

Semi-Annual Financial Statements

BMO Private Portfolios

June 30, 2015

BMO Private U.S. Equity Portfolio

(formerly BMO Harris U.S. Equity Portfolio)

NOTICE OF NO AUDITOR REVIEW OF THE SEMI-ANNUAL FINANCIAL STATEMENTS

BMO Private Investment Counsel Inc., the Manager of the Portfolios, appoints independent auditors to audit the Portfolio's Annual Financial Statements. Under Canadian securities laws (National Instrument 81-106), if an auditor has not reviewed the Semi-Annual Financial Statements, this must be disclosed in an accompanying notice.

The Portfolio's independent auditors have not performed a review of these Semi-Annual Financial Statements in accordance with standards established by the Chartered Professional Accountants of Canada.

BMO Private U.S. Equity Portfolio
(formerly BMO Harris U.S. Equity Portfolio) (unaudited)

STATEMENT OF FINANCIAL POSITION

(All amounts in thousands of Canadian dollars, except per unit data)

As at	June 30 2015	December 31 2014
Assets		
Current Assets		
Cash	63,551	57,612
Investments		
Non-derivative financial assets	2,443,505	2,050,704
Subscriptions receivable	1,900	589
Dividends receivable	1,996	2,327
Total assets	2,510,952	2,111,232
Liabilities		
Current Liabilities		
Payable for investments purchased	18,836	—
Redemptions payable	1,551	765
Distributions payable	—	0
Accrued expenses	132	115
Total liabilities	20,519	880
Net assets attributable to holders of redeemable units	2,490,433	2,110,352
Net assets attributable to holders of redeemable units per unit	\$ 23.58	\$ 21.24

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

BMO Private U.S. Equity Portfolio
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STATEMENT OF COMPREHENSIVE INCOME

(All amounts in thousands of Canadian dollars, except per unit data)

For the periods ended	June 30 2015	June 30 2014
Income		
Interest income	—	0
Dividend income	21,850	13,102
Other changes in fair value of investments and derivatives		
Net realized gain	209,577	105,953
Change in unrealized appreciation	4,119	4,457
Net gain in fair value of investments and derivatives	235,546	123,512
Securities lending	32	24
Foreign exchange gain (loss)	3,776	(58)
Total other income (loss)	3,808	(34)
Total income	239,354	123,478
Expenses		
Sub-advisory fees	1,787	2,296
Audit fees	14	11
Independent review committee fees	4	4
Withholding taxes	3,215	1,961
Custodian fees	21	18
Legal and filing fees	51	45
Unitholder servicing fees	203	206
Printing and stationery fees	10	7
Commissions and other portfolio transaction costs (note 6)	788	562
Operating expenses absorbed by the Manager	(1,787)	(2,296)
Total expenses	4,306	2,814
Increase in net assets attributable to holders of redeemable units	235,048	120,664
Increase in net assets attributable to holders of redeemable units per unit (note 3)	2.29	1.40

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STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS

(All amounts in thousands of Canadian dollars)

For the periods ended	June 30 2015	June 30 2014
Net assets attributable to holders of redeemable units at beginning of period	2,110,352	1,488,013
Increase in net assets attributable to holders of redeemable units	235,048	120,664
Redeemable unit transactions		
Proceeds from redeemable units issued	273,686	212,863
Redemption of redeemable units	(128,653)	(164,956)
Net increase from redeemable unit transactions	145,033	47,907
Net increase in net assets attributable to holders of redeemable units	380,081	168,571
Net assets attributable to holders of redeemable units at end of period	2,490,433	1,656,584

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STATEMENT OF CASH FLOWS

(All amounts in thousands of Canadian dollars)

For the periods ended	June 30 2015	June 30 2014
Cash flows from operating activities		
Increase in net assets attributable to holders of redeemable units	235,048	120,664
Adjustments for:		
Foreign exchange (gain) loss on cash	(164)	545
Net realized gain on sale of investments and derivatives	(209,577)	(105,953)
Change in unrealized (appreciation) of investments and derivatives	(4,119)	(4,457)
Decrease in dividends receivable	331	2
Increase (decrease) in accrued expenses	17	(27)
Return of capital distributions received	—	5,555
Purchases of investments	(856,531)	(583,443)
Proceeds from sale and maturity of investments	696,262	519,713
Net cash from operating activities	(138,733)	(47,401)
Cash flows used in financing activities		
Proceeds from issuances of redeemable units	272,375	212,390
Amounts paid on redemption of redeemable units	(127,867)	(164,975)
Net cash used in financing activities	144,508	47,415
Foreign exchange gain (loss) on cash	164	(545)
Net increase in cash	5,775	14
Cash at beginning of year	57,612	36,924
Cash at end of year	63,551	36,393
Supplementary Information		
Dividends received, net of withholding taxes*	18,967	11,142

