

BMO NESBITT BURNS

BMO Nesbitt Burns Group of Funds

# Semi-Annual Financial Statements

BMO NESBITT BURNS INTERNATIONAL EQUITY FUND

JUNE 30, 2009

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

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
<b>ASSETS</b>		
Cash	333,225	125,850
Investments at fair value (note 2)	3,216,445	905,920
Interest and dividends receivable	6,363	1,243
Subscriptions receivable	81,987	–
<b>Total assets</b>	<b>3,638,020</b>	<b>1,033,013</b>
<b>LIABILITIES</b>		
Due to broker	40,800	–
Accrued expenses	4,225	1,973
<b>Total liabilities</b>	<b>45,025</b>	<b>1,973</b>
<b>Net assets representing unitholders' equity</b> (note 2)	<b>3,592,995</b>	<b>1,031,040</b>
<b>Total net assets representing unitholders' equity</b>		
Class A units	1,126,020	1,020,912
Class F units	2,466,975	10,128
<b>Units issued and outstanding</b>		
Class A units	113,718	100,971
Class F units	247,662	1,002
<b>Net assets per unit</b> (note 2)		
Class A units	\$9.90	\$10.11
Class F units	\$9.96	\$10.11

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

**STATEMENT OF OPERATIONS** (ALL AMOUNTS IN CANADIAN DOLLARS)*For the period ended*

	<b>June 30, 2009</b>
<b>INCOME</b>	
Dividends	50,653
Interest	421
Securities lending revenue	684
Foreign withholding taxes	(6,248)
	<b>45,510</b>
<b>EXPENSES</b>	
Management fees (note 5(a))	12,144
Audit fees	658
Independent Review Committee fees	1,012
Custodian fees	1,392
Legal fees	646
Unitholder servicing fees (note 5(b))	861
Printing and stationery fees	27
Commission and other portfolio transaction costs	5,898
	<b>22,638</b>
Net investment income for the period	22,872
Realized loss on sale of investments	(11,305)
Loss on foreign exchange	(11,208)
Change in unrealized appreciation in value of investments	132,181
Unrealized currency gain	159
<b>Increase in net assets from operations</b>	<b>132,699</b>
<b>(Decrease)/increase in net assets from operations</b>	
Class A units	(12,889)
Class F units	145,588
<b>(Decrease)/increase in net assets from operations per unit (note 2)</b>	
Class A units	(\$0.12)
Class F units	\$1.75

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

**STATEMENT OF CHANGES IN NET ASSETS** (ALL AMOUNTS IN CANADIAN DOLLARS)*For the period ended*

	<b>Class A Units</b>	<b>Class F Units</b>
	<b>June 30 2009</b>	<b>June 30 2009</b>
<b>Net assets – beginning of period</b> (note 2)	<b>1,020,912</b>	<b>10,128</b>
<b>(Decrease)/increase in net assets from operations</b>	<b>(12,889)</b>	<b>145,588</b>
<b>UNIT TRANSACTIONS:</b>		
Proceeds from sale of units	123,666	2,536,447
Amounts paid on units redeemed	(5,669)	(225,188)
<b>Total unit transactions</b>	<b>117,997</b>	<b>2,311,259</b>
<b>Net assets – end of period</b> (note 2)	<b>1,126,020</b>	<b>2,466,975</b>
<b>Change in Units</b>		
Units issued and outstanding, beginning of period	100,971	1,002
Issued for Cash	13,343	271,425
	<b>114,314</b>	<b>272,427</b>
Redeemed during the period	(596)	(24,765)
<b>Units issued and outstanding, end of period</b>	<b>113,718</b>	<b>247,662</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, 2009

