Leith Wheeler
INVESTMENT COUNSEL LTD.
Well Into the Future

Leith Wheeler U.S. Equity Fund

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
June 30, 2011

This Interim Management Report of Fund Performance contains financial highlights but does not contain either interim or annual financial statements of the investment fund. You can obtain a free copy of the interim or annual financial statements at your request, by calling 1-888-292-1122, by writing to us at 1500-400 Burrard Street, Vancouver, BC V6C 3A6, or by visiting our website at www.leithwheeler.com or SEDAR at www.sedar.com.

Security holders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

A NOTE ON FORWARD LOOKING STATEMENTS

This report may contain forward-looking statements about the Fund, including its strategy, expected performance and condition. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Fund action, is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Fund and economic factors.

Forward-looking statements are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied in any forward-looking statements made by the Fund. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events.

We stress that the above-mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and urge you to avoid placing undue reliance on forward-looking statements. Further, you should be aware of the fact that the Fund has no specific intention of updating any forward-looking statements as a result of new information, future events or otherwise.

Investment Objective and Strategies

Fund Objective

To provide superior long-term investment returns by investing in equity securities trading on the major markets in the United States. The Fund may also invest in convertible securities of American issuers or equivalent equity securities. Management of the U.S. Fund and its holdings changed in September 2001. The Fund is now managed by Sprucegrove Investment Management of Toronto. Sprucegrove has been managing the Leith Wheeler International Fund since 1995.

Investment Style

As is the case with the Canadian Equity Fund, we select equities for the US Equity Fund on a stock by stock basis as values present themselves. The characteristics of the companies we look for include: a record of high and consistent profitability, market leadership and/or competitive advantage, financial strength, an opportunity to grow the business and capable management. Critical, however, is the valuation has to be very attractive. This requires patience, one of the hallmarks of value management. The same value approach is therefore present in all our portfolios and provides our investors with a margin of safety.

Risk

The overall risks of investing in the Fund are as described in the Prospectus. There were no material changes to the Fund during the year that affected the overall level of risk.

Results of Operations

The Fund's net assets decreased by 8.6% from $127.1 million at the end of December 2010 to $116.2 million at the end of June 2011. Of this change, $0.8 million was attributable to negative investment performance and $10.1 million to net redemptions.

U.S equity returns remained remarkably strong during the first quarter of 2011, with the S&P 500 rising 5.9% in U.S. dollars (3.5% in Canadian dollars). This represented the strongest first quarter return in over a decade. However, the U.S. market declined in the second quarter with the S&P 500 falling 0.7% measured in Canadian dollars. Clearly, the confidence that had been building through the first quarter was undermined by persistent concerns about the earthquake damage in Japan, the European fiscal situation and growing signs of global economic weakness. Measured in Canadian dollars, the S&P 500 increased 2.8% during the first half of 2011. During that time period, the Leith Wheeler U.S. Equity Fund underperformed its benchmark with Series A units of the Fund falling 0.3% and Series B units decreasing by 1.0% after fees and expenses.

The Fund's underperformance was due primarily to the Fund's large capitalization focus. Over the past two years, we have been adding positions in very high quality, larger cap companies that have been historically too expensive to own. Although these stocks have lagged the performance of smaller companies in the U.S. recently, we feel that over the long term they are well positioned for future growth and are trading well below their intrinsic value.

Some changes we have made in the Fund in the first half of 2011 are highlighted below. In the first quarter of 2011, Harley Davidson was eliminated from the Fund. Harley Davidson is the leading producer of premium motorcycles worldwide. Prior to the credit crisis and ensuing recession, the company had amassed an enviable 20-year record of strong financial performance typified by high returns on shareholder capital with little use of leverage. The company also operated a finance subsidiary that remained a secondary activity. The operation was largely self-funding, effectively utilizing the securitization market to support its lending activities. As the credit crisis unfolded, funding became more challenging as securitization activity declined. The market finally froze completely at the end of 2008, requiring Harley to seek other financing sources and to hold loans on its balance sheet. As a result, over the course of one year Harley's financial leverage more than doubled, from 2 times in early 2008 to 4 times by early 2009. It peaked at 5 times in early 2010 and has since declined to 4 times. Throughout this period, Harley managed the situation reasonably well, but our confidence in the company has eroded. With an improving economic environment and expectations for stronger premium motorcycle demand, we took advantage of the appreciating share price and eliminated the stock.

