

2007

SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE AND FINANCIAL STATEMENTS

June 30, 2007
(unaudited)



VenGrowth Cash Management Fund

VenGrowth
FUNDS

An Affiliate of VenGrowth Asset Management Inc.

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VENGROWTH CASH MANAGEMENT FUND LETTER TO UNITHOLDERS

To our Unitholders,

We are pleased to provide you with a copy of the Management Report of Fund Performance (“MRFP”) and financial statements for the semi-annual period ending June 30, 2007. The MRFP is a disclosure requirement from the securities regulators that supplements the semi-annual financial statements. This report is released twice each year and provides you with an overview of the position and financial results of the fund for the reporting period, including:

- Management discussion of material information about the performance of the Fund;
- Recent developments;
- Summary of the Fund’s investment portfolio;
- Key financial statistics and performance measures; and
- Unaudited semi-annual financial statements.

Thank you for choosing VenGrowth.

Regards,
VenGrowth Asset Management Inc.

The enclosed semi-annual financial statements have not been reviewed by the auditors of the VenGrowth Cash Management Fund.

SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

This semi-annual management report of fund performance contains financial highlights and the complete semi-annual financial statements of **The VenGrowth Cash Management Fund** (the “Fund”). You may contact the Fund by calling our toll free number 1.800.461.4814, by writing us at 105 Adelaide Street, West, Suite 1000, Toronto, Ontario, M5H 1P9 or by email at inquiries@vengrowth.com in order to request a copy of the Fund’s proxy voting policies and procedures, or proxy voting disclosure record. You may also obtain this information at www.sedar.com or our website www.vengrowth.com.

MANAGEMENT DISCUSSION OF FUND PERFORMANCE

Investment Objectives and Strategies

The Fund’s fundamental objective is to earn interest income and at the same time to preserve capital and maintain liquidity by investing primarily in high-quality money market securities, generally maturing in not more than one year.

The strategy used by the portfolio advisor to achieve the fundamental objective is to have a significant proportion of the Fund invested in high-quality corporate debt instruments.

The Fund may invest in treasury bills and other short-term debt instruments of, or guaranteed by, the Canadian federal or provincial governments, Canadian chartered banks or Canadian loan or trust companies and commercial paper issued by Canadian corporations and asset-backed securities which may allow the Fund to enhance its yield while maintaining credit quality.

The Fund may engage in security lending, repurchase or reverse repurchase transactions in a manner consistent with its objectives and as permitted by Canadian securities regulatory authorities.

Risk

The risks of investing in a mutual fund includes interest rate risk, credit risk, derivatives risk, securities lending, repurchase & reverse repurchase risks and underlying fund risk. Please refer to the prospectus of the VenGrowth Cash Management Fund for a complete description of each kind of risk.

Investors in the Fund face the following additional risks:

- Certain conditions may necessitate that the Fund dispose of an underlying security prior to its maturity. As the value of these securities fluctuate, a loss may be incurred on disposition.
- The yield on a Unitholder’s investment in the Fund will vary or fluctuate with changes in the interest rates payable on money market investments.

The Fund is suited to investors with low risk-tolerance seeking a liquid short term investment.

Results of Operations

Investment Activity

The Fund commenced operations on January 9, 2006. The net assets of the Fund for the period ended June 30, 2007 were \$231,366. The market value of the Fund’s investment in short-term interest bearing investments was \$222,763 with a yield of 4.48% per annum on June 30, 2007.

The Fund’s distribution policy is to allocate net income daily and distribute it monthly. All distributions are automatically reinvested in additional units of the Fund unless the Unitholder notifies their dealer that they want them in cash.

SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE (continued)

Related Party Transactions

The Fund has engaged VenGrowth Capital Partners Inc. as its manager (the “Manager”). The Manager is entitled to fees based on a percentage of net asset value (the “NAV”). The manager will waive its fees and absorb certain fees otherwise payable by the Fund unless the Fund has a NAV of \$10 or more after the Manager’s fees and expenses are paid. During the semi-annual period the Manager absorbed expenses of \$63,398 in order to maintain a net asset value per unit of \$10.00.

SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE (continued)

FINANCIAL HIGHLIGHTS

	June 30, 2007	December 31, 2006
Net asset value per unit (the "NAVPU") ⁽¹⁾ , opening ⁽²⁾	\$ 10.00	\$ 10.00
Net revenue	0.19	0.23
Expenses	(2.57)	(4.76)
Expenses absorbed by the manager	2.38	4.53
NAVPU ⁽¹⁾ , end of period	\$ 10.00	\$ 10.00

⁽¹⁾ NAVPU is 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 Class A Shares outstanding over the financial period.

⁽²⁾ The information is provided as at the semi-annual period ended June 30 and year ended December 31 for years shown.

