

BMO NESBITT BURNS

BMO Nesbitt Burns Group of Funds

# Semi-Annual Financial Statements

BMO NESBITT BURNS BALANCED FUND

JUNE 30, 2010

**STATEMENT OF NET ASSETS** (ALL AMOUNTS IN CANADIAN DOLLARS)

As at	June 30, 2010	December 31, 2009
<b>ASSETS</b>		
Cash	272,699	32,982
Investments at fair value (note 2)	48,316,913	52,068,866
Interest and dividends receivable	199,107	202,402
Due from Broker	981,176	394,281
Subscriptions receivable	177,585	68,725
<b>Total assets</b>	<b>49,947,480</b>	<b>52,767,256</b>
<b>LIABILITIES</b>		
Due to Broker	192,181	268,920
Accrued Expenses	71,176	111,984
Distributions payable	12,473	–
Redemptions payable	31,380	80,239
<b>Total liabilities</b>	<b>307,210</b>	<b>461,143</b>
<b>Net assets representing unitholders' equity</b> (note 2)	<b>49,640,270</b>	<b>52,306,113</b>
<b>Net assets representing unitholders' equity</b>		
Class A units	49,371,830	52,134,669
Class F units	268,440	171,444
<b>Units issued and outstanding</b>		
Class A units	3,884,091	4,017,943
Class F units	20,613	12,920
<b>Net assets per unit</b> (note 2)		
Class A units	\$12.71	\$12.98
Class F units	\$13.02	\$13.27

The accompanying notes are an integral part of these financial statements.

**STATEMENT OF OPERATIONS** (ALL AMOUNTS IN CANADIAN DOLLARS)

<b>For the periods ended</b>	<b>June 30, 2010</b>	<b>June 30, 2009</b>
<b>INCOME</b>		
Dividends	348,772	332,320
Interest	449,238	533,012
Securities lending revenue	1,908	2,889
Withholding Tax	-	(420)
	<b>799,918</b>	<b>867,801</b>
<b>EXPENSES</b>		
Management fees (note 5(a))	374,009	339,963
Audit fees	4,961	5,788
Independent Review Committee Fees	1,080	1,311
Custody Fees	1,245	2,446
Legal and Filing Fees	7,042	6,218
Unitholder servicing fees (note 5(b))	46,390	38,183
Printing and stationery fees	2,299	2,684
Commission and other portfolio transaction costs (note 5(b))	7,197	517
	<b>444,223</b>	<b>397,110</b>
Net investment income for the year	355,695	470,691
Net realized gain/(loss) on investments	607,719	(1,935,529)
Realised (loss)/gain on foreign exchange	(14)	450
Change in unrealized (depreciation)/appreciation in value of investments	(1,567,844)	4,639,114
Unrealized gain on foreign exchange	31	28
<b>(Decrease)/increase in net assets from operations</b>	<b>(604,413)</b>	<b>3,174,754</b>
<b>(Decrease)/increase in net assets from operations</b>		
Class A units	(601,209)	3,170,266
Class F units	(3,204)	4,488
<b>(Decrease)/increase in net assets from operations per unit (note 2)</b>		
Class A units	(\$0.15)	\$0.80
Class F units	(\$0.18)	\$1.42

The accompanying notes are an integral part of these financial statements.

**STATEMENT OF CHANGES IN NET ASSETS** (ALL AMOUNTS IN CANADIAN DOLLARS)

For the periods ended	Class A Units		Class F Units	
	June 30 2010	June 30 2009	June 30 2010	June 30 2009
<b>Net assets – beginning of year</b> (note 2)	52,134,669	47,210,956	171,444	15,797
<b>(Decrease)/increase in net assets from operations</b>	(601,209)	3,170,266	(3,204)	4,488
<b>UNIT TRANSACTIONS:</b>				
Proceeds from sale of units	3,869,016	4,729,906	101,700	67,500
Reinvested distributions	375,583	580,609	2,862	593
Amount paid on units redeemed	(6,018,174)	(5,517,047)	(1,500)	–
<b>Total unit transactions</b>	<b>(1,773,575)</b>	<b>(206,532)</b>	<b>103,062</b>	<b>68,093</b>
<b>DISTRIBUTIONS TO UNITHOLDERS FROM:</b>				
Net investment income	(388,055)	(598,221)	(2,862)	(593)
<b>Total distributions paid to unitholders</b>	<b>(388,055)</b>	<b>(598,221)</b>	<b>(2,862)</b>	<b>(593)</b>
<b>Net assets – end of year</b> (note 2)	<b>49,371,830</b>	<b>49,576,469</b>	<b>268,440</b>	<b>87,785</b>
<b>Change in Units</b>				
Units issued and outstanding, beginning of year	4,017,943	4,034,893	12,920	1,330
Issued for cash	297,226	396,789	7,586	5,572
Issued for reinvestment of distributions	29,550	46,861	220	47
	<b>4,344,719</b>	<b>4,478,543</b>	<b>20,726</b>	<b>6,949</b>
Redeemed during the year	(460,628)	(474,757)	(113)	–
<b>Units issued and outstanding, end of year</b>	<b>3,884,091</b>	<b>4,003,786</b>	<b>20,613</b>	<b>6,949</b>

The accompanying notes are an integral part of these financial statements.