In the second quarter, Google was added to the Fund. Google is the world's leading internet search engine, with an estimated 65% market share in the U.S. and an estimated 80% share internationally. Thanks to its leading brand and ability to deliver relevant search results with lightning speed, the company maintains leading "search" share in practically every country worldwide, including key emerging markets like India and Brazil. While generally considered a technology company, Google may equally be considered a media company given that nearly all of its revenues and profits are earned from advertising. On the hardware side, Google's massive infrastructure of over 1 million servers facilitates rapid search results at a low cost per query, and it represents a major competitive advantage. We took advantage of a sharp decline in Google's share price to establish our position.

Although there had been some signs of improving economic fundamental during the early part of the first half of 2011, the U.S. economy continues to face significant challenges going forward. Recent headlines highlight the fiscal problems in the United States. In light of these challenges, should investors sell their U.S. investments? We would suggest caution from such extreme measures. There are three main factors that give hope to the ability of the U.S. economy to weather some of these fiscal challenges.

First, despite debt levels being at historic highs, debt service has been close to historic lows as a percentage of GDP due to the lowest interest rates in 50 years. The power of the U.S. currency as a reserve currency and historically low interest rates give them flexibility in timing some of these adjustments. Secondly, the U.S. tax burden is very low especially when compared to other OECD (Organisation for Economic Co-operation and Development) countries. Total tax revenue in the U.S. is only 24.0% of GDP compared to 34.0% in other OECD countries and 31.0% in Canada. Though tax increases would be politically unpopular, this lower current level of taxation gives the U.S. more flexibility to raise revenue. Finally, real GDP growth in the United States has been quite strong over long time periods and in fact has expanded by 3.0% annually over the last 40 years. When this is split out, approximately half comes from population growth and half from higher productivity. It is this productivity growth and net population growth that will be required to improve the fiscal situation in the United States.

Overall, it is clear that the United States will need to make some hard decisions on taxes and benefits. That being said, some analysts have used the current cyclical challenges as motivation for extreme forecasts and radical portfolio shifts. We believe that the current challenges are manageable in light of the positive factors behind the U.S. economy.

When we look at the U.S. market there are an abundance of world-class companies selling at incredible discounts given their exposure to a country which is clearly facing challenges. Many of these businesses have terrific long term track records, derive a significant portion of their revenues from other markets and have remained very profitable despite the problems their country is facing; however, their stock prices remain under pressure. We feel that many investors with a shorter time horizon are neglecting great investment opportunities in large part due to the fact that they are domiciled in the U.S. We feel strongly that patience will be rewarded, as investment results are ultimately driven by the success of the underlying business over the long term. The overall quality of the Fund's holdings are high and we are very optimistic about potential returns over the next several years. Going forward, Leith Wheeler will continue to apply its value investment principles to security selection as we have always done.

Related Party Transactions

Leith Wheeler Investment Counsel Ltd. (the "Manager") is the manager and portfolio advisor of the Fund and is responsible for the Fund's day-to-day operations. The Fund pays the Manager a management fee as compensation for managing the investment portfolio of the Fund.

Recent Developments

Equity markets continued to be volatile in the early part of the second half of 2011 as fears of an impending global recession were fuelled by reports in the media. Rating agency Standard & Poor's (S&P) downgraded U.S. government long-term debt from AAA to AA+ in August. This led the markets to decline significantly as investors who were concerned about debt levels in Europe and recent disappointing global economic news now digested the impact of a downgrade in U.S. debt. Concern has increased that we may be entering another recession at a time when the government's ability to respond to a slowdown is limited. On a positive note, the downgrade has put the fiscal situation in the U.S. under more of a spotlight and should, hopefully, push the politicians into a more credible long term plan to deal with their debt and deficits.

