

# Hybrid Income Funds

Semi-Annual Report 2002



Mulvihill Pro-AMS RSP Fund

Pro-AMS Trust

#### Mulvihill Pro-AMS RSP Fund

#### Notice To Unitholders

#### Change of Record Date for Regular Distributions

The Fund is hereby providing notice to unitholders that it intends to change the record date for its regular distributions to unitholders. Regular distributions will now be payable to unitholders of record on the fifteenth (15th) day of each month (or on the first business day thereafter if the 15th day is not a business day) and will continue to be paid on or about the last business day of each month.

The Fund's Manager, Mulvihill Fund Services Inc., will amend the trust agreement governing the Fund in order to make this change. This amendment will be effective on or about September 13, 2002. As a result the October 31, 2002 distribution, when declared, will be payable to unitholders of record as of October 15, 2002.

Message to Unitholders

As of June 30, 2002, the net assets of the Fund were \$868.8 million, or \$19.76 per unit, a decline from \$988.5 million, or \$21.87 per unit, at the end of 2001. Distributions to unitholders included above totalled \$44.2 million, or \$0.9792 per unit. Due to the magnitude of the market decline and reduced volatility during the period, in May 2002 the Fund's annual distribution target was reduced from 8.75% to 6%. Management fees were also reduced accordingly. These adjustments will provide increased flexibility managing the Fund's portfolio going forward, and will improve the fund's ability to meet its investments objectives.

While the Fund generated premium income from option writing throughout the period, the value of the underlying portfolio declined. This was mainly due to the continuing weakness in U.S. and Canadian equity markets. The Fund's Managed Portfolio is diversified by country with about 70% invested in the U.S. market, and the balance in Canada. The U.S. economy is showing signs of recovery, but equity markets are still weakening, with all major indices showing negative returns for the first half of this year. Investor confidence has been severely shaken by a series of corporate scandals involving flawed accounting and negligent governance. The Canadian market fared better in a stronger economic environment, but still lost ground through the first half. Market volatility increased sharply towards the end of the second quarter, and this condition is continuing. The Fund benefits from higher volatility levels, as this facilitates higher amounts of premium income earned from option writing.

The Fund's portfolio is presently well diversified by country and sector, maintaining a defensive cash position, and is continuing to generate significant premium income through active option writing programs.

We would like to take this opportunity to thank the Fund's unitholders for their continuing support.

August 2002

# Mulvihill Pro-AMS RSP Fund

### **Financial Statements**

### Interim Statements of Net Assets

	June 30, 2002	December 31, 2001
	(Unaudited)	(Audited)
Assets		
Investments at market value		
(average cost - \$901,992,321;		
2001 - \$945,331,630)	\$ 816,803,565	\$ 904,229,107
Short-term investments		
(average cost - \$66,414,141;		
2001 - \$91,127,593)	66,076,002	91,629,348
Cash	216,021	36,556
Interest receivable	81,128	153,972
Dividends receivable	180,709	206,059
Due from broker	2,972,213	342,864
	886,329,638	996,597,906
Liabilities		
Accrued liabilities	1,261,138	1,698,978
Redemptions payable	9,372,604	_
Due to broker	6,865,334	6,430,524
	17,499,076	8,129,502
Net Assets, Represented		
by Unitholders' Equity	\$ 868,830,562	\$ 988,468,404
Number of Units Outstanding	43,975,620	45,200,000

Interim Statements of Financial Operations For the six months ended June 30, 2002 and for the period from inception March 2, 2001 to June 30, 2001 (Unaudited)

	2002	2001
Revenue		
Dividends	\$ 1,091,875	\$ 943,743
Interest, net of foreign exchange	(477,960)	2,918,906
Withholding tax	(117,105)	(75,470)
	496,810	3,787,179
Expenses		
Management fees	3,102,995	4,272,584
Forward Agreement fee	2,441,182	1,651,067
Custodian and other fees	2,606,643	250,390
Goods and services tax	399,675	316,608
	8,550,495	6,490,649
Net Investment Loss	(8,053,685)	(2,703,470)
Gain on Sale of Investments		
and Options	1,022,482	59,457,543
Change in Unrealized Depreciation of		
Investments and Foreign Currency	(44,926,099)	(88,922,148)
Net Loss on Investments	(43,903,617)	(29,464,605)
Total Results of Financial Operations	\$ (51,957,302)	\$ (32,168,075)
Net Investment Loss per Unit	\$ (0.1818)	\$ (0.0598)
Net Loss on Investments per Unit	(0.9911)	(0.6519)
Total Results of Financial		
Operations per Unit	\$ (1.1729)	\$ (0.7117)
(based on the weighted average number		
of units outstanding during the period of 44,299,370; 2001 - 45,200,000)		
01 44,277,370; 2001 - 43,200,000)		

