint Gobain	1,031	100,758	59,024	
Schneider Electric SA	372	46,543	33,598	
Ses SA	557	12,887	13,118	
Societe Generale	1,405	143,393	86,193	
Sodexo	298	19,229	19,968	
Suez	1,761	112,301	103,802	
Total SA	4,967	395,710	329,345	
Unibail-Rodamco	65	16,614	11,769	
Vallourec	61	16,054	8,416	
Vinci (Ex S.G.E.) ORD	731	51,353	37,134	
Vivendi Incorporated	2,474	105,092	98,084	
		<u>1,979,725</u>	<u>1,424,485</u>	<b>9.4</b>
<b>Germany</b>				
Adidas AG	230	15,184	10,594	
BASF SE	1,908	125,307	89,317	
Bayer AG	974	81,549	68,566	
Daimler AG	3,166	266,299	142,487	
Deutsche Bank Aktiengesellschaft	1,610	174,369	76,697	
Deutsche Boerse AG	81	12,087	6,994	
Deutsche Lufthansa AG	672	17,727	13,003	
Deutsche Post Ag(Deutsche)	2,103	62,253	42,395	
E.ON AG	3,274	196,623	156,051	
Fresenius SE	158	13,413	11,047	
Henkel AG & Company Kgaa	382	17,337	14,914	
Hypo Real Estate Holding	631	16,835	3,215	
Linde Aktiengesellschaft	167	23,739	17,234	
MAN AG	196	25,607	13,130	
Metro AG	441	37,077	21,606	
RWE AG	779	95,077	83,858	
Siemens AG	1,352	153,243	121,372	
Thyssenkrupp AG	1,096	63,329	35,841	
TUI AG	1,108	28,270	15,058	
Volkswagen AG	299	76,323	127,361	
		<u>1,501,647</u>	<u>1,070,740</u>	<b>7.1</b>
<b>Hong Kong</b>				
Bank of East Asia Limited	2,200	10,957	5,578	
BOC Hong Kong (Holdings) Limited	7,500	18,136	10,215	
Cheung Kong (Holdings) Limited	2,000	30,825	22,968	
CLP Holdings Limited	3,500	26,232	28,812	
Hang Seng Bank Limited	1,087	18,276	17,367	
Hongkong Electric Holdings Limited	3,300	17,958	22,526	
Hutchison Whampoa Limited	7,308	71,170	44,546	
Playmates Holdings Limited	24,000	13,783	3,657	
Sun Hung Kai Properties Limited	2,000	35,268	20,297	
Swire Pacific Limited	2,500	28,782	20,953	
		<u>271,387</u>	<u>196,920</u>	<b>1.3</b>

