



**British Columbia
Securities Commission**

Corporate Finance
SEDAR Electronic Correspondence

P. O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2 CANADA
Telephone: (604) 899-6500
Fax: (604) 899-6506
(BC only) 1-800-373-6393

IN THE MATTER OF THE SECURITIES ACT
R.S.B.C. 1996, c. 418

AND

IN THE MATTER OF
PENDER GROWTH FUND (VCC) INC.

Receipt for the final prospectus dated November 15, 2007 is hereby issued under Section 71 of the Securities Act.

DATED at Vancouver, British Columbia on November 19, 2007.

Manuele Albrino

Manuele Albrino, CA
Senior Securities Analyst
Corporate Finance

SEDAR Project No.: 1166380

g:\corpfin\MA\prosprev\1166380dd