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**EdgePoint Canadian Growth & Income Portfolio**

**Semi-annual Financial Statements**

*Period from January 1, 2011 to June 30, 2011*

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## MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying interim Financial Statements have been prepared by the Manager, EdgePoint Wealth Management Inc., on behalf of EdgePoint Canadian Growth & Income Portfolio (the "Fund"). Management is responsible for the information and representations contained in these Financial Statements.

Management has maintained appropriate processes to ensure that relevant and reliable financial information is produced. The interim Financial Statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles and include certain amounts based on estimates and assumptions. The significant accounting policies that management believes are appropriate for the Fund are described in note 2 to the interim Financial Statements.

The Board of Directors is responsible for reviewing and approving the Fund's interim Financial Statements, overseeing management's performance of its financial reporting responsibilities and engaging the independent auditors. The Board of Directors is composed of senior management of the Manager. For all series of units of the Fund, the interim Financial Statements have been reviewed and approved by the Board of Directors.



Patrick Farmer  
Chief Executive Officer and Director  
August 28, 2011



Norman Tang  
Director of Finance, as Chief Financial Officer  
August 28, 2011

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## NOTICE TO UNITHOLDERS

EdgePoint Wealth Management Inc., the Manager of the Fund, appoints independent auditors to audit the Fund's annual Financial Statements. Under Canadian securities laws (National Instrument 81-106), if an auditor has not reviewed the interim Financial Statements, this must be disclosed in an accompanying notice.

The Fund's independent auditor has not performed a review of these interim Financial Statements in accordance with the standards established by the Canadian Institute of Chartered Accountants.

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# EdgePoint Canadian Growth & Income Portfolio

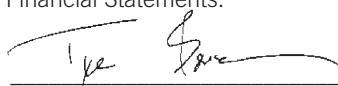
Statements of Net Assets (Unaudited)  
As at June 30, 2011 and December 31, 2010


	2011 (Unaudited)	2010 (Audited)
<b>Assets</b>		
Investments, at fair value*	\$ 430,693,978	\$ 344,149,802
Net unrealized gain on foreign exchange forward contracts	52,455	593,211
Cash and cash equivalents	19,979,999	28,984,379
Receivable for securities sold	3,852,005	152,990
Receivable for units subscribed	1,389,682	443,271
Accrued interest and dividends receivable	1,644,070	1,375,144
Other accounts receivable	920	89,083
	457,613,109	375,787,880
<b>Liabilities</b>		
Payable for securities purchased	6,608,577	1,010,811
Payable for units redeemed	237,139	227,755
Accounts payable and accrued expenses	784,535	352,876
	7,630,251	1,591,442
<b>Net assets</b>	<b>\$ 449,982,858</b>	<b>\$ 374,196,438</b>
Net assets, by series:		
Series A	\$ 228,279,034	\$ 194,483,269
Series B	102,915,992	83,599,871
Series F	10,970,538	8,784,628
Series I	1,888,100	1,965,510
Series O	1,665,890	1,090,099
Series A(N)	75,592,237	62,406,438
Series B(N)	25,483,178	19,532,366
Series F(N)	3,187,889	2,334,257
<b>Net assets</b>	<b>\$ 449,982,858</b>	<b>\$ 374,196,438</b>
Number of units outstanding:		
Series A	14,569,030	12,559,650
Series B	6,578,084	5,406,952
Series F	689,041	558,442
Series I	115,576	121,725
Series O	132,658	87,987
Series A(N)	4,812,996	4,021,432
Series B(N)	1,617,389	1,254,733
Series F(N)	198,764	147,346
Net assets per unit:		
Series A	\$ 15.67	\$ 15.48
Series B	15.65	15.46
Series F	15.92	15.73
Series I	16.34	16.15
Series O	12.56	12.39
Series A(N)	15.71	15.52
Series B(N)	15.76	15.57
Series F(N)	16.04	15.84

\*Cost of investments is reflected in the *Statement of Investments*.

See accompanying notes to interim Financial Statements.

On behalf of the Board:

  
Tye Bousada, Director

  
Geoff MacDonald, Director

# EdgePoint Canadian Growth & Income Portfolio

Statements of Operations (Unaudited)  
Periods ended June 30, 2011 and June 30, 2010

	2011	2010
Income:		
Dividends	\$ 2,589,086	\$ 1,885,395
Interest	3,389,980	2,036,800
	5,979,066	3,922,195
Less foreign withholding taxes	50,803	16,910
	5,928,263	3,905,285
Expenses:		
Management fees (Note 3)	3,628,462	2,061,982
Administration and transfer agent fees	345,687	196,009
Fund accounting	38,331	31,958
Filing fees	31,874	27,162
Audit fees	16,616	25,859
Unitholder reporting	9,189	9,782
Custody fees	3,623	10,403
Independent Review Committee fees	2,995	2,576
Legal fees	280	10,171
Goods and Services Tax/Harmonized Sales Tax	453,498	116,659
Total expenses	4,530,555	2,492,561
Less expenses absorbed by the Manager (Note 3)	-	28
Net expenses	4,530,555	2,492,533
Net investment income	1,397,708	1,412,752
Net realized and unrealized gain (loss) and transaction costs:		
Net realized gain (loss) on sale of investments and foreign exchange	8,866,956	6,194,194
Net change in unrealized appreciation (depreciation) of investments	(6,756,969)	(11,126,334)
Transaction costs	(124,752)	(183,858)
	1,985,235	(5,115,998)
Increase (decrease) in net assets from operations	\$ 3,382,943	\$ (3,703,246)
Increase (decrease) in net assets from operations, by series:		
Series A	\$ 1,884,135	\$ (2,614,683)
Series B	585,179	(947,035)
Series F	139,435	(115,800)
Series I	51,518	(11,353)
Series O	13,944	(14,375)
Series A(N)	557,835	-
Series B(N)	119,114	-
Series F(N)	31,783	-
Increase (decrease) in net assets from operations, per unit:		
Series A	\$ 0.14	\$ (0.23)
Series B	0.10	(0.21)
Series F	0.22	(0.25)
Series I	0.44	(0.13)
Series O	0.13	(1.49)
Series A(N)	0.12	-
Series B(N)	0.08	-
Series F(N)	0.19	-

See accompanying notes to interim Financial Statements.