**Pro-FTSE RAFI Global Index Fund**  
**Statement of Investment Portfolio**  
**As at December 31, 2008**

Security name	No. of Shares	Average Cost (\$)	Market Value (\$)	% of Net Assets
<b>Italy</b>				
Alleanza Assicurazioni SPA	937	11,673	9,181	
Assicurazioni Generali SPA	2,512	107,789	80,263	
ENEL SPA	12,070	131,449	91,118	
Fiat SPA	2,309	47,998	17,982	
Finmeccanica SPA	937	23,796	17,245	
Fondiaria	296	11,904	6,406	
IFIL Investments SPA	1,565	15,947	4,800	
Intesa Sanpaolo SPA	18,528	126,186	77,829	
Istituto Finanziario Industriale SPA	1,303	21,558	10,492	
Mediaset SPA	2,350	20,542	16,219	
Pirelli & Company SPA	10,958	8,859	4,864	
Sham Rete Gas SPA	1,598	10,441	10,770	
Unicredito Italiano SPA	17,869	103,470	51,766	
Unipol Gruppo Finanziario SPA	5,291	13,006	6,834	
		<u>654,619</u>	<u>405,770</u>	<b>2.7</b>
<b>Japan</b>				
Aeon Company Limited	2,450	38,318	29,371	
Aioi Insurance Company Limited	2,000	12,385	12,366	
Aisin Seiki Company Limited	350	13,330	5,750	
Ajinomoto Company Incorporated	1,000	10,636	13,095	
Asahi Breweries Limited	800	13,923	16,524	
Asahi Glass Company Limited	2,000	22,824	13,554	
Asahi Kasei Corporation	3,000	16,858	15,755	
Astellas Pharma Incorporated	400	16,357	19,548	
Bridgestone Corporation	1,800	37,341	32,125	
Canon Incorporated	1,900	93,119	70,538	
Central Japan Railway Company	3	31,096	31,469	
Chubu Electric Power Company Incorporated	1,900	54,313	69,768	
Chugoku Electric Power Company	950	21,311	30,395	
Chuo Mitsui Trust Holdings Incorporated	2,000	12,964	11,610	
Cosmo Oil Company Limited	5,000	21,423	18,495	
Dai Nippon Printing Company Limited	1,000	15,993	13,136	
Daiichi Sankyo Company Limited	600	17,969	16,970	
Daiwa House Industry Company	1,000	10,139	11,664	
Daiwa Securities Group Incorporated	2,000	17,424	14,175	
Denso Corporation	700	23,067	13,797	
East Japan Railway Company Limited	6	51,314	55,809	
Eisai Company Limited	300	10,687	14,945	
Electric Power Development Company Limit	500	20,708	23,693	
Fanuc Limited	100	9,662	8,478	
Fuji Heavy Industries Limited	3,400	16,924	10,924	
Fujitsu Limited	5,900	41,773	34,090	
Hankyu Hanshin Holdings Incorporated	3,000	15,488	20,858	
Hokkaido Electric Power Company Incorporated	500	11,504	15,323	
Hokuriku Electric Power Company Incorporated	500	10,820	17,145	
Idemitsu Kosan Company Limited	200	16,685	15,255	
Inpex Holdings Incorporated	1	11,133	9,396	
Isuzu Motors Limited	3,000	11,087	4,536	
Itochu Corporation	1,600	18,860	9,569	
Japan Tobacco Incorporated	6	28,872	23,741	
JFE Holdings Incorporated	1,000	46,743	31,523	
Kajima Corporation	4,000	15,192	16,632	
Kansai Electric Power Company Incorporated	2,222	57,115	77,992	
Kao Corporation	1,000	28,999	36,450	
KDDI Corporation	7	43,732	59,724	
Kirin Holdings Company Limited	1,000	18,776	15,768	
Kobe Steel Limited	6,000	18,347	13,041	
Komatsu Limited	1,000	27,558	15,093	
Kyushu Electric Power Company Incorporated	1,150	31,156	37,027	
Marubeni Corporation	2,800	23,099	12,625	
Mazda Motor Corporation	3,400	18,002	6,839	
Mitsubishi Chemical Holdings Corporation	3,000	18,902	15,876	
Mitsubishi Corporation	1,700	49,590	28,412	
Mitsubishi Electric Corporation	3,400	34,556	25,337	
Mitsubishi Estate Company Limited	1,000	26,241	19,535	
Mitsubishi Heavy Industries Limited	7,700	44,556	40,956	
Mitsubishi Motors Corporation	10,600	17,619	17,458	
Mitsubishi UFJ Financial Group Incorporated	16,378	147,247	121,386	
Mitsui & Company Limited	1,823	40,326	22,174	
Mitsui Chemicals Incorporated	2,000	12,487	8,775	
Mitsui Fudosan Company Limited	1,000	21,321	19,710	
Mitsui O.S.K Lines Limited	1,000	12,425	7,317	
Mitsui Sumitomo Insurance Group Holdings Incorporated	1,000	36,504	37,328	
Mizuho Financial Group Incorporated	16	66,710	55,663	
Murata Manufacturing Company Limited	300	15,648	14,135	
NEC Corporation	9,000	42,223	36,086	

