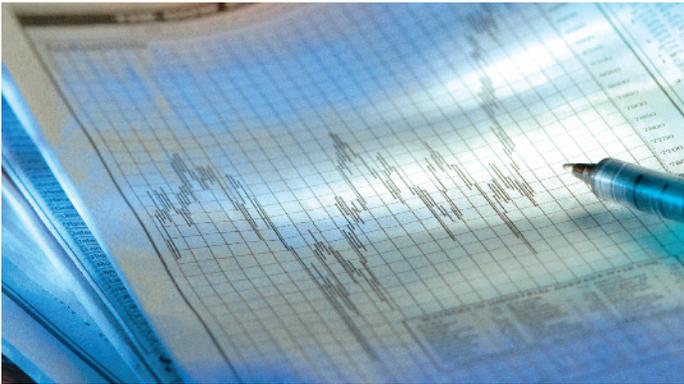


GoodQuarter

SPRING
2009



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Dear Valued Client,

The equity market volatility that was so pervasive in 2008 continued to plague investors in the first quarter of 2009. The S&P 500 Index was down 11% over the quarter ended March 31, 2009, while the S&P/TSX Composite Index was off 2%. We continue to believe that, regardless of interim market movements, a true recovery will not be sustainable until the global economy is on firmer ground.

On a positive note, the ability of companies to borrow money to finance their operations improved moderately in the latter part of 2008, although the cost of borrowing this money increased significantly. Of concern are rising unemployment and the scaling back of spending by consumers on employment and economic concerns.

We continue to monitor your portfolios, buying lower-risk bonds and dividend-paying equities from companies with sustainable business models and steady payouts. Although we have not yet made any dramatic changes to our portfolios, we continue to trim the sails and make minor adjustments where we see fit.

What's New at GFI Investment Counsel

1. **More growth.** Our team has been growing. That new voice answering the phone belongs to our Office Administrator, Evelyn Fangki, who has been put in charge of ensuring our office runs smoothly.
2. **New website.** We have updated our web presence with the launch of www.gfiic.com. Please have a

look and let us know what you think. You can also access your account by logging in directly from gfiic.com. Our other website, goodfunds.ca, will continue to promote Good Opportunities Fund and any new fund offerings we bring to market.

3. **Better reporting.** We have been working with our custodian to roll out our enhanced quarterly performance reporting. This package includes the first of these newly enhanced reports, and we welcome any feedback you have about our new reporting.
4. **Catching up.** There is no better time than the present to sit down with us to review your investments and update any material changes to your personal information. If you have not yet had the chance to come in to meet with us, please expect a call from our office to arrange a review.
5. **Helping you.** We are just a few weeks away from the personal tax reporting deadline and it is important you now have all your relevant tax information. If you are missing any information or your accountant needs to clarify anything, please be sure to call us. As a reminder, **your annual management fee may be tax deductible** (see article on page 4).

As always, we ask that you please call us with any questions or concerns you may have.

Best regards,

Daniel Goodman, CFA
President and Chief Executive Officer

A Closer Look at the GFI Investment Counsel Team

As most of you know, **Daniel Goodman** is the Chief Executive Officer and Chief Investment Officer at GFI Investment Counsel (GFI). Daniel's day consists of staying in touch with clients, approving portfolio management decisions, and overseeing the firm's day-to-day operations.

Our other team members include **Effie Wolle**, who joined GFI in October 2007, and spends much of his day researching investments and overseeing the firm's operational efficiencies. As Senior Investment Analyst, Effie speaks with the management teams of our portfolio holdings regularly. Internally, Effie helps keep GFI's operations running smoothly.

Our Client Care Specialist, **Jeffrey Niman**, joined the firm in March 2007. Jeffrey's days are spent trading and settling securities for client accounts and for our internal fund. Jeff is also instrumental in assisting with the administrative functions of the company.

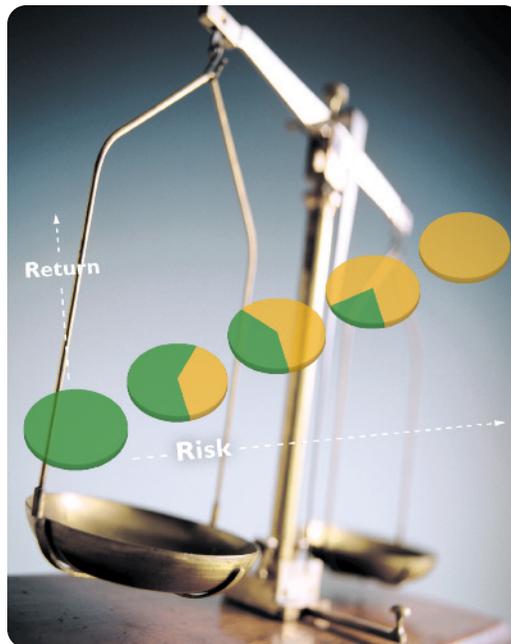
Myrna Grant, our Controller, handles human resources and our accounting functions, while **Evelyn Fangki**, who joined GFI in February 2009, is responsible for the administrative functions at GFI.