**EdgePoint Canadian Growth & Income Portfolio**
*Statements of Changes in Net Assets (Unaudited)  
Periods ended June 30, 2011 and June 30, 2010*

	Series A		Series B		Series F	
	2011	2010	2011	2010	2011	2010
Net assets, beginning of period	\$194,483,269	\$122,550,357	\$83,599,871	\$49,169,473	\$ 8,784,628	\$ 4,210,766
Increase (decrease) in net assets from operations	1,884,135	(2,614,683)	585,179	(947,035)	139,435	(115,800)
Capital transactions:						
Proceeds from issue of units	45,889,073	83,887,842	21,230,147	28,694,450	2,740,000	5,044,105
Reinvested distributions	493,921	349,657	95,829	69,701	76,459	49,813
Payments on redemption of units	(13,969,551)	(6,096,885)	(2,496,161)	(702,070)	(688,035)	(649,697)
	32,413,443	78,140,614	18,829,815	28,062,081	2,128,424	4,444,221
Distributions to unitholders	(501,813)	(354,250)	(98,873)	(71,923)	(81,949)	(51,559)
Increase (decrease) in net assets	33,795,765	75,171,681	19,316,121	27,043,123	2,185,910	4,276,862
Net assets, end of period	\$228,279,034	\$197,722,038	\$102,915,992	\$76,212,596	\$ 10,970,538	\$ 8,487,628

## Units issued and outstanding:

Balance, beginning of period	12,559,650	8,738,147	5,406,952	3,499,477	558,442	297,079
Units issued for cash, including reinvested distributions	2,882,551	5,726,201	1,326,532	1,954,758	173,021	341,842
Units redeemed	(873,171)	(415,397)	(155,400)	(47,537)	(42,422)	(43,086)
Balance, end of period	14,569,030	14,048,951	6,578,084	5,406,698	689,041	595,835

	Series I		Series O		Series A(N)	
	2011	2010	2011	2010	2011	2010
Net assets, beginning of period	\$ 1,965,510	\$ 872,081	\$ 1,090,099	\$ 2,226	\$62,406,438	\$ -
Increase (decrease) in net assets from operations	51,518	(11,353)	13,944	(14,375)	557,835	-
Capital transactions:						
Proceeds from issue of units	149,804	627,465	572,843	238,324	17,256,306	-
Reinvested distributions	21,757	12,004	16,843	1,011	209,484	-
Payments on redemption of units	(274,857)	(2,443)	(10,996)	(1,000)	(4,624,796)	-
	(103,296)	637,026	578,690	238,335	12,840,994	-
Distributions to unitholders	(25,632)	(15,006)	(16,843)	(1,011)	(213,030)	-
Increase (decrease) in net assets	(77,410)	610,667	575,791	222,949	13,185,799	-
Net assets, end of period	\$ 1,888,100	\$ 1,482,748	\$ 1,665,890	\$ 225,175	\$75,592,237	\$ -

## Units issued and outstanding:

Balance, beginning of period	121,725	60,182	87,987	203	4,021,432	-
Units issued for cash, including reinvested distributions	10,199	41,731	45,530	20,211	1,078,945	-
Units redeemed	(16,348)	(159)	(859)	(86)	(287,381)	-
Balance, end of period	115,576	101,754	132,658	20,328	4,812,996	-

**EdgePoint Canadian Growth & Income Portfolio**
*Statements of Changes in Net Assets (Unaudited)  
 Periods ended June 30, 2011 and June 30, 2010*

	Series B(N)		Series F(N)		Total	
	2011	2010	2011	2010	2011	2010
Net assets, beginning of period	\$ 19,532,366	\$ –	\$ 2,334,257	\$ –	\$374,196,438	\$176,804,903
Increase (decrease) in net assets from operations	119,114	–	31,783	–	3,382,943	(3,703,246)
Capital transactions:						
Proceeds from issue of units	6,358,512	–	1,198,831	–	95,395,516	118,492,186
Reinvested distributions	34,235	–	23,180	–	971,708	482,186
Payments on redemption of units	(522,825)	–	(376,862)	–	(22,964,083)	(7,452,095)
	5,869,922	–	845,149	–	73,403,141	111,522,277
Distributions to unitholders	(38,224)	–	(23,300)	–	(999,664)	(493,749)
Increase (decrease) in net assets	5,950,812	–	853,632	–	75,786,420	107,325,282
Net assets, end of period	\$ 25,483,178	\$ –	\$ 3,187,889	\$ –	\$449,982,858	\$284,130,185
Units issued and outstanding:						
Balance, beginning of period	1,254,733	–	147,346	–		
Units issued for cash, including reinvested distributions	394,949	–	74,819	–		
Units redeemed	(32,293)	–	(23,401)	–		
Balance, end of period	1,617,389	–	198,764	–		

See accompanying notes to interim Financial Statements.

