

# Semi-annual Management Report of Fund Performance

June 30, 2007

Galileo High Income Plus Fund

## Management Discussion of Fund Performance

### INVESTMENT OBJECTIVE AND STRATEGIES

The Fund invests in a diversified portfolio of high yielding equity securities and convertible debentures of Canadian companies, real estate investment trusts and income and royalty trusts. It aims to provide high income distributed monthly. The Fund may invest in foreign securities, which will vary from time to time. Foreign securities are not typically expected to exceed 15% of the net assets of the Fund at the time of purchase.

As part of its strategy, the Fund may engage in short selling as a result of special relief it obtained from the Canadian securities regulators and engage in securities lending as permitted by securities regulators.

### RISK

During the first six months of 2007, the Fund decreased its exposure to the energy and financials sectors and increased its exposure to the utilities, materials, and consumer staples sectors. The Fund also decreased its weightings in preferred shares.

Investors in the Fund should have a long-term investment horizon.

The Fund did not perform any short selling or securities lending in the first six months of 2007.

### RESULTS OF OPERATIONS

The performance for the period January 1, 2007 to June 30, 2007 for the Class A and Class F units of the Fund was 13.26% and 13.67% respectively. The Fund performance beat the Fund's benchmark, a blend of 60% S&P/TSX Capped Income Trust Index, 25% S&P/TSX Composite Index and 15% Scotia Capital Bond Universe Index. The benchmark return was 7.86% for the period.

Securities that performed particularly well, relative to the Index, in the last six months include AG Growth Income Fund, Black Diamond Income Fund, Bell Aliant Regional Communications Income Fund and GMP Capital Trust.

Specific securities in the Fund that underperformed the Index in the last six months include Fairborne Energy Trust, Vermilion Energy Trust and Deepwell Energy Trust.

### RECENT DEVELOPMENTS

This Fund was established on September 14<sup>th</sup>, 2006 and amended on November 1, 2006. On November 14<sup>th</sup>, 2006, the 13 provincial and territorial securities commissions of Canada gave final receipt of the Simplified Prospectus for the Galileo Funds, which allowed the units to be sold to retail investors.

The name of the Portfolio Manager of the Fund changed from Galileo Equity Management Inc. to Galileo Funds Inc.

### RELATED PARTY TRANSACTIONS

Galileo Funds Inc., the Fund's Manager and Trustee, is a wholly owned subsidiary of Galileo Equity Management Inc., which is the Fund's Portfolio Advisor. Galileo Funds Inc. receives management fees based on the average net assets of the Fund. The management fees are used to pay for sales and commissions, the investment management of the Fund and other general administration. For the six month period ended June 30, 2007, the total management fees charged by Galileo Funds Inc. to the Fund was \$11,094.

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This semi-annual management report of fund performance contains financial highlights but does not contain the complete financial statements of the Fund. You can get a copy of the financial statements at your request, and at no cost, by calling 1-866-912-2288, by writing to us at Galileo Funds Inc., TD Canada Trust Tower, Suite 4730, 161 Bay Street, PO Box 205, Toronto, ON M5J 2S1, or by visiting our website at [www.galileofunds.ca](http://www.galileofunds.ca), or SEDAR at [www.sedar.com](http://www.sedar.com).

Unitholders 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.

## 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 year. This information is derived from the Fund's audited annual financial statements.