*These items are from operating activities

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SCHEDULE OF INVESTMENT PORTFOLIO

As at June 30, 2015 (All amounts in thousands of Canadian dollars, unless otherwise noted)

Security	Number of Shares or Units	Cost+ (\$)	Fair Value (\$)
Equities			
<i>Consumer Discretionary — 16.0%</i>			
Bed Bath & Beyond Inc.	234,565	21,626	20,209
Comcast Corporation, Class A	869,769	48,193	65,333
Dana Holding Corporation	424,111	12,118	10,902
Dillard's, Inc., Class A	97,868	12,098	12,858
Dollar General Corporation	265,489	25,285	25,778
Expedia, Inc.	56,706	5,964	7,745
Foot Locker, Inc.	553,056	24,723	46,288
Home Depot, Inc., The,	194,539	21,401	27,002
Lear Corporation	315,438	29,325	44,228
Macy's, Inc.	495,515	19,128	41,757
Michael Kors Holdings Limited	173,040	13,797	9,097
O'Reilly Automotive, Inc.	42,200	6,071	11,911
Sherwin-Williams Company, The,	72,630	20,778	24,948
Walt Disney Company, The,	114,373	10,636	16,305
Wyndham Worldwide Corporation	341,367	27,621	34,924
		298,764	399,285
<i>Consumer Staples — 7.9%</i>			
Archer Daniels Midland Company	794,897	44,889	47,874
CVS Health Corporation	416,471	27,197	54,556
Dr Pepper Snapple Group, Inc.	219,457	14,343	19,982
Kroger Co., The,	436,740	15,590	39,553
Wal-Mart Stores, Inc.	396,349	33,521	35,113
		135,540	197,078
<i>Energy — 7.0%</i>			
Anadarko Petroleum Corporation	116,669	12,136	11,375
Apache Corporation	141,203	11,497	10,164
Cameron International Corporation	221,252	12,891	14,472
Chevron Corporation	204,334	23,753	24,620
EOG Resources, Inc.	241,855	27,465	26,447
Halliburton Company	476,049	28,249	25,609
Marathon Petroleum Corporation	612,639	23,167	40,027
Valero Energy Corporation	276,776	16,117	21,640
		155,275	174,354
<i>Financials — 16.3%</i>			
American International Group, Inc.	168,358	12,358	13,000
Ameriprise Financial, Inc.	303,287	24,008	47,324
Capital One Financial Corporation	461,206	36,726	50,675
Citigroup Inc.	320,957	22,005	22,144
Discover Financial Services	455,584	18,518	32,787
Equity Residential	337,230	25,727	29,556
Fifth Third Bancorp	1,895,005	40,360	49,278
Huntington Bancshares Incorporated	1,515,849	20,658	21,413
PNC Financial Services Group, Inc.	184,455	17,426	22,036
Reinsurance Group of America Inc.	126,517	11,837	14,991
Synchrony Financial	358,460	14,963	14,743

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SCHEDULE OF INVESTMENT PORTFOLIO (cont'd)

As at June 30, 2015 (All amounts in thousands of Canadian dollars, unless otherwise noted)

Security	Number of Shares or Units	Cost+ (\$)	Fair Value (\$)
T. Rowe Price Group, Inc.	77,413	8,129	7,516
Travelers Companies Inc., The,	384,477	30,402	46,417
Wells Fargo & Company	474,012	20,218	33,297
		303,335	405,177
Health Care — 16.0%			
Aetna Inc.	215,119	22,970	34,246
Amgen Inc.	204,413	40,281	39,196
Gilead Sciences, Inc.	469,130	53,820	68,602
HCA Holdings, Inc.	304,513	25,468	34,504
Johnson & Johnson	652,911	73,109	79,477
Medtronic PLC	475,887	33,593	44,044
Pfizer Inc.	666,666	17,348	27,919
United Therapeutics Corporation	64,480	4,834	14,009
UnitedHealth Group Incorporated	376,488	45,592	57,369
		317,015	399,366
Industrials — 10.3%			
Boeing Company, The,	165,015	29,005	28,591
Cintas Corporation	92,843	5,694	9,809
Cummins Inc.	100,409	17,022	16,452
FedEx Corporation	234,825	50,803	49,978
General Dynamics Corporation	272,778	45,217	48,274
Huntington Ingalls Industries, Inc.	110,797	10,939	15,581
Jacobs Engineering Group Inc.	223,989	13,088	11,364
Northrop Grumman Corporation	134,305	13,691	26,610
Regal Beloit Corporation	132,497	12,924	12,013
Southwest Airlines Co.	886,618	19,468	36,643
		217,851	255,315
Information Technology — 18.2%			
Amdocs Limited	329,528	22,529	22,468
Apple Inc.	818,567	47,264	128,233
Brocade Communications Systems, Inc.	1,568,338	14,490	23,271
Cisco Systems, Inc.	1,446,668	40,613	49,617
Citrix Systems, Inc.	308,594	24,033	27,042
eBay Inc.	205,431	14,242	15,457
EMC Corporation	357,347	11,713	11,779
F5 Networks Inc.	180,909	25,940	27,194
Fiserv, Inc.	181,199	16,718	18,746
Hewlett-Packard Company	295,207	10,015	11,065
Lam Research Corporation	185,214	18,689	18,819
Microsoft Corporation	814,856	28,003	44,934
Oracle Corporation	733,095	30,469	36,900
Skyworks Solutions, Inc.	141,779	6,338	18,434
		311,056	453,959
Materials — 2.5%			
Dow Chemical Company, The,	195,289	12,633	12,481
LyondellBasell Industries N.V., Class A	376,903	41,862	48,732
		54,495	61,213

