

ABC American Value Fund

Financial Statements
December 31, 2008

March 31, 2009

Auditors' Report

To the Unitholders of ABC American Value Fund

We have audited the statements of net assets and investment portfolio of **ABC American Value Fund** (the Fund) as at December 31, 2008 and the statements of operations and changes in net assets for the year then ended. These financial statements are the responsibility of the Trustee and the Manager. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 the Trustee and the Manager, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2008 and the results of its operations and the changes in its net assets for the year then ended in accordance with Canadian generally accepted accounting principles.

PricewaterhouseCoopers LLP

Chartered Accountants, Licensed Public Accountants

ABC American Value Fund

Statement of Net Assets

As at December 31, 2008

	2008	2007
	\$	\$
Assets		
Investments - at fair value (cost - \$85,839,382; 2007 - \$102,867,118)	50,887,894	80,424,340
Cash	3,531,636	1,942,840
Interest and dividends receivable	127,364	115,828
Due from unitholders	2,029	138,411
	<hr/>	<hr/>
	54,548,923	82,621,419
Liabilities		
Distributions payable	8,179	-
Management fee payable	96,069	146,438
Due to unitholders	1,105,244	1,102,797
Accrued liabilities	963	296
	<hr/>	<hr/>
	1,210,455	1,249,531
Net Assets	<hr/>	<hr/>
	53,338,468	81,371,888
Unitholders' Equity		
12,549,422 (2007 - 13,465,352) units issued and outstanding (note 7)	53,338,468	81,371,888
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Net assets per unit	4.25	6.04
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Approved on Behalf of the Trustee, RBC Dexia Investor Services Trust

Trustee

Trustee

The accompanying notes are an integral part of these financial statements.

ABC American Value Fund

Statement of Operations

For the year ended December 31, 2008

	2008	2007
	\$	\$
Investment income		
Dividends (net of foreign withholding taxes of \$230,375; 2007 - \$129,213)	1,426,831	1,460,681
Interest and other income	556,839	627,351
	<hr/>	<hr/>
	1,983,670	2,088,032
	<hr/>	<hr/>
Expenses (note 5)		
Management fee	1,475,082	2,207,718
Transaction costs (note 2)	117,228	137,112
Transaction and cash management fees	12,202	2,979
Interest	6,652	19,069
	<hr/>	<hr/>
	1,611,164	2,366,878
	<hr/>	<hr/>
Net investment income (loss) for the year	372,506	(278,846)
Net realized gain (loss) on sale of investments and foreign exchange (note 9)	(10,905,442)	16,438
Change in unrealized gain (loss) on foreign currency translation	10,400	(4,517)
Change in unrealized depreciation in value of investments	(12,508,709)	(25,665,106)
	<hr/>	<hr/>
Decrease in net assets from operations	(23,031,245)	(25,932,031)
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Decrease in net assets from operations per unit (note 2)*	(1.74)	(1.85)
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*Based on average units outstanding during the period.

The accompanying notes are an integral part of these financial statements.

ABC American Value Fund

Statement of Changes in Net Assets

For the year ended December 31, 2008

	2008	2007
	\$	\$
Decrease in net assets from operations	<u>(23,031,245)</u>	<u>(25,932,031)</u>
Capital unit transactions		
Proceeds on sale of units issued for cash	4,416,301	9,951,242
Distributions to unitholders:		
Net investment income	(441,858)	-
Reinvestments	433,678	785,629
Redemptions	<u>(9,410,296)</u>	<u>(12,993,124)</u>
	<u>(5,002,175)</u>	<u>(2,256,253)</u>
Decrease in net assets during the year	(28,033,420)	(28,188,284)
Net assets - Beginning of year	<u>81,371,888</u>	<u>109,560,172</u>
Net assets - End of year	<u>53,338,468</u>	<u>81,371,888</u>

The accompanying notes are an integral part of these financial statements.

