

BMO Nesbitt Burns Group of Funds

Semi-Annual Management Report of Fund Performance

BMO NESBITT BURNS GROWTH PORTFOLIO FUND

FOR THE PERIOD ENDED JUNE 30, 2009

Portfolio Manager: Jones Heward Investment Counsel Inc., Toronto, Ontario

This semi-annual management report of fund performance contains financial highlights, but does not contain either semi-annual or annual financial statements of the Fund. If the semi-annual financial statements of the fund do not accompany the mailing of this report, you can get a copy of the semi-annual financial statements or annual financial statements at your request, and at no cost, by calling 1-800-361-1392, by writing to us at BMO Nesbitt Burns Inc., 1 First Canadian Place, 54th Floor, P.O. Box 150, Toronto, Ontario, M5K 1H3 or by visiting our website at www.bmonesbittburns.com or SEDAR at www.sedar.com. You may also contact us using one of these methods to request a copy of the Fund's proxy voting policies and procedures, proxy voting disclosure record and/or quarterly portfolio disclosure.

MANAGEMENT DISCUSSION OF FUND PERFORMANCE

Results of Operations

For the six month period ending June 30, 2009, the Fund's Class A units returned 7.1%, net of expenses.

The six month period was characterized by two very distinct phases in the market: a declining phase to early March and then a powerful recovery phase from that date to the end of June. In this changing environment, the Portfolio Manager made significant changes to the asset mix and underlying fund selection in mid-February and then again in mid-June. The decision to remain overweight in equity funds added value for the Canadian portion of the Fund but the U.S. and International equity allocation detracted from performance as the Canadian dollar strengthened over the period.

Toward mid-February, the Portfolio Manager increased the U.S. equity exposure of the Fund by adding CI American Value Corporate Class which provided broader sector diversification and is also led by an experienced and stable team. As well, the sector specific Mackenzie Universal Canadian Resource Fund and the AGF International Stock Class were eliminated in favour of a reallocation to existing holdings and the addition of Mackenzie Cundill Value Fund, a Global equity fund with, in the Portfolio Manager's opinion, defensive characteristics and a deep value approach which is expected to perform well in a recovery scenario.

In mid-June, other changes were made to the asset mix as the U.S. and International exposures were lowered in favour of Canadian equity. This change was a reflection of the Portfolio Manager's view that the resource-sensitive Canadian market will be a primary beneficiary of a potential recovery.

The TD Canadian Bond Fund, Class O (10.0% of the Fund) returned 5.6% for the period, outperforming the DEX Universe Bond Index which returned 2.8%. The significant allocation to mid-term corporate bonds was the main contributor to its positive performance. The TD Canadian Bond Fund's allocation to real return bonds also contributed to the positive performance. The main detractor to the TD Canadian Bond Fund's performance was the allocation to commercial mortgage-backed securities and long-term government bonds.

The Synergy Canadian Corporate Class, I Shares (21.7% of the Fund) returned 10.6% for the period, underperforming the S&P/TSX Composite Index (S&P/TSX) which returned 17.6%. Stock selection detracted from performance mainly because of poor stock picks in the Information

MANAGEMENT DISCUSSION OF FUND PERFORMANCE (cont.)

Technology and Industrials sectors although this was partially offset by the positive stock selection in Materials and Health Care. Overall, sector allocation detracted marginally from performance. The overweight call on Information Technology, compared to the benchmark, and the underweight call in Telecommunications Services contributed to performance but was offset by the overweight in Industrials and underweight in Financials.

The Dynamic Canadian Value Class, Class O (19.2% of the Fund) returned 22.5% for the period, outperforming the S&P/TSX which returned 17.6%. The Dynamic Canadian Value Class Fund handily outperformed the index largely as a result of strong performance from a few key positions: Hudbay Minerals, Freeport McMoran Copper & Gold, and PT International Nickel were all significant contributors to performance. The Dynamic Canadian Value Class Fund also benefited from its portfolio manager's decision to reinstate the hedge against the Dynamic Canadian Value Class Fund's U.S. dollar exposure in December 2008. The reduction in the Dynamic Canadian Value Class Fund's exposure to defensive companies in Consumer Staples and Health Care, and the additional investments in Materials, gold in particular, all benefited the Dynamic Canadian Value Fund as Materials was the top performing sector for the portfolio during the period.