Security	Number of Shares	Cost (\$)	Fair Value (\$)
<b>Austria – 1.2%</b>			
OMV AG	1,000	39,443	43,943
		<b>39,443</b>	<b>43,943</b>
<b>Australia – 8.2%</b>			
Brambles Limited	8,000	43,735	44,764
Foster's Group Limited	9,000	40,609	43,442
QBE Insurance Group Limited	2,826	52,576	52,974
Rio Tinto Rights July 01 2009	120	2,220	11,425
Rio Tinto Limited	230	8,506	2,373
Telstra Corporation Limited	14,000	41,623	45,270
Woodside Petroleum Limited	930	32,688	37,830
Woolworths Limited	2,270	51,868	56,381
		<b>273,825</b>	<b>294,459</b>
<b>Belgium – 2.3%</b>			
Belgacom SA	1,600	60,827	59,265
Colruyt SA	90	24,441	23,879
		<b>85,268</b>	<b>83,144</b>
<b>France – 6.1%</b>			
Air Liquide SA	500	51,244	53,121
Sanofi-Aventis	700	49,480	47,779
Total SA	1,900	118,761	119,269
		<b>219,485</b>	<b>220,169</b>
<b>Germany – 6.1%</b>			
Alpha Bank A.E.	1,600	16,950	20,364
Deutsche Post AG	4,000	56,942	60,635
OPAP SA	1,300	43,810	40,559
RWE AG	600	55,154	55,022
SAP AG	900	40,450	42,089
		<b>213,306</b>	<b>218,669</b>
<b>Hong Kong – 4.8%</b>			
Amvig Holdings Limited	24,000	14,102	18,082
ASM Pacific Technology	1,900	10,599	11,406
CNOOC Limited	7,300	10,621	10,529
Hang Seng Bank Limited	3,000	45,510	48,897
Hong Kong Electric Holdings Limited	9,000	60,019	58,285
Vtech Holdings Limited	3,000	13,568	23,818
		<b>154,419</b>	<b>171,017</b>
<b>Ireland – 0.0%</b>			
Anglo Irish Bank Corporation plc*	1,000	3,417	-
		<b>3,417</b>	-
<b>Italy – 1.2%</b>			
Snam Rete Gas S.P.A.	8,700	47,014	44,292
		<b>47,014</b>	<b>44,292</b>

\* These securities have no quoted market value and are valued using valuation techniques (Note 2).

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

As at June 30, 2009

Security	Number of Shares	Cost (\$)	Market Value (\$)
<b>Japan – 10.7%</b>			
Hoya Corporation	2,100	46,396	49,088
Makita Corporation	1,800	45,869	50,747
Mitsubishi Electric Corporation	4,000	24,592	29,509
Nintendo Co. Limited	100	34,398	32,153
Nomura Holdings Inc.	2,600	21,643	25,554
Shin-Etsu Chemical Company Limited	700	41,712	37,864
Sumitomo Rubber Industries Limited	6,700	56,916	62,775
Takeda Pharmaceutical Company Limited	1,100	51,976	49,938
Top Reit Inc.	2	7,475	9,007
Toyota Tsusho Corporation	2,200	29,312	38,091
		<b>360,289</b>	<b>384,726</b>
<b>Malaysia – 3.6%</b>			
British American Tobacco Malaysia Berhad	1,800	25,743	26,655
Lafarge Malayan Cement Berhad	13,100	17,769	25,576
Malayan Banking Berhad	15,000	27,089	29,037
Plus Expressways Berhad	27,000	26,867	28,591
Telekom Malaysia Berhad	18,000	18,809	17,393
		<b>116,277</b>	<b>127,252</b>
<b>Norway – 0.9%</b>			
Telenor ASA	3,800	29,361	33,888
		<b>29,361</b>	<b>33,888</b>
<b>Singapore – 4.8%</b>			
Hong Leong Finance Limited	6,000	11,212	12,721
Parkway Holdings Limited	12,000	12,260	15,997
Singapore Post Limited	36,000	23,228	26,019
Singapore Technologies Engineering Limited	15,000	28,394	29,392
Singapore Telecommunications Limited	10,000	20,498	23,931
United Overseas Banking Limited	3,000	30,377	35,270
Venture Corporation Limited	5,000	22,980	28,027
		<b>148,949</b>	<b>171,357</b>
<b>Spain – 4.5%</b>			
Banco Bilbao Vizcaya Argentaria SA	2,111	27,218	30,795
Industria De Diseno Textil SA	800	38,007	44,605
Telefonica SA	3,200	75,039	84,171
		<b>140,264</b>	<b>159,571</b>
<b>Sweden – 0.9%</b>			
Swedish Match AB	1,800	32,297	33,924
		<b>32,297</b>	<b>33,924</b>
<b>Switzerland – 7.0%</b>			
Givaudan SA	20	15,447	14,206
Nestle SA	1,500	64,149	65,515
Novartis SA	1,100	55,414	51,859
Panalpina Welttransport Holding AG	200	12,859	16,892
Roche Holding SA	400	62,529	63,202
Swatch Group AG	100	13,444	18,573
Zurich Financial Services AG	100	19,385	20,479
		<b>243,227</b>	<b>250,726</b>
<b>Taiwan – 4.4%</b>			
iShares MSCI Taiwan Index Fund	13,697	162,624	159,635
		<b>162,624</b>	<b>159,635</b>