**STATEMENT OF INVESTMENT PORTFOLIO** (ALL AMOUNTS IN CANADIAN DOLLARS)

As at June 30, 2010

Description	Par Value	Cost (\$)	Fair Value (\$)
<b>MONEY MARKET INVESTMENTS</b>			
<b>Commercial Paper – 1.7%</b>			
Canadian Government Treasury Bill	850,000	848,902	849,127
<b>Total Money Market Investments</b>		<b>848,902</b>	<b>849,127</b>
Money market instruments which are grouped by issuer earn interest at rates ranging from 0.48% to 0.54% and mature between September 02, 2010 and September 16, 2010.			
<b>BONDS</b>			
<b>Corporate Bonds – 10.2%</b>			
407 International Inc., 5.960%, December 3, 2035	385,000	384,730	425,575
Bank of Nova Scotia, 4.990%, March 27, 2018	822,000	821,852	865,764
Canadian Imperial Bank of Commerce, 5.000%, September 10, 2012	201,000	199,113	212,883
Canadian Imperial Bank of Commerce, 4.550%, March 28, 2016	596,000	593,750	607,980
CI Financial Corporation, 3.300%, December 17, 2012	215,000	214,987	216,419
Greater Toronto Airport, 6.250%, December 13, 2012	305,000	334,158	332,078
Great-West Lifeco, 6.670%, March 21, 2033	150,000	177,997	171,141
Honda Canada, 4.727%, May 9, 2011	119,000	119,000	121,902
Honda Canada Finance, 5.675%, September 26, 2012	150,000	150,000	160,683
Hospital for Sick Children, 5.217%, December 16, 2049	500,000	500,000	495,765
Investors Group, 6.580%, March 7, 2018	88,000	99,024	99,172
Investors Group, 7.450%, May 9, 2031	105,000	128,603	124,773
Investors Group, 7.110%, March 7, 2033	84,000	99,627	96,630
John Deere Ltd, 5.250%, October 18, 2010	250,000	249,870	252,925
Manulife Bank, 4.680%, September 12, 2016	163,000	154,764	169,437
Royal Bank of Canada, 5.200%, August 15, 2012	172,000	172,764	182,793
Royal Bank of Canada, 5.060%, July 17, 2013	204,000	215,648	218,549
Sunlife Financial Group, 4.800%, November 23, 2035	175,000	175,837	181,186
Terasen Gas Inc., 6.000%, October 2, 2037	88,000	87,684	98,909
		<b>4,879,408</b>	<b>5,034,564</b>
<b>Government and Government Guaranteed Bonds – 18.9%</b>			
Canada Housing Trust, 4.000%, June 15, 2012	265,000	275,733	275,852
Canada Post Corporation, 10.350%, March 15, 2016	125,000	185,754	175,405
Export Development Canada, 5.800%, March 12, 2012	825,000	916,229	901,832
Government of Canada, 1.250%, December 1, 2011	850,000	845,670	851,020
Government of Canada, 2.000%, September 1, 2012	326,000	324,735	329,179
Government of Canada, 5.250% June 1, 2013	2,700,000	2,972,872	2,960,361
Government of Canada, 3.000%, June 1, 2014	518,000	532,764	534,726
Government of Canada, 4.500%, June 1, 2015	909,000	986,323	1,000,709
Government of Canada, 4.000%, June 1, 2016	130,000	143,897	140,205
Government of Canada, 3.500%, June 1, 2020	1,859,000	1,844,154	1,924,790
Government of Canada, 5.750%, June 1, 2029	125,000	153,875	161,379
Government of Canada, 4.000%, June 1, 2041	128,000	130,048	137,066
		<b>9,312,054</b>	<b>9,392,524</b>
<b>Provincial Government Bonds – 9.8%</b>			
Hydro Quebec, 6.500%, February 15, 2035	250,000	311,675	314,313
Newfoundland Labrador Hydro, 4.300%, October 13, 2016	240,000	239,897	252,247
Ontario Strategic Infrastructure Finance Authority, 4.600%, June 1, 2015	299,000	304,132	318,091
Province of British Columbia, 5.620%, August 17, 2028	500,000	565,590	571,665
Province of Manitoba, 5.250%, December 3, 2012	350,000	368,550	376,961
Province of New Brunswick, 4.550%, March 26, 2037	625,000	622,581	614,606
Province of Newfoundland, 4.500%, April 17, 2037	165,000	164,059	162,240

The accompanying notes are an integral part of these financial statements.

