



Mulvihill

Hybrid Income Funds



Semi-Annual Report 2005

Mulvihill Pro-AMS RSP Fund

Pro-AMS Trust

Mulvihill Pro-AMS RSP Fund

Message to Unitholders

As of June 30, 2005, the net assets of the Fund were \$301.4 million, or \$21.05 per unit, compared to net assets of \$306.1 million, or \$20.14 per unit, at the end of 2004. Unit value has increased despite a decline in asset value due to the redemption of units during the period. Listed on the Toronto Stock Exchange as PR.UN, the Fund's units closed on June 30 trading at \$20.20, up from the closing price of \$19.34 at the end of last year.

Unitholders received regular monthly distributions through the first half of the year totalling \$0.24 per unit. The Fund has sufficient capital loss carryforward amounts to shelter realized gains in the current period and provide capital loss carryforwards for future periods. As a result, distributions in the current period were non-taxable and will reduce each unitholders cost base.

Distributions were suspended in the second quarter as the net asset value of the managed portfolio declined below the minimum level required to sustain the Fund's operations. In order to provide greater certainty to the Fund's principal protection feature, the managed portfolio has now been converted entirely into cash and cash equivalents. This will help to ensure that funds will be available to meet obligations until termination on December 31, 2012, including forward fee obligations to maintain the Fund's forward agreement.

The managed portfolio will continue to be composed of cash and cash equivalents for the foreseeable future. Consequently, the Fund no longer has any equity exposure.

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

August 2005

Management's Responsibility for Financial Reporting

The accompanying financial statements of Pro-AMS Trust (operating as Mulvihill Pro-AMS RSP Fund) (the "Fund") and all the information in this semi-annual report are the responsibility of the management of Mulvihill Fund Services Inc. (the "Manager") and have been approved by the Board of Advisors (the "Board").

The financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles and include certain amounts that are based on estimates and judgments. Management has ensured that the other financial information presented in this semi-annual report is consistent with the financial statements. The significant accounting policies which management believes are appropriate for the Fund are described in Note 3 of the annual financial statements.

The Manager is also responsible for maintaining a system of internal controls designed to provide reasonable assurance that assets are safeguarded and that accounting systems provide timely, accurate and reliable financial information.

The Board meets periodically with management and external auditors to discuss internal controls, the financial reporting process, various auditing and financial reporting issues, and to review the annual report, the financial statements and the external auditors' report. Deloitte & Touche LLP has full and unrestricted access to the Board.



John P. Mulvihill
Director
Mulvihill Fund Services Inc.



Sheila S. Szela
Director
Mulvihill Fund Services Inc.

August 2005

Mulvihill Pro-AMS RSP Fund

Financial Statements

Interim Statements of Net Assets

June 30, 2005 (Unaudited) and December 31, 2004 (Audited)

	2005	2004
ASSETS		
Investments - Fixed portfolio at market value (cost - \$218,692,232; 2004 - \$220,188,217)	\$ 270,575,577	\$ 267,214,675
Investments - Managed portfolio at market value (cost - \$nil; 2004 - \$49,958,789)	-	45,443,288
Short-term investments - Managed portfolio (cost - \$41,957,111; 2004 - \$19,081,371)	41,955,586	18,728,535
Cash	20,377	52,257
Dividends receivable	-	66,454
Interest receivable	149,393	19,998
Due from brokers	571,448	161,045,696
TOTAL ASSETS	313,272,381	492,570,903
LIABILITIES		
Accrued management fees	11,063,501	10,341,193
Redemptions payable	611,376	175,940,341
Accrued liabilities	174,995	22,729
Due to brokers	-	51,509
Futures margin payable	-	98,420
TOTAL LIABILITIES	11,849,872	186,454,192
NET ASSETS, REPRESENTED BY UNITHOLDERS' EQUITY	\$ 301,422,509	\$ 306,116,711
Number of Units Outstanding	14,317,396	15,196,591
Net Asset Value per Unit	\$ 21.0529	\$ 20.1438

Financial Statements

Interim Statements of Financial Operations

For the six months ended June 30 (Unaudited)

	2005	2004
REVENUE		
Dividends	\$ 182,338	\$ 565,419
Interest, net of foreign exchange	425,011	707,624
Withholding taxes	(22,617)	(66,794)
TOTAL REVENUE	584,732	1,206,249
EXPENSES		
Management fees	1,873,348	3,544,812
Forward agreement fee	823,146	1,568,616
Custodian and other expenses	210,185	293,177
Goods and services tax	145,255	268,366
TOTAL EXPENSES	3,051,934	5,674,971
Net Investment Loss	(2,467,202)	(4,468,722)
Gain on sale of investments	8,498,756	17,005,506
Change in unrealized appreciation/ depreciation of investments	10,016,979	(10,367,540)
Net Gain on Investments	18,515,735	6,637,966
TOTAL RESULTS OF FINANCIAL OPERATIONS	\$ 16,048,533	\$ 2,169,244
TOTAL RESULTS OF FINANCIAL OPERATIONS PER UNIT (based on the weighted average number of units outstanding during the period of 15,582,274; 2004 - 28,597,512)	\$ 1.0300	\$ 0.0758