The CI Harbour Fund, Class I (17.4% of the Fund) returned 14.9% for the period, underperforming the S&P/TSX which returned about 17.6%. At the start of the period, on January 1, 2009, 90.6% of the CI Harbour Fund was invested in common stocks (Canadian common 49.0%, foreign common 41.6%), while the CI Harbour Fund's cash and equivalent position was 9.4%. The cash position ranged from a high of 20.7% to a low of 9.3% during the period which had a neutral impact on performance. The CI Harbour Fund's exposure to foreign stocks had a positive impact. The CI Harbour Fund's performance was not affected by the volatility of the Canadian Dollar as all foreign currency positions were fully hedged. Sectors that added to the performance of the CI Harbour Fund during the period included Financials, Energy and Consumer Staples.

The CI American Value Corporate Class, I Shares (17.4% of the Fund) returned approximately 3.4%, outperforming the S&P 500 Total Return Index (CS) which returned -2.1% for the period. Stock selection in the Energy, Health Care and Industrials sectors and the overweight position in Financials added the most to performance. The underweight in the Consumer Discretionary sector and stock selection in Utilities detracted the most from performance. The top

contributing holdings for the period were Apple Computer Inc., Microsoft Corp and Diamond Offshore Drilling. The largest three detractors were Exxon, Comcast and Waste Management Inc.

The Capital International Global Equity Fund, Class I (9.3% of the Fund) returned 4.2% for the period, outperforming the MSCI World Index (CS) which returned 0.5%. A gradual improvement in market conditions contributed to the Capital International Global Equity Fund's positive results for the semi-annual period. The Capital International Global Equity Fund's exposure to Information Technology, stock selection in the Energy sector and the Capital International Global Equity Fund's holdings in defensive sectors such as Health Care and Consumer Staples were all positive factors. The Capital International Global Equity Fund's avoidance of financial stocks helped medium term results but has detracted from performance more recently. Also, the Capital International Global Equity Fund's low exposure to the Materials sector detracted from results.

The Mackenzie Cundill Value Fund, Series O (4.1% of the Fund) returned 1.6% for the period and outperformed the MSCI World Index (CS) which returned 0.5%. The Mackenzie Cundill Value Fund's hedging policy contributed to returns as the Canadian Dollar appreciated versus the U.S. Dollar over the same six-month period. The Materials sectors had strong performance over the past six-month period and an underweight in this sector detracted from relative performance.

For information on the Fund's longer-term performance and composition, please refer to the Past Performance section and Summary of Investment Portfolio section of this report.

Recent Developments

In light of the sharp rally in equity markets, it would not surprise the Portfolio Manager that equity markets may experience a pause until more clarity on the economic outlook is established. In the view of the Portfolio Manager, equity markets are still modestly undervalued at this juncture with Price-to-Earnings ratios at levels usually consistent with high-single-digit to low-double-digit long-term rates of return. These prospective rates of return still strongly favour equities over fixed income and cash. As a result of the inflationary policies being pursued by global central banks worldwide, the Portfolio Manager also believes that the leadership in the next cyclical bull market is likely to be once again the inflation beneficiaries such as the Energy and Materials sectors.

The Portfolio Manager has positioned the Fund's fixed income allocation to overweight corporate bond exposure, where spread tightening is anticipated to partially compensate for

expected higher interest rates. Following the end of the period, the Portfolio Manager initiated a position of approximately 5.0% in US High Yield Bonds, through Fidelity American High Yield Bond, with the expectation that the credit environment for high yield will continue to improve over time and that this asset class will also provide diversification benefits.

Change in the Composition of the Fund's Independent Review Committee

On April 29, 2009, Charles W. White resigned from his position as Chair of the Fund's Independent Review Committee (IRC). On May 28, 2009, the Fund's Independent Review Committee appointed Louise Vaillancourt-Châtillon to act as Chair.

The current members of the Fund's Independent Review Committee are Allen B. Clarke, Kenneth W. McArthur, John K. McBride, R. Jamie Plant and Louise Vaillancourt-Châtillon (Chair).