ABC American Value Fund

Statement of Investment Portfolio

As at December 31, 2008

Description	Number of shares/units	Cost \$	Fair value \$	Percent of net assets %
Common Stocks				
Energy				
Pearl Exploration and Production Ltd.	750,000	3,825,000	570,000	
Phoenix Coal Inc.	3,172,049	5,209,952	793,012	
Pioneer Natural Resources Co.	50,000	2,944,867	996,864	
Total Energy		11,979,819	2,359,876	4.42
Materials				
Canam Group Inc., Class A	305,000	2,276,587	2,028,250	
Centenario Copper Corp.	1,000,000	2,870,200	710,000	
Western Goldfields Inc.	1,500,000	3,203,500	2,880,000	
Total Materials		8,350,287	5,618,250	10.53
Industrials				
Babcock & Brown Air Limited (ADR)	137,500	3,158,898	1,127,105	
Seaspan Corp.	120,000	3,320,654	1,311,046	
TerraVest Income Fund	550,000	3,775,230	1,617,000	
Total Industrials		10,254,782	4,055,151	7.60
Consumer Discretionary				
Cost Plus Inc.	325,000	3,305,322	373,130	
Flexsteel Industries	225,000	3,842,266	1,858,242	
Great Wolf Resorts Inc.	300,000	3,549,256	562,935	
Tandy Brands Accessories Inc.	149,400	2,658,899	230,544	
Total Consumer Discretionary		13,355,743	3,024,851	5.67
Consumer Staples				
John B. Sanfilippo & Son Inc.	200,000	3,185,522	1,313,515	
Total Consumer Staples		3,185,522	1,313,515	2.46
Financials				
American National Insurance Co.	22,500	2,460,018	2,032,955	
Kansas City Life Insurance Co.	52,904	3,029,855	2,766,547	
Manulife Financial Corp.	100,000	1,940,000	2,076,000	
Morguard Corp.	100,000	2,073,500	1,764,000	
Onex Corp.	100,000	2,425,480	1,801,000	
PMA Capital Corp., Class A	325,000	3,467,988	2,820,540	
Presidential Life Corp.	175,000	3,728,061	2,121,500	
Royal Bank of Canada	62,500	2,203,125	2,250,000	
The Blackstone Group, L.P.	125,000	3,077,022	1,003,037	
Total Financials		24,405,049	18,635,579	34.95
Funds				
UBS (Canada) U.S.\$ Cash Management Fund, Series A	101,743	11,082,917	12,560,276	
UBS Cash In Action Fund	33,204	3,320,396	3,320,396	
Total Funds		14,403,313	15,880,672	29.78
Total Investments		85,934,515	50,887,894	95.41
Transaction Costs (Note 2)		(95,133)	-	-
Other Net Assets			2,450,574	4.59
Total Net Assets		85,839,382	53,338,468	100.00

The accompanying notes are an integral part of these financial statements.

ABC American Value Fund

Notes to Financial Statements

December 31, 2008

1 Organization

The ABC American Value Fund (the Fund) was established under the laws of the Province of Ontario by a trust deed dated May 3, 1996 between I. A. Michael Investment Counsel Ltd. (the Manager) and RBC Dexia Investor Services Trust (the Trustee). The investment objective of the fund is to invest in fundamentally undervalued American, special situation and foreign U.S. stock exchange-listed common shares.

The Fund commenced operations on May 6, 1996. These financial statements have been prepared as at the year ended December 31, 2008.

2 Summary of significant accounting policies

These financial statements, prepared in accordance with Canadian generally accepted accounting principles (GAAP), include estimates and assumptions by management that affect the reported amounts of assets, liabilities, income and expenses during the reporting period. The actual results could differ from these estimates. The following is a summary of significant accounting policies followed by the Fund:

Adoption of new accounting standards

CICA Handbook Sections 3862 and 3863

On January 1, 2008 the Fund adopted the CICA Handbook Section 3862 – “Financial Instruments – Disclosures” and Section 3863 – “Financial Instruments – Presentation.” The new sections replace Section 3861, “Financial Instruments - Disclosure and Presentation,” revising and enhancing its disclosure requirements and carrying forward unchanged its presentation requirements. These new standards place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The new standards apply to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

Adoption of the new standards will impact the Fund’s disclosures provided but will not affect the Fund’s results of operations or financial position. Refer to Note 10 for a discussion on Financial Risk Management.

CICA Handbook Section 1535

Section 1535, “Capital Disclosures” establishes standards for disclosing information about an entity’s capital and how it is managed. This section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007, specifically January 1, 2008 for the Fund. Refer to Note 7 for a discussion of the Fund’s capital and how it is managed.

Valuation of investments

Effective January 1, 2007 the provisions of Section 3855 were applied retroactively without restatement of prior periods. The adoption of Section 3855 results in the use of different valuation methods for certain instruments.

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The valuation methods adopted pursuant to Section 3855, which are discussed below, differ from methods used by the Fund in striking its net asset value (NAV) used in the processing of unitholder transactions during the year. The NAV continues to be computed following the Fund's previous valuation policies for actively traded securities, which are that the listed securities are valued at the last reported sales price on the principal exchange on which the security trades.