Mulvihill Pro-AMS RSP Fund

Financial Statements

Interim Statements of Changes in Net Assets

For the six months ended June 30 (Unaudited)

	2005	2004
NET ASSETS, BEGINNING OF YEAR	\$ 306,116,711	\$ 586,071,948
Total Results of Financial Operations	16,048,533	2,169,244
Unit Transactions		
Amount paid for units redeemed	(17,156,234)	(38,684,694)
Distributions to Unitholders		
Non-taxable distributions	(3,586,501)	(14,234,937)
Changes in Net Assets during the Period	(4,694,202)	(50,750,387)
NET ASSETS, END OF PERIOD	\$ 301,422,509	\$ 535,321,561
Net Asset Value per Unit	\$ 21.0529	\$ 19.4834
Distribution per Unit		
Non-taxable distributions	\$ 0.2400	\$ 0.5000

Interim Statements of Gain on Sale of Investments

For the six months ended June 30 (Unaudited)

	2005	2004
Proceeds from Sale of Investments	\$ 105,312,178	\$ 184,945,983
Cost of Investments Sold		
Cost of investments, beginning of period	270,147,006	609,161,115
Cost of investments purchased	45,358,648	21,307,179
	315,505,654	630,468,294
Cost of Investments, End of Period	(218,692,232)	(462,527,817)
	96,813,422	167,940,477
GAIN ON SALE OF INVESTMENTS	\$ 8,498,756	\$ 17,005,506

Financial Statements

Statement of Investments

June 30, 2005 (Unaudited)

	Par Value/ Number of Shares	Average Cost	Market Value
SHORT-TERM INVESTMENTS - MANAGED PORTFOLIO			
Treasury Bills			
Government of Canada - July 28, 2005	11,570,000	\$ 11,491,257	\$ 11,491,257
Government of Canada - August 25, 2005	22,760,000	22,596,012	22,596,012
Government of Canada - September 22, 2005	7,850,000	7,795,370	7,795,370
Total Treasury Bills		41,882,639	41,882,639
Discount Commercial Paper			
Canadian Wheat Board, USD - August 4, 2005	15,000	18,710	18,272
Export Development Corporation, USD - September 8, 2005	45,000	55,762	54,675
Total Discount Commercial Paper		74,472	72,947
		41,957,111	41,955,586
Accrued Interest			149,393
TOTAL SHORT-TERM INVESTMENTS - MANAGED PORTFOLIO		\$ 41,957,111	\$ 42,104,979

Mulvihill Pro-AMS RSP Fund

Financial Statements

Statement of Investments (continued)

June 30, 2005 (Unaudited)

	Number of Shares	Average Cost	Market Value
INVESTMENTS			
INVESTMENTS - FIXED PORTFOLIO			
Canadian Common Shares			
Energy			
Precision Drilling Corporation	801,009	\$ 25,435,504	\$ 38,680,725
Health Care			
Angiotech Pharmaceuticals, Inc.	375,466	11,592,513	6,334,112
Biovail Corporation	170,453	11,004,382	3,223,266
Patheon Inc.	1,616,647	21,679,236	14,630,655
QLT Inc.	843,123	18,956,183	10,682,368
Total Health Care		63,232,314	34,870,401
Industrials			
Bombardier Inc. "B"	13,645,755	36,161,251	35,615,421
Information Technology			
ATI Technologies Inc.	1,024,160	6,221,938	14,850,320
Celestica Inc.	147,013	9,586,976	2,411,013
Cognos Inc.	575,316	20,229,899	24,071,222
Nortel Networks Corporation	2,105,460	28,024,447	6,716,417
Zarlink Semiconductor Inc.	899,720	11,345,922	1,484,538
Total Information Technology		75,409,182	49,533,510
Materials			
Meridian Gold Inc.	1,053,911	18,453,981	23,186,042
Total Canadian Common Shares		\$218,692,232	\$ 181,886,099
Forward Agreement			88,689,478
TOTAL INVESTMENTS - FIXED PORTFOLIO		\$218,692,232	\$270,575,577
TOTAL INVESTMENTS		\$218,692,232	\$270,575,577
Short-Term Investments - Managed Portfolio			41,955,586
Other Assets Less Liabilities			(11,108,654)
NET ASSETS			\$ 301,422,509
TOTAL MANAGED PORTFOLIO		\$ 41,957,111	\$ 41,955,586
TOTAL FIXED PORTFOLIO		218,692,232	270,575,577
TOTAL INVESTMENT PORTFOLIO		\$260,649,343	\$ 312,531,163

1. Basis of Presentation

The interim financial statements for the Fund have been prepared in accordance with Canadian generally accepted accounting standards ("GAAP"). However, not all disclosures required by GAAP for annual financial statements have been presented and, accordingly, these interim financial statements should be read in conjunction with the most recently prepared annual financial statements for the year ended December 31, 2004.