**EdgePoint Canadian Growth & Income Portfolio**
*Statement of Investments (Unaudited)  
As at June 30, 2011*

Number of shares/units	Security	Average cost	Fair value	% of net assets
<b>Equities</b>				
198,200	The Toronto-Dominion Bank	\$ 14,099,277	\$ 16,202,850	3.60
340,850	Tim Hortons Inc.	10,439,718	16,036,992	3.56
547,050	Power Corp. of Canada	14,755,104	14,660,940	3.26
350,600	Shoppers Drug Mart Corp.	13,834,273	13,908,302	3.09
362,650	Onex Corp.	8,093,479	13,468,821	3.01
237,600	Intact Financial Corp.	9,441,713	13,108,392	2.91
215,700	Bank of Nova Scotia	9,802,040	12,510,600	2.78
1,500,200	ATS Automation Tooling Systems Inc.	9,319,169	11,566,542	2.57
297,400	Thomson Reuters Corp.	10,354,122	10,753,984	2.39
192,700	Royal Bank of Canada	9,935,542	10,596,573	2.35
202,000	Altera Corp.	6,022,351	9,028,901	2.01
319,800	Research In Motion Ltd.	19,160,801	8,890,440	1.98
724,000	Newalta Corp.	6,067,651	8,782,120	1.95
253,700	MI Developments Inc.	7,271,565	7,433,410	1.65
951,090	Pace Oil & Gas Limited	8,483,131	6,990,511	1.55
411,000	International Game Technology	6,926,057	6,971,745	1.55
87,000	WellPoint, Inc.	4,830,573	6,607,829	1.47
529,650	Enerflex Limited	6,504,610	6,567,660	1.46
886,600	EXFO Inc.	4,363,668	6,507,644	1.45
415,000	Cisco Systems, Inc.	7,851,682	6,243,189	1.39
1,026,300	Vero Energy Inc.	5,822,926	5,583,072	1.24
62,300	Canadian Imperial Bank of Commerce	3,736,476	4,741,030	1.05
2,176,900	Essential Energy Services Trust	2,929,791	4,593,259	1.02
316,600	Pason Systems Inc.	3,548,589	4,584,368	1.02
212,500	Corus Entertainment Inc. 'B'	4,028,477	4,354,125	0.98
116,150	Astral Media Inc. 'A'	3,752,657	4,321,941	0.96
69,200	Atco Limited 'I'	2,870,560	4,318,080	0.96
96,600	Cogeco Inc.	2,182,778	4,163,460	0.93
2,001,000	Ithaca Energy Inc.	4,148,467	4,142,070	0.92
627,300	IMRIS Inc.	4,762,567	4,046,085	0.90
140,000	Ryanair Holdings PLC, ADR	3,844,864	3,958,456	0.88
1,830,000	IROC Energy Services Corp.	2,562,000	3,660,000	0.81
449,000	AMN Healthcare Services Inc.	3,514,981	3,598,166	0.80
238,800	Total Energy Services Inc.	1,522,438	3,426,780	0.76
459,500	Gennum Corp.	2,820,854	3,331,375	0.74
165,000	Western Union Co.	2,745,595	3,185,531	0.71
725,000	Element Financial Corp.	2,900,000	2,900,000	0.64
105,600	Dundee Corp. 'A'	572,057	2,672,736	0.59
94,200	International Rectifier Corp.	1,790,297	2,541,748	0.56
4,900,000	The Westaim Corp.	2,564,909	2,450,000	0.54
118,750	The Progressive Corp.	2,065,791	2,446,069	0.54
70,500	Canadian Energy Services & Technology Corp.	1,032,994	2,193,255	0.49
182,050	Akita Drilling Limited 'A'	1,260,366	2,129,985	0.47
109,750	Toromont Industries Limited	1,562,780	2,078,665	0.46
103,900	Colony Financial Inc.	2,095,022	1,807,532	0.40
1,435,000	Sandstorm Gold Inc.	595,863	1,693,300	0.38
1,959,800	Anderson Energy Limited	2,246,926	1,548,242	0.34
408,800	PRT Forest Regeneration Income Fund Trust Units	639,322	1,308,160	0.29
271,900	BNK Petroleum Inc.	1,279,195	1,250,740	0.28
270,000	Sprott Resource Corp.	880,385	1,239,300	0.28
164,400	Gran Tierra Energy, Inc.	654,376	1,037,364	0.23
195,000	Chieftain Metals Inc.	1,017,696	863,850	0.19
14,400	Intact Financial Corp. subscription receipts	688,320	786,960	0.17
46,800	TVA Group Inc. 'B'	286,543	567,684	0.13
15,600	Calfrac Well Services Limited	243,471	494,052	0.11
250,000	The Brick Ltd. warrants	28,750	430,000	0.10
205,200	Sandstorm Gold Inc. warrants April 23, 2014	31,601	119,016	0.03