**STATEMENT OF INVESTMENT PORTFOLIO CONTINUED** (ALL AMOUNTS IN CANADIAN DOLLARS)

As at June 30, 2010

Description	Par Value	Cost (\$)	Fair Value (\$)
<b>Provincial Government Bonds</b> cont'd			
Province of Ontario, 4.200%, June 2, 2020	180,000	177,632	183,121
Province of Ontario, 4.700%, June 2, 2037	90,000	88,123	90,890
Province of Ontario, 4.600%, June 2, 2039	327,000	318,138	335,172
Province of Quebec, 5.500%, December 1, 2014	874,000	918,483	970,586
Province of Saskatchewan, 5.250%, June 3, 2014	295,000	314,647	324,052
Province of Saskatchewan, 5.800%, September 5, 2033	300,000	354,860	355,298
		<b>4,748,367</b>	<b>4,869,242</b>
<b>Total Bonds – 38.9%</b>		<b>18,939,829</b>	<b>19,296,330</b>
Description	Number of shares	Cost* (\$)	Fair Value (\$)
<b>EQUITIES</b>			
<b>Consumer Discretionary – 3.2%</b>			
Thomson Reuters Corporation	28,525	1,117,801	1,086,517
Tim Hortons Inc.	14,000	462,202	477,120
		<b>1,580,003</b>	<b>1,563,637</b>
<b>Consumer Staples – 1.6%</b>			
Alimentation Couche-Tard Inc.	30,400	553,532	541,424
Loblaw Companies Limited	7,000	227,442	270,130
		<b>780,974</b>	<b>811,554</b>
<b>Energy – 14.4%</b>			
Canadian Natural Resources Limited	19,250	361,201	680,103
Celtic Explorations Limited	65,000	365,958	713,050
Cenovus Energy Limited	19,585	551,304	536,433
EnCana Corporation	22,585	698,733	728,140
Nexen Inc.	49,330	1,545,253	1,031,984
NuVista Energy Limited	38,500	423,588	391,545
ShawCor Limited	7,350	210,898	197,274
Storm Explorations Limited	46,000	533,044	620,080
Suncor Energy Inc.	43,160	1,207,470	1,352,634
Talisman Energy Inc.	57,000	981,120	917,700
		<b>6,878,569</b>	<b>7,168,943</b>
<b>Financials – 16.8%</b>			
Bank of Montreal	11,300	460,482	652,348
Bank of Nova Scotia	10,000	510,691	490,400
Canadian Imperial Bank of Commerce	14,000	904,402	925,960
Great-West Lifeco Inc.	37,965	1,034,636	913,437
Manulife Financial Corporation	49,750	1,275,104	769,633
National Bank of Canada	9,000	521,114	489,960
Power Financial Corporation	26,100	741,221	712,008
Royal Bank of Canada	29,000	1,558,985	1,470,300
Toronto-Dominion Bank	27,610	1,391,033	1,902,329
		<b>8,397,668</b>	<b>8,326,375</b>
<b>Industrials – 3.8%</b>			
CAE Inc.	66,850	713,196	616,357
Canadian Pacific Railway Limited	9,580	517,364	546,635
DirectCash Income Fund	13,000	196,372	218,400
Finning International Inc.	29,700	479,783	523,611
		<b>1,906,715</b>	<b>1,905,003</b>

The accompanying notes are an integral part of these financial statements.

**STATEMENT OF INVESTMENT PORTFOLIO CONTINUED** (ALL AMOUNTS IN CANADIAN DOLLARS)

As at June 30, 2010

Description	Number of shares	Cost* (\$)	Fair Value (\$)
<b>Information Technology – 1.5%</b>			
Bridgewater Systems Corporation	5,000	49,914	43,550
Research In Motion Limited	13,700	1,233,255	716,921
		<b>1,283,169</b>	<b>760,471</b>
<b>Materials – 11.8%</b>			
Agrium Inc.	8,500	425,623	441,915
Alamos Gold Inc.	19,900	282,679	324,967
Barrick Gold Corporation	19,106	681,757	923,584
Canfor Corporation	60,000	563,085	509,400
Canfor Pulp Income Fund	35,000	397,504	504,000
Eldorado Gold Corporation	20,000	251,430	381,600
Goldcorp Inc.	21,550	834,260	1,004,446
International Forest Products Limited	57,600	303,557	235,008
Kinross Gold Corporation	27,250	483,322	494,860
Potash Corporation of Saskatchewan	8,450	555,823	774,696
Quadra FNX Mining Limited	15,834	244,591	154,064
Yamana Gold Inc.	10,000	126,500	109,300
		<b>5,150,131</b>	<b>5,857,840</b>
<b>Telecommunication Services – 3.6%</b>			
BCE Inc.	34,838	1,091,603	1,081,720
Rogers Communications Inc.	4,422	90,139	153,753
Telus Corporation	13,500	511,538	542,160
		<b>1,693,280</b>	<b>1,777,633</b>
<b>Total Equities – 56.7%</b>		<b>27,670,509</b>	<b>28,171,456</b>
<b>Total Investments – 97.3%</b>		<b>47,459,240</b>	<b>48,316,913</b>
<b>Other Assets less Liabilities – 2.7%</b>			<b>1,323,357</b>
<b>Total Net Assets – 100%</b>			<b>49,640,270</b>

\* For the purpose of the Statement of Investment Portfolio, cost includes commissions and other portfolio transaction costs (note 2).