### Net Asset Value (NAV) per Unit – Class A

| <b>Class A</b>                                                  | <b>6/30/2007</b> | <b>12/31/2006</b> |
|-----------------------------------------------------------------|------------------|-------------------|
| <b>Net asset value, beginning of period <sup>(1)</sup></b>      | <b>\$ 12.53</b>  | <b>\$ 12.00</b>   |
| <b>Increase (decrease) from operations:</b>                     |                  |                   |
| Total revenue                                                   | 0.54             | 0.27              |
| Total expenses                                                  | (0.17)           | (0.03)            |
| Realized gains (losses) for the period                          | -                | (0.02)            |
| Unrealized gains (losses) for the period                        | 0.96             | (0.10)            |
| <b>Total increase (decrease) from operations <sup>(1)</sup></b> | <b>1.33</b>      | <b>0.12</b>       |
| <b>Distributions:</b>                                           |                  |                   |
| From income (excluding dividends)                               | -                | -                 |
| From dividends                                                  | 0.23             | 0.01              |
| From capital gains                                              | -                | 0.01              |
| Return of capital                                               | -                | -                 |
| <b>Total annual distributions <sup>(2)</sup></b>                | <b>0.23</b>      | <b>0.02</b>       |
| <b>Net asset value, end of period</b>                           | <b>\$ 13.78</b>  | <b>\$ 12.53</b>   |

### Net Asset Value (NAV) per Unit – Class F

| <b>Class F</b>                                                  | <b>6/30/2007</b> | <b>12/31/2006</b> |
|-----------------------------------------------------------------|------------------|-------------------|
| <b>Net asset value, beginning of period <sup>(1)</sup></b>      | <b>\$ 12.53</b>  | <b>\$ 12.00</b>   |
| <b>Increase (decrease) from operations:</b>                     |                  |                   |
| Total revenue                                                   | 0.47             | 0.21              |
| Total expenses                                                  | (0.12)           | (0.01)            |
| Realized gains (losses) for the period                          | -                | 0.04              |
| Unrealized gains (losses) for the period                        | 1.03             | 0.29              |
| <b>Total increase (decrease) from operations <sup>(1)</sup></b> | <b>1.38</b>      | <b>0.53</b>       |
| <b>Distributions:</b>                                           |                  |                   |
| From income (excluding dividends)                               | -                | -                 |
| From dividends                                                  | 0.28             | -                 |
| From capital gains                                              | -                | 0.01              |
| Return of capital                                               | -                | -                 |
| <b>Total annual distributions <sup>(2)</sup></b>                | <b>0.28</b>      | <b>0.01</b>       |
| <b>Net asset value, end of period</b>                           | <b>\$ 13.88</b>  | <b>\$ 12.53</b>   |

- (1) Net Asset Value and distributions are based on 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. The above calculations include combined actual and average data; therefore, the table will not total accordingly.

## FINANCIAL HIGHLIGHTS (cont'd)

- (2) Distributions were reinvested in additional units of the Fund.

## Ratios and Supplemental Data

| Class A                                                | 6/30/2007    | 12/31/2006 |
|--------------------------------------------------------|--------------|------------|
| Net assets <sup>(1)</sup>                              | \$ 2,405,370 | \$ 529,733 |
| Number of units outstanding <sup>(1)</sup>             | 174,604      | 42,269     |
| Management expense ratio <sup>(2)</sup>                | 2.52%        | 1.87%      |
| Management expense ratio<br>before waivers/absorptions | 5.42%        | 31.95%     |
| Portfolio turnover rate <sup>(3)</sup>                 | 34.83%       | 65.19%     |
| Trading expense ratio <sup>(4)</sup>                   | 1.06%        | 3.12%      |

| Class F                                                | 6/30/2007  | 12/31/2006 |
|--------------------------------------------------------|------------|------------|
| Net assets <sup>(1)</sup>                              | \$ 198,804 | \$ 156,702 |
| Number of units outstanding <sup>(1)</sup>             | 14,325     | 12,510     |
| Management expense ratio <sup>(2)</sup>                | 1.79%      | 0.90%      |
| Management expense ratio<br>before waivers/absorptions | 3.85%      | 15.49%     |
| Portfolio turnover rate <sup>(3)</sup>                 | 34.83%     | 65.19%     |
| Trading expense ratio <sup>(4)</sup>                   | 1.06%      | 3.12%      |

- (1) This information is provided at June 30 or December 31 of the period shown, as applicable.
- (2) Management expense ratio for each class of units is based on the total expenses of the Fund, incurred by or allocated to that class of units for the period shown, expressed as an annualized percentage of daily average net assets of that class during the period.
- (3) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor 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 period. The higher a Fund's portfolio turnover rate in a period, the greater the trading costs payable by the Fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.
- (4) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period.