**EdgePoint Canadian Growth & Income Portfolio**
*Statement of Investments (Unaudited)  
As at June 30, 2011*

Number of shares/units	Security	Average cost	Fair value	% of net assets
<b>Equities (continued)</b>				
336,000	Mega Brands Inc. warrants March 30, 2015	\$ 43,680	\$ 60,480	0.01
33,000	Sandstorm Gold Inc. warrants October 19, 2015	9,240	18,480	–
768,200	Compton Petroleum Corp. warrants September 25, 2011	69,138	3,841	–
725,000	Element Financial Corp. rights	–	1	–
		266,909,268	305,486,703	67.89
<b>Face value (\$)</b>	<b>Fixed income</b>			
8,945,000	Shaw Communications 7.50% November 20, 2013	10,060,925	9,899,789	2.20
7,435,000	Cogeco Cable Incorporated 5.95% June 9, 2014	7,871,024	8,021,473	1.78
7,640,000	Wells Fargo Financial Canada 5.20% September 13, 2012	7,988,426	7,932,077	1.76
7,348,000	Molson Coors Capital Finance 5.00% September 22, 2015	7,638,619	7,784,618	1.73
6,740,000	Loblaw Companies Limited 5.4% November 20, 2013	7,257,737	7,191,310	1.60
5,510,500	Newalta Inc. 7.0% November 30, 2012	5,645,970	5,689,591	1.26
5,155,000	Bell Canada Inc. 6.25% April 12, 2012	5,402,050	5,330,889	1.18
5,160,000	Vidéotron Ltée. 6.375% December 15, 2015	5,287,181	5,114,420	1.14
4,673,000	Bellatrix Exploration Limited 4.75% convertible debentures April 30, 2015	4,661,976	4,906,650	1.09
4,400,000	Corus Entertainment 7.25% February 10, 2017	4,493,000	4,658,720	1.04
4,500,000	American Express Canada Floating Rate June 6, 2014	4,506,570	4,495,500	1.00
4,150,000	Interpublic Group 6.25% November 15, 2014	4,545,083	4,442,269	0.99
4,000,000	Bear Stearns Company Inc. 4.35% July 20, 2012	4,118,000	4,097,480	0.91
3,900,000	Total Energy Services Inc. 5.75% March 31, 2016	3,901,625	3,915,600	0.87
3,600,000	Vidéotron Ltée. 9.125% April 15, 2018	4,081,476	3,892,765	0.87
3,630,000	Alere Inc. 9.00% May 15, 2016	3,850,333	3,649,358	0.81
3,325,000	Livingston International 10.125% November 9, 2015	3,451,750	3,529,421	0.78
3,200,000	Bear Stearns Cos LLC 5.45% November 12, 2014	3,379,552	3,407,040	0.76
3,100,000	Vidéotron Ltée. 6.875% July 15, 2021	3,100,000	3,119,375	0.69
2,668,600	The Brick Ltd. 12.00% May 30, 2014	2,590,351	2,868,745	0.64
2,250,000	BMW Canada Inc. 3.22% March 28, 2013	2,276,466	2,288,093	0.51
2,033,600	Mega Brands Inc. 10.00% March 31, 2015	2,056,348	2,115,351	0.47
2,125,000	Vidéotron Ltée. 6.875% January 15, 2014	2,218,391	2,076,945	0.46
1,952,000	Toromont Industries 4.92% October 13, 2015	1,786,764	2,029,982	0.45
1,900,000	American Express Canada 5.90% April 2, 2013	2,022,873	2,009,307	0.45
1,750,000	Dundeewealth Inc. 5.10% September 25, 2014	1,749,930	1,862,193	0.41
1,750,000	Omers Realty Corp. 4.09% June 4, 2013	1,817,900	1,817,393	0.40
1,346,000	Shoppers Drug Mart Inc. 4.99% June 3, 2013	1,424,755	1,412,829	0.31
1,260,000	Bell Canada 3.65% May 19, 2016	1,259,093	1,266,111	0.28
921,000	Boardwalk REIT 5.31% January 23, 2012	901,662	938,849	0.21
670,000	Daylight Energy Limited 6.25% December 31, 2014	670,000	703,500	0.16
620,000	Shoppers Drug Mart Inc. 5.19% January 20, 2014	663,462	658,068	0.15
570,000	Shaw Communications Inc. 6.50% June 2, 2014	578,508	620,907	0.14
281,000	Thomson Reuters Corp. 5.25% July 15, 2011	286,347	281,278	0.06
260,000	Loblaw Companies Limited 4.85% May 8, 2014	269,258	274,552	0.06
147,150	Anderson Energy Limited 7.50% January 31, 2016	150,264	149,725	0.03
12,616	TimberWest Forest Trust 9.00% debenture February 11, 2014	12,617	23,753	0.01
		123,976,286	124,475,926	27.66
	<b>Derivatives (Note 10)</b>	1,893,008	731,349	0.16
	Adjustment for transaction costs	(416,643)	–	–
	<b>Total investments</b>	<b>\$ 392,361,919</b>	<b>\$ 430,693,978</b>	<b>95.71</b>

**EdgePoint Canadian Growth & Income Portfolio***Statement of Investments (Unaudited)  
As at June 30, 2011*

Number of shares/units	Security	Average cost	Fair value	% of net assets
	<b>Foreign exchange forward contracts</b>			
	Foreign exchange forward contract to buy CDN 6,092,692 for USD 6,392,500 with an exchange rate of 0.953100, maturing July 29, 2011	–	(68,861)	(0.02)
	Foreign exchange forward contract to buy CDN 12,406,658 for USD 12,730,000 with an exchange rate of 0.974600, maturing September 20, 2011	–	121,316	0.03
			52,455	0.01
	Other assets, less liabilities		19,236,425	4.28
	Net assets	\$	449,982,858	100.00

See accompanying notes to interim Financial Statements.