**Pro-FTSE RAFI Global Index Fund**  
**Statement of Investment Portfolio**  
**As at December 31, 2008**

<b>Security name</b>	<b>No. of Shares</b>	<b>Average Cost (\$)</b>	<b>Market Value (\$)</b>	<b>% of Net Assets</b>
<b>Japan (continued)</b>				
Nippon Express Company Limited	3,300	18,527	16,617	
Nippon Mining Holdings Incorporated	3,800	29,538	19,391	
Nippon Oil Corporation	5,684	50,308	34,300	
Nippon Paper Group Incorporated	6	17,975	28,998	
Nippon Steel Corporation	9,000	49,590	35,235	
Nippon Yusen Kabushiki Kaisha	2,300	22,110	16,860	
Nomura Holdings Incorporated	3,100	48,035	30,383	
OJI Paper Company Limited	3,400	16,209	24,098	
Orix Corporation	180	27,394	12,077	
Osaka Gas Company Limited	3,600	14,214	20,072	
Ricoh Company Limited	1,000	17,043	15,066	
Rohm Company Limited	200	12,890	12,123	
Sanyo Electric Company Limited	6,900	11,868	15,463	
Secom Company Limited	200	10,178	12,285	
Seiko Epson Corporation	550	15,046	10,425	
Sekisui House Limited	1,000	9,308	10,449	
Seven & I Holdings Company Limited	1,700	49,315	69,309	
Sharp Corporation	2,000	33,852	17,118	
Shikoku Electric Power Company Incorporated	400	10,418	16,254	
Shin-Etsu Chemical Company Limited	400	23,044	21,924	
Sojitz Corporation	9,200	30,419	18,257	
Sompo Japan Insurance Incorporated	2,000	18,786	17,280	
Sumitomo Chemical Company Limited	3,000	19,030	12,150	
Sumitomo Corporation	1,971	34,575	20,755	
Sumitomo Electric Industries Limited	1,327	20,329	12,164	
Sumitomo Metal Industries Limited	5,000	20,908	14,580	
Sumitomo Metal Mining Company Limited	1,000	14,389	12,717	
Sumitomo Mitsui Financial Group Incorporated	14	99,158	71,064	
Sumitomo Realty & Development Company Limited	1,000	22,124	17,726	
Sumitomo Trust and Banking Company Limited	2,000	14,117	13,932	
Suzuki Motor Corporation	800	19,795	13,165	
T&D Holdings Incorporated	400	22,460	19,926	
Taisei Corporation	5,000	15,734	16,470	
Takeda Pharmaceutical Company Limited	800	43,607	49,896	
Tohoku Electric Power Company Incorporated	1,350	32,662	44,287	
Tokio Marine Holdings Incorporated	1,100	42,396	38,165	
Tokyo Electric Power Company Incorporated	3,700	114,594	149,850	
Tokyo Gas Co Limited	5,000	22,359	30,645	
Tokyu Corporation	2,000	10,233	12,069	
Tonengeneral Sekiyu KK	1,000	8,727	12,029	
Toppan Printing Company Limited	2,000	19,825	18,306	
Toray Industries Incorporated	2,000	11,806	12,150	
Toshiba Corporation	6,676	50,605	32,896	
Toyota Industries Corporation	300	10,867	7,650	
West Japan Railway Company Limited	4	18,765	22,086	
Yamato Holdings Company Limited	1,000	15,347	15,566	
		<u>2,931,859</u>	<u>2,660,949</u>	<b>17.5</b>
<b>Netherlands</b>				
Akzo Nobel NV	445	34,430	22,325	
Corio NV	128	11,101	7,174	
European Aeronautic Defence And Space Company EADS NV	983	31,235	20,093	
Heineken Holding	230	11,407	8,000	
Heineken NV	272	15,370	10,151	
Koninklijke Ahold NV	4,147	58,937	62,118	
Koninklijke Dsm NV	547	28,172	17,082	
TNT NV	639	23,801	14,984	
Wolters Kluwer NV	468	12,448	10,735	
		<u>226,900</u>	<u>172,661</u>	<b>1.1</b>
<b>Spain</b>				
Acerinox, SA	428	10,604	8,293	
ACS Actividades De Construccion y Servicios	292	16,416	16,247	
Banco De Sabadell SA	1,564	16,090	12,900	
Banco Popular Espanol	1,995	33,628	20,670	
Gas Natural Sdg, SA	228	13,369	7,495	
Grupo Ferrovial, SA	156	10,980	5,205	
Iberdrola SA	4,192	62,071	46,719	
Union Fenosa SA	464	9,818	14,019	
		<u>172,974</u>	<u>131,547</u>	<b>0.9</b>