## MANAGEMENT FEES

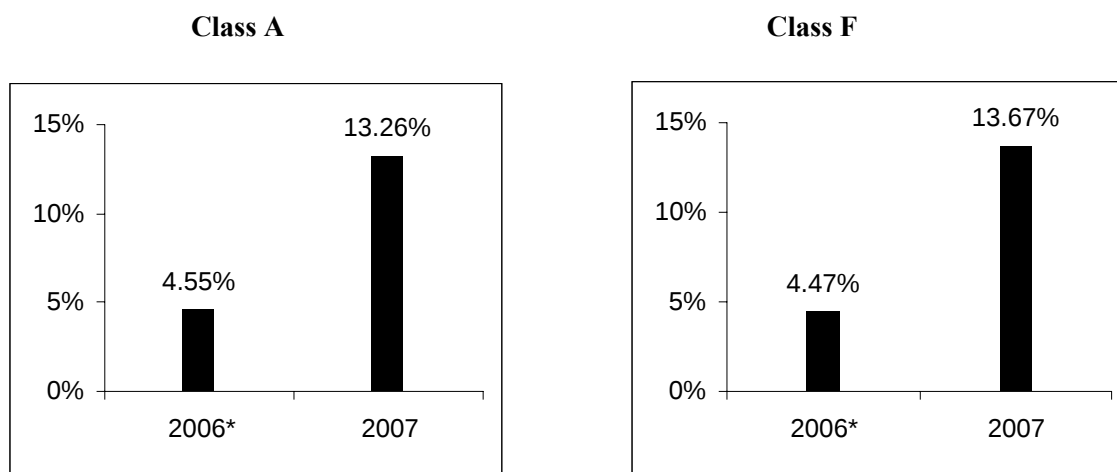
The Fund pays an annual fee of 1.9% of the net asset value of Class A and 0.9% of the net asset value of Class F plus GST to the Fund Manager in consideration for the provision of management, distribution and Fund advisory services. This management fee is calculated as a percentage of the Fund's net assets per class and is calculated and credited daily. The Fund is required to pay Goods and Services Tax (GST) on the management fee.

## PAST PERFORMANCE

The performance information shown below assumes that all distributions made by the Fund in the period shown were reinvested in additional units of the Fund. The performance information does not take into account sales, redemptions, distributions or other optional charges that would have reduced returns or performance. It is important to note that the past performance of the Fund does not tell you how the Fund will perform in the future.

### Year-by-year Returns

The following bar chart indicates the Fund's historical annual returns, which will vary from period to period. It shows the percentage change in value of an investment from the first day to the last day of each fiscal year, as applicable.



\* Return is for a partial year starting November 14<sup>th</sup>, 2006 (the date the Fund first became eligible for purchase by retail clients).

### Annual Compound Returns

The following table shows the Fund's historical average annual compound returns compared with its benchmark, a blend of 60% S&P/TSX Capped Income Trust Index, 25% S&P/TSX Composite Index and 15% Scotia Capital Bond Universe Index for the periods shown ended June 30, 2007. The inception of the Fund was November 14, 2006.

|                                    | 1-year | Since Inception |
|------------------------------------|--------|-----------------|
| Class A                            | 18.41% | 18.41%          |
| Class F                            | 18.75% | 18.75%          |
| Blended Index                      | 15.46% | 15.46%          |
| S&P/TSX Capped Income Trust Index  | 20.58% | 20.58%          |
| S&P/TSX Composite Index            | 12.98% | 12.98%          |
| Scotia Capital Bond Universe Index | -0.86% | -0.86%          |