**1. The Fund:**

- (a) EdgePoint Canadian Growth & Income Portfolio (the "Fund") is an open-ended mutual fund trust created on November 10, 2008 by declaration of trust under the laws of the Province of Ontario. EdgePoint Wealth Management Inc. ("EdgePoint") is the Fund's manager ("Manager") and trustee, and EdgePoint Investment Group Inc. is the investment advisor. The Fund commenced operations on November 17, 2008 with four series of units: Series A, Series B, Series F and Series I. On September 1, 2009, the Fund began offering Series O units. On August 3, 2010, the Fund began offering Series A(N), Series B(N) and Series F(N) units.
- (b) The Fund's authorized capital consists of an unlimited number of units and series without par value. The number of outstanding units of each series is disclosed in the *Statements of Net Assets*. Series A and Series B units are available to retail investors. Series F units are available to all investors who participate in fee-based programs through an investment dealer who has signed an agreement with EdgePoint. Series A(N), Series B(N) and Series F(N) units have the same requirements except they are available only to investors residing in provinces that have not harmonized their provincial sales taxes with the federal Goods and Services Tax. Series I and Series O units are for investors who meet minimum investment thresholds and have entered into a Series I Subscription Agreement or a Series O Subscription Agreement with EdgePoint.
- (c) To establish Series O units of the Fund, EdgePoint made an initial investment. As at June 30, 2011, EdgePoint held Series O units of the Fund with an aggregate market value of \$2,661 (December 31, 2010: \$9,212).
- (d) The Financial Statements include the *Statement of Investments* at June 30, 2011, the *Statements of Net Assets* at June 30, 2011 and December 31, 2010, and the *Statements of Operations* and the *Statements of Changes in Net Assets* for the periods ended June 30, 2011 and June 30, 2010 (the "Financial Statements").

**2. Significant accounting policies:**

These Financial Statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") and reflect the following policies:

**(a) Accounting estimates:**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts reported in the Financial Statements. Actual results could differ from those estimates.

**(b) Valuation of investments:**

Investments are categorized as held for trading and are therefore recorded at their fair value. Investments in securities listed on a public securities exchange or traded on an over-the-counter market are valued at their closing bid price. Securities with no available closing bid price are valued at their last sale or close price. Securities for which a closing bid price, last sale or close price are unavailable, or securities for which market quotations are unreliable or not reflective of all available material information, are valued at their fair value as determined by the Manager using available sources of information and commonly accepted industry valuation techniques, including valuation models. Short-term investments, including short-term debt instruments maturing within less than 90 days from the acquisition date, are deemed held for trading and are recorded at amortized cost, which approximates their fair value.

**(c) Valuation of foreign exchange contracts:**

The Fund may enter into foreign exchange contracts for hedging purposes or to establish exposure to a particular currency. Foreign exchange contracts are valued based on the difference between the contract forward rate and the forward bid rate (for currency held) or the forward ask rate (for currency sold short) on the valuation date. Upon the closing of a contract, the gain or loss is included in the net realized gain (loss) on the sale of investments and foreign exchange.

**(d) Cash and cash equivalents:**

Cash and cash equivalents are cash on deposit and short-term notes with maturities of less than 90 days and are carried at cost, which approximates their fair value.

**(e) Other assets and liabilities:**

All trade receivables and other accounts receivable are designated as receivables. They are recorded at amortized cost, which approximates their fair value. Similarly, all trade payables and accrued expenses are designated as financial liabilities and are recorded at amortized cost, which approximates their fair value.

**(f) Investment transactions and income recognition:**

All income, net realized and unrealized appreciation, foreign exchange and transaction costs are attributable to investments and derivatives deemed held for trading. Investment transactions are accounted for on the trade date; that is, on the day a buy or sell order is executed. The cost of investments represents the amount paid for each security and is determined on an average-cost basis excluding transaction costs. Realized gains and losses on investment transactions are computed as the proceeds of the disposition less their average cost.

**2. Significant accounting policies (continued):**

The unrealized appreciation of investments represents the difference between their average cost and their fair value at the period-end date. Dividend income, including stock dividends, is recorded on the ex-dividend date along with withholding taxes on foreign dividends, if any. Interest income is recorded daily on an accrued basis.

Income and realized and unrealized capital gains (losses) are distributed among the different series of securities in proportion to the amount of equity invested in them. For management fees and expenses, refer to note 3.

(g) Transaction costs:

Transaction costs, such as brokerage commissions incurred in the purchase and sale of portfolio securities, and other trade execution costs paid to external third parties, such as stamp, duty and exchange fees, are recognized as expenses in the *Statements of Operations* based on trade date.

(h) Translation of foreign currencies:

The fair value of investments and other assets and liabilities denominated in foreign currencies is translated into Canadian dollars at the rate of exchange prevailing on each business day, except for the historical costs of investments, which are translated at the rate of exchange prevailing on the date of purchase. Proceeds from the sale of investments, dividends and interest income received in foreign currencies are translated into Canadian dollars at the approximate rate of exchange prevailing on the dates of such transactions. Gains and losses from transactions and the translation of foreign currencies are considered investment transactions and, accordingly, are included in the net realized gain (loss) on the sale of investments and foreign exchange, or in the net change in the unrealized appreciation of investments.

(i) Capital management:

The Manager manages the Fund's capital, which consists of the Fund's net assets, in accordance with the investment objectives set out in the Fund's Simplified Prospectus and Annual Information Form.

(j) Increase (decrease) in net assets from operations, per unit:

Increase (decrease) in net assets from operations, per unit in the *Statements of Operations* represents the net increase (decrease) in the net assets from operations for each series for the period divided by the average units outstanding for each series for the period.