	June 30, 2007	December 31, 2006
NAV (000's) ⁽¹⁾	\$ 231	\$ 353
Number of units outstanding ⁽¹⁾	23,137	35,327
MER ⁽²⁾		
Management fees	0.48%	1.00%
Legal fees	7.27%	27.88%
Shareholders' communication	9.61%	7.55%
Audit fees	3.56%	3.99%
Custodial fees	2.10%	3.69%
Administration fees	2.65%	3.40%
Other expenses	0.04%	0.10%
Total MER before absorbed costs	25.71%	47.61%
Costs absorbed by the manager	23.80%	45.31%
MER after absorbed costs	1.91%	2.30%

⁽¹⁾ This information is provided as at the semi-annual period ended June 30 and year ended December 31 for years shown.

⁽²⁾ MER is based on total expenses for the stated period and is expressed as an average of net assets during the period.

⁽³⁾ Portfolio turnover information has not been provided as this Fund's main investment is in the TD Canadian Money Market Fund. Similarly, a trading expense ratio has not been provided as this Fund does not engage in active trading.

SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE (continued)

PAST PERFORMANCE

Year by Year Returns

Below is a table that provides the performance of the return of the Fund:

	2006*	2007**
VenGrowth Cash Management Fund	0.0%	0.0%

* The Fund commenced operations January 9, 2006.

** The return is annualized for the semi-annual period ended June 30, 2007.

SUMMARY OF INVESTMENT PORTFOLIO

Currently the portfolio contains short-term interest bearing investments, cash and net liabilities. The proportions are as follow:

Summary of

Investment Portfolio	Fair Market Value	% of NAV
Short-term investment	\$222,763	96%
Cash	19,460	8%
Net liabilities	(10,857)	(4%)
NAV as at June 30, 2007	\$231,366	100%

TOP INVESTMENT HOLDINGS

Below is a table of the top investment holdings in the Fund as at June 30, 2007:

Investment	% of NAV
TD Canadian Money Market Fund	96%

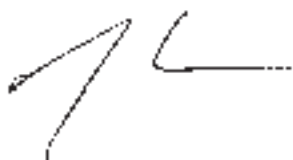
STATEMENT OF NET ASSETS

(UNAUDITED)

	June 30, 2007	December 31, 2006
Assets		
Units of TD Canadian Money Market Fund, at market value	\$ 222,763	\$ 326,350
Cash and cash equivalents	19,460	32,881
Accrued interest receivable	595	—
Accounts receivable	—	120,190
Total assets	242,818	479,421
Liabilities		
Accounts payable and accrued liabilities	11,452	125,710
Withholding tax	—	444
Total liabilities	11,452	126,154
Net assets	\$ 231,366	\$ 353,267
Units outstanding	23,137	35,327
Net asset value per unit	\$ 10.00	\$ 10.00

See accompanying notes to financial statements.

On behalf of the Board:



Michael Cohen, Director



Allen Lupyrypa, Director

STATEMENT OF OPERATIONS

(UNAUDITED)

	Period from January 1, 2007 to June 30, 2007	Period from January 9, 2006 to June 30, 2006
Investment Income		
Interest from marketable securities	\$ 5,085	\$ 2,571
Expenses		
Shareholders' communication	25,584	–
Legal fees	19,369	–
Audit fees	9,484	–
Administration fees	7,066	–
Custodial fees	5,592	2,432
Management fees	1,275	1,192
Other	113	139
	68,483	3,763
Expenses absorbed by the manager	(63,398)	(1,463)
Net expenses	5,085	2,300
Net investment gain/(loss) before income taxes	–	271
Provision for income taxes	–	–
Net investment gain/(loss) for the period	–	271
Per Unit (based on average number of units outstanding)		
Net investment income for the period	–	0.01
Unrealized gains/(losses)	–	–
Total results of operations per unit	–	0.01

See accompanying notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS

(UNAUDITED)

	Period from January 1, 2007 to June 30, 2007	Period from January 9, 2006 to June 30, 2006
Net assets, beginning of period	\$ 353,267	\$ 20
Changes during the period:		
Total results of operations	-	271
Capital transactions:		
Proceeds from issue of units	133,511	381,533
Proceeds from distributions reinvested	-	271
Amount paid for units redeemed	(255,412)	(62,340)
Net capital transactions	(121,901)	319,735
Net assets, end of period	\$ 231,366	\$ 319,755

See accompanying notes to financial statements.

STATEMENT OF CASH FLOWS

(UNAUDITED)

	Period from January 1, 2007 to June 30, 2007	Period from January 9, 2006 to June 30, 2006
Cash Flows used in Operating Activities		
Investment income for the period	\$ —	\$ 271
Sale/(purchase) of TD Canadian Money Market Units	103,587	(152,539)
Net change in non-cash operating working capital	4,893	3,913
Cash flows from/(used in) operating activities	108,480	(148,355)
Cash Flows from Financing Activities		
Units issued	133,511	381,533
Units reinvested	—	271
Units redeemed	(255,412)	(62,340)
Distributions	—	(271)
Cash flows from/(used in) financing activities	(121,901)	319,193
Net change in cash	(13,421)	170,838
Cash and cash equivalents, beginning of period	32,881	20
Cash and cash equivalents, end of period	\$ 19,460	\$ 170,858

See accompanying notes to financial statements.