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

As at June 30, 2009

Security	Number of Shares	Cost (\$)	Fair Value (\$)
<b>Thailand – 2.6%</b>			
Advanced Info Service Plc	9,000	24,459	27,423
Bangkok Bank Pcl	10,400	29,348	39,056
Central Pattana Public Co.	12,700	6,233	5,203
Electricity Generating Public Company Limited	9,000	21,746	23,045
		<b>81,786</b>	<b>94,727</b>
<b>The Netherlands – 7.1%</b>			
Koninklijke (Royal) KPN NV	3,700	57,568	59,106
Reed Elsevier NV	4,900	67,492	62,685
Royal Dutch Shell Plc	2,800	81,216	81,326
TNT NV	2,327	50,912	52,551
		<b>257,188</b>	<b>255,668</b>
<b>United Kingdom – 13.1%</b>			
BP Plc	7,000	62,458	64,029
British American Tobacco Plc	900	27,047	28,813
British Sky Broadcasting Group Plc	3,000	23,630	26,121
Compass Group Plc	4,000	24,159	26,102
Glaxosmithkline Plc	2,000	41,677	40,913
Legal & General Group Plc	21,000	24,124	22,906
National Grid Plc	4,000	43,486	41,870
Royal Dutch Shell Plc-B Shares	1,100	30,330	34,636
Rolls-Royce Group Plc	5,000	29,769	32,101
Scottish And Southern Energy Plc	1,000	19,999	21,796
Tesco Plc	4,000	24,535	27,020
United Utilities Group Plc	4,000	41,142	38,042
Vodafone Group Plc	29,000	63,407	64,929
		<b>455,763</b>	<b>469,278</b>
<b>Total Equities – 89.5%</b>		<b>3,064,202</b>	<b>3,216,445</b>
<b>Total Investments – 89.5%</b>		<b>3,064,202</b>	<b>3,216,445</b>
<b>Canadian Dollars Cash – 9.1%</b>			<b>328,680</b>
<b>Foreign Currency Cash – 0.1%</b>			<b>4,545</b>
<b>Other Assets Less Liabilities – 1.3%</b>			<b>43,325</b>
<b>Net assets – 100%</b>			<b>3,592,995</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, 2009

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

	<b>June 30 2009</b>	<b>December 31 2008</b>
Austria	1.2%	7.1%
Australia	8.2%	0.6%
Belgium	2.3%	2.8%
France	6.1%	5.8%
Germany	6.1%	7.7%
Hong Kong	4.8%	6.1%
Ireland	–	1.1%
Italy	1.2%	0.9%
Japan	10.7%	11.3%
Malaysia	3.6%	5.6%
Norway	0.9%	1.1%
Singapore	4.8%	5.3%
Spain	4.5%	4.0%
Sweden	0.9%	0.8%
Switzerland	7.0%	7.1%
Taiwan	4.4%	0.0%
Thailand	2.6%	0.0%
The Netherlands	7.1%	7.9%
United Kingdom	13.1%	12.7%
Other Assets less Liabilities	10.5%	12.1%
	<b>100.0%</b>	<b>100.0%</b>

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

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**1. THE FUND**

The Fund is an open-ended mutual fund trust established under the laws of the province of Ontario. BMO Nesbitt Burns Inc. (the “Manager”) is responsible for the management of the Fund.

