

# Semi-Annual Management Report of Fund Performance

## BMO Harris U.S. Equity Portfolio

For the period ended June 30, 2014

This semi-annual management report of fund performance contains financial highlights, but does not contain semi-annual or annual financial statements of the Portfolio. If the semi-annual or annual financial statements of the Portfolio do not accompany the mailing of this report, you may obtain a copy of the semi-annual or annual financial statements at your request, and at no cost, by calling 1-800-361-1392, by e-mailing us at [contact.centre@bmo.com](mailto:contact.centre@bmo.com), by writing to us at BMO Harris Investment Management Inc., 1 First Canadian Place, 100 King St. W., 41st Floor, Toronto, Ontario, M5X 1A1 or by visiting our website at [www.bmoharrisprivatebanking.com](http://www.bmoharrisprivatebanking.com) or SEDAR at [www.sedar.com](http://www.sedar.com). You may also contact us using one of these methods to request a copy of the Portfolio's proxy voting policies and procedures, proxy voting disclosure record and/or quarterly portfolio disclosure.

## Management Discussion of Fund Performance

*BMO Harris Investment Management Inc. ("BHIMI" or the "Manager"), the manager and portfolio manager, is responsible for the management of the overall business, investments and operations of the BMO Harris Private Portfolios and has engaged BMO Asset Management Corp. ("BMO AM Corp." or the "sub-advisor") as the sub-advisor of BMO Harris U.S. Equity Portfolio (the "Portfolio").*

### Results of Operations

For the six-month period ended June 30, 2014, the Portfolio returned 8.15% in C\$ (7.74% in US\$), after expenses. The Portfolio's benchmark is the S&P 500 Index, which generated a 7.54% total return in C\$ (7.14% in US\$) over the same six-month period.

The severe winter weather that occurred earlier in the period resulted in slower economic growth in the United States. However, economic data improved later in the period. Energy prices rose as increased geopolitical tension in the Middle East resulted in heightened concern about Iraq's oil supply.

The Portfolio outperformed the benchmark over the period. An underweight position in the Consumer Staples sector contributed to the Portfolio's performance. Significant individual contributors to performance included Southwest Airlines Co., Halliburton Company and Hanesbrands Inc. Southwest Airlines Co. benefited from the economic recovery in

the airline industry. Halliburton Company benefited from rising energy prices and a stronger Energy sector. Meanwhile, the share price of Hanesbrands Inc. rose in response to its announced acquisition of DBApparel.

The Portfolio's overweight position in the Consumer Discretionary sector detracted from performance, as did its underweight position in the Energy sector. Significant individual detractors from performance included United Therapeutics Corporation, Marathon Petroleum Corporation and NetApp, Inc. United Therapeutics Corporation's stock price corrected after being one of the Portfolio's top contributors in 2013. Marathon Petroleum Corporation's stock price fell along with other refiners after a U.S. Commerce Department ruling allowed increased exports of lightly refined crude oil. NetApp, Inc. continues to be negatively affected by a slowdown in storage spending.

During the period, the sub-advisor added several positions in the Portfolio, including EOG Resources, Inc., PNC Financial Services Group, Inc. and Caterpillar Inc. The sub-advisor believes that EOG Resources, Inc. should benefit from rising energy prices and has consistently shown an ability to increase reserves and production. In the sub-advisor's view, PNC Financial Services Group, Inc. is an attractively valued bank that should also benefit from rising interest rates, while Caterpillar Inc. is attractively valued and should benefit from an improving global economy. The sub-advisor sold the Portfolio's positions in McKesson Corporation, DIRECTV, LLC and United

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Therapeutics Corporation. McKesson Corporation is a strong performer that the sub-advisor believes is no longer attractively valued. DIRECTV, LLC accepted a takeover offer from AT&T Inc. United Therapeutics Corporation, a top performer from last year, was reduced to limit its risk potential as a holding in the Portfolio.

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

### Recent Developments

The sub-advisor expects a continued economic recovery, cyclical stocks to outperform defensive stocks, and rising interest rates. The sub-advisor has positioned the Portfolio according to these expectations.