Transition to International Financial Reporting Standards

Canadian publicly accountable enterprises, which include mutual 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, for financial years beginning on or after January 1, 2011. Effective January 1, 2011, the Fund will adopt IFRS as the basis for preparing its financial statements. The Fund will issue its financial results for the annual period ended December 31, 2011 prepared in accordance with IFRS. It will also provide comparative data on an IFRS basis, including an opening statement of net assets as at January 1, 2010.

In order to meet the requirement to changeover to IFRS, the Manager is following an orderly transition plan. Due to anticipated changes to IFRS prior to transition, the Manager is not in a position to determine the impact on the Fund's financial statements.

Adoption of Future Accounting Standards

The Accounting Standards Board of the Canadian Institute of Chartered Accountants ("CICA") recently issued an amendment to CICA Handbook Section 3862: Financial Instruments-Disclosures. The new financial reporting standards are effective for annual financial statements relating to fiscal years ending after September 30, 2009.

The amendments to the existing standard require classification of the Fund's assets and liabilities into three levels based on the method used to value the assets or liabilities. Level 1 values are based on quoted prices in active markets for identical securities. Level 2 values are based on significant observable market inputs, such as quoted prices for similar securities and quoted prices in inactive markets. Level 3 values are based on significant unobservable inputs that reflect the

fund's determination of assumptions that market participants might reasonably use in valuing the securities. The valuation levels are not necessarily an indication of the risk or liquidity associated with the underlying investment. For example, Canadian government bonds are generally high-quality and liquid; however, they may be reflected as Level 2 because the inputs used to determine fair value may not always be quoted prices in an active market.

The Fund has a financial year ending December 31, 2009, and as such, these changes will not be reflected until the annual financial statements are prepared for December 31, 2009.

Related Party Transactions

BMO Nesbitt Burns Inc., an indirect, wholly-owned subsidiary of Bank of Montreal is the Manager, and principal distributor of the Fund. From time to time, BMO Nesbitt Burns Inc. 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 (a Related Party).

Portfolio Manager

BMO Nesbitt Burns Inc., as Manager of the Fund, has hired Jones Heward Investment Counsel Inc. (JHIC), a Related Party, to provide investment advice and make investment decisions for the Fund's investment portfolio. JHIC receives an investment advisory fee based on assets under management that is paid monthly. JHIC is paid by BMO Nesbitt Burns Inc. and not by the Fund.

Distribution Services

BMO Nesbitt Burns Inc. sells units of the Fund through its sales representatives. The Manager pays trailer fees to these sales representatives based on the amount of assets held in the investor's account and additionally, in some cases, on the amount of the initial purchase. There may be other fees and expenses payable in respect to the operation of the investor's account with BMO Nesbitt Burns Inc. that could affect the investment in units of the Fund, if the investor receives special services, such as switch fees and registered plan fees. The amount of these fees should be discussed with your sales representative at the time of purchase or switch and when your account or registered tax plan is established.

Unitholder Services

The Fund is provided with certain facilities and services by Related Parties. Unitholder services, such as fund accounting, record keeping and purchase/redemption order processing, are provided by Bank of Montreal Ireland p.l.c. and JHIC, in its capacity as the Fund's Registrar. Fees associated with these services are paid by the Manager and charged to the Fund. The fees charged to the Fund during the period were as follows:

	Six-month ended June 30, 2009	Six-month ended June 30, 2008
Unitholder Servicing Fees	\$66,433	\$118,499

FINANCIAL HIGHLIGHTS

Management Fees

As Manager of the Fund, BMO Nesbitt Burns Inc. is responsible for the day-to-day management of the business and operations of the Fund. It monitors and evaluates the Fund's performance, pays for the investment advice provided by the Fund's Portfolio Manager and provides certain administrative services required by the Fund. As compensation for its services, BMO Nesbitt Burns Inc. is entitled to receive a management fee payable monthly, calculated based on the daily net asset value of each class of the Fund at the maximum annual rate set out in the below table.

	As a percentage of Management Fees		
	Annual Management Fee Rate %	Dealer Compensation %	General Administration Investment Advice and Profit %
Class A Units	2.15	46.51	53.49
Class F Units	1.15	-	-

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the periods indicated.