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SCHEDULE OF INVESTMENT PORTFOLIO (cont'd)

As at June 30, 2015 (All amounts in thousands of Canadian dollars, unless otherwise noted)

Security	Number of Shares or Units	Cost+ (\$)	Fair Value (\$)
<i>Telecommunication Services — 1.6%</i>			
Verizon Communications Inc.	695,006	41,064	40,460
<i>Utilities — 2.3%</i>			
AES Corporation, The,	1,819,623	23,595	30,136
American Electric Power Company, Inc.	410,549	23,433	27,162
		47,028	57,298
Total Investment Portfolio — 98.1%		1,881,423	2,443,505
Other Assets Less Liabilities — 1.9%			46,928
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS — 100.0%			2,490,433

+ Where applicable, distributions received from holdings as a return of capital are used to reduce the adjusted cost base of the securities in the portfolio

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NOTES TO FINANCIAL STATEMENTS

(All amounts in thousands of Canadian dollars, except per unit data)

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1. The Portfolio

BMO Private U.S. Equity Portfolio (“the Portfolio”) is an open-ended mutual fund trust established by a Declaration of Trust under the laws of the Province of Ontario, most recently amended on May 7, 2014. BMO Private Investment Counsel Inc. (“the Manager”) is the Manager of the Portfolio. The address of the Portfolio’s registered office is 1 First Canadian Place, 41st Floor, Toronto, Ontario.

The information provided in these unaudited interim financial statements is for the periods ended June 30, 2015 and June 30, 2014, except for the comparative information in the Statement of Financial Position and the related notes which are as at December 31, 2014.

These financial statements were authorized for issue by the Manager on August 14, 2015.

2. Basis of preparation and presentation

These unaudited interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The Portfolio adopted this basis of accounting effective January 1, 2014, as required by Canadian securities legislation and the Canadian Accounting Standards Board. Certain prior period balances have been reclassified to conform with the current period presentation.

3. Summary of significant accounting policies

Financial instruments

The Portfolio records financial instruments at fair value. Investment transactions are accounted for on the trade date. The Portfolio’s investments are either designated at fair value through profit or loss (“FVTPL”) at inception or classified as held for trading. The changes in the investment fair values and related transaction costs are recorded in the Portfolio’s Statement of Comprehensive Income.

Financial assets or financial liabilities held for trading are those acquired or incurred principally for the purpose of selling or repurchasing in the near future, or on initial recognition, are part of a portfolio of identified financial instruments that the Portfolio manages together and that have a recent actual pattern of short-term profit taking. The Portfolio classifies all derivatives and short positions as held for trading. The Portfolio does not designate any derivatives as hedges in a hedging relationship.

The Portfolio designates all other investments at FVTPL, as they have reliably measurable fair values, are part of a group of financial assets or liabilities that are managed and have their performance evaluated on a fair value basis in accordance with the Portfolio’s investment strategy.

The Portfolio’s outstanding redeemable units, which are puttable instruments, are entitled to a contractual obligation of annual distribution of any net income and net realized capital gains by the Portfolio. This annual distribution can be in cash at the option of the unitholders, and therefore the ongoing redemption feature is not the redeemable units’ only contractual obligation. Consequently, the units of the Portfolio do not meet the conditions to be classified as equity and therefore are classified as financial liabilities and presented at the redemption amounts.

