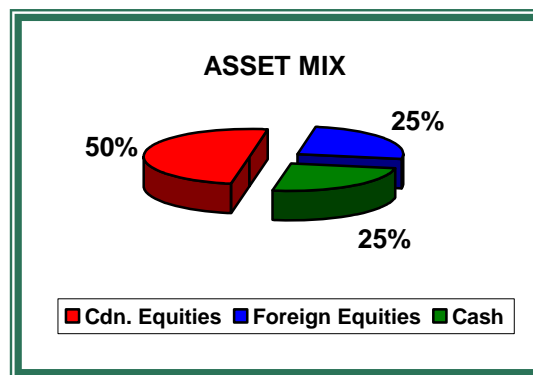


NEXUS NORTH AMERICAN EQUITY FUND

QUARTERLY REPORT – September 30, 2008

It is an uneasy time for investors in global capital markets. Concerns regarding financial integrity and solvency of the banking system have continued to escalate and the quarter has been marked by a number of large institutional failures, near failures and forced re-organizations. A crisis of confidence has overtaken the global banking system, severely curtailing lending and threatening the already softening economic outlook. The list of failed entities is long, and notable. It includes: Fannie Mae and Freddie Mac, the two large mortgage bankers who effectively underwrite more than 50% of the home mortgage market in the U.S.; AIG, the world's largest life insurance company; and Lehman Brothers, a Wall Street investment bank which had survived more than 100 years of market gyrations. Although these developments are most acute in the United States, by no means are they restricted to it, as serious issues also face a number of European banking and financial institutions. Thankfully for now, Canadian institutions have only been swept up in the side-effects: wider borrowing spreads and lower share prices, but not the fundamental issues of asset impairment and liquidity concerns.

The causes of the present crisis are many, but for simplification, two reasons stand out. The first is the quality of the assets in the banking system. Primarily this refers to loans and other assets backed by residential and commercial real estate. Beginning in January 2007, after many years of steady price improvement, housing prices in the U.S. began to fall. This decline continues without relent. The latest reading (-16% year over year)¹ would suggest that prices across the U.S. have not yet touched bottom. As a result of this decline, many trillions of dollars of home equity have been wiped off the balance sheets of individuals, while at the same time devastating the collateral value of these home loans on bank balance sheets. The second reason is the extent to which excess leverage has become prevalent, not only at the institutional level of the global financial system, but also in the fabric of household behaviour. In the institutional setting, assets of all types were piled high on balance sheets. In order to finance these assets, it was common to use a wafer thin slice of equity and then lever it up more than 30 times. As a result, even a small decline in the value of the asset had a devastating effect on an entity's equity. In the household setting, it is now clear that families became inured to the risks of purchasing homes with little or no money down and carrying the debt load with little regard for the risk of higher interest rates or declining disposable incomes. When interest rates rose and higher energy prices began to pinch spending, the ability to remain current on mortgage payments was greatly undermined. It is estimated the inventory of foreclosed homes is now 2.75% of the total stock of housing in the U.S. and that almost 6.5% of all mortgages are overdue one or more payments.²



The integrity of the global financial system seems as precarious now as it has at any time in history. In the present environment, a pervasive lack of confidence has created a self-reinforcing decline in the value of bank assets. Recent changes to financial reporting rules require that lower asset values be reflected in the financial reporting of the owner and these losses, often unrealized, require more capital to be raised in order to stay within regulatory guidelines or to maintain depositor confidence and forestall withdrawals. Since the crisis began in the summer of 2007, almost \$600 billion has been written off by banks and other financial institutions. At the same time, these same institutions have raised almost \$450 billion in new capital. At the time of writing, we await confirmation that the U.S.

¹ Case-Shiller Home Price Index as of July 2008.

² U.S. Mortgage Bankers Association as reported by Bloomberg.

Congress will authorize a further \$700 billion to be made available to shore up the assets of the U.S. banking system. While this present undertaking, dubbed TARP (Troubled Asset Relief Program) expands deposit insurance in the U.S. to reduce worries of depositors, its most important characteristic is to provide for the sale of troubled assets. Because it is funded by the U.S. Treasury, it can be counted on with certainty, and should go a long way to stem the worry of systemic failure that pervades the system currently.

TARP will not be a final solution for the ailments of the global capital markets, but it is a necessary step toward a healthier environment. As we look beyond the problems of the financial system, some traditional economic worries are looming ahead. After many years of strong global economic expansion, growth is slowing. This slowdown is unlike many other economic cycles. Conventionally, economies slow for one of two reasons: either after an extended period of excess production which produces a glut of inventories, or after a period of excess demand generates the fear of inflation, causing central banks to raise interest rates to curtail demand. In the current instance, demand is slowing as a massive de-leveraging occurs across the globe. At the centre of the scene are U.S. consumers, who for years relied on rising housing prices to provide for their financial security. Consumption was funded by widespread and cheap credit, often secured by their home. It is estimated, that since 2001, U.S. consumers have withdrawn US\$ 4.4 trillion through bank loans and lines of credit.³ As a result of declining house values, not only is there less equity value in the stock of housing, but also there is the looming issue of repaying what has already been borrowed.

Just as the U.S. consumer is scaling back, so too are the consumers of the developing world. Consumption in the developing world doubled between 2001 and 2007 and now accounts for a very meaningful 28% of total global consumption. But the same issues that befall consumers in North America also affect those in the developing world. The burgeoning middle classes of India, China and South America must also deal with rising credit costs, and those further down the economic continuum have been particularly affected by rising fuel and food costs. After rising more than 10% in 2007, it is now estimated that global consumption will be up little more than 3% in 2008 – a significant slowdown.⁴ This slowing trend around the globe is already being felt here in Canada, resulting in lower export demand for both raw and finished goods, as well as weaker commodity prices.