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, 2004.

2. Investment Objectives of the Fund

The Fund's investment objective is to return at least the original issue price of \$25.00 per unit to the unitholders upon termination of the Fund. To achieve this objective, the Fund has entered into a forward purchase and sale agreement (the "Forward Agreement") pursuant to which the counterparty will pay to the Fund an amount equal to the original issue price for each unit outstanding on the termination date in exchange for the Fund delivering to the counterparty certain equity securities. In order to provide greater certainty to the Fund's principal protection feature, the balance of the managed portfolio has been invested in cash and cash equivalents. This will help to ensure that funds will be available to meet obligations until termination on December 31, 2012, including forward fee obligations to maintain the Fund's Forward Agreement. In addition, distributions were suspended following the April 30, 2005 distribution as the net asset value of the managed portfolio had declined below the minimum level required to sustain the Fund's operations.

3. Normal Course Issuer Bid

The Toronto Stock Exchange recently accepted 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 1,430,764 units, 10 percent of its public float as determined in accordance with the rules of the Exchange. The purchases would be made in the open market through facilities of the Exchange. The normal course issuer bid will remain in effect until the earlier of June 29, 2006 or until the Fund has purchased

Mulvihill Pro-AMS RSP Fund

Notes to Financial Statements

June 30, 2005

the maximum number of units permitted under the bid. As at June 30, 2005, 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 Mulvihill Investors Services at 121 King Street W., Suite 2600, Toronto, Ontario, M5H 3T9.

4. Investment Management Fees

The Investment Manager has voluntarily agreed to defer payment of a portion of its management fees since 2002 and as a result, management fees are paid at an annual rate of 0.50 percent. This deferral in the management fees represents a decrease in direct proportion to the decline in targeted distribution rates, to a minimum annual management fee rate of 0.50 percent of the Fund's net asset value. The Investment Manager may choose at anytime to require payment of its full investment management fees and all or any portion of those in arrears.

Since the Investment Manager voluntarily agreed to defer a portion of management fees, the Fund has experienced retractions of units reducing the number of units outstanding in the Fund. Therefore, subsequent to June 30, 2005, the Investment Manager collected a portion of the accrued management fee in respect of units that have been retracted and cancelled from the Fund and which are no longer outstanding. This amounted to \$7,273,941 of the previously accrued investment management fee that had been voluntarily deferred. The remaining portion of the accrued investment management fee relates to units currently outstanding and continues to be voluntarily deferred.

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, 2005 may be obtained without charge by writing to the Fund at 121 King St. W., Suite 2600, Toronto, Ontario, M5H 3T9.

Hybrid Income Funds

Managed by Mulvihill Structured Products

Mulvihill Platinum

Mulvihill Pro-AMS *U.S. Fund*

Mulvihill Pro-AMS *RSP Fund*

Mulvihill Pro-AMS *100 Plus (Cdn \$) Fund*

Mulvihill Pro-AMS *100 Plus (U.S. \$) Fund*

Mulvihill Pro-AMS *RSP Split Share Fund*

Mulvihill Premium

Mulvihill Premium *Canadian Fund*

Mulvihill Premium *U.S. Fund*

Mulvihill Premium *Oil & Gas Fund*

Mulvihill Premium *60 Plus Fund*

Mulvihill Premium *Canadian Bank Fund*

Mulvihill Premium *Global Plus Fund*

Mulvihill Premium *Split Share Fund*

Mulvihill Premium *Global Telecom Fund*

Mulvihill *World Financial Split Fund*

Mulvihill Summit

Mulvihill Summit *Digital World Fund*

**Mutual Funds Managed by
Mulvihill Capital Management**

Mulvihill Canadian *Money Market Fund*

Mulvihill Canadian *Bond Fund*

Mulvihill Global *Equity Fund*

Premium *Global Income Fund*

Head Office

Mulvihill Capital Management Inc.
121 King St. W., Suite 2600
Toronto, Ontario
M5H 3T9

Tel: 416 681-3966

1 800 725-7172

Fax: 416 681-3901

e-mail: hybrid@mulvihill.com

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



Mulvihill

www.mulvihill.com

Mulvihill Structured Products

Investor Relations

121 King St. W., Suite 2600

Toronto, Ontario

M5H 3T9

Tel: 416 681-3966

1 800 725-7172

Fax: 416 681-3901

e-mail: hybrid@mulvihill.com

Mulvihill Capital Management Inc.

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