All other financial assets and financial liabilities are measured at amortized cost. Under this method, financial assets and financial liabilities reflect the amount required to be received or paid or discounted, when appropriate, at the contract’s effective interest rate.

The Portfolio has determined that it meets the definition of “investment entity” and as a result, it measures subsidiaries other than those which provide services to the Portfolio, at FVTPL.

Cost of investments

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

Fair value measurement

Investments are recorded at their fair value with the change between this amount and their average cost being recorded as change in unrealized appreciation (depreciation) in the Statement of Comprehensive Income.

For exchange traded securities close prices are considered to be fair value if they fall within the bid-ask spread. In circumstances where the close price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances.

Procedures are in place to fair value securities traded in countries outside of North America daily, to avoid stale prices and to take into account among other things, any

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significant events occurring after the close of a foreign market.

For bonds, debentures, asset-backed securities and other debt securities fair value is represented by bid prices provided by independent security pricing services. Short-term investments, if any, are carried at amortized cost which approximates fair value. Unlisted warrants, if any, 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 Value ("NAV") on each Valuation Date (the "Valuation Date" is each day on which the Toronto Stock Exchange is open for trading), as these values are the most readily and regularly available.

For securities where market quotes are not available, unreliable or not considered to reflect the current value, the Portfolio may determine another value which it considers to be fair and reasonable, 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 or prices. These estimation techniques include discounted cash flows, internal models that utilize observable data or comparisons with other securities that are substantially similar. In limited circumstances, the Portfolio uses internal models where the inputs are not based on observable market data.

The Portfolio's accounting policies for measuring the fair value of its investments and derivatives are aligned with the valuation policies used in measuring its NAV for transactions with unitholders.

Derivative instruments

Derivative instruments are financial contracts that derive their value from underlying changes in interest rates, foreign exchange rates or other financial or commodity prices or indices.

Derivative instruments are either regulated exchange-traded contracts or negotiated over-the-counter contracts. The Portfolio may use these instruments for trading purposes, as well as to manage the Portfolio's risk exposures.

Derivatives are marked to fair value. Discussion of the fair value measurement of derivatives is included in Note 3. Realized and unrealized gains and losses are recorded in the Statement of Comprehensive Income.

Forward currency contracts

A forward currency contract is an agreement between two parties (the Portfolio and the counterparty) to purchase or sell a currency against another currency at a set price on a future date. The Portfolio may enter into forward currency contracts for hedging purposes which can include the hedging of all or a portion of the currency exposure of an investment or group of investments, either directly or indirectly. The Portfolio may also enter into these contracts for non-hedging purposes which can include increasing the exposure to a foreign currency or to shift exposure to foreign currency fluctuations from one country to another. The value of forward currency contracts entered into by the Portfolio is recorded as the difference between the value of the contract on the Valuation Date and the value on the date the contract originated.

Income recognition

Dividend income and distributions from investment trust units are recognized on the ex-dividend and ex-distribution date, respectively.

Interest income from interest bearing investments is recognized in the Statement of Comprehensive Income using the effective interest rate. Interest receivable is shown in the Statement of Financial Position is accrued based on the interest bearing investments' stated rates of interest.

Interest on inflation-indexed bonds is paid based on a principal value, which is adjusted for inflation. The inflation adjustment of the principal value is recognized as part of interest income in the Statement of Comprehensive Income. If held to maturity, the Portfolio 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 Date based on the inflation adjusted par value at that time and is included in "Interest income" in the Statement of Comprehensive Income.

Foreign currency translation

The fair value of investments and other assets and liabilities in foreign currencies are translated into the Portfolio'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 gains (losses)" and unrealized foreign exchange gains (losses)

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are included in "Change in unrealized appreciation (depreciation)" in the Statement of Comprehensive Income. Foreign exchange gains and losses relating to cash, receivables and payables are included in "Foreign exchange gain (loss)".

Securities lending

A Portfolio 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, where applicable, is included in the Statement of Comprehensive Income and is recognized when earned. The securities on loan continue to be displayed in the Schedule of Investment Portfolio. The market value of the securities loaned and collateral held is determined daily. Aggregate values of securities held in trust as at June 30, 2015 and December 31, 2014, where applicable, are disclosed in Note 8(e).

Short-term trading penalty

To discourage excessive trading, the Portfolio may, at the Manager's sole discretion, charge a short-term trading penalty. This penalty is paid directly to the Portfolio and is included in "Short-term penalty trading fees" in the Statement of Comprehensive Income.

Cash

Cash is comprised of cash and deposits with banks which include bankers' acceptances and overnight demand deposits. Cash is recorded at amortized cost.