**Interim Statements of Changes in Net Assets** For the six months ended June 30, 2002 and for the period from inception March 2, 2001 to June 30, 2001 (Unaudited)

	2002	2001
Net Assets, Beginning of Period	\$ 988,468,404	\$ -
Total Results of Financial Operations	(51,957,302)	(32,168,075)
Unit Transactions		
Proceeds from units issued, net of issue costs	-	1,067,000,000
Amount paid to redeem units	(23,518,125)	
	(23,518,125)	1,067,000,000
Distributions to Unitholders		
From net realized gain on sale of investments and options Non-taxable distribution	- (44,162,415)	(32,462,640)
	(44,162,415)	(32,462,640)
Changes in Net Assets During the Period	(119,637,842)	1,002,369,285
Net Assets, End of Period Net Asset Value per Unit	\$ 868,830,562 \$ 19.7571	\$1,002,369,285 \$ 22.1763
Distribution per Unit		
From net realized gain on sale of investments and options Non-taxable distribution	\$ – 0.9792	\$ 0.7182
	\$ 0.9792	\$ 0.7182

### Statement of Investments

	PAR VALUE/ NO. OF SHARES	AVERAGE COST	MARKET VALUE
Short-term Investments			
Treasury Bills			
Government of Canada, USD - August 28, 2002	600,000	\$ 905,634	\$ 909,974
Government of Canada, USD - September 5, 2002	800,000	1,218,530	1,211,779
Government of Canada - September 26, 2002 Government of Canada	4,005,000	3,975,882	3,975,882
- September 12, 2002	27,170,000	26,997,512	26,997,512
Total Treasury Bills		33,097,558	33,095,147
Discount Commercial Paper			
Province of British Columbia, USD - September 5, 2002 Canadian Wheat Board, USD	5,675,000	8,691,818	8,595,104
- September 17, 2002	200,000	302,330	302,964
Export Development Corp July 22, 2002 Export Development Corp., USD	6,000,000	5,987,100	5,987,100
- September 26, 2002	200,000	302,915	302,916
Province of Ontario, USD - August 19, 2002	7,950,000	12,216,779	12,036,177
Province of British Columbia, USD - August 14, 2002 Province of Ontario, USD	2,800,000	4,289,818	4,240,690
- August 22, 2002 Province of Ontario, USD	800,000	1,221,470	1,213,064
- September 3, 2002	200,000	304,353	302,840
Total Discount Commercial Paper		33,316,583	32,980,855
		66,414,141	66,076,002
Accrued Interest		_	81,128
Total Short-term Investments		\$ 66,414,141	\$ 66,157,130
Investments - Managed Po	rtfolio		
Canadian Common Shares			
Consumer Discretionary			
Rogers Communications Inc., Class Energy	B 260,000	\$ 6,433,154	\$ 3,536,000
EnCana Corporation	128,000	6,068,096	5,977,600
Precision Drilling Corporation	100,000	6,351,139	5,261,000
Total Energy		12,419,235	11,238,600

# Statement of Investments (continued)

	NO. OF SHARES	AVERAGE COST	MARKET VALUE
Investments - Managed Portfoli	o (contin	ued)	
Canadian Common Shares (cont	inued)		
Financials			
Sun Life Financial Services of Canada Inc. The Toronto-Dominion Bank	165,000 125,000	6,333,096 5,349,025	5,431,800 4,490,000
Total Financials		11,682,121	9,921,800
<b>Health Care</b> Biovail Corporation	123,000	10,351,587	5,493,180
Industrials Bombardier Inc., Class B	260,000	3,582,800	3,276,000
Information Technology Celestica Inc.	160,000	11,080,830	5,526,304
Nortel Networks Corporation	639,000	8,505,325	1,405,800
Total Information Technology		19,586,155	6,932,104
Materials			
Abitibi-Consolidated Inc.	85,000	1,022,975	1,191,700
Alcan Inc.	97,500	6,644,138	5,625,750
Barrick Gold Corporation  Domtar Inc.	165,000 71,000	5,339,400 1,307,898	4,756,950 1,260,250
Inco Limited	149,000	4,240,709	5,088,350
Total Materials		18,555,120	17,923,000
Telecommunications Services			
BCE Inc.	180,000	7,174,720	4,750,200
Total Canadian Common Shares		\$89,784,892	\$63,070,884
United States Common Shares			
Consumer Discretionary			
AOL Time Warner Inc.	178,000	\$12,529,523	\$ 3,982,266
Best Buy Co., Inc.	82,500	6,939,236	4,554,684
Target Corporation The Home Depot Inc.	138,000 135,000	9,556,629 10,441,231	7,996,532 7,541,406
Total Consumer Discretionary		39,466,619	24,074,888
Consumer Staples		37,100,017	2 1,07 1,000
CVS Corporation Energy	135,000	6,844,303	6,282,794
Apache Corporation	112,500	10,009,930	9,834,831
Baker Hughes Incorporated	75,000	4,204,985	3,797,281
Total Energy	<u> </u>	14,214,915	13,632,112
Financials			
Citigroup Inc.	155,000	12,485,102	9,134,842
Household International Inc. J.P. Morgan Chase & Co.	81,000 149,000	7,870,318 10,664,541	6,122,645 7,686,697
Merrill Lynch & Co.	120,000	10,564,541	7,886,697
Total Financials		41,532,832	30,335,707
- Continue of the continue of		,1,552,652	20,233,707