**Pro-FTSE RAFI Global Index Fund**  
**Statement of Investment Portfolio**  
**As at December 31, 2008**

<b>Security name</b>	<b>No. of Shares</b>	<b>Average Cost (\$)</b>	<b>Market Value (\$)</b>	<b>% of Net Assets</b>
<b>Sweden</b>				
AB Industrivarden	757	12,937	6,712	
Aktiebolaget Volvo "A"	1,368	19,587	9,233	
Aktiebolaget Volvo "B"	2,946	43,042	19,699	
Electrolux AB	1,469	30,786	15,319	
H & M Hennes & Mauritz AB	284	17,084	13,555	
Investor AB	2,002	47,900	36,594	
Loomis AB	204	2,131	1,562	
Nordea Bank AB	4,422	72,123	37,789	
Sandvik AB	1,473	23,987	11,253	
Scania AB	672	16,385	8,163	
Securitas AB "B"	1,061	12,094	10,567	
Skandinaviska Enskilda Banken "A"	1,154	28,587	10,907	
Skanska AB "B"	1,213	24,291	14,687	
SKF AB "B"	799	15,241	9,580	
Svenska Cellulosa Aktiebolaget "B"	2,116	36,232	22,066	
Svenska Handelsbanken AB "A"	1,087	33,292	21,312	
Swedbank AB "A"	721	19,067	5,001	
Tele2 AB "B"	738	13,694	7,927	
TeliaSonera AB	4,230	35,748	25,641	
		<u>504,207</u>	<u>287,565</u>	<b>1.9</b>
<b>Switzerland</b>				
Adecco SA	325	21,691	13,263	
Clariant AG	1,396	16,401	11,353	
Holcim Limited	300	29,043	20,633	
Nestle SA	4,261	192,035	203,124	
Roche Holding AG	643	120,666	119,178	
Swiss Reinsurance Company	870	72,683	49,914	
UBS AG	9,005	312,151	152,423	
Zurich Financial Services	303	93,444	78,452	
		<u>858,116</u>	<u>648,341</u>	<b>4.3</b>
<b>United Kingdom</b>				
3i Group PLC	1,067	18,222	5,152	
Aegis Group PLC	4,838	12,062	6,398	
Anglo American PLC	816	49,058	22,394	
Aviva PLC	10,026	134,244	69,409	
BAE Systems PLC	4,569	43,519	30,333	
Barratt Developments PLC	1,857	12,031	2,274	
British Airways PLC	2,994	14,324	9,500	
British Land Company PLC	1,341	23,257	13,116	
Compass Group PLC	5,090	36,184	30,765	
DSG International PLC	16,834	19,895	5,229	
Hammerson PLC	563	11,699	5,347	
Home Retail Group PLC	3,444	18,067	12,777	
Imperial Tobacco ORD	1,215	37,919	39,425	
Itv PLC	11,395	13,588	8,040	
J. Sainsbury PLC	6,060	61,236	35,337	
Johnson Matthey Public Limited Company	331	12,520	6,422	
Kingfisher PLC	19,852	63,785	47,432	
Ladbrokes PLC	9,962	65,729	32,715	
Land Securities Group PLC	1,196	35,815	19,553	
Man Group PLC	1,444	16,235	6,030	
Marks And Spencer Group PLC	3,854	28,288	14,623	
Mitchells & Butlers PLC	3,057	19,509	8,682	
Mondi PLC	1,586	11,982	5,736	
NEXT PLC	468	10,914	8,939	
Persimmon PLC	961	12,190	3,919	
Reckitt Benckiser PLC	495	28,299	22,503	
Rexam PLC	1,661	14,058	10,290	
Rolls-Royce Group PLC	2,637	21,204	15,541	
Segro PLC	1,186	11,463	5,200	
Smiths Group PLC	851	16,790	13,339	
Taylor Wimpey PLC	3,974	11,515	917	
Tesco PLC	14,208	114,148	90,542	
Tui Travel PLC	2,159	10,817	8,872	
United Business Media PLC	1,210	13,463	10,734	
Whitbread PLC	534	12,633	8,683	
William Hill PLC	1,984	14,597	7,572	
Wm Morrison Supermarkets PLC	4,476	25,283	22,128	
Wolseley PLC	2,927	29,805	19,848	
Xstrata PLC	380	26,564	4,317	
		<u>1,132,912</u>	<u>690,033</u>	<b>4.5</b>