Other assets and other liabilities

Dividend receivable, interest receivable, distributions from investment trust units receivable, due from broker and subscriptions receivable are measured at fair value and subsequently measured at amortized cost. Similarly, due to broker, redemptions payable and accrued expenses are measured at amortized cost. Other assets and liabilities are short-term in nature, and are carried at cost or amortized cost, which approximates fair value.

Increase or decrease in net assets attributable to holders of redeemable units

"Increase (decrease) in net assets attributable to holders of redeemable units" in the Statement of Comprehensive Income represents the increase (decrease) in net assets attributable to holders of redeemable units divided by the weighted average number of units outstanding during the period.

Taxation

The Portfolio qualifies as a unit trust under the provisions of the Income Tax Act (Canada). Distributions of all net taxable income and sufficient amounts of net realized capital gains for each taxation year will be paid to unitholders so that the Portfolio will not be subject to income tax. As a result, the Portfolio has determined that it is in substance not taxable and therefore nor does it not record income taxes in the Statement of Comprehensive Income and or recognize any deferred tax assets in the Statement of Financial Position.

The Portfolio incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis with the related withholding taxes are shown separately in the Statement of Comprehensive Income.

Investments in associates, joint ventures and subsidiaries

Subsidiaries are entities over which the Portfolio has control through its exposure or rights to variable returns from its investment and has the ability to affect those returns through its power over the entity. The Portfolio has determined that it is an investment entity and as such, it accounts for subsidiaries at fair value. Joint ventures are those where the Portfolio exercises joint control through an agreement with other shareholders. Associates are investments in which the Portfolio exerts significant influence over operating, investing, and financing decisions (such as entities in which the Portfolio owns 20% - 50% of voting shares), all of which have been designated at FVTPL.

Unconsolidated structured entities

The Portfolio invests in securitizations, asset-backed securities and mortgage-backed securities.

The Portfolio has determined that its investments in securitizations, asset-backed securities and mortgage-backed securities are unconsolidated structured entities. The determination is based on the fact that decision making about the securitizations, asset-backed securities and mortgage-backed securities is not governed by the voting right or other similar right held by the Portfolio.

Mortgage-related securities are created from pools of residential or commercial mortgage loans, including mortgage loans made by savings and loan institutions, mortgage bankers, commercial banks and others. Asset-backed securities created from many types of assets,

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including auto loans, credit card receivables, home equity loans, and student loans.

The Portfolio does not provide and has not committed to providing any additional significant financial information or other support to the unconsolidated structured entities other than its investments in the unconsolidated structured entities. During the periods, the Portfolio had no sponsored unconsolidated structured entities.

Additional information on the Portfolio's interest in unconsolidated structured entities, where applicable, is provided in Note 8.

Offsetting of financial assets and financial liabilities

Financial instruments are presented at net or gross amounts on the Statement of Financial Position depending on the existence of intention and legal right to offset opposite positions of such instruments held with the same counterparties. Amounts offset in the Statement of Financial Position are transactions for which the Portfolio has legally enforceable rights to offset and intends to settle the positions on a net basis. Amounts not offset in the Statement of Financial Position relate to transactions where a master netting arrangement or similar agreement is in place with a right of offset only in the event of default, insolvency or bankruptcy, or where the offset criteria are otherwise not met, including where the Portfolio has no intention to settling on a net basis. There were no master netting agreements during the periods.

Accounting standards issued but not yet adopted

Below are accounting standards issued or amended but not yet effective and not yet adopted. The Manager does not expect the adoption of these standards or amendments to have a significant impact to the Portfolio's financial statements.

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments, which addresses classification and measurement, impairment and hedge accounting.

The new standard requires assets to be carried at amortized cost, FVTPL or fair value through other comprehensive income based on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial asset. The classification and measurement of liabilities remains generally unchanged with the exception of liabilities recorded at FVTPL. For these liabilities, fair value changes attributable to changes in the entity's own

credit risk are to be presented in other comprehensive income unless they affect amounts recorded in income.

The new standard also addresses impairment of financial assets. It also introduced a new hedge accounting model that expands the scope of eligible hedged items and risks eligible for hedge accounting, and aligns hedge accounting more closely with risk management.

The new standard is effective for the Portfolio for its fiscal year beginning January 1, 2018. The Portfolio is evaluating the impact of this standard on its financial statements.