# Statement of Investments (continued)

	NO. OF SHARES	AVERAGE COST	MARKET VALUE
Investments - Managed Portfoli	o (continue	ed)	
United States Common Shares (	continued)		
Health Care			
Guidant Corporation	100,000	7,453,295	4,597,649
MedImmune Inc.	136,000	10,016,491	5,460,601
Pharmacia Corporation	111,000	7,673,819	6,322,261
Total Health Care		25,143,605	16,380,511
Industrials			
Cendant Corporation	225,000	6,672,653	5,434,138
General Electric Company	151,500	12,197,260	6,693,548
Honeywell International Inc.	85,000	4,948,847	4,554,379
Total Industrials		23,818,760	16,682,065
Information Technology			
Applied Materials Inc.	160,000	6,102,591	4,628,371
Cisco Systems Inc.	195,000	6,748,803	4,137,200
Intel Corporation	110,000	5,684,875	3,056,532
Microsoft Corporation	75,000	7,585,002	6,173,290
Motorola Inc.	225,000	6,094,932	4,934,526
Texas Instruments Incorporated	140,000	7,106,199	5,046,311
VERITAS Software Corp.	80,000	5,598,880	2,407,872
Total Information Technology		44,921,282	30,384,102
Telecommunication Services			
Nextel Communications, Inc., Class A	450,000	7,028,369	2,196,924
Total United States Common Shares	\$:	202,970,685	139,969,103
N	UMBER OF		MARKET
C	ONTRACTS	PROCEEDS	VALUE
Options			
Written Covered Put Options (1	00 shares	per contract	t)
Domtar Inc July 2002 @ \$18	(710) \$	(32,660) 5	\$ (41,524)
Total Written Covered Put Options		(32,660)	(41,524)
Written Covered Call Options (1	00 shares	per contract	t)
Alcan Inc July 2002 @ \$58	(975)	(149,175)	(49,842)
AOL Time Warner Inc July 2002 @ \$16	(890)	(113,508)	(21,353)
AOL Time Warner Inc July 2002 @ \$17	(890)	(112,294)	(7,273)
Apache Corporation - July 2002 @ \$55	(1,125)	(229,913)	(547,076)
Applied Materials Inc July 2002 @ \$21	(1,100)	(214,188)	(33,092)
Baker Hughes Incorporated - July 2002 @ \$3		(89,428)	(77,973)
Barrick Gold Corporation - July 2002 @ \$3	1.1	(146,850)	(86,245)
BCE Inc July 2002 @ \$25	(1,800)	(129,600)	(164,640)
Best Buy Co., Inc July 2002 @ \$39	(620)	(135,684)	(107,911)
Biovail Corporation - July 2002 @ \$50 Biovail Corporation - July 2002 @ \$53	(615) (300)	(170,970) (56,700)	(17,749)
Bombardier Inc., Class B - July 2002 @ \$53		(50,700)	(1,953) (25,397)
2020.02 mc., class b july 2002 @ \$15	(1,500)	(32,000)	(23,371)

# Statement of Investments (continued)

June 30, 2002 (Unaudited)