**THE FUND'S INVESTMENT PORTFOLIO IS CONCENTRATED IN THE FOLLOWING SEGMENTS AS AT:**

	June 30, 2010	December 31, 2009
Money Market Investments	1.7%	2.5%
Bonds and Debentures- Canada	38.9%	39.1%
Bonds and Debentures- Foreign	0.0%	2.4%
Consumer Discretionary	3.2%	2.4%
Consumer Staples	1.6%	1.7%
Energy	14.4%	15.0%
Financials	16.8%	16.3%
Industrials	3.8%	3.6%
Information Technology	1.5%	2.3%
Materials	11.8%	10.9%
Telecommunication Services	3.6%	3.3%
Other Assets less Liabilities	2.7%	0.5%
	<b>100.0%</b>	<b>100.0%</b>

The accompanying notes are an integral part of these financial statements.

June 30, 2010

## 1. THE FUND

BMO Nesbitt Burns Balanced Fund (the “Fund”) is an open-ended mutual fund trust established under the laws of the province of Ontario and is governed by a Master Declaration of Trust dated November 1, 2002, amended October 31, 2008. The Fund is authorized to issue an unlimited number of units in an unlimited number of classes. Each class is intended for different kinds of investors and has different management fees. Refer to Note 8(a) for the classes issued in this Fund and the launch date.

BMO Nesbitt Burns Inc. (the “Manager”) is responsible for the management of the Fund. The Manager is a wholly owned subsidiary of Bank of Montreal.

The information provided in these unaudited financial statements is for the six-month period(s) ended as at June 30, 2010 and 2009 except for the comparative information presented in the Statement of Net Assets and the comparative Fund Specific information in note 8, which is as at December 31, 2009. Financial information for the Fund or class established during the period(s) is presented from the date of inception as noted in note 8(a).

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles (“GAAP”), including estimates and assumptions made by management that may affect the reported amounts of assets, liabilities, income and expenses during the reported periods. Actual results could differ from estimates.

### *Emerging Issues Committee – 173 (“EIC-173”)*

On January 20, 2009, the Canadian Accounting Standards Board issued Emerging Issues Committee Abstract 173 – “*Credit Risk and the Fair Value of Financial Assets and Financial Liabilities*” (“EIC-173”). EIC-173 supplements the Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3855. EIC-173 requires that an entity’s own credit risk (in the case of financial liabilities) and a counterparty’s credit risk (in the case of financial assets) be taken into account in determining the fair value of financial assets and financial liabilities, including derivative instruments. The new guidance did not have any significant impact on the valuation of the Fund’s financial assets and financial liabilities, or their net assets.

### **Valuation of investments**

CICA Handbook Section 3855 “Financial Instruments – Recognition and Measurement” (“Section 3855”), requires the use of bid prices for long positions and ask prices for short positions in the fair valuation of investments, rather than the use of closing prices currently used for the purpose of determining Net Asset Value (“NAV”). For investments that are not traded in an active market, Section 3855 requires the use of valuation techniques incorporating factors that market participants would consider in setting a price.

The NAV is the fair value of the total assets of a Fund less the fair value of its total liabilities at a Valuation Date determined in accordance with Part 14 of National Instrument 81-106 – Investment Fund Continuous Disclosure (“NI 81-106”) for the purpose of processing unitholder transactions. For financial statement purposes, valuations are determined in accordance with Canadian GAAP. This may result in a difference between the Net Assets per

Unit and the NAV per unit for each class. Refer to Note 8(b) for details of the comparison between Net Assets per Unit and NAV per unit for each class.

Investments are deemed to be held for trading in accordance with Section 3855. Investments are recorded at their fair value with the change between this amount and average cost being recorded as unrealized appreciation (depreciation) in value of investments in the Statement of Operations.

Securities listed on a recognized public securities exchange in North America and Latin America are valued for financial reporting purposes at their bid prices for long positions and ask prices for their short positions. The Manager uses fair value pricing when the fair value of a security held in a fund is unavailable, unreliable or not considered to reflect the current fair value, and may determine another value which it considers to be fair and reasonable using the services of third-party valuation service providers, or using a valuation technique that, to the extent possible, makes maximum use of inputs and assumptions based on observable market data including volatility, comparable companies and other applicable rates and prices. Procedures are in place to fair value securities traded in countries outside North America and Latin America daily, to avoid stale prices and to take into account, among other things, any significant events occurring after the close of a foreign market.

For bonds, debentures, asset-backed securities and other debt securities, the fair value represents the bid price provided by independent security pricing services. Short-term investments are included in the Statement of Investment Portfolio at their fair value. Unlisted warrants are valued based on a pricing model which considers factors such as the market value of the underlying security, strike price and terms of the warrant. Mutual fund units held as investments are valued at their respective net asset values on each valuation date, as these values are the most readily and regularly available.