The Fund's Net Assets per Unit¹

CLASS A	Period ended	Periods ended December 31				
	June 30, 2009 (\$)	2008 (\$)	2007 (\$)	2006 (\$)	2005 (\$)	2004 (\$)
Net Assets, beginning of period	8.27	12.06	13.07 ²	11.69	10.38	10.00
Increase (decrease) from operations:						
Total revenue	0.02	0.30	0.59	0.57	0.64	0.28
Total expenses ³	(0.11)	(0.28)	(0.35)	(0.35)	(0.31)	(0.06)
Realized gains (losses) for the period	(1.80)	(0.11)	0.12	0.83	0.07	-
Unrealized gains (losses) for the period	2.46	(3.53)	(0.06)	0.90	1.14	0.29
Total increase (decrease) from operations⁴	0.57	(3.62)	0.27	1.95	1.54	0.51
Distributions:						
From income (excluding dividends)	-	-	0.61	-	-	-
From dividends	-	0.12	-	-	-	0.13
From capital gains	-	-	-	0.55	-	-
Return of capital	-	0.09	0.74	-	-	-
Total Annual Distributions⁵	-	0.21	1.35	0.55	-	0.13
Net assets at end of period	\$8.86	\$8.27	\$12.06	\$13.07	\$11.69	\$10.38

CLASS F	Period ended June 30, 2009 (\$)	October 31 to December 31, 2008 (\$)
Net Assets, beginning of period	8.63	9.00
Increase (decrease) from operations:		
Total revenue	0.02	0.17
Total expenses ³	(0.07)	(0.02)
Realized gains (losses) for the period	(1.89)	(0.02)
Unrealized gains (losses) for the period	2.58	(0.33)
Total increase (decrease) from operations⁴	0.64	(0.20)
Distributions:		
From income (excluding dividends)	-	-
From dividends	-	0.09
From capital gains	-	-
Return of capital	-	0.09
Total Annual Distributions⁵	-	0.18
Net assets at end of period	\$9.29	\$8.63

¹⁾ This information is derived from the Fund's audited and unaudited financial statements. The net assets per unit presented in the financial statements differs from the net asset value calculated for Fund pricing purposes. An explanation of these differences can be found in the notes to the Fund's financial statements.

²⁾ The provisions of Section 3855 have been applied retroactively without restatement of prior periods. Accordingly the opening Net Assets for the period ended December 31, 2007 has been adjusted.

³⁾ Prior to 2007, commissions and other Fund transaction costs were not included in expenses as they were included in realized and unrealized gains/(losses).

⁴⁾ Net assets and distributions are 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 units outstanding over the financial period.

⁵⁾ Distributions were paid in cash or reinvested in additional units of the Fund, or both, where applicable.

Ratios and Supplemental Data

CLASS A	Period ended June 30, 2009	2008	Periods ended December 31			
			2007	2006	2005	2004
Total net asset value (000's) ¹	\$48,484	\$47,638	\$63,358	\$39,871	\$19,476	\$1,252
Number of units outstanding ¹	5,473,463	5,758,452	5,252,516	3,050,662	1,666,388	120,536
Management Expense Ratio ²	2.79%	2.65%	2.80%	2.82%	2.83%	3.81%
Management expense ratio before waiver or management absorptions ²	2.79%	2.65%	2.80%	2.83%	3.44%	9.64%
Portfolio turnover rate ³	50.99%	14.59%	21.30%	53.60%	31.29%	-
Trading expense ratio ⁴	0.14%	0.23%	-	-	-	-
Net asset value per unit⁵	\$8.86	\$8.27	\$12.06	\$13.07	\$11.69	\$10.38

CLASS F	Period ended June 30, 2009	October 31 to December 31, 2008
Total net asset value (000's) ¹	\$28	\$10
Number of units outstanding ¹	2,973	1,133
Management Expense Ratio ²	1.71%	1.70%
Management expense ratio before waiver or management absorptions ²	1.71%	1.70%
Portfolio turnover rate ³	50.99%	14.59%
Trading expense ratio ⁴	0.14%	0.23%
Net asset value per unit⁵	\$9.29	\$8.63

¹⁾ This information is provided as at June 30 or December 31 of the period shown, as applicable.

²⁾ Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period. In the period a Fund is established, the management expense ratio is annualized from the date of inception to December 31.

Nesbitt Burns absorbed certain expenses or waived certain fees otherwise payable by a class. In doing so, Nesbitt Burns attempts to maintain the overall MER of the Fund at a relatively consistent level. Nesbitt Burns may discontinue the absorption or waiver at any time.