(k) Future changes in accounting policies:

On January 12, 2011, the Canadian Accounting Standards Board published amendments to the Canadian Institute of Chartered Accountants ("CICA") Handbook

that provide a two-year deferral of the transition to International Financial Reporting Standards ("IFRS") by investment companies. For fiscal years beginning on or after January 1, 2013, investment companies, including the Fund, will be required to implement IFRS for interim and annual financial statements. Until this date, the Fund will continue to apply the accounting standards in Part V of the CICA Handbook.

Based on the Manager's current evaluation of the differences between GAAP and IFRS, the Manager does not expect that net assets attributable to unitholders or the net asset value per unit will be impacted by the changeover to IFRS. Currently, the Manager expects that the impact of IFRS on the Fund's financial statements will result in additional disclosures and a potentially different presentation of unitholder interests and certain other items.

The Fund's units are puttable financial instruments. Under International Accounting Standards ("IAS") 32, *Financial Instruments: Presentation*, for the Fund to continue to classify the units as equity, they must meet certain specific criteria. Due to the Fund's multi-class structure, it is unlikely that the units will meet the criteria as it is currently written. As such, the units will be classified as a liability upon the adoption of IFRS. This will not impact the net asset value per unit used for unitholders' purchase, switch or redemption transactions and is considered a presentation difference only. Certain agreements that refer to net asset value may need to be amended to reflect new terminology that may be adopted; however, calculations for amounts such as management fees will remain the same.

**3. Management fees and expenses:**

(a) EdgePoint, the Manager, provides investment management, distribution and administrative services to the Fund. In consideration for services provided, EdgePoint receives a monthly management fee based on the daily average net assets of each series. The management fee differs among series of units as outlined in the table below. The Fund pays EdgePoint an aggregate management fee. Management fees for Series I and Series O units are negotiated and paid directly by the investor and not the Fund. These fees will not exceed the Fund's Series A management fees.

Series A	1.70%
Series B	1.90%
Series F	0.70%
Series A(N)	1.70%
Series B(N)	1.90%
Series F(N)	0.70%

(b) In addition to management fees, the Fund is responsible for paying all expenses relating to its operations. These expenses may include, but are not limited to: taxes, accounting, legal and audit fees, costs relating to the

**3. Management fees and expenses (continued):**

Fund's Independent Review Committee, trustee and custodial fees, portfolio transaction costs, administrative costs, investor servicing costs, and costs of reports and prospectuses. Each series is responsible for paying the operating expenses specifically attributed to that series. Except for interest and bank charges paid or payable directly by the Fund, the Manager incurs such expenses on the Fund's behalf and is then reimbursed by the Fund for such expenses. The Fund's common operating expenses are allocated among series based on the average number of unitholders or the average daily net assets of each series depending on the operating expense. All Series I operating expenses are EdgePoint's responsibility.

- (c) At its sole discretion, EdgePoint may waive management fees or absorb the Fund's expenses. Absorbed expenses, if any, are shown on the *Statements of Operations*. Such waivers and absorptions can be terminated at any time.
- (d) From time to time, EdgePoint may reduce the effective management fee payable by some unitholders by reducing the management fee it charges to the Fund and directing the Fund to make distributions to these unitholders in amounts equal to the management fee reduction. Management fee distributions are automatically reinvested in additional units of the Fund and are accounted for as distributions for financial statement reporting purposes.

**4. Income taxes:**

The Fund qualifies as a mutual fund trust under the *Income Tax Act* (Canada) and, accordingly, is not subject to income taxes on the portion of its net income, including net realized gains, which are paid or payable to unitholders. Such distributed income is taxable in the hands of unitholders.

Temporary differences between the carrying value of assets and liabilities for accounting and income tax purposes give rise to future income tax assets and liabilities. The most significant temporary difference is that between the reported fair value of the Fund's investment portfolio and its adjusted cost base for income tax purposes. Since the Fund's distribution policy is to distribute all net realized capital gains, future tax liabilities with respect to unrealized capital gains and future tax assets with respect to unrealized capital losses will not be realized by the Fund and are therefore not recorded by the Fund. Unused realized capital losses represent the Fund's future tax assets; however, due to the uncertainty that they will be realized by offsetting future capital gains, no net tax benefit is recorded by the Fund.

As at the most recent taxation year end of December 15, 2010, the Fund had capital losses of nil (2009: nil).

**5. Brokerage commissions:**

Commissions paid to brokers in connection with portfolio transactions are disclosed in the Fund's *Statements of Operations*. Brokerage business is allocated based on which broker can deliver to the Fund the best results. Subject to these criteria, EdgePoint may allocate business to brokers that provide or pay for, in addition to transaction execution, investment research, statistical or other similar services that may or may not be used by EdgePoint in its investment decision-making process. As at June 30, 2011, EdgePoint had commission-sharing or "soft dollar" arrangements with certain brokers in which they paid for third-party services. These services represent less than 1% of total brokerage commissions paid by the Fund. Other proprietary research services are offered on a "bundled" basis with transaction execution. As a result, EdgePoint is not able to reasonably ascertain the value of these investment research services.

**6. Reconciliation of net asset value:**

Net assets reported in these Financial Statements are accounted for using GAAP ("GAAP Net Assets") and use the closing bid price for the fair value of investments traded in an active market. The net asset value ("NAV") for purposes of unitholders' purchases, switches and redemptions is calculated in accordance with the valuation rules set out in the Fund's Simplified Prospectus and Annual Information Form and uses the last trade price to value investments traded in an active market. The Canadian Securities Administrators require reconciliation between NAV and GAAP Net Assets.