**Pro-FTSE RAFI Global Index Fund**  
**Statement of Investment Portfolio**  
**As at December 31, 2008**

<b>Security name</b>	<b>No. of Shares</b>	<b>Average Cost (\$)</b>	<b>Market Value (\$)</b>	<b>% of Net Assets</b>
<b>United States</b>				
ABB Limited ADR	1,200	34,577	21,928	
Aegon NV ADR	6,000	90,052	43,855	
Alcatel-Lucent SA ADR	7,600	45,470	19,905	
Allianz SE ADR	11,900	225,482	156,998	
Arcelormittal ADR	800	69,456	23,633	
Astrazeneca PLC ADR	2,800	122,137	139,952	
Axa ADR	5,900	195,721	160,135	
Banco Bilbao Vizcaya Argentaria SA ADR	6,300	136,895	95,319	
Banco Santander SA ADR	14,650	246,134	169,008	
Barclays PLC ADR	6,100	192,334	72,081	
BHP Billiton Limited ADR	900	64,756	47,035	
BHP Billiton PLC ADR	600	40,293	28,133	
BP PLC ADR	8,300	545,001	471,984	
British American Tobacco PLC ADR	1,200	88,581	77,214	
British Sky Broadcasting Group PLC ADR	300	13,631	10,364	
BT Group PLC ADR	2,500	137,507	60,666	
Carnival PLC ADR	1,400	63,460	38,612	
China Mobile Limited ADR	700	49,455	43,260	
CNOCC Limited ADR	100	15,810	11,591	
Credit Suisse Group ADR	2,600	136,635	89,002	
Deutsche Telekom ADR	10,000	188,194	186,263	
Diageo PLC ADR	900	75,292	62,209	
Ente Nazionale Idrocarburi ADR	3,300	234,694	192,239	
Etablissement Delhaize Freres Cie Le Lion SA ADR	430	38,781	32,844	
France Telecom ADR	4,450	143,622	152,059	
Fresenius Medical Care Ag & Co. KGaA ADR	200	10,386	11,492	
Fujifilm Holdings Corporation ADR	1,000	44,291	25,935	
Glaxosmithkline PLC ADR	4,800	217,881	217,931	
Hitachi Limited ADR	1,050	77,407	50,052	
Honda Motor Company Incorporated ADR	3,600	124,709	93,587	
HSBC Holdings PLC ADR	6,100	499,385	359,067	
Infineon Technologies AG ADR	3,500	27,210	5,799	
ING Groep NV ADR	10,800	340,410	144,722	
Intercontinental Hotels Group PLC ADR	1,367	29,551	13,805	
Koninklijke Philips Electronics NV ADR	1,800	69,425	43,482	
Kyocera Corporation ADR	400	34,906	35,260	
Lloyds Tsb Group PLC ADR	4,500	165,878	41,937	
Nippon Telegraph And Telephone Corporation ADR	4,250	105,402	140,772	
Nissan Motor Company Limited ADR	3,950	79,068	34,549	
Nokia Corporation ADR	3,050	94,976	57,962	
Novartis AG ADR	3,000	162,651	181,816	
NTT Docomo Incorporated ADR	4,100	66,867	97,994	
Panasonic Corporation ADR	5,500	112,062	83,282	
Pearson PLC ADR	1,900	26,414	22,058	
Rio Tinto PLC ADR	100	42,813	10,830	
Royal Bank of Scotland Group PLC ADR	3,778	300,010	69,035	
Royal Dutch/Shell Group "A" ADR	4,000	298,603	257,966	
Royal Dutch/Shell Group "B" ADR	3,050	227,891	190,791	
Sap AG ADR	600	31,514	26,474	
Sony Corporation ADR	2,000	105,029	53,187	
Stmicroelectronics NV ADR	1,800	21,539	14,582	
Syngenta AG ADR	300	17,709	14,300	
TDK Corporation ADR	200	12,502	9,017	
Telecom Italia SPA "A" ADR	2,300	56,612	31,409	
Telecom Italia SPA ADR	5,400	144,809	106,897	
Telefonaktiebolaget Lm Ericsson "B" ADR	5,000	54,328	45,804	
Telefonica SA ADR	1,950	158,054	160,084	
Thomson ADR	1,500	10,671	2,467	
Thomson Reuters PLC ADR	16	3,123	2,588	
Tomkins PLC ADR	1,000	14,055	8,881	
Toyota Motor Corporation ADR	2,530	272,442	201,689	
Unilever NV ADR	2,600	83,156	77,758	
Unilever PLC ADR	2,000	65,447	56,086	
Veolia Environnement Adr	500	34,968	19,229	
Vodafone Group Public Limited Company ADR	11,950	372,286	296,827	
Westpac Banking Corporation ADR	1,100	105,925	80,214	
WPP Group Public Limited Company ADR	800	46,601	27,551	
		<b>7,962,931</b>	<b>5,831,458</b>	<b>38.4</b>