The Fund’s financial instruments are classified into three levels based on the inputs used to value the financial instruments. Level 1 securities are based on quoted prices in active markets for identical securities. Level 2 securities are based on significant observable market inputs, such as quoted prices from similar securities and quoted prices in inactive markets. Level 3 securities are based on significant unobservable inputs that reflect the Manager’s determination of assumptions that market participants might reasonably use in valuing the securities. Refer to note 8(g) for the relevant disclosure.

### **Investment transactions**

Investment transactions are accounted for on the trade date. Realized gains (losses) from the sale of investments and unrealized appreciation (depreciation) in the value of investments are calculated with reference to the average cost of the related investments which exclude brokerage commissions and other trading expenses. All net realized gains (losses), unrealized appreciation (depreciation) in value, and transaction costs are attributable to investments and derivative instruments which are deemed held for trading, and are included in the Statement of Operations.

Transaction Costs, such as brokerage commissions, incurred in the purchase and sale of securities by the Fund are expensed and included in “Commissions and other portfolio transaction costs” in the Statement of Operations.

June 30, 2010

#### Cost of investments

The cost of investments represents the amount paid for each security and is determined on an average cost basis.

#### Income recognition

Interest income is recognized on the accrual basis. Dividend income is recognized on the ex-dividend date.

Interest on inflation-indexed bonds will be paid based on a principal value, which is adjusted for inflation. At maturity, the Fund will receive, in addition to a coupon interest payment, a final payment equal to the sum of the par value and the inflation compensation accrued from the original issue date. Interest is accrued on each valuation day based on the inflation adjusted par value at that time. The change in par value of the bonds in respect of inflation adjustments is recognized as income by adjusting the cost of the investments.

Distributions received from investment trusts are recorded as income, capital gains or a return of capital, based on the best information available to the Manager. Due to the nature of these investments, actual allocations could vary from this information. Amounts recorded as a return of capital reduce the cost of the investment in the investment trust.

#### Translation of foreign currencies

The fair value of investments and other assets and liabilities in foreign currencies are translated into the Fund's functional currency at the rates of exchange prevailing at the period-end date. Purchases and sales of investments and income and expenses are translated at the rates of exchange prevailing on the respective dates of such transactions. Foreign exchange gains (losses) on completed transactions are included in realized gain (loss) on sale of investments and unrealized foreign exchange gains (losses) are included in unrealized appreciation (depreciation) in value of investments in the Statement of Operations. Realized and unrealized exchange gains (losses) on assets (other than investments) and liabilities are included in gain (loss) on foreign exchange in the Statement of Operations.

#### Securities lending

The Fund may engage in securities lending pursuant to the terms of an agreement which includes restrictions as set out in Canadian securities legislation. Collateral held is government Treasury Bills and qualified Notes.

Income from securities lending is recorded as securities lending revenue in the Statement of Operations and is recognized when earned. The securities on loan continue to be displayed in the Statement of Investment Portfolio. The market value of the securities loaned and collateral held is determined daily. Aggregate values of securities on loan and related collateral held in trust as at June 30, 2010, where applicable, are disclosed in Note 8(f).

#### Increase or decrease in net assets from operations per unit

"Increase (decrease) in net assets from operations per unit" of a class in the Statement of Operations represents the increase (decrease) in net assets from operations attributable to the class, divided by the weighted average number of units of the class outstanding during the period.

#### Short-term trading penalty

To discourage excessive trading, the Fund may, at the Manager's sole discretion, charge a short-term trading penalty. This penalty is paid directly to the Fund.

#### Cash

Cash is comprised of cash on deposit and cash equivalents and is deemed to be held for trading carried at fair value.

#### Other assets and liabilities

Interest and dividends receivable, subscriptions receivable, receivable for margin on futures, and due from broker are designated as loans and receivables and recorded at cost or amortized cost. Amounts due to broker, accrued expenses and redemptions payable are designated as financial liabilities and reported at amortized cost. Other assets and liabilities are short-term in nature and are carried at amortized cost, which approximates fair value.

### 3. UNIT VALUATION

Units of the Fund are offered for sale on a continuous basis and may be purchased or redeemed on any valuation date at the NAV of a particular class. A valuation date is each day on which the Toronto Stock Exchange is open for trading. The NAV per unit of a class for the purposes of subscription or redemption is computed by dividing the NAV of the Fund attributable to the class (that is, the total fair value of the assets attributable to the class less the liabilities attributable to the class) by the total number of units of the class of the Fund outstanding at such time. This amount may be different from the Net Assets per unit of a class calculation, which is presented on the Statement of Net Assets. Generally, any differences are due to valuing actively traded securities at bid prices for GAAP purposes while NAV typically utilizes closing price to determine fair value for the purchase and redemption of units. See Note 8(b) for the reconciliation of the NAV per unit to Net Assets as at June 30, 2010 and December 31, 2009 for each class of the fund.

Expenses directly attributable to a class are charged to that class. Other expenses, income, realized and unrealized gains and losses from investment transactions are allocated proportionately to each class based upon the relative NAV of each class.