The difference between NAV and GAAP Net Assets on a per unit basis is as follows:

June 30, 2011	NAV	GAAP Net Assets
Series A	\$ 15.70	\$ 15.67
Series B	15.68	15.65
Series F	15.95	15.92
Series I	16.37	16.34
Series O	12.58	12.56
Series A(N)	15.74	15.71
Series B(N)	15.79	15.76
Series F(N)	16.07	16.04

December 31, 2010	NAV	GAAP Net Assets
Series A	\$ 15.51	\$ 15.48
Series B	15.49	15.46
Series F	15.76	15.73
Series I	16.18	16.15
Series O	12.42	12.39
Series A(N)	15.55	15.52
Series B(N)	15.60	15.57
Series F(N)	15.87	15.84

**7. Financial instruments:**

Essentially, all of the Fund's assets and liabilities are financial instruments. These financial instruments comprise investments, net unrealized gains (losses) on foreign exchange forward contracts, cash and cash equivalents, trade receivables, other accounts receivable, trade payables and accrued expenses. Investments and foreign exchange contracts are recorded at their fair value based on the accounting policies described in note 2(b). All other financial instruments are carried at cost or amortized cost, which approximates their fair value.

**8. Fair value measurements:**

The Fund's hierarchy for disclosing the fair value of the Fund's investments is based on the inputs summarized below:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., as derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Changes in valuation methods may result in transfers into, or out of, an investment's assigned level.

The following inputs were used in valuing the Fund's investments and derivatives at fair values as at June 30, 2011 and December 31, 2010:

June 30, 2011	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Equities	\$302,586,702	\$ –	\$2,900,001	\$ 305,486,703
Bonds	–	124,475,926	–	124,475,926
Options	989	730,360	–	731,349
Foreign exchange forward contracts	–	52,455	–	52,455
<b>Total investments</b>	<b>\$302,587,691</b>	<b>\$125,258,741</b>	<b>\$2,900,001</b>	<b>\$ 430,746,433</b>

December 31, 2010	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Total
Equities	\$ 259,315,687	\$ –	\$ 259,315,687
Bonds	–	84,156,014	84,156,014
Options	678,101	–	678,101
Foreign exchange forward contracts	–	593,211	593,211
<b>Total investments</b>	<b>\$ 259,993,788</b>	<b>\$ 84,749,225</b>	<b>\$ 344,743,013</b>

During the periods ended June 30, 2011 and December 31, 2010, no investments were transferred between levels.

The following tables reconcile the Fund's Level 3 fair value measurements for the periods ended June 30, 2011 and December 31, 2010:

June 30, 2011	Equities
Beginning balance at January 1, 2011	\$ –
Investments purchased during the period	2,900,000
Net change in unrealized appreciation of investments	1
<b>Ending balance at June 30, 2011</b>	<b>\$ 2,900,001</b>

December 31, 2010	Equities
Beginning balance at January 1, 2010	\$ –
Net change in unrealized appreciation of investments	–
<b>Ending balance at December 31, 2010</b>	<b>\$ –</b>

The potential impact of using reasonable alternative assumptions for valuing these Level 3 assets would increase the fair value by up to \$1,054,545 or decrease the fair value by up to \$527,273 (2010: n/a).

**9. Financial instrument risk:**

In the normal course of business, the Fund is exposed to a variety of financial risks: market risk (comprising market price risk, foreign currency risk and interest rate risk), counterparty credit risk and liquidity risk. The value of investments in the Fund's portfolio can fluctuate daily as a result of changes in interest rates, market and economic conditions, and factors specific to individual securities within the Fund. The level of risk depends on the Fund's investment objectives and the type of securities in which it invests.

*Risk management:*

The Fund seeks to provide a combination of long-term capital appreciation and income generation by investing primarily in Canadian equity and fixed-income securities. The portfolio management team invests in companies that it believes have strong competitive positions, long-term growth prospects and are run by competent management teams. The portfolio management team acquires ownership stakes in these companies at prices below their assessment of each company's true value. The fixed-income approach includes an analysis of macro-economic factors affecting economic growth as well as credit analysis to uncover relative value opportunities both within and across different market sectors.

The team takes a conservative approach to risk management by applying in-depth, thorough research to each investment idea in order to understand the risks of the individual business and weighs this against its return potential.

Risk is further managed by investing in a diversified portfolio of companies. The team believes that investing in businesses

**9. Financial instrument risk (continued):**

with competitive advantages is a more effective approach to diversification than focusing on traditional sector allocations. The team takes a common-sense approach to risk by assessing how much money can be lost and the probability of losing it. While this approach may seem overly simplistic, it provides vital clarity about the true investment risks.

The Manager employs 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. Monthly reviews by the Chief Compliance Officer and Chief Investment Officer ensure that pre-trade and post-trade compliance rules are followed. The Governance and Oversight Committee conducts quarterly reviews to monitor portfolio activity for compliance with applicable rules.

(a) Market risk:

(i) Market price risk:

Market price risk arises primarily from uncertainties about the future market prices of instruments held.