It has been a challenging and treacherous environment. Despite outperforming our benchmark the Fund declined 9.2%⁵ last quarter to be down 9.4% since the start of the year.

Asset Mix

We enter the fourth quarter defensively positioned after having raised our allocation to cash and reduced the allocation to equities. With a weighting of only 75% in equities, this is as conservatively positioned as the Fund has ever been – reflecting the worries that are with us at present. We believe our positioning reflects the necessary prudence suitable for current market conditions.

Canadian Equity Summary (50% of Assets)

We reduced our allocation to Canadian equities this quarter, mostly by shaving small amounts from a number of current holdings. In spite of the volatility of markets, we made few outright sales and no new additions to our holdings.

³ Stifel, Nicolaus, as reported by Bloomberg.

⁴ Bank of America, as reported by The Financial Times.

⁵ Fund returns are shown before the deduction of management fees but after the deduction of direct expenses.

Resulting from our appraisal that economic growth is moderating, we have reduced our exposure to the energy sector. Although we remain of the opinion that, over the long term, the forces of supply and

Ten Largest Holdings	
Manulife	4.5%
Bank of Nova Scotia	4.1%
Toronto Dominion Bank	3.9%
Royal Bank	3.6%
Enbridge	2.8%
TransCanada	2.2%
Teranet Income Fund	2.2%
EnCana	2.1%
Suncor Enbridge	1.9%
Telus	1.8%

demand favour higher energy prices, slowing global growth and the liquidation of speculative positions are likely to keep prices lower than we had previously expected for the time being. One way we reduced our energy exposure was the sale, in August, of our holding of Synenco. It was sold for cash in a takeover by Total SA. Synenco is an early-stage oilsands company that owns a 60% share of the Northern Lights oilsands development in northern Alberta. In the spring of this year, Total had offered to buy it for \$9.00, which many investors, including Nexus, felt was well below its intrinsic value. When insufficient shares were tendered to complete the offer last spring, Total was forced to increase the price they were paying to \$10.25.

Another disposition was our holding of Calfrac Well Services. Calfrac was one of two companies in the oilfield services sector that we owned, the other being

Trican Well Services. Both have strong managements and good financial prospects. Although each company operates in slightly different niches of the energy exploration and drill-rig servicing business, we decided that one was enough and we have chosen to stay with Trican.

There are two other developments of note, one good, and one bad. On the 'good' side, one of our holdings, Teranet Income Fund, is the subject of a takeover offer. While the increase in value has been welcome, many, including Nexus, believe the takeover offer does not give enough credit for the quality and stability of Teranet's business. Even in times such as this, we think it is worth more. Not unlike our recent experience with Synenco, we expect a superior offer to emerge in the coming months. On the 'bad' side is one of our other holdings, Arctic Glacier Income Fund. It is a maker of packaged ice that has been successfully expanding across Canada and the United States in the past few years. Unfortunately, earlier this year, it was announced that the U.S. Department of Justice was investigating competitive practices within the industry. Arctic Glacier's share price has been under a cloud ever since. In situations like these, companies can say very little other than that they are co-operating with the investigation, but in the present unsettled times, and with the burden of substantial legal costs, the company has suspended its distribution and the share price has fallen dramatically. It remains as a very small holding of the Fund.

We have maintained a sensible level of diversification with our holdings and, although the valuation is notably lower over the quarter, we out-performed the TSX Index each month. Our Canadian equity returns were -13.0% for the quarter and -13.1% for the year-to-date. By comparison, the TSX Composite fell 18.2% in the last quarter to be down 13.3% for the year.

U.S. Equity Summary (17% of Assets)

In reducing our exposure to equities this quarter, we made a number of dispositions in the U.S. sector. In keeping with our belief that energy prices would be under downward pressure during a global economic slowdown, we sold our long-term holding in Exxon Mobil. Exxon is well managed, well positioned and well diversified. It is run with strict financial discipline. Yet these attributes were fully reflected in its share price and we think there are energy investments available in Canada that are relatively more attractively priced.

Late in the quarter we also sold our long-term holding in Waters Corporation. Waters is a scientific instrument maker whose products are sold around the globe for use in such areas as medical labs for drug research, or for environmental testing. As a seller of capital goods, it is vulnerable to both an economic slowdown, as well as the rising cost of credit. Its valuation reflected an optimistic future that we feel may not be realized and we decided to sell. Finally, we also sold Tyco Electronics. It was a small position, but the company operates in very cyclical industry at a time of economic contraction.

As a result of these sales, we now own only nine U.S. equity positions, six of which are directly related to healthcare. It is clear that as compared to the S&P 500 index we are undiversified, but really it underscores our approach of managing a portfolio of North American stocks that incorporate what we think are the best selections across Canada and the U.S.

Largest Holdings	
Covidien	2.6%
Edward Lifesciences	2.3%
DaVita	2.3%
Lincare Holdings	2.1%
CVS / Caremark	2.1%
Pfizer	1.8%
Tyco International	1.8%
Walter Industries	1.2%
CIT	0.4%

Over the quarter, our Fund's U.S. returns decreased 6.0% while the S&P 500 (C\$) index declined 4.7% for the same period. For 2008 year-to-date, our U.S. holdings have declined 7.0% while the benchmark index fell 13.4% over the same period.

Other Investments (8% of Assets)

Our 8% weighting is unchanged from the start of the quarter and reflects a 6.5% weighting in the JPMorgan *Equity International Investment Trust* (EQIT), with the balance invested in Wal-Mart de México (Walmex). Stock markets outside North America have fallen even more than our own so far this year, making any allocation to this sector unrewarding. EQIT continues to out-perform the benchmark EAFE index and be an excellent source of diversification for the Fund. We continue to view it as a core holding.