NUM	BER OF		MARKET
CON	TRACTS	PROCEEDS	VALUE
Investments - Managed Portfolio (	contin	ued)	
Written Covered Call Options (100 s	hares	per contract)	(continued)
Bombardier Inc., Class B - July 2002 @ \$14	(1,300)	(53,300)	(19,140)
Celestica Inc July 2002 @ \$29	(550)	(130,280)	(2)
Celestica Inc July 2002 @ \$29	(500)	(116,908)	_
Cendant Corporation - July 2002 @ \$16	(2,250)		(311,402)
Cisco Systems Inc July 2002 @ \$16	(1,300)		(1,206)
Citigroup Inc July 2002 @ \$38	(775)	1 1 1	(285,320)
Citigroup Inc July 2002 @ \$39	(605)		(158,264)
CVS Corporation - July 2002 @ \$32	(1,350)		(90,218)
Domtar Inc July 2002 @ \$19	(710)		(19,876)
EnCana Corporation - July 2002 @ \$48	(1,280)		(43,142)
General Electric Company - July 2002 @ \$30	(1,230)		(166,959)
Guidant Corporation - July 2002 @ \$33	(500)		(55,284)
Guidant Corporation July 2002 @ \$39	(500)		_
The Home Depot Inc July 2002 @ \$38	(1,350)		(182,735)
Honeywell International Inc July 2002 @ \$37		(150,408)	(19,499)
Household International Inc July 2002 @ \$53	(810)	(217,331)	(34,063)
Inco Limited - July 2002 @ \$33	(1,490)	(134,100)	(206,529)
Intel Corporation - July 2002 @ \$22	(550)	(100,640)	(6,784)
J.P. Morgan Chase & Co July 2002 @ \$33	(745)	(127,069)	(166,198)
J.P. Morgan Chase & Co July 2002 @ \$35	(745)	(122,633)	(72,516)
MedImmune Inc July 2002 @ \$32	(1,360)	(361,339)	(77,958)
Merrill Lynch & Co July 2002 @ \$40	(600)	(118,144)	(169,229)
Merrill Lynch & Co July 2002 @ \$41	(600)	(121,914)	(118,739)
Microsoft Corporation - July 2002 @ \$56	(750)	(285,488)	(225,076)
Motorola Inc July 2002 @ \$17	(2,250)		(26,805)
Nextel Communications, Inc July 2002 @ \$4	(4,500)		(14,002)
Nortel Networks Corporation - July 2002 @ \$3	(6,390)		(68,117)
Pharmacia Corporation - July 2002 @ \$41 Precision Drilling Corporation	(1,110)		(608)
- July 2002 @ \$56 Precision Drilling Corporation	(500)		(11,780)
- July 2002 @ \$56	(500)	(100,000)	(14,003)
Rogers Communications Inc July 2002 @ \$16 Sun Life Financial Services of Canada Inc.	(2,600)		(4,706)
- July 2002 @ \$35	(1,650)	(92,400)	(15,312)
Target Corporation - July 2002 @ \$40	(1,380)	(212,340)	(65,735)
Texas Instruments Incorporated - July 2002 @ \$26	(900)	(169,731)	(103,551)
The Toronto-Dominion Bank			
- July 2002 @ \$38	(1,250)	(72,500)	(706)
VERITAS Software Corp July 2002 @ \$24	(530)	(152,561)	(39,264)
Total Written Covered Call Options		(7,234,115)	(3,935,232)
Total Options		\$ (7,266,775)	\$ (3,976,756)
Total Investments - Managed Portfolio		\$285,488,802	\$ 199,063,231

NUMBER OF

MARKET

# Statement of Investments (continued)

	NO. OF SHARES	AVERAGE COST	MARKET VALUE
Investments - Fixed Portfolio			
Canadian Common Shares			
Energy			
Precision Drilling Corporation	741,393	\$ 47,086,897	\$ 39,004,686
Health Care			
Patheon Inc.	2,772,609	37,180,687	33,770,378
QLT Inc.	1,513,910	49,545,862	29,672,636
Total Health Care		86,726,549	63,443,014
Industrials			
Ballard Power Systems Inc.	723,943	48,216,654	17,939,308
Information Technology			
ATI Technologies Inc.	3,527,416	21,429,626	37,108,416
Celestica Inc.	799,641	55,379,287	27,371,712
Cognos Inc.	2,439,828	53,115,056	81,490,255
Nortel Networks Corporation	5,855,846	77,943,464	12,882,861
Research in Motion Limited	521,355	32,144,455	8,993,374
Zarlink Semiconductors Inc.	4,248,371	53,574,096	31,055,592
Total Information Technology		293,585,984	198,902,210
Materials			
Inco Limited	1,910,457	54,373,775	65,242,106
Meridian Gold Inc.	2,217,650	38,831,051	54,775,955
Tembec Inc.	3,667,893	47,682,609	52,817,659
Total Materials		140,887,435	172,835,720
Total Canadian Common Shares		616,503,519	492,124,938
Total Investments - Fixed Portfolio		\$616,503,519	\$492,124,938
Forward Agreement			125,615,396
Total Investments		\$901,992,321	\$816,803,565
Short-term Investments			66,076,002
Other Assets Less Liabilities			(14,049,005)
Net Assets			\$868,830,562

#### Notes to the Financial Statements

June 30, 2002 (Unaudited)

#### 1. Basis of Presentation

These interim financial statements should be read in conjuction with the most recently prepared annual financial statements for the year ended Decemeber 31, 2001 as not all disclosures required by Canadian generally accepted accounting principles for annual financial statements have been presented.