On the economic front, the last month has seen a significant revision in global growth prospects. These revisions have led to corrections in major equity markets globally and declines in interest rates for most developed bond markets. These concerns around growth expectations are somewhat of a reaction to policy tightening in many regions of the world. Emerging market countries have been leading the global economy higher since the end of the last recession. Unfortunately, price increases in these markets have led to persistent inflation with wage increases becoming routine. To battle this inflation, we have seen a tightening in monetary policy over the past year. Though these increases have had only a modest impact on economic performance to date, the market is concerned that a more significant slowdown is underway. Although we expect to see some slowing of growth from the recent lofty levels in the emerging markets, we still expect these markets to be a key engine that keeps global GDP on an upward trend.

In Europe, the ECB has increased interest rates twice this year despite stresses within the periphery countries of Greece, Portugal, and Ireland. Recent stock market declines were precipitated by a lack of confidence in the Eurozone's ability to manage larger debtor countries such as Italy and Spain. Recent economic data has shown only a modest softening in the industrial heartland within core Europe. However, the stock market has started to discount much slower growth throughout the Eurozone due to continued concerns around peripheral debt levels and the potential impact from weakening emerging economy exports. In the U.S., most signs are pointing to an environment of continued slow economic growth, and the recent market volatility has increased the downside risk to these expectations. The market is concerned that we will see a recession and with the recent economic weakness, the risks of a recession have increased. However, our base case scenario is for the U.S. economy and Europe not to enter a recession but rather to see a low level of growth in their economies despite their fiscal situation and debt levels.

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past six months and for the past five years or for the periods since inception.

The Fund's Net Assets per Unit (CAD$)

SERIES A (Inception Oct 5, 2006)	YTD 2011	2010	2009	2008	2007	2006
Net assets, beginning of year(1)	$2.55	$2.41	$2.21	$2.78	$3.50	$3.28
Increase (decrease) from operations:						
Total revenue	0.02	0.04	0.05	0.06	0.06	0.05
Total expenses		-	-	(0.01)	(0.02)	(0.03)
Realized gains (losses) for the period	0.01	0.03	(0.30)	(0.22)	0.07	0.13
Unrealized gains (losses) for the period	(0.04)	0.12	0.49	(0.34)	(0.79)	0.43
Total increase (decrease) from operations(2)	(0.01)	0.19	0.24	(0.51)	(0.68)	0.65
Distributions:						
From income (excluding dividends)	-	-	-	-	-	-
From dividends	(0.02)	(0.04)	(0.05)	(0.06)	(0.06)	(0.02)
From capital gains		-	-	-	(0.06)	(0.06)
Return of capital		-	-	-	-	-
Total Annual Distributions(3)	(0.02)	(0.04)	(0.05)	(0.06)	(0.12)	(0.08)
Net assets, end of year (1)	$2.52	$2.55	$2.41	$2.21	$2.78	$3.50

SERIES B	YTD 2011	2010	2009	2008	2007	2006
Net assets, beginning of year(1)	$2.57	$2.42	$2.21	$2.78	$3.49	$2.95
Increase (decrease) from operations:						
Total revenue	0.02	0.04	0.04	0.06	0.06	0.05
Total expenses	(0.02)	(0.03)	(0.03)	(0.01)	(0.02)	(0.03)
Realized gains (losses) for the period	-	0.03	(0.28)	(0.22)	0.08	0.13
Unrealized gains (losses) for the period	(0.04)	0.11	0.47	(0.34)	(0.82)	0.44
Total increase (decrease) from operations(2)	(0.04)	0.15	0.20	(0.51)	(0.70)	0.59
Distributions:						
From income (excluding dividends)	-	-	-	-	-	-
From dividends	(0.01)	(0.01)	(0.01)	(0.03)	-	(0.02)
From capital gains	-	-	-	-	(0.06)	(0.06)
Return of capital	-	-	-	-	-	-
Total Annual Distributions(3)	(0.01)	(0.01)	(0.01)	(0.03)	(0.06)	(0.08)
Net assets, end of year (1)	$2.53	$2.57	$2.42	$2.21	$2.78	$3.49