STATEMENT OF INVESTMENT PORTFOLIO

(UNAUDITED)

	As at June 30, 2007
Issuer	
TD Canadian Money Market Fund	\$ 222,763
Total marketable securities at market value (96%)	222,763
Total investments	222,763
Other net assets (4%)	8,603
Net assets representing shareholders' equity (100%)	\$ 231,366

The short-term investment has a yield of 4.48% per annum as at June 30, 2007.

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

1. ESTABLISHMENT OF THE FUND

On January 9, 2006, the Manager was issued 15,000 units at an issue price of \$10 per unit for a total cash consideration of \$150,000.

The Fund is an open-end mutual fund established under the laws of the Province of Ontario by Declaration of Trust dated December 9, 2005.

The Fund may issue an unlimited number of classes of units. Only one class of units is currently issued.

The fiscal year of the Fund ends on December 31.

RBC Dexia is the custodian of the assets of the Fund. VenGrowth Capital Partners Inc. (the "Manager") is the Manager, Registrar, Transfer Agent and Trustee of the Fund.

TD Asset Management Inc. (the "Portfolio Advisor") has been engaged to provide advisory services to the Manager pursuant to an investment advisory agreement dated December 12, 2005.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements are prepared in accordance with Canadian generally accepted accounting principles. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statements.

(a) Cash and Cash Equivalents

Cash and cash equivalents consist of cash on deposit and short-term, interest bearing notes with a term to maturity of less than three months from the date of purchase.

(b) Investment Portfolio

The Fund may invest in high-quality money market instruments issued by governments and corporations in Canada, such as treasury bills, bankers' acceptances, commercial paper and other short-term debt instruments either directly or indirectly through the purchase of units of money market funds.

Investments are valued at quoted market values.

(c) Income Recognition

All investment transactions are accounted for on a trade date basis. Realized gains/(losses) from investment transactions and unrealized appreciation/(depreciation) in the value of investments are calculated on an average cost basis.

Interest income and expenses are recognized on an accrual basis.

(d) Accounting Estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires the Manager to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

NOTES TO FINANCIAL STATEMENTS (continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Net Asset Value Per Unit

The net asset value (the “NAV”) per unit is computed by dividing the net assets of the Fund by the Fund’s total number of units outstanding on the valuation date.

3. INCOME TAXES

The Fund qualifies as a “Registered Investment” under section 204.4 of the Income Tax Act (Canada). The Registered Investment is subject to applicable federal and provincial taxes on the amount of its net income for tax purposes for the year, including net realized taxable capital gains, to the extent such net income for tax purposes has not been paid or made payable to Unitholders in the period.

No provision for income taxes has been recorded in the financial statements.

4. EXPENSES OF THE FUNDS

(a) Management Fees

As compensation for the services provided for and on behalf of the Fund by the Manager, the Fund agrees to pay to the Manager for general and investment management service (the “Management Fees”), an annual fee of up to 1.00% of the NAV. The manager will waive its fee and not recover its expenses unless the Fund has a NAV of \$10 or more after the Manager’s fees and expenses are paid.

Management fees are accrued each day, and paid monthly. The Manager is responsible for paying the fees of the investment advisors and sub-advisors out of this management fee.

(b) Other Expenses

The Fund is responsible for all other expenses incurred in connection with its operations and administration including but not limited to: legal, audit, custodial, registrar and transfer agent, bank fees and expenses; the costs of financial statements and other reports and prospectuses; administrative expenses; taxes; brokerage commissions, if applicable; and other costs of portfolio transactions and any extraordinary expenses that may be incurred from time to time. The Manager will receive no fee for acting as trustee of the Funds but will be entitled to reimbursement for out-of-pocket expenses incurred in relation to services as trustee. Accounts receivable/(payable) includes amounts due from/to the Manager for the Fund’s expenses absorbed by the Manager.

5. DISTRIBUTION POLICY

Distributions on units held in registered plans or in non-registered accounts are automatically reinvested in additional units of the Fund unless specified in writing to be received in cash.

6. FINANCIAL INSTRUMENTS

The basis of calculation of the fair values of investments is described in note 2. The fair values of other financial assets and liabilities approximate their carrying values due to the short-term nature of these instruments.

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Managing General Partner and Director

Jay I. Heller

General Partner

Ryan R. Farquhar

Legal Counsel

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Managing General Partner and Director

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General Partner and Chief Financial Officer

Philip S. Kurtz

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Founded in 1982, VenGrowth is a manager and distributor of value-added investment alternatives designed to provide Canadians access to unique and specialized investment strategies. VenGrowth manages over \$1 billion in assets on behalf of more than 200,000 individual investors as well as leading pension funds, banks, insurance companies and family foundations. Affiliate VenGrowth Private Equity Partners is a premier Canadian private equity firm with an accomplished team of investment managers. VenGrowth distributes its products through two complementary families of investment solutions: VenGrowth Funds and Criterion Investments.

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