These interim financial statements follow the same accounting policies and method of application as the most recent financial statements for the year ended December 31, 2001.

#### 2. Establishment of the Fund

Mulvihill Pro-AMS RSP Fund (the "Fund") is an investment trust established under the laws of the Province of Ontario on February 15, 2001. The Fund began operations on March 2, 2001 and will terminate on December 31, 2012 and its assets will be distributed to unitholders unless unitholders determine to continue the Fund by a majority vote at a meeting called for such purpose.

The manager of the Fund is Mulvihill Fund Services Inc. and the Fund's investment manager is Mulvihill Capital Management Inc. The Royal Trust Company is the trustee and acts as custodian of the assets of the Fund.

#### Notes to the Financial Statements

June 30, 2002 (Unaudited)

#### 3. Normal Course Issuer Bid

The Toronto Stock Exchange recently accepted a Notice of Intention to make a normal course issuer bid filed by the Fund. Under the terms of the normal course issuer bid, the Fund proposes to purchase, if considered advisable, up to a maximum of 4,442,800 units, 10% of its public float as determined in accordance with the rules of the Exchange. The purchases, which may commence on June 26, 2002, would be made in the open market through the facilities of the Exchange. The normal course issued bid will remain in effect until the earlier of June 25, 2003 or until the Fund has purchased the maximum number of units permitted under the bid. As at June 30, 2002, no units have been purchased by the Fund.

Unitholders may obtain a copy of the Notice of Intention to make a normal course issuer bid, without charge, by writing to Investors Services at: Mulvihill Pro-AMS RSP Fund, Investor Relations, 121 King Street West, Suite 2600, Toronto, Ontario, M5H 3T9.

#### 4. Comparative Figures

Certain comparative figures have been reclassified to conform with the current presentation.

#### Statement of Portfolio Transactions

A copy of the Statement of Portfolio Transactions (unaudited) for Mulvihill Pro-AMS RSP Fund for the period ended June 30, 2002 may be obtained without charge by writing to:

Mulvihill Pro-AMS RSP Fund Investor Relations 121 King Street West, Suite 2600 Toronto, Ontario M5H 3T9

Visit our website at www.mulvihill.com for additional information on all Mulvihill Hybrid Income Funds.

# Other Hybrid Income Funds Managed by Mulvihill Structured Products

#### Mulvihill Premium Funds

Mulvihill Premium Canadian Fund
Mulvihill Premium U.S. Fund
Mulvihill Premium Oil & Gas Fund
Mulvihill Premium 60 Plus Fund
Mulvihill Premium Global Plus Fund
Mulvihill Premium Canadian Bank Fund
Mulvihill Premium Global Telecom Fund
Mulvihill Premium Split Share Fund

#### Mulvihill Summit Fund

Mulvihill Summit Digital World Fund

#### Mulvihill Platinum Funds

Mulvihill Pro-AMS *U.S. Fund*Mulvihill Pro-AMS *100 Plus (Cdn \$) Fund*Mulvihill Pro-AMS *100 Plus (U.S. \$) Fund*Mulvihill Pro-AMS *RSP Split Share Fund* 

## Mutual Funds Managed by Mulvihill Capital Management

Mulvihill Canadian Money Market Fund Mulvihill Canadian Bond Fund Mulvihill Canadian Equity Fund Mulvihill Global Equity Fund Mulvihill U.S. Equity Fund Premium Canadian Income Fund Premium Global Income Fund

#### Head Office:

Mulvihill Capital Management Inc. 121 King Street West, Suite 2600 Toronto, Ontario M5H 3T9

fax: 416 681-3901

tel: 416 681-3966 or 1 800 725-7172 email: hybrid@mulvihill.com



# **Mulvihill Structured Products**

Investor Relations 121 King Street West, Suite 2600 Toronto, Ontario M5H 3T9

Tel: 416 681-3966 Fax: 416 681-3901 1 800 725-7172

e-mail: hybrid@mulvihill.com

Mulvihill Capital Management Inc.

www.mulvihill.com