The information provided in these unaudited financial statements is for the six month period(s) ended as at June 30, 2009 and 2008 except for the comparative information presented in the Statement of Net Assets which is as at December 31, 2008. 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).

**Independent review committee**

On May 1, 2007, the Independent Review Committee (“IRC”) for the Fund was established pursuant to National Instrument 81-107 (“NI 81-107”) Independent Review Committee for Investment Funds. On September 12, 2007, the IRC became operational. The IRC provides independent oversight regarding actual and perceived conflicts of interest involving the Fund and performs all other functions required of an independent review committee under NI 81-107.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”), which include estimates and assumptions by management that may affect the reported amounts of assets, liabilities, income and expenses during the reported periods. Actual results could differ from estimates. Certain prior period balances have been reclassified to conform with the current period presentation.

**Adoption of new accounting policies —  
Financial Instruments Disclosure and Presentation**

On January 1, 2008, the Fund adopted CICA Handbook Section 3862, “Financial Instruments – Disclosures” and Section 3863, “Financial Instruments – Presentation”. The new standards replaced Section 3861, “Financial Instruments – Disclosure and Presentation”. The new disclosure standards increase the emphasis on the disclosure of risks associated with financial instruments and how those risks are managed. The previous requirements related to presentation of financial instruments have been carried forward unchanged. Adoption of the new standards does not impact the daily price of the Fund’s securities for subscription and redemption purposes, nor for the calculation of Net Assets. Refer to Note 6 and Note 8 for new disclosures relating to adoption of the new requirements.

**Capital Disclosures**

On January 1, 2008 the Fund adopted CICA Handbook Section 1535, which establishes standards for disclosing information about an entity’s capital and how it is managed. This standard applies to financial statements relating to fiscal years beginning on or after October 1, 2007. The adoption of this standard results in additional disclosures relating to the redeemable units of the Funds but does not affect the Funds’ results or financial positions. The disclosure requirements pertaining to Section 1535 are contained in Note 3.

**Valuation of investments**

The CICA Handbook Section 3855, “Financial Instruments – Recognition and Measurement” (“Section 3855”), requires the

fair value of financial instruments traded in active markets to be measured based on a security’s bid price.

The Canadian Securities Administrators (“CSA”) allows investment funds to calculate the daily Net Asset Value for the purpose of processing unitholder transactions (“Net Asset Value”) using fair value measures as defined in National Instrument 81-106 (“NI 81-106”).

The Net Asset Value calculated in accordance with Section 3855 is referred to as “Net Assets” from hereon forward.

Investments are categorized as held for trading in accordance with Section 3855, “Financial Instruments – Recognition and Measurement”. Investments are recorded at their fair value with the difference between this amount and cost being recorded as unrealized appreciation or depreciation in value of investments in the Statement of Operations. In the case of securities listed on stock exchanges, the fair value means the latest bid price. For bonds and debentures, the fair value means the bid price provided by independent security pricing services. Short-term investments are included in the Statement of Investment Portfolio at their cost including applicable foreign exchange translation. This value, together with accrued interest, approximates fair value using current bid price. Investments for which reliable quotations are not readily available are valued at their fair value as determined by the Manager using a valuation technique that requires the use of inputs and assumptions based on observable market data including volatility, comparable companies and other applicable rates and prices.

**Investment transactions**

Investment transactions are accounted for on the trade date. Realized gains and 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 income, net realized gains (losses), unrealized appreciation (depreciation) in value, and transaction costs are attributable to investments and derivative instruments.

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.

**Cost of investments**

The cost of investments represents the amount paid for each security and is determined on an average cost basis. Cost includes commission and other portfolio transaction costs.

**Income recognition**

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

Distributions received from trust units 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 trust unit.

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Distributions received from Mutual Fund units are recognized by the Fund in the same form in which they were received from the underlying funds.