(1) This information is derived from the Fund's unaudited interim financial statements and audited annual financial statements. The net assets per security presented in the financial statements differs from the net asset value calculated for fund pricing purposes. An explanation of these differences can be found in the Note 4 of the financial statements.
(2) Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.
(3) Distributions are reinvested in additional units of the Fund or paid in cash.

Ratios and Supplemental Data

SERIES A (Inception Oct 5, 2006)	YTD 2011	2010	2009	2008	2007	2006
Total net asset value ($)(000's) (1)	88,298	99,544	80,644	73,522	64,838	16,349
Number of units outstanding (000's) (1)	35,020	39,024	33,443	33,278	23,306	4,677
Management expense ratio(%)(2)	-	-	-	-	-	-
Management expense ratio before						
Waivers or absorptions (%)	-	-	-	-	-	-
Trading expense ratio (%)(3)	0.02	0.04	0.09	0.10	0.10	0.07
Portfolio turnover rate (%)(4)	13.74	17.25	37.90	34.00	23.77	25.45

SERIES B	YTD 2011	2010	2009	2008	2007	2006
Total net asset value ($)(000's)(1)	27,947	27,570	27,165	26,208	25,731	34,473
Number of units outstanding (000's)(1)	11,026	10,743	11,207	11,726	9,233	9,888
Management expense ratio(%)(2)	1.39	1.35	1.31	1.32	1.33	1.35
Management expense ratio before						
Waivers or absorptions (%)	1.39	1.35	1.31	1.32	1.33	1.35
Trading expense ratio (%)(3)	0.02	0.04	0.09	0.10	0.10	0.07
Portfolio turnover rate (%)(4)	13.74	17.25	37.90	34.00	23.77	25.45

(1) This information is provided as at December 31 of the year shown; unless noted otherwise.
(2) Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.
(3) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.
(4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.

Management Fees

Leith Wheeler Investment Counsel Ltd. (the "Manager") provides the Fund with investment management services, including Fund accounting and unitholder record keeping. In return, the Manager receives a management fee based on the net assets of the Fund, calculated on a daily basis. The annualized management fee for the Series B units of the Fund is 1.25%. This year to date, the Fund paid the Manager $176,491 (exclusive of HST) of its net assets as management fees. The Fund does not reimburse the Manager for operating costs incurred in administering the Fund. The Manager paid all operating expenses except brokerage charges and taxes. In respect of Series A units, the unitholder pays the Manager a negotiated management fee outside the Fund.

We do not directly or indirectly pay fees, sales commissions or trailing commissions, nor do we provide any non-monetary benefits to registered dealers for distributions of units of the Fund. If a broker charges you a commission or fee, that is a matter between you and the dealer.