4. Critical accounting estimates and judgements

The preparation of financial statements requires the use of judgement in applying the Portfolio's accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgements and estimates that the Portfolio has made in preparing its financial statements:

Accounting judgements:

Functional and presentation currency

The Portfolio unitholders are mainly Canadian residents, with the subscriptions and redemptions of the redeemable units denominated in Canadian dollars. The Portfolio invests in Canadian and U.S. dollars and other foreign denominated securities, as applicable. The performance of the Portfolio is measured and reported to the investors in Canadian dollars. The Manager considers the Canadian dollar as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The financial statements are presented in Canadian dollars, which is the Portfolio's functional and presentation currency.

Classification of measurement of financial instruments and application of fair value option

In classifying and measuring financial instruments held by the Portfolio, the Manager is required to make significant judgements about whether or not the business of the Portfolio is to invest on a total return basis for the purpose of applying the fair value options for financial assets.

Accounting estimates:

Fair value measurement of securities not quoted in an active market

The Portfolio has established policies and control procedures that are intended to ensure these

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judgements are well controlled, independently reviewed, and consistently applied from period to period. The estimates of the value of the Portfolio's assets and liabilities are believed to be appropriate as at the reporting date.

The Portfolio may hold financial instruments that are not quoted in active markets. Note 3 discusses the policies used by the Portfolio for the estimates used in determining fair value.

5. Units and unit transactions

The redeemable units of the Portfolio are classified as liabilities.

The units have no par value and are entitled to distributions, if any. Upon redemption, a unit is entitled to a proportionate share of the Portfolio's NAV. The Portfolio is required to pay distributions in an amount not less than the amount necessary to ensure the Portfolio will not be liable for income taxes. The Portfolio has no restrictions or specific capital requirements on the subscriptions and redemptions of units except as disclosed in Note 8(a). The relevant movements in redeemable units are shown on the Statement of Changes in Net Assets Attributable to Holders of Redeemable Units. In accordance with its investment objectives and strategies, and the risk management practices outlined in Note 7, the Portfolio endeavours to invest the subscriptions received in appropriate investments, while maintaining sufficient liquidity to meet redemptions, with such liquidity being augmented by short-term borrowings or disposal of investments where necessary.

Redeemable units of the Portfolio are offered for sale on a continuous basis and may be purchased or redeemed on any Valuation Date at the NAV per unit of a particular series. The NAV per unit for the purposes of subscription or redemption is computed by dividing the NAV of the Portfolio (that is, the total fair value of the assets less the liabilities) by the total number of units of the Portfolio outstanding at such time.

6. Related party transactions

(a) Unitholder servicing, sub-advisory commissions and other portfolio transaction costs

The Portfolio is provided with certain facilities and services by affiliates of the Manager. Expenses incurred in the administration of the Portfolio were paid to BMO Trust Company ("the Trustee") and to BMO Asset Management Inc. ("the Registrar") and charged to the Portfolio. These expenses are included in "Unitholder

servicing fees" in the Statement of Comprehensive Income.

The sub-advisors (including affiliates of the Manager, where applicable) engaged by the Manager provide investment advice and make investment decisions for the Portfolio's investment portfolio. For these services the sub-advisors receive sub-advisory fees that are paid monthly by the Manager. These expenses are included in "Sub-advisory fees" in the Statement of Comprehensive Income. Any sub-advisory fees less than or equal to 0.15% of the net asset value of the Portfolio are absorbed by the Manager.

The Portfolio may execute trades with and or through BMO Nesbit Burns Inc., an affiliate of the Manager based on established standard brokerage agreements at market prices. These fees are included in "Commissions and other portfolio transaction costs" in the Statement of Comprehensive Income. Refer to Note 8 for related party fees charged to the Portfolio for the periods ended June 30, 2015 and June 30, 2014.

(b) Other related party transactions

From time to time, the Manager may on behalf of the Portfolio enter into transactions or arrangements with or involving subsidiaries or affiliates of Bank of Montreal, or certain other persons or companies that are related or connected to the Manager of the Portfolio. These transactions or arrangements may include transactions or arrangements with or involving subsidiaries and affiliates of Bank of Montreal, BMO Trust Company, BMO Nesbitt Burns Inc., BMO Private Investment Counsel Inc., BMO Asset Management Inc., BMO Asset Management Corp., BMO Investments Inc., Pyrford International Ltd, or other investment funds offered by Bank of Montreal, and may involve the purchase or sale of portfolio securities through or from a subsidiary or affiliate of Bank of Montreal, the purchase or sale of securities issued or guaranteed by a subsidiary or affiliate of Bank of Montreal, entering into forward contracts with a subsidiary or affiliate of Bank of Montreal acting as counterparty, the purchase or redemption of units of other Bank of Montreal affiliated investment funds or the provision of services to the Manager.