#### 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, 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 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

A 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 included 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, 2009, 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 or decrease in net assets from operations attributable to the class, divided by the 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, 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 amortized cost 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 Net Asset Value of a particular class. A valuation date is each day on which the Toronto Stock Exchange is open for business. The Net Asset Value per unit of a class for the purposes of subscription or redemption is computed by dividing the Net Asset Value of the Fund attributable to the class (that is, the total 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 Asset 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 Net Asset Value typically utilizes closing price to determine fair value for the purchase and redemption of units. See Note 8(b) for the Net Asset Value per unit as of June 30, 2009 and December 31, 2008 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 Net Asset Value of each class.

The capital of the Fund is represented by issued redeemable units with no par value. They are entitled to distributions, if any, and to payment of a proportionate share based on the Fund's Net Asset Value per unit upon redemption. The Fund has no restrictions or specific capital requirements on the subscriptions and redemptions of units. The relevant movements 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, and accordingly, is not subject to tax on its net taxable income for the tax year which ends in December, including net realized capital gains, which is paid or payable to its unit holders 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 2008 are included in Note 8(c).

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## 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 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) Securityholder 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 securityholder 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, where applicable.

### (c) Initial investments

In order to establish a new fund, or class of a fund, BMO Nesbitt Burns Inc., the Manager, may make an initial investment in the fund or class. Refer to Note 8(d) for the investment in units of the Fund held by BMO Nesbitt Burns Inc. as at June 30, 2009, 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, BMO Harris Investment Management Inc., Jones Heward Investment Counsel Inc., BMO InvestorLine Inc., HIM Money Inc., BMO Trust Company, Harris Investment Management Inc. or other Fund, 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, a fund entering into forward contracts with a member of Bank of Montreal Group of Companies acting as counterparty, 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 advisors 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 investments denominated in currencies, other than the functional currency of the Fund, will fluctuate due to changes in foreign exchange rates. All investments and derivative instruments, denominated in foreign currencies are identifiable on the Statement of Investment Portfolio. Equities in foreign markets and foreign bonds 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 assets is represented by its carrying amount. The Fund's exposure to credit risk, if any, is further discussed in Note 8(e).

### (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 assets to the total Net Assets 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.

June 30, 2009

## 7. 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 semi-annual period ended June 30, 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 requirements to changeover to IFRS, the Manager is following an orderly transition plan. Due to anticipated changes in IFRS prior to transition, the Manager is not in a position to determine the impact on the Fund's financial statements

## 8. FUND SPECIFIC INFORMATION

### (a) Fund and Unit Class information

The Fund's inception date was October 31, 2008. The Fund may issue an unlimited number of units in each of Class A and F.

Unit Class	Launch Date
Class A Units	October 31, 2008
Class F Units	October 31, 2008

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

Unit Class	June 30, 2009		
	Net Asset Value per Unit	Section 3855 Adjustment	Net Assets per Unit
Class A Units	9.90	0.00	9.90
Class F Units	9.96	0.00	9.96

Unit Class	December 31, 2008		
	Net Asset Value per Unit	Section 3855 Adjustment	Net Assets per Unit
Class A Units	10.13	(0.02)	10.11
Class F Units	10.13	(0.02)	10.11

### (c) Income Taxes

As at the tax year ended December 2008, 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		
		2009 (\$)	2010 (\$)	2011 and thereafter (\$)
-	29,704	-	-	29,704

### (d) Related party transactions

#### Management and Administration Fees

The Manager is entitled to receive the following fees payable monthly, calculated at the following maximum annual rates:

Unit Class	Management Fees (%)	Administration Fees (%)
Class A Units	2.25	0.50
Class F Units	1.25	0.50

#### Securityholder servicing, commissions and other portfolio transaction costs

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

Unit Class	June 30, 2009	June 30, 2008
	Securityholder Servicing (\$)	Securityholder Servicing (\$)
Class A Units	478	-
Class F Units	281	-

#### Initial investments

As at June 30, 2009, BMO Nesbitt Burns Inc. held the following investments in units of the Fund:

Unit Class	Units held by BMO Nesbitt Burns Inc.	Value of units held as at June 30, 2009 (\$)
Class A Units	100,004	990,040
Class F Units	1,002	9,980

### (e) Financial instrument risk

The Fund's objective was to achieve long-term capital growth consistent with the preservation of capital by investing primarily in equity securities of mid to large capitalization companies located outside of Canada and the United States that have long-term growth potential or that pay, or are expected to pay, above-average dividends. No changes affecting the overall level of risk of investing in the Fund were made during the period. The risks of this Fund remain as discussed in the most recent Simplified Prospectus.