#### Capital disclosure

The capital of the Fund is represented by issued and redeemable units with no par value. The units are entitled to distributions, if any, and to payment of a proportionate share based on the Fund's NAV per unit upon redemption. The Fund has no restrictions or specific capital requirements on the subscriptions and redemptions of units. The relevant movements in capital are shown on the Statement of Changes in Net Assets. In accordance with its investment objectives and strategies, and the risk management practices outlined in Note 6, the Fund endeavours to invest the subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions, such liquidity being augmented by short-term borrowings or disposal of investments where necessary.

### 4. INCOME TAXES

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) (the "Tax Act"), and accordingly, is not subject to tax on its net taxable income for the tax year which ends

June 30, 2010

in December, including net realized capital gains, which is paid or payable to its unitholders as at the end of the tax year. However, such part of the Fund's net income and net realized capital gains as is not so paid or payable, is subject to income tax. Income tax on net realized capital gains not paid or payable is generally recoverable by virtue of refunding provisions contained in tax legislation, as redemptions occur. It is the intention of the Fund to distribute all of its income and sufficient net realized capital gains so that the Fund will not be subject to income tax.

Non-capital losses that arose in taxation years before 2004 are available to be carried forward for seven years and applied against future taxable income. Non-capital losses that arose in 2004 and 2005 are available to be carried forward for ten years. Non-capital losses that arose in 2006 and after are available to be carried forward for twenty years. Capital losses for income tax purposes may be carried forward indefinitely and applied against capital gains realized in future years.

The Fund's available non-capital and capital losses for income tax purposes as of the tax year ended December 2009 are included in Note 8(c).

## 5. RELATED PARTY TRANSACTIONS

### (a) Management Fees

The Manager is responsible for the day-to-day management of the Fund and its investment portfolio in compliance with the Fund's constating documents. The Manager monitors and evaluates the performance of the Fund, pays for the investment management services of the investment advisors and provides all related administrative services required by the Fund. As compensation for its services the Manager is entitled to receive a fee payable monthly, calculated at the maximum annual rates included in Note 8(d).

### (b) Unitholder servicing, commissions and other portfolio transaction costs

The Fund is provided with certain facilities and services by the Manager and its affiliates. A portion of the unitholder servicing expenses include expenses incurred in the administration of the Fund that were paid to Bank of Montreal. Refer to Note 8(d) for related party fees charged to the Fund for the periods ended June 30, 2010 and 2009 where applicable.

### (c) Initial investments

In order to establish a new fund, the Manager makes initial investments in the fund. Pursuant to the policies of the Canadian Securities Administrators, an initial investor cannot redeem its investments until an additional \$500,000 has been received from other investors with respect to the same series of units. Refer to Note 8(d) for the investment in units of the Fund held by the Manager as at June 30, 2010, where applicable.

### (d) Other related party transactions

From time to time, the Manager may on behalf of the Fund enter into transactions or arrangements with or involving other members of Bank of Montreal Group of Companies, or certain other persons or companies that are related or connected to the Manager of the Fund. These transactions or arrangements may include transactions or arrangements with or involving Bank of Montreal, Bank of Montreal Ireland Plc., BMO Harris Investment Management Inc., BMO Asset Management Inc., BMO InvestorLine Inc., HIM Money Inc., BMO Trust Company, Harris Investment Management Inc., Pyrford

International Ltd. or other mutual funds, and may involve the purchase or sale of portfolio securities through or from a member of Bank of Montreal Group of Companies, the purchase or sale of securities issued or guaranteed by a member of Bank of Montreal Group of Companies, the purchase or redemption of units of other BMO funds or the provision of services to the Manager.

## 6. FINANCIAL INSTRUMENT RISK

A fund may be exposed to a variety of financial risks. A fund's exposure to financial risks are concentrated in its investment holdings, including derivative instruments. The Statement of Investment Portfolio groups securities by asset type, geographic region and/or market segment.

The Fund's risk management practice includes the monitoring of compliance to investment guidelines. The Manager manages the potential effects of these financial risks on the Fund's performance by employing and overseeing professional and experienced portfolio managers that regularly monitor the Fund's positions, market events and diversify investment portfolios within the constraints of the investment guidelines.

### (a) Currency risk

Currency risk is the risk that the value of financial instruments denominated in currencies, other than the functional currency of the Fund, will fluctuate due to changes in foreign exchange rates. Investments in foreign markets are exposed to currency risk as the prices denominated in foreign currencies are converted to the Fund's functional currency in determining fair value. The Fund may enter into forward currency contracts for hedging purposes to reduce foreign currency exposure or to establish exposure to foreign currencies. The Fund's exposure to currency risk, if any, is further discussed in Note 8(e).

### (b) Interest rate risk

Interest rate risk is the risk that the fair value of the Fund's interest-bearing investments will fluctuate due to changes in market interest rates. The Fund's exposure to interest rate risk is concentrated in its investment in debt securities (such as bonds, money market instruments and debentures) and interest rate derivative instruments, if any. Other assets and liabilities are short-term in nature and/or non-interest bearing. The Fund's exposure to interest rate risk, if any, is further discussed in Note 8(e).