**SUMMARY OF INVESTMENT PORTFOLIO**  
**Portfolio breakdown as at June 30, 2007**

| <b>Top 25 Positions</b>              | <b>% of<br/>Net Assets*</b> | <b>Sector Allocation</b> | <b>% of<br/>Net Assets*</b> |
|--------------------------------------|-----------------------------|--------------------------|-----------------------------|
| Cash & cash equivalents              | 16.3%                       | Energy                   | 24.0%                       |
| AG Growth Income Fund                | 5.3%                        | Cash & cash equivalents  | 16.3%                       |
| EPCOR Power L.P.                     | 4.5%                        | Materials                | 14.1%                       |
| TimberWest Forest Corp.              | 4.5%                        | Consumer Staples         | 13.5%                       |
| Royal Host REIT                      | 4.2%                        | Utilities                | 12.8%                       |
| Crescent Point Energy Trust          | 4.2%                        | Financial                | 8.7%                        |
| Algonquin Power Income Fund          | 4.0%                        | Preferred                | 5.6%                        |
| Chartwell Seniors Housing REIT       | 4.0%                        | Industrial Products      | 3.7%                        |
| Fording Canadian Coal Trust          | 4.0%                        | Other net assets         | 1.3%                        |
| Bombardier Inc Series B              | 3.9%                        | Total sector allocation  | 100.0%                      |
| Westshore Terminals Income Fund      | 3.7%                        |                          |                             |
| Creststreet Power & Income Fund L.P. | 3.7%                        |                          |                             |
| GMP Capital Trust                    | 3.6%                        |                          |                             |
| Bonavista Energy Trust               | 3.5%                        |                          |                             |
| CI Financial Income Fund             | 3.3%                        |                          |                             |
| Fairborne Energy Trust               | 3.2%                        |                          |                             |
| Zargon Energy Trust                  | 3.1%                        |                          |                             |
| Essential Energy Services Trust      | 3.1%                        |                          |                             |
| Black Diamond Income Fund            | 3.1%                        |                          |                             |
| TransAlta Power L.P.                 | 3.0%                        |                          |                             |
| Acadian Timber Income Fund           | 3.0%                        |                          |                             |
| PRT Forest Regeneration Income Fund  | 2.7%                        |                          |                             |
| Directcash Income Fund               | 1.8%                        |                          |                             |
| Nortel Networks, Preferred, CI 'A'   | 1.7%                        |                          |                             |
| Bell Aliant Regional Comm. Income Fd | 1.2%                        |                          |                             |
| Aggregate % of top holdings          | 98.7%                       |                          |                             |

\* calculated as a percent of the net assets of the Fund as at June 30, 2007.

The summary of investment portfolio may change due to ongoing portfolio transactions of the Fund and updates will be available on a quarterly basis.

**A NOTE ON FORWARD-LOOKING STATEMENTS**

This report may contain forward-looking statements about the Fund, its future performance, strategies or prospects, and possible future Fund action. Such statements are generally identifiable by the terminology used, such as “plan”, “anticipate”, “believe”, “intent”, “expect”, “estimate” or other similar wording.

Forward-looking statements are not guarantees of future performance. Forward-looking statements involve inherent risks and uncertainties, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements. We do not undertake, and specifically disclaim, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise.

# Galileo Funds

**Galileo Absolute Return Fund**  
**Galileo Canadian Active/Passive Fund**  
**Galileo Fund**  
**Galileo Global Active/Passive Fund**  
**Galileo High Income Plus Fund**  
**Galileo Money Market Fund**  
**Galileo Small/Mid Cap Fund**

Additional information about the Galileo Funds is available in the Funds' Prospectus, Annual Information Form and Annual and Semi Annual Financial Statements.

You can get a copy of any of these documents and other information about the Galileo Funds, such as information circulars and material contracts, are also available on our website at [www.galileofunds.ca](http://www.galileofunds.ca) or at [www.sedar.com](http://www.sedar.com). Some of this information is available on our website in English only.

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