Asset Allocation

The importance of asset allocation has certainly been reaffirmed among the investing public over the past 18 months. With such high levels of market volatility, we have all been reminded that, regardless of the economic climate, a balanced portfolio that includes equities, corporate bonds, government bonds, gold, and cash can provide a cushion when any one of these asset classes experiences significant weakness. While many people believe stock selection is the key determinant in successful investing, asset allocation remains the most critical component for the success of an investment portfolio.

Among other factors, the percentage an individual investor allocates to each asset class is determined by their income, age, net worth, expenses, and risk tolerance. Studies have shown that rebalancing one's portfolio annually has historically increased portfolio returns and helped to mitigate risk. Rebalancing is normally achieved by selling those assets that have

appreciated materially, and then using the proceeds to purchase out-of-favour asset classes that have strong prospects but have failed to appreciate in line with other asset classes.



The benefits of automatic rebalancing are many. Rebalancing annually helps to instill discipline and curb the risk that an investor will become overly committed to an asset class over too long a period of time. Secondly, annual rebalancing forces investors to expose themselves to out-of-favour asset classes that — over time — should revert to the mean.

Finally, an annual review helps the professionals at GFI to continuously monitor your asset allocation. We like to meet with all our clients at least once a year. These meetings serve two

purposes. We have the chance to review your previous year's results and we update your financial picture with any changes, helping to ensure your assets remain appropriately positioned.

Canadian Helicopters

Canadian Helicopters Income Fund (the "Fund") is a trust that we added to our portfolios in the third quarter of 2008. The Fund is the largest helicopter transportation company operating in Canada, and one of the largest in the world based on the size of its fleet.

The Fund provides helicopter services to a broad range of sectors including emergency medical services, infrastructure maintenance, utilities, oil and gas, forestry, mining, and construction.

The Fund also operates three flight schools and provides third-party repair and maintenance to other operators of helicopters (including the federal government and the military).

Nearly 45 percent of the Fund's revenues originate from three contracts with government agencies. The Fund

flies and maintains Ornge's fleet of air ambulances. Ornge is the non-profit organization responsible for Ontario's air ambulance services. The Fund also has two contracts with the U.S. government; one which assists American forces in Northern Canada and one to operate three helicopters and their crews in non-combat roles in Afghanistan.

The Fund has no outstanding interest-bearing debt and nearly \$30 million in cash to either invest in new helicopters or return to unitholders. Management has consistently allocated capital efficiently by paying out nearly 70% of the Fund's cash flow in distributions (the current yield is 12.5%) and by using capital to invest in assets that generate attractive returns.

We are optimistic that the Fund will continue to manage its operations efficiently and continue to allocate capital in a prudent manner.



Investment Counselor Fees

What you do know can save you money

Fees are often only reluctantly disclosed by many in the investment industry. At GFI, we pride ourselves on being a fair-cost provider and we remain fully cognizant of the need to disclose all fees charged to our clients, thus ensuring you have a strong understanding of such charges.

It is important to note that, as an investment counselor, **our charges may be considered tax-deductible expenses**. Although we refrain from giving specific tax advice, we strongly encourage you to consult with your tax advisor to ascertain whether you can deduct any fees charged by a service provider. Your accountant can also help determine relevant fee deductibility.

We encourage you to have your tax professional review the Canada Revenue Agency Income Tax Interpretation Bulletin no. IT-238R2, dated October 6, 1983. Those who are web-inclined may access this document by visiting: <http://www.cra-arc.gc.ca/E/pub/tp/it238r2/it238r2-e.html>. Your tax professional can also call the Canada Revenue Agency to request a copy of this bulletin.

Please also remember that the staff at GFI are always available to discuss fees – or any other topic – with you and/or your professional advisors.

GFI Investment Counsel and GoodFunds

GFI Investment Counsel (“GFI”) is a discretionary money manager that provides tailored investment portfolios based on each client’s unique risk level.

GFI is a bottom-up, long-term investment firm that invests primarily in North American public markets. GFI will, however, invest outside North America when quality opportunities arise. GFI meets with the management teams of prospective investments whenever possible, and places a high degree of importance on the quality and experience of these management teams when making investment decisions.

In January 2008, GFI launched Good Opportunities Fund (the “Fund”), an alternative investment fund that is the first of the “GoodFunds” series of investment products. The Fund will invest in opportunities that exhibit a high likelihood of outperforming the broader equity markets based on GFI’s proprietary research, while maintaining a focus on profitable, growing companies that adhere to GFI’s strict value discipline.

For more information about GFI Investment Counsel, the Good Opportunities Fund, or GoodFunds, please call **416.488.8825** or email info@gfiic.com.