For financial statement purposes, the fair value of the Fund's investments is determined as follows:

- a) Investments are recorded at fair value, established by the closing bid price for long positions and the closing asking price for short positions on the recognized stock exchange on which they are principally traded. Should the quoted value for a security, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value of the security is estimated based on valuation techniques using observable market inputs on such basis and in such manner as may be approved by the Manager, in accordance with Section 3855 methodologies.
- b) Securities not listed on any exchange are valued in the same manner as above, based on any available public quotation in common use or at a price estimated to be the fair value thereof, on such basis and in such manner as may be approved by the Manager, in accordance with Section 3855 methodologies.

Refer to Note 8 for a comparison of the net assets per unit, used for financial reporting purposes, and the net asset value (NAV) per unit.

Transaction costs

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment, which include: fees and commissions paid to agents, advisers, brokers and dealers; levies by regulatory agencies and securities exchanges; and transfer taxes and duties. Transaction costs are expensed and are included in transaction costs in the Statement of Operations. Prior to the adoption of Section 3855, transaction costs were capitalized and included in the cost of purchases or deducted from proceeds from sale of investments. The change in accounting for transaction costs has no impact on the Fund's NAV or results of operations. The embedded transaction costs in the cost of investment portfolio as at December 31, 2008 are disclosed in the Statement of Investment Portfolio.

Investment transactions

Investment transactions are accounted for on the trade date (the date the order to buy or sell is executed).

Basis for recognizing income

Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Realized gains and losses on the sale of investments and unrealized appreciation or depreciation in the value of investments are calculated with reference to the average cost of the related investments. Distributions received from investment trusts are recorded as income, capital gains or a return of capital, based on the best information available to the Manager. Due to the nature of these investments, actual allocations could vary from this information. Distributions from investment trusts treated as a return of capital reduce the average cost of the

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underlying investment trust. Distributions received from mutual funds are recognized in the same form in which they are received from the underlying funds.

Unit valuation

Fund units are issued and redeemed on a continuing basis at the NAV per unit. NAV per unit is determined on the last day of the month and on any other day selected by the Trustee (the valuation date), at the close of trading on a day that the Toronto Stock Exchange is open for trading, and remains in effect until the time at which the next determination of the NAV per unit is made. The unit valuation is made by dividing the total value of the Fund's net assets by the total number of units outstanding in the Fund.

Foreign currency exchange

Currency conversions are made at the appropriate daily US dollar noon rate as quoted by the Bank of Canada. Revenue and expenses and investment transactions in currencies other than Canadian dollars are translated into Canadian dollars at the rate of exchange prevailing on the date of such transactions. Investments in securities at fair value, other assets and liabilities in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing at year-end.

Forward and spot foreign currency contracts

The Fund may enter into forward and spot foreign currency contracts to protect certain securities and related receivables and payables against fluctuations in future foreign exchange rates. A forward foreign currency contract is an agreement to buy or sell a currency of a different country on a specified future date at a specified rate. Risks associated with such contracts include the movement in the value of foreign currencies relative to the Canadian dollar and the ability of the counterparty to perform.

The fair value of the forward foreign currency contracts will fluctuate with changes in currency exchange rates. Forward foreign currency contracts are valued based on procedures established by and under the general supervision of the Fund's Trustee and the change in fair value is recorded by the Fund as unrealized appreciation or depreciation of foreign currency translations. As at December 31, 2008, the Fund had no open forward foreign currency contracts (2007 - nil).

Increase (decrease) in net assets from operations per unit

Increase (decrease) in net assets from operations per unit is based on the weighted average number of units outstanding for the year.

Future changes in accounting standards not yet adopted

At December 31, 2008 the Manager has developed a changeover plan to meet the timetable published by the Canadian Institute of Chartered Accountants (CICA) for changeover to International Financial Reporting Standards (IFRS). The key elements of the plan include disclosures of the qualitative impact in the 2008 annual financial statements, the disclosures of the quantitative impact, if any, in the 2009 financial statements and the preparation of the 2011 financial statements in accordance with IFRS with comparatives. The Manager has

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presently determined that there will likely be no impact to net asset value per unit from the changeover to IFRS. The impact of IFRS on accounting policies and implementation decisions will mainly be in the areas of additional note disclosures in the financial statements of the Fund.

3 Fair Value

The Fund's financial instruments may include equity instruments, short-term investments (collectively referred to as investments), currency forward contracts, cash, interest and dividends receivable, due to and from unitholders, receivables for securities sold, payables for securities purchased, distributions payable and accrued liabilities. Investments and currency forward contracts are valued at fair value using the policies described in Note 2. All other financial instruments are carried at amortized cost. The fair value of financial instruments other than investments and currency forward contracts closely approximates their carrying values, given their short-term maturities.