### (c) Other market risk

Other market risk is the risk that the fair value of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in a market. Other assets and liabilities are monetary items that are short term in nature and are not subject to other market risk. The Fund's exposure to other market risk, if any, is further discussed in Note 8(e).

### (d) Credit risk

Credit risk is the risk that a loss could arise from a security issuer or counterparty to a financial instrument not being able to meet its financial obligations. The fair value of debt securities includes consideration of the credit worthiness of the debt issuer. Credit risk exposure for over-the-counter derivative instruments is based on the Fund's unrealized gain of the contractual obligations with the counterparty as at the reporting date. The credit exposure of other

June 30, 2010

assets is represented by its carrying amount. The Fund's exposure to credit risk, if any, is further discussed in Note 8(e).

The Fund may enter into securities lending transactions with approved counterparties. Credit risk associated with these transactions is considered minimal as all counterparties have a sufficient approved credit rating and the market value of collateral held by the Fund must be at least 102% of the fair value of securities loaned, as disclosed in Note 8.

(e) **Liquidity risk**

The Fund's exposure to liquidity risk is concentrated in the daily cash redemptions of units. The Fund primarily invests in securities that are traded in active markets and can be readily disposed. In addition, the Fund retains sufficient cash and cash equivalent positions to maintain liquidity. The Fund may, from time to time, enter into over-the-counter derivative contracts or invest in unlisted securities, which are not traded in an organized market and may be illiquid. Securities for which a market quotation could not be obtained and may be illiquid are identified on the Statement of Investment Portfolio. The proportion of illiquid securities to NAV of the Fund is monitored by the Manager to ensure it does not exceed the regulatory limit and does not significantly affect the liquidity required to meet the Fund's financial obligations.

**7. TRANSITION TO INTERNATIONAL FINANCIAL REPORTING STANDARDS**

In 2008, the Canadian Accounting Standards Board ("AcSB") confirmed that all Canadian publicly accountable enterprises, which include investment funds, will be required to prepare their financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), for financial years commencing on or after January 1, 2011. However, in June 2010, the AcSB issued a proposal to defer the adoption of IFRS for investment companies, which include investment funds, by one year. This proposal could result in the Fund deferring its adoption of IFRS from January 1, 2011 to January 1, 2012. The AcSB is expected to finalize their proposal in September 2010.

In order to meet the requirement to transition to IFRS, the Manager established a committee for the development and implementation of a transition plan and to provide oversight of the transition to IFRS. The transition plan is comprised of three phases: a diagnostic assessment to identify potential IFRS differences relative to current policies; implementation and education, which includes confirming actual IFRS differences relative to current policies; and completion of all integration requirements for any actual differences identified. The Fund's transition to IFRS remains on track: its diagnostic assessment to identify potential IFRS differences is completed, and the Committee is currently working through the second phase of the transition plan.

The diagnostic assessment of the Fund revealed the following:

The criteria contained within the IFRS Financial Instruments: Presentation standard (IAS 32) may require unitholders' equity to be classified as a liability within the Fund's statement of net assets, unless certain conditions are met. The Manager is currently assessing the Fund's unitholder structure to confirm classification.

The requirements contained within the IFRS Consolidated and Separate Financial Statements standard (IAS 27) may impact the accounting of certain investments held by the Fund. To the extent any of the Fund's investments in other funds are deemed to be controlled by the Fund, as determined under the criteria contained within IAS 27, the Fund will need to consolidate the financial statements of those investments within the Fund's financial statements. However, the IASB is planning to replace IAS 27 with a new standard. This new standard may be in effect prior to Fund's transition date, such that the IFRS may differ at transition date from its current form. The Manager is currently monitoring the IASB's project to replace IAS 27, and will amend its implementation plans accordingly.

Presentation changes to unitholders' equity and presenting certain investments held by the Fund on a consolidated basis will not have an impact on the Fund's results of operations or financial position. The diagnostic assessment did not reveal any other potential material differences between the Fund's current accounting policies and the requirements under IFRS. The Manager does not foresee any impact or change to the Fund's business arrangements or any accounting policy or implementation decisions that the Fund will need to make as a result of the changeover to IFRS.

The Manager has not identified any changes that will impact NAV per share as a result of the changeover to IFRS. However, this determination is subject to change as new standards are issued or interpretations of existing standards evolve.

**8. FUND SPECIFIC INFORMATION**

(a) **Fund and Unit Class information**

The Fund's inception date was November 1, 2002. The Fund may issue an unlimited number of units in each of Class A and F.

Class A units are available to all investors.

Class F units are available for purchase by investors who are enrolled in dealer sponsored wrap programs or flat fee accounts. Instead of paying a commission on each transaction, these investors pay an annual fee to the Manager based on the value of their assets.