7. Financial instruments risks

The Portfolio's activities expose it to a variety of risks associated with the financial instruments, as follows: market risk (including currency risk, interest rate risk and other market risk), credit risk and liquidity risk. The concentration table groups securities by asset

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NOTES TO FINANCIAL STATEMENTS (cont'd)

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type, geographic location and/or market segment. The Portfolio's risk management practice outlines the monitoring of compliance to investment guidelines.

The Manager manages the potential effects of these financial risks on the Portfolio's performance by employing and overseeing professional and experienced portfolio managers that regularly monitor the Portfolio'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 Portfolio, 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 Portfolio's functional currency in determining fair value. The Portfolio may enter into forward currency contracts for hedging purposes to reduce foreign currency exposure or to establish exposure to foreign currencies. The Portfolio's exposure to currency risk, if any, is further disclosed in Note 8.

(b) Interest rate risk

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

(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, as such they are not subject to other market risk. The Portfolio's exposure to other market risk, if any, is further discussed in Note 8.

(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 Portfolio'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 Portfolio's exposure to credit risk, if any, is further discussed in Note 8.

The Portfolio 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 Portfolio must be at least 102% of the fair value of securities loaned, as disclosed in Note 8.

(e) Liquidity risk

The Portfolio's exposure to liquidity risk is concentrated in the daily cash redemptions of units. The Portfolio primarily invests in securities that are traded in active markets and can be readily disposed. In addition, the Portfolio retains sufficient cash and cash equivalent positions to maintain liquidity. The Portfolio 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 the NAV of the Portfolio 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 Portfolio's financial obligations.

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8. Portfolio specific information

(a) Portfolio information, change in units and significant events

The Portfolio's inception date was May 15, 1997.

The number of units that have been issued and are outstanding are disclosed in the table below.

For the periods ended (in thousands of units)	Jun. 30, 2015	Jun. 30, 2014
Units issued and outstanding, beginning of period	99,343	86,021
Issued for cash	11,819	11,661
Redeemed during the period	(5,536)	(9,160)
Units issued and outstanding, end of period	105,626	88,522

Portfolio name change

Effective February 2, 2015, the Portfolio's name changed from BMO Harris U.S. Equity Portfolio to BMO Private U.S. Equity Portfolio.

Manager name change

Effective February 2, 2015, the Manager changed its name from BMO Harris Investment Management Inc. to BMO Private Investment Counsel Inc.

(b) Reconciliation of NAV to Net Assets

As at June 30, 2015 and December 31, 2014, there were no differences between the Portfolio's NAV per unit and its Net Assets per unit calculated in accordance with IFRS.

(c) Increase (decrease) in net assets attributable to holders of redeemable units per unit

The increase (decrease) in net assets attributable to holders of redeemable units per unit for the periods ended June 30, 2015 and June 30, 2014 is calculated as follows:

For the periods ended	Jun. 30, 2015	Jun. 30, 2014
Increase in net assets attributable to holders of redeemable units	235,048	120,664
Weighted average units outstanding during the period	102,807	86,316
Increase in net assets attributable to holders of redeemable units per unit	2.29	1.40

(d) Income taxes

As at the tax year-ended December 2014, there were no capital and non-capital losses carried forward.

(e) Related party transactions

Unitholder servicing

The related party fees charged for unitholder servicing fees are as follows:

For the periods ended	Jun. 30, 2015	Jun. 30, 2014
Unitholder servicing (\$)	131	135

Brokerage commissions and soft dollars

Brokerage commissions paid (excluding transaction costs) on security transactions and amounts paid to related parties of the Manager for brokerage services provided to the Portfolio for the periods are as follows:

For the periods ended	Jun. 30, 2015	Jun. 30, 2014
Total brokerage amounts paid (\$)	774	552
Total brokerage amounts paid to related parties (\$)	—	—

The Manager may select brokers who charge a commission in "soft dollars" if they determine in good faith that the commission is reasonable in relation to the order execution and research services utilized. The ascertainable soft dollar value of services received as a percentage of total brokerage commissions paid under the soft dollar arrangement entered into by the portfolio advisor for the periods ended is as follows:

For the periods ended	Jun. 30, 2015	Jun. 30, 2014
Total soft dollars (\$)	264	—
Total soft dollars as a percentage of total commissions (\$)	34	—

(f) Financial instruments risks

The Portfolio's objective is to provide long-term capital appreciation by investing primarily in larger capitalization U.S. equity securities.

No changes affecting the overall level of risk of investing in the Portfolio were made during the period.

Currency risk

The tables below summarize the Portfolio's exposure to currency risk. Amounts shown are based on the carrying value of monetary and non-monetary assets (including derivatives and the underlying principle (notional) amount of forward currency contracts, if any).