4 Income taxes

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) and, accordingly, is subject to taxes on its income, including net realized capital gains, for the fiscal year, which are not paid or payable to its unitholders as at the end of the fiscal year. It is the intention of the Manager that all annual net investment income and sufficient net taxable capital gains realized will be distributed to unitholders on a calendar year basis such that Canadian income taxes payable by the Fund under present legislation will be minimized.

The Fund has \$14,287,846 (2007 - \$3,232,069) of capital losses available to offset capital gains in future years and \$32,409 (2007 - \$32,409) of non-capital loss carry-forwards.

5 Expenses

The Fund is charged a monthly management fee by the Manager. The monthly fee is calculated at the rate of one-twelfth of 2% of the NAV of the Fund on the monthly valuation date plus GST. This fee covers all expenses of the Fund, except brokerage and portfolio transaction charges, taxes and interest incurred by the Fund.

The Manager pays all expenses relating to the management, operation and administration of the Fund, including bookkeeping charges; accounting, legal and audit fees; registry and transfer agency services; printing expenses and filing fees; all services required in connection with the provision of information to unitholders; and custodial charges. The Fund pays for brokerage fees; other fees and disbursements relating to the implementation of transactions for the portfolios of the Fund; any taxes payable by the Fund or to which the Fund may be subject; and any interest expense incurred by the Fund.

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6 Soft dollar commissions

The soft dollar commissions, if any, paid to brokers in connection with investment portfolio transactions for the year ended December 31, 2008 are not determinable. Soft dollar commissions relate to amounts paid in exchange for research or other services.

7 Unitholders' Equity

The Fund has no restrictions or specific capital requirements on the subscription and redemptions of units. In accordance with the objectives and the risk management policies outlined in the Financial Risk Management notes (Note 10), the Fund endeavours to invest the subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions, such liquidity being managed by investing the majority of assets in investments that can be readily disposed.

The Fund is authorized to issue an unlimited number of units, which are sold and redeemable at the then current net asset value per share at the option of the unitholder. Unitholders have the right to require the Fund to repurchase their shares at the then current net asset value.

The following is a summary of the changes in the Fund's outstanding units during the year:

	2008	2007
Balance - Beginning of year	13,465,352	13,850,950
Issued for cash	912,355	1,295,426
Issued on reinvestment of distributions	101,369	99,004
Redeemed for cash	(1,929,654)	(1,780,028)
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Balance - End of year	12,549,422	13,465,352

8 Comparison of net assets per unit and net asset value per unit

The primary reason for the difference between the net asset value and the net assets per unit is described in Note 2.

	2008		2007
Net assets per unit	\$ 4.25	\$	6.04
Net asset value per unit	4.28		6.07

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Notes to Financial Statements

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9 Net realized gain (loss) on sale of investments and foreign exchange

	2008	2007
	\$	\$
Proceeds on sale of investments	61,454,453	55,238,124
Less: Cost of investments sold		
Investments owned - Beginning of year	102,867,118	105,889,863
Return on capital - Prior year adjustment	-	12,954
Investments purchased	56,165,433	52,183,059
Investments owned - End of year	(85,839,382)	(102,867,118)
Cost of investments sold	73,193,169	55,218,758
Realized gain (loss) on sale of investments	(11,738,716)	19,366
Foreign exchange gain (loss)	833,274	(2,928)
Net realized gain (loss) on sale of investments and foreign exchange	(10,905,442)	16,438

10 Financial risk management

The Fund's financial instruments consist of cash, investments, short-term receivables and payables. As a result, the Fund is exposed to various types of risks that are associated with its investment strategies, financial instruments and markets in which it invests. The most important risks include market risk (including interest rate risk, other price risk and currency risk), credit risk, and liquidity risk. These risks and related risk management practices employed by the Fund are discussed below:

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk). The investments of the Fund ("securities held for trading") are subject to normal market fluctuations and the risks inherent in investment in financial markets. The maximum risk resulting from financial instruments held by the Fund is determined by the fair value of the financial instruments. The Manager moderates this risk through a careful selection of securities within specified limits and the Fund's market price risk is managed through diversification of the investment portfolio. The Investment Manager monitors the Fund's overall market positions on a daily basis and positions are maintained within established ranges. Other price risk arising from underlying funds is considered negligible as the majority of the underlying funds' assets and liabilities are short-term in nature and therefore not subject to significant market fluctuations.