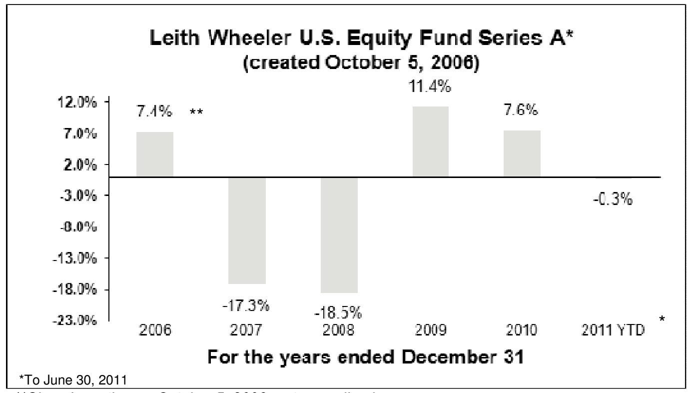
Past Performance

General

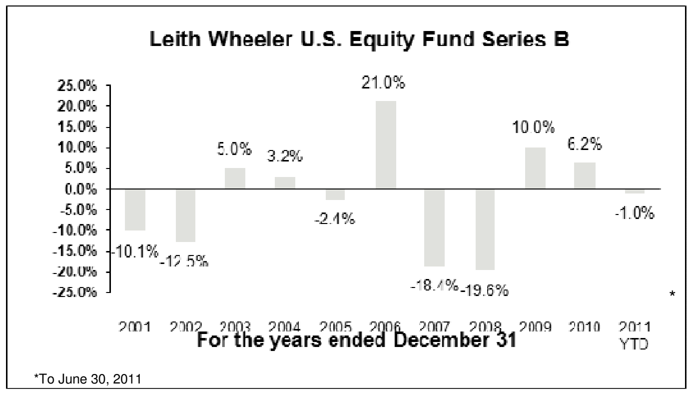
The Fund's performance assumes all distributions made by the Fund in the periods shown were reinvested in units of the Fund and is based on Trading NAV. If you hold the Fund outside a Registered Plan, you will be taxed on these distributions. The performance information does not take into account sales charges, other charges or taxes that, if applicable, would have reduced returns or performance, but includes management fees and other expenses borne directly by the Fund. Past performance does not necessarily indicate how the Fund may perform in the future.

Year-by-Year Returns

The following chart shows the Fund's historical return, which changes each year and illustrates how the Fund's performance has changed for the six-month period ended June 30, 2011 and each financial period ended December 31. The chart shows, in percentage terms, how much an investment made on the first day of each financial year would have grown or decreased by the last day of each period.



***Since Inception on October 5, 2006, not annualized*



Summary of Investment Portfolio*

As at June 30, 2011

Top 25 Holdings

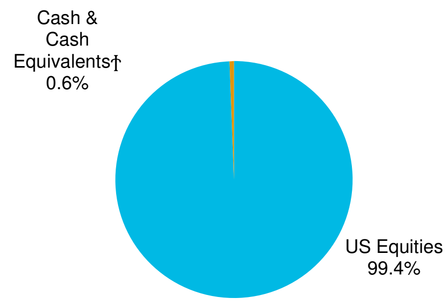
Issuer	% of Net Asset Value
Markel Corp.	6.5%
3M Co.	5.1%
Johnson and Johnson	5.0%
Merck and Company Inc.	4.9%
Pfizer Inc.	4.4%
Apache Corp.	4.2%
Procter and Gamble Co.	4.1%
Wells Fargo & Co.	4.1%
Carnival Corp.	3.7%
Walgreen Co.	3.7%
Berkshire Hathaway Inc.-Cl B	3.5%
Coca-Cola Co.	3.4%
Becton Dickinson Co.	3.2%
Tidewater Inc.	3.2%
Nabors Industries Ltd.	3.1%
MDU Resources Group Inc.	3.1%
Washington Federal Inc.	2.9%
Microsoft Corporation	2.8%
Tellabs Inc.	2.8%
Sysco Corp.	2.6%
Fortune Brands Inc.	2.5%
Gannett Co. Inc.	2.3%
Intel Corporation	2.2%
Bemis Company Inc.	2.1%

**The summary of investment portfolio may change due to ongoing portfolio transactions of the investment Fund. A quarterly update is available upon request.*

Asset Mix

Sector	% of Net Asset Value
Healthcare	17.4%
Consumer Staples	17.2%
Financials	15.1%
Energy	11.8%
Consumer Discretionary	11.6%
Industrials	11.0%
Information Technology	8.2%
Utilities	3.6%
Materials	3.5%
Cash and other	0.6%

Portfolio Composition



**Cash and cash equivalents includes other assets and liabilities.*