June 30, 2009

**Currency risk**

The table below summarizes the fund's exposure to currency risk, categorized by currency. If the Canadian Dollar had strengthened or weakened by 5% in relation to all foreign currencies, with all other variables held constant, Net Assets could possibly have increased or decreased by approximately \$159,328 (December 31, 2008 – \$45,296). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

	As at June 30, 2009		As at December 31, 2008	
	Currency Exposure (\$)	As a % of Net Assets (%)	Currency Exposure (\$)	As a % of Net Assets (%)
Australian Dollar	299,004	8.3	88,232	8.6
Swiss Franc	250,726	7.0	66,912	6.5
Euro	1,025,456	28.5	288,706	28.0
Pound Sterling	474,491	13.2	104,592	10.1
Hong Kong Dollar	143,903	4.0	60,643	5.9
Japanese Yen	371,732	10.3	118,290	11.5
Malaysian Ringgit	127,710	3.6	46,230	4.5
Norwegian Krona	33,888	1.0	33,385	3.2
Swedish Krona	33,924	0.9	11,582	1.1
Singapore Dollar	171,357	4.9	87,348	8.5
Taiwan Dollar	159,635	4.4	-	-
Thai Baht	94,727	2.6	-	-
<b>Total</b>	<b>3,186,553</b>	<b>88.7</b>	<b>905,920</b>	<b>87.9</b>

**Interest rate risk**

As at June 30, 2009, and December 31, 2008, the majority of the Fund's financial assets and liabilities are non-interest bearing. Therefore, the Fund's sensitivity to interest rate risk, as determined based on portfolio weighted duration, was not significant.

**Other market risk**

The fund is exposed to other market risk from its investment in equity securities (including income trust securities). If prices on the respective stock exchanges for these securities had increased or decreased by 10% as at the period end, with all other variables held constant, Net Assets could possibly have increased or decreased by approximately \$321,644 (December 31, 2008 – \$90,592), respectively. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

**Credit risk**

As at June 30, 2009 and December 31, 2008, the Fund had no investments in debt securities. Therefore, the fund had no significant exposure to credit risk.

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, 2009 (\$)	December 31, 2008 (\$)
Aggregate Fair Value of Securities on Loan	31,385	3,508
Aggregate Fair Value of Collateral for Loan	33,233	3,768

**9. 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.

#### TRUSTEES

Patrick W. J. French, Oakville  
Richard L. Mills, Toronto  
Colin J. Monteith, Toronto  
Paul C. Adair, Toronto  
Sarah E. A. Widmeyer, Toronto  
Mary Lafazanis, Toronto

#### MANAGER, PROMOTER AND DISTRIBUTOR

BMO Nesbitt Burns Inc.  
1 First Canadian Place  
54th Floor, P.O. Box 150  
Toronto, Ontario  
M5X 1H3

#### AUDITORS

PricewaterhouseCoopers LLP  
77 King Street West  
Toronto, Ontario  
M5K 1G8

BMO Nesbitt Burns Inc.  
1 First Canadian Place  
54th Floor  
Toronto, Ontario  
M5X 1H3

#### INVESTMENT ADVISOR

Pyrford International Limited  
79 Grosvenor Street  
London, United Kingdom  
W1K 3JU

#### CUSTODIAN

CIBC Mellon Global Securities Services Company  
320 Bay Street  
Toronto, Ontario  
M5H 2P6

Client Services  
Toll Free: 1-800-361-1392  
Fax: 1-866-486-2846

Email: [contact.centre@bmonb.com](mailto:contact.centre@bmonb.com)  
Website: [www.bmonesbittburns.com](http://www.bmonesbittburns.com)

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