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NOTES TO FINANCIAL STATEMENTS (cont'd)

(All amounts in thousands of Canadian dollars, except per unit data)

June 30, 2015

As at Jun. 30, 2015

	Cash and other current receivables & payables (\$)	Invest- ments (monetary & non- monetary) (\$)	Forward currency contracts (\$)	Net currency exposure (\$)	As a % of Net Assets (%)
U.S. Dollar	46,711	2,443,505	-	2,490,216	100.0

All amounts in Canadian Dollars

As at Dec. 31, 2014

	Cash and other current receivables & payables (\$)	Invest- ments (monetary & non- monetary) (\$)	Forward currency contracts (\$)	Net currency exposure (\$)	As a % of Net Assets (%)
U.S. Dollar	59,939	2,050,704	-	2,110,643	100.0

All amounts in Canadian Dollars

As at June 30, 2015 and December 31, 2014, if the Canadian dollar had strengthened or weakened by 5% in relation to all foreign currencies, with all factors remaining constant, Net Assets could possibly have increased or decreased, respectively, by approximately \$124,511 (December 31, 2014 – \$105,532). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

Interest rate risk

As at June 30, 2015 and December 31, 2014, the Portfolio did not have any significant exposure to interest rate risk.

Other market risk

The Portfolio has a significant exposure to other market risk arising from its investment in equity securities. Using historical correlation between the Portfolio's return and the return of its benchmark, if the benchmark, S&P 500 Index, had increased or decreased by 10%, with all other variables held constant, the Net Assets of the Portfolio would have increased or decreased, respectively, by \$220,134 (December 31, 2014 – \$181,953). Historical correlation may not be representative of future correlation, and accordingly, actual results may differ and the difference could be material.

Credit risk

As at June 30, 2015 and December 31, 2014, the Portfolio did not have any significant exposure to credit risk.

Securities lending

The Portfolio had assets involved in securities lending transactions outstanding as at June 30, 2015 and December 31, 2014 as follows:

	Aggregate Value of Securities on Loan (\$)	Aggregate Value of Collateral Received for the Loan (\$)
June 30, 2015	94,524	104,752
December 31, 2014	96,406	101,491

Concentration risk

The following is a summary of the Portfolio's concentration risk:

As at	Jun. 30, 2015	Dec. 31, 2014
Equities		
Consumer Discretionary	16.0%	14.7%
Consumer Staples	7.9%	9.9%
Energy	7.0%	5.7%
Financials	16.3%	18.3%
Health Care	16.0%	14.1%
Industrials	10.3%	9.9%
Information Technology	18.2%	16.4%
Materials	2.5%	1.0%
Telecommunication Services	1.6%	1.7%
Utilities	2.3%	5.5%
Other Assets Less Liabilities	1.9%	2.8%
	100.0%	100.0%

(g) Financial assets and financial liabilities

Categories of financial assets and financial liabilities

The table below shows the categories of financial assets and financial liabilities.

As at	Jun. 30, 2015	Dec. 31, 2014
Financial assets designated at FVTPL	2,443,505	2,050,704
Loans and receivables	3,896	2,916
Financial liabilities measured at amortized cost	20,519	880

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Net gains and losses on financial assets and financial liabilities at fair value

For the periods ended	Jun. 30, 2015	Jun. 30, 2014
Net realized gains (losses) on financial assets		
Designated at FVTPL	231,427	119,055
	231,427	119,055
Total net realized gains (losses) on financial assets and financial liabilities	231,427	119,055
Change in unrealized gains (losses) on financial assets		
Designated at FVTPL	4,119	4,457
	4,119	4,457
Total change in unrealized gains (losses) on financial assets and financial liabilities	4,119	4,457

(h) Fair value hierarchy

The Portfolio classifies its financial instruments into three levels based on the inputs used to value the financial instruments. Level 1 securities are valued based on quoted prices in active markets for identical securities. Level 2 securities are valued based on significant observable market inputs, such as quoted prices from similar securities and quoted prices in inactive markets or based on observable inputs to models. Level 3 securities are valued based on significant unobservable inputs that reflect the Manager's determination of assumptions that market participants might reasonably use in valuing the securities. The tables below show the relevant disclosure.

As at Jun. 30, 2015

Financial assets	Level 1	Level 2	Level 3	Total
Equity Securities	2,443,505	—	—	2,443,505

As at Dec. 31, 2014

Financial assets	Level 1	Level 2	Level 3	Total
Equity Securities	2,050,704	—	—	2,050,704

Transfers between levels

There were no transfers between levels during the periods.

Manager

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