Transaction costs

(45,382)

**Total investments** **20,297,189** **14,848,099** **97.9**

**Net Assets:**

Total investments	14,848,099	<b>97.9</b>
Cash and cash equivalents	253,120	<b>1.6</b>
Other net assets	69,089	<b>0.5</b>
	<b>15,170,308</b>	<b>100.0</b>

**Pro FTSE RAFI Global 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 Global ex US 1000 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.

<b>Currency</b>	<b>Investments</b>	<b>% of Net Assets</b>
Australian Dollar	499,615	3.3
Euro Currency	3,399,898	22.4
Hong Kong Dollar	196,920	1.3
Japanese Yen	2,660,949	17.5
Pound Sterling	690,033	4.5
Swedish Krona	287,565	1.9
Swiss Franc	648,341	4.3
United States Dollar	5,831,458	38.4
<b>Total</b>	<b>14,214,779</b>	<b>93.6</b>

**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.

**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 \$1,484,810 (approximately 9.8% of total net assets). In practice, the actual trading results may differ and the difference could be material.

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

**NOTES TO FINANCIAL STATEMENTS**

**1. DESCRIPTION OF THE FUND**

The Pro FTSE RAFI Global Index Fund (the "Fund") is a mutual fund trust created under the laws of the Province of Ontario by Trust Indenture dated January 3, 2007. The Fund commenced operations on January 3, 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 Global ex US 1000 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.

## **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 \$247,849.

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 Global 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 – 1.98% per annum  
Class B – 2.18% per annum  
Class F – 1.00% 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.

	<b>2008</b>	<b>2007</b>
Class A	\$6.71	\$9.59
Class B	\$6.68	\$9.57
Class F	\$6.82	\$9.65

**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.