³⁾ The Fund's portfolio turnover rate indicates how actively the Fund's Portfolio Adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a Fund. The rate is calculated based on the lesser of purchases or sales of investments divided by the average market value of the portfolio investments, excluding short-term investments.

⁴⁾ The trading expense ratio represents the total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period. The trading expense ratio is provided from 2005 onwards.

⁵⁾ This information is derived from the Fund's audited and unaudited financial statements. The net assets per unit presented in the financial statements differs from the net asset value calculated for portfolio pricing purposes. An explanation of these differences can be found in the notes to the financial statements.

PAST PERFORMANCE

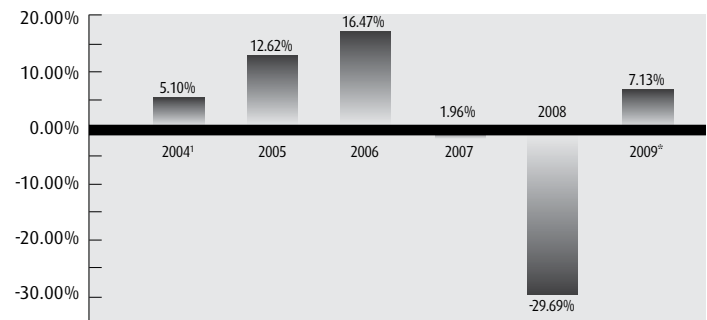
General

The Fund's performance assumes all distributions made by the Fund in the periods shown were used to purchase additional units of the Fund. If you hold this Fund outside of a registered plan, income and capital gains distributions that are paid to you increase your income for tax purposes whether paid to you in cash or reinvested in additional units. The amount of the reinvested taxable distributions is added to the adjusted cost base of the units that you own. This would decrease your capital gains or increase your capital loss when you later redeem from the Fund, thereby ensuring that you are not taxed on this amount again. Please consult your tax adviser regarding your personal tax situation. The performance information does not take into account sales, redemption, distribution or other optional charges that, if applicable, would have reduced returns or performance. Please remember the Fund's performance in the past does not indicate how it will perform in the future.

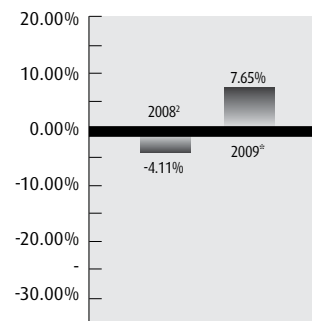
Year-by-Year Returns

The following bar charts show the performance for each class of the Fund for each of the financial years shown and for the six-month period ended June 30, 2009. The charts show in percentage terms how much an investment made on the first day of each financial year would have increased or decreased by the last day of the financial year.

CLASS A



CLASS F



^{*} For the six-month period ended June 30, 2009.

¹ For the period beginning November 1, 2004 to December 31, 2004.

² For the period beginning October 31, 2008 to December 31, 2008.

SUMMARY OF INVESTMENT PORTFOLIO

As at June 30, 2009

Portfolio Allocation % of Net Asset Value

Canadian Focused Equity	58.3
US Equity	17.4
Canadian Fixed Income	10.0
Global Equity	13.4
Cash/Receivables/Payables	0.9

Top Holdings* % of Net Asset Value

Synergy Canadian Corporate Class, I Shares	21.7
Dynamic Canadian Value, Class O	19.2
CI Harbour Fund, Class I	17.4
CI American Value Corporate Class, I Shares	17.4
TD Canadian Bond Fund, Class O	10.0
Capital International Global Equity Fund, Class I	9.3
Mackenzie Cundill Value Fund, Series O	4.1
Cash/Receivables/Payables	0.9
Total holdings as a percentage of total net asset value	100.0
Total Net Asset Value	\$48.5 million

* Represents entire portfolio

The prospectus and other information about the underlying investment funds held in this portfolio are available on the internet at www.sedar.com.

The summary of investment portfolio may change due to the Fund's ongoing portfolio transactions. Updates are available quarterly.

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the Fund may invest and the risks detailed from time to time in BMO Nesbitt Burns Group of Funds' simplified prospectus. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Fund, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, BMO Nesbitt Burns Inc. does not undertake, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

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