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At December 31, 2008, the overall market exposures were as follows:

	At December 31, 2008	
	Fair Value	% Net Assets
Securities held for trading	<u>\$ 50,887,894</u>	<u>95.41%</u>

If the S&P 500 equity index at December 31, 2008 had increased by 5%, with all other variables held constant, this would have increased net assets by approximately \$2,544,000. Conversely, if the S&P 500 equity index had decreased by 5% this would have decreased net assets by approximately \$2,544,000.

Interest rate risk

The majority of the Fund's financial assets and liabilities are non-interest bearing. As a result, the Fund is not subject to significant amounts of risk due to fluctuations in the prevailing level of market interest rates. As at December 31, 2008, interest rate risk was negligible as the Fund had no significant exposure to long-term interest-bearing investments.

The Fund was exposed to indirect interest rate risk to the extent the underlying funds invest in debt-based securities and interest rate derivative instruments. Exposure to interest rate risk is managed at the underlying fund level. If prevailing interest rates had been raised or lowered by 25 basis points, assuming a parallel shift in the yield curve, with all other factors remaining constant, net assets would have decreased or increased by approximately \$40,000. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

Currency risk

The Fund holds financial assets and liabilities denominated in currencies other than the Canadian dollar, the functional currency. It is therefore exposed to currency risk, as the value of the securities denominated in other currencies will fluctuate due to changes in exchange rates. The Fund may enter into forward contracts to manage this risk.

As December 31, 2008, had the exchange rate between the Canadian dollar and the foreign currencies the fund is exposed to increased or decreased by 5%, with all other variables held constant, the increase or decrease respectively in net assets would approximately amount to values as disclosed in the table below.

Exchange rate sensitivity - Foreign Currency Net Assets

	Total Exposure (\$)	Percent of Net Assets	5% Increase	5% Decrease
US Dollar	31,795,805	59.61%	2.98%	(2.98)%

The Fund was exposed to indirect currency risk to the extent the underlying funds invest in financial instruments denominated in foreign currencies. Exposure to currency risk is managed at the underlying fund level. Approximately 23.55% of the Fund's net assets were exposed to currency risk. If the Canadian dollar

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had strengthened or weakened by 5% in relation to all foreign currencies, with all other factors remaining constant, net assets would have increased or decreased by approximately \$628,000. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

Credit risk

Credit risk is the risk that a loss could arise when a security issuer or counterparty to a financial instrument is unable to meet its financial obligations. Financial instruments that potentially subject the Fund to a concentration of credit risk consist primarily of cash and cash equivalents, short-term investments, and long-term investments. The Fund limits its exposure to credit loss by placing its cash and cash equivalents and short-term investments with high credit quality government and financial institutions. To maximize the credit quality of its investments, the Fund's managers perform ongoing credit evaluations based upon factors surrounding the credit risk of customers, historical trends and other information.

As at December 31, 2008, the Fund's direct exposure to credit risk was negligible as the Fund had no significant exposure to debt or derivative instruments. The Fund was exposed to indirect credit risk to the extent the underlying funds invest in such instruments. Approximately 29.78% of the Fund's net assets were exposed to credit risk. This risk is managed at the underlying fund level.

Liquidity risk

Liquidity risk is the risk that a Fund may not be able to settle or meet its obligations on time or at a reasonable price. The Fund's exposure to liquidity risk is concentrated in the daily cash redemptions of units. The Fund invests primarily in securities that are traded in active markets and can be readily disposed. The Fund may, from time to time, invest in derivative contracts traded over the counter or in unlisted securities, which are not traded in an organized market and may be illiquid. As a result, the Fund may not be able to quickly liquidate its investments in these instruments at an amount close to their fair value to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer. No such investments were held at the balance sheet date. In addition, the Fund retains sufficient cash and cash equivalents to maintain liquidity. The underlying funds invest the majority of their assets in investments that are traded in an active market and can be readily disposed. Liquidity risk is considered negligible.

11 Comparative figures

Certain 2007 comparative figures have been reclassified to conform with the financial statement presentation adopted per the current year.

12 Exemption from regulatory filing

In accordance with Section 2.11(c) of National Instrument 81-106 (NI 81-106), I. A. Michael Investment Counsel Ltd., as administrator to the Fund, has provided notice to the securities regulatory authority that it is relying on the exemption granted by Section 2.11 of NI 81-106, whereby I. A. Michael Investment Counsel Ltd. will not be filing the annual financial statements for the Fund with the securities regulatory authority.