Market price fluctuations may be caused by factors specific to an individual investment, or factors affecting all securities traded in a market or industry sector. All investments present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value. The Fund's most significant exposure to market price risk arises from its investment in equity securities. If equity prices for these securities had increased or decreased on their respective stock exchanges by 5% as at June 30, 2011, with all other variables held constant, the Fund's net assets would have increased or decreased, respectively, by approximately \$15.27 million or 3.4% of total net assets (December 31, 2010: \$12.97 million or 3.5% of total net assets). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

(ii) Foreign currency risk:

Foreign currency risk arises from financial instruments denominated in a currency other than the Canadian dollar, which is the Fund's functional currency. The Fund is exposed to the risk that the value of securities denominated in other currencies will fluctuate due to changes in exchange rates.

As the Fund's investments are denominated primarily in Canadian dollars, the Fund is not subject to any significant foreign currency risk.

(iii) Interest rate risk:

Interest rate risk arises from interest-bearing financial instruments where the values of those instruments fluctuate due to changes in market interest rates.

The majority of the Fund's financial assets are equity shares, which are not interest bearing. The table below summarizes the Fund's exposure to interest rate risk by remaining term to maturity:

	Debt instrument	% of net assets
June 30, 2011		
Less than 1 year	\$ 6,551,016	1.46
1 to 3 years	53,356,340	11.86
3 to 5 years	47,982,241	10.66
Greater than 5 years	16,586,329	3.68
	<u>\$124,475,926</u>	<u>27.66</u>
December 31, 2010		
Less than 1 year	\$ 4,224,340	1.13
1 to 3 years	18,437,714	4.93
3 to 5 years	46,966,016	12.55
Greater than 5 years	14,527,944	3.88
	<u>\$84,156,014</u>	<u>22.49</u>

As at June 30, 2011, if prevailing interest rates had risen or declined by 0.5%, assuming a parallel shift in the yield curve, with all other variables held constant, the Fund's net assets would have decreased or increased, respectively, by approximately \$1.79 million or 0.40% of total net assets (December 31, 2010: \$1.41 million or 0.38% of total net assets). The Fund's sensitivity to interest rate changes was established using the weighted-average modified duration of 2.87 years based on the Fund's fixed-income holdings (December 31, 2010: 3.35). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

(b) Counterparty credit risk:

Counterparty credit risk is the risk that the counterparty to a financial instrument will fail to honour an obligation or commitment that it has entered into with the Fund.

The Fund's main exposure to credit risk is in its holdings of fixed-income debt instruments. The fair value of debt securities includes consideration of the creditworthiness of the debt issuer. The maximum credit risk of these investments is their carrying value at June 30, 2011.

As at June 30, 2011 and December 31, 2010, the Fund was invested in debt securities with the following credit ratings:

June 30, 2011	% of net assets	% of debt instruments
AAA	0.40	1.46
AA	2.52	9.11
A	1.48	5.36
BBB	16.45	59.45
BB	0.69	2.51
B	0.81	2.93
NR	5.31	19.18
	<u>27.66</u>	<u>100.00</u>

**9. Financial instrument risk (continued):**

December 31, 2010	% of net assets	% of debt instruments
AA	0.91	4.05
A	0.65	2.88
BBB	12.07	53.69
BB	1.76	7.82
B	3.51	15.61
NR	3.59	15.95
	22.49	100.00

The Fund is also exposed to credit risk from its trading of listed securities. It minimizes the concentration of credit risk by trading with a large number of brokers and counterparties on recognized and reputable exchanges. The risk of default is considered minimal as all transactions are settled and paid for upon delivery using approved brokers.

**(c) Liquidity risk:**

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial liabilities. Aside from financial liabilities arising from its normal investing activities, the Fund has no other significant financial liabilities.

The Fund's most significant potential exposure to financial liabilities is the 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 traded in an active market that can be readily sold). The Fund also has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions. No such borrowing occurred during the period.

**10. Schedule of derivatives:**

Call options	Expiry date	Strike price	USD notional/ number of contracts	Average cost	Fair value
USD-CAD					
Oct/1 CO	Jan. 24, 2012	1.00	65,000,000	\$ 456,300	\$246,740
Research In Motion					
Jan/115 CO	Oct. 7, 2011	115.00	1,026	76,381	989
				\$ 532,681	\$247,729

Put options	Expiry date	Strike price	USD notional	Average cost	Fair value
Japan-USD					
Mar/110 PO	Mar. 13, 2014	110.00	17,220,000	\$ 211,655	\$ 129,328
Japan-USD					
Mar/110 PO	Mar. 13, 2014	110.00	17,220,000	215,015	129,328
Japan-USD					
Aug/115 PO	Aug. 21, 2013	115.00	28,035,618	239,053	86,867
Japan-USD					
Aug/115 PO	Aug. 21, 2013	115.00	29,548,793	239,053	91,555
Japan-USD					
Mar/125 PO	Mar. 29, 2013	125.00	18,071,857	97,213	17,358
Japan-USD					
Mar/140 PO	Mar. 29, 2013	140.00	11,200,000	36,404	9,278
Japan-USD					
Mar/125 PO	Mar. 29, 2013	125.00	9,490,000	72,854	9,115
Japan-USD					
Mar/125 PO	Mar. 29, 2013	125.00	9,395,000	72,818	9,105
Japan-USD					
Sep/100 PO	Sep. 27, 2011	100.00	4,503,000	140,733	1,511
Japan-USD					
Sep/115 PO	Sep. 27, 2011	115.00	4,503,000	35,529	174
				\$1,360,327	\$483,620

**11. Comparative figures:**

Certain 2010 comparative figures have been reclassified to conform to the financial statement presentation adopted in 2011.

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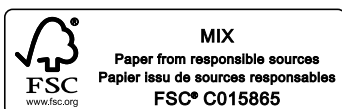
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