<b>Unit Class</b>	<b>Launch Date</b>
Class A Units	November 1, 2002
Class F Units	October 31, 2008

(b) **Reconciliation of Net Asset Value per Unit to Net Assets per Unit**

<b>Unit Class</b>	<b>June 30, 2010</b>		
	<b>Net Asset Value per Unit</b>	<b>Section 3855 Adjustment</b>	<b>Net Assets per Unit</b>
Class A Units	12.71	-	12.71
Class F Units	13.02	-	13.02

<b>Unit Class</b>	<b>December 31, 2009</b>		
	<b>Net Asset Value per Unit</b>	<b>Section 3855 Adjustment</b>	<b>Net Assets per Unit</b>
Class A Units	13.00	(0.02)	12.98
Class F Units	13.29	(0.02)	13.27

June 30, 2010

## (c) Income Taxes

As at the tax year ended December 2009, the Fund has the following available non-capital and capital losses for income tax purposes:

Total Capital Losses (\$)	Total Non-Capital Losses (\$)	Non-Capital Losses That Expire in		
		2010 (\$)	2011 (\$)	2012 and thereafter (\$)
1,423,747	-	-	-	-

## (d) Related party transactions

## Management Fees and Operating Expenses

The Manager is entitled to receive Management Fees at annual rates, and recover Operating Expenses up to the maximum rate, as follows:

Unit Class	Management Fees (%)	Operating Expenses (Cap) (%)
Class A Units	1.75	0.50
Class F Units	0.75	0.50

## Initial investments

The manager held the following investments in units of the Fund:

Unit Class	As at June 30, 2010		As at December 31, 2009	
	Units held by the Manager (\$)	Fair value of units (\$)	Units held by the Manager (\$)	Fair value of units (\$)
Class A Units	-	-	-	-
Class F Units	1,285	16,731	1,272	16,879

## Unitholder servicing and other portfolio transaction costs.

The related party fees charged relating to unitholder servicing and other portfolio transaction costs are as follows:

	Period ending June 30, 2010 (\$)	Period ending June 30, 2009 (\$)
<b>Unitholder servicing</b>	<b>33,279</b>	<b>28,875</b>

## (e) Financial instrument risk

The Fund's objective is to achieve long-term capital growth consistent with the preservation of capital and liquidity by investing primarily in equities and fixed income securities. No changes affecting the overall level of risk of investing in the Fund were made during the period.

## Currency risk

The Fund invested primarily in Canadian bonds and equities. As at June 30, 2010 and December 31, 2009, the Fund did not have any significant exposure to currency risk.

## Interest rate risk

The following table summarizes the Fund's exposure to interest rate risk categorized by the earlier of contractual repricing or maturity dates.

Interest Rate Exposure as at	<1 year (\$)	1-3 years (\$)	3-5 years (\$)	5-10 years (\$)	>10 years (\$)	Total (\$)
June 30, 2010	1,223,954	6,800,060	3,366,713	4,418,121	4,336,607	20,145,455
December 31, 2009	1,657,988	5,197,594	2,531,388	6,542,086	7,102,518	23,031,574

All amounts in CA\$

As at the periods ended June 30, 2010 and December 31, 2009, if the prevailing interest rates had been raised or lowered by 1%, assuming a parallel shift in the yield curve, with all other variables held constant, Net Assets could possibly have increased or decreased, respectively, by approximately \$8,349 (December 31, 2009 – \$9,259). The Fund's interest rate sensitivity was determined based on portfolio weighted duration. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

## Other market risk

As at June 30, 2010 approximately 57% (December 31, 2009 – 56%) of the Fund's Net Assets were traded on respective stock exchanges. If equity prices on the respective stock exchanges for these securities had increased or decreased by 10% as at the periods ended, with all other factors remaining constant, Net Assets could possibly have increased or decreased by approximately \$2,817,146 (December 31, 2009 – \$2,903,729), respectively. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

## Credit risk

The Fund's credit risk exposure grouped by credit ratings are listed in the following table.

Credit Risk	As a % of Net Assets as at	
	June 30, 2010	December 31, 2009
AAA	20.1%	25.0%
AA	7.0%	7.8%
A	10.5%	10.9%
BBB	0.4%	-
Below BBB/Unrated	2.6%	0.3%
<b>Total</b>	<b>40.6%</b>	<b>44.0%</b>

Credit risk associated with securities lending is considered minimal as the value of cash or securities held as collateral must be at least 102% of the fair value of securities loaned, as shown below.

## (f) Securities lending

The Fund had assets involved in securities lending transactions outstanding as follows:

	June 30, 2010 \$	December 31, 2009 \$
Aggregate Fair Value of Securities on Loan	8,302,760	6,622,104
Aggregate Fair Value of Collateral for Loan	8,771,677	6,978,462

## (g) Fair Value Hierarchy

The classification between hierarchy levels as at June 30, 2010 is not significantly different from the levels as at December 31, 2009. The disclosure related to the hierarchical classification of the Fund's financial instruments is included in the Fund's audited financial statements as at December 31, 2009.

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