### *Significant Accounting Changes*

#### *Resulting from our Adoption of IFRS*

Effective January 1, 2014, the Portfolio adopted International Financial Reporting Standards ("IFRS") as its basis of accounting. The semi-annual financial statements for the period ended June 30, 2014 are the first set of financial statements prepared on an IFRS basis. The adjustments made to reflect the impact of the change from Canadian GAAP to IFRS are presented in note 8 to the financial statements.

Key changes to the financial statements as a result of the implementation of IFRS are:

- Statement of Financial Position has replaced the former Statement of Net Assets:
  - The Portfolio's unitholders investments in the units of the Portfolios did not qualify for equity classification under IFRS and have been classified as a financial liability for financial reporting purposes.
  - Classification of financial instruments: derivatives and short positions have been classified as held for trading while all other financial instruments have been designated as fair valued through profit and loss ("FVTPL"). Following adoption of IFRS by the Portfolio, for financial reporting purposes the Portfolio now fair values its investment securities traded on an exchange at close price, which is determined as the price within the bid ask range that represents the best estimate of fair value.

- Statement of Comprehensive Income replaced Statement of Operations
  - The Portfolio accounts for interest income using the effective interest rate method, rather than the coupon method previously used under Canadian GAAP.
- Statement of Changes in Net Assets Attributable to Holders of Redeemable Units replaced the Statement of Changes in Net Assets and the Portfolio now presents a Statement of Cash Flows.
- Other notable changes to the financial statement notes include additional or enhanced information in the notes to the financial statements, including a more detailed note and reconciliation on the Portfolio's transition from Canadian GAAP to IFRS.

### Related Party Transactions

BMO Trust Company, an indirect, wholly-owned subsidiary of Bank of Montreal, is the trustee (the "trustee") and BHIMI is the manager of the Portfolio. From time to time, BHIMI may, on behalf of the Portfolio, enter into transactions or arrangements with or involving other members of BMO Financial Group, or certain other persons or companies that are related or connected to the Portfolio (each, a "related party" and collectively, the "related parties").

#### *Sub-advisor*

BHIMI has hired BMO AM Corp., a related party, to provide investment advice and make investment decisions for the Portfolio's investment portfolio. BMO AM Corp. receives an investment advisory fee based on assets under management that is paid quarterly. BMO AM Corp. is paid by BHIMI.

#### *Wealth Management Fee*

Units of the Portfolio are only available through the wealth management service offered by BMO Financial Group. The trustee, a related party, and the manager receive an annual fee from each investor for the wealth management service offered by BMO Financial Group. A tiered schedule is applied to calculate the annual fee for this service. The fee schedule starts at 1.95% and declines to 0.20% (depending on the nature and size of the investor's investment portfolio), and is calculated as a percentage of the assets under management. The actual wealth management fee payable by each investor

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is set out in BHIMI's *Investment Management Fee Schedule* that has been provided to the investor when the investor enters into an investment management agreement with the trustee and BHIMI. The wealth management fee is paid directly by the investor to the trustee and the manager. The trustee may compensate financial institutions and securities registrants within BMO Financial Group for client referrals to the wealth management service.

### *Unitholder Services*

The Portfolio is provided with certain facilities and services by related parties. BMO Asset Management Inc. ("BMO AM Inc.") is the registrar of the Portfolio. The trustee and BMO AM Inc. are paid by the Portfolio for fees relating to the custodial and administrative services they provide, respectively. Administrative services include fund accounting, record keeping and purchases/redemption order processing. The fees charged to the Portfolio during the period were as follows:

	<b>Period ended June 30, 2014 (\$000s)</b>	<b>Period ended June 30, 2013 (\$000s)</b>
Unitholder Services	135	134

### Management Fee

There is no management fee charged to the Portfolio. The trustee and the manager receive an annual wealth management fee from investors for the wealth management service offered by BMO Financial Group.

## BMO Harris U.S. Equity Portfolio

### Financial Highlights

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

The Portfolio's Net Assets Per Unit <sup>(1)</sup>	Six months ended June 30, 2014	Years ended December 31				
		2013	2012	2011	2010	2009
Net assets, beginning of period <sup>(5)</sup>	\$ 17.30	12.35	11.22	10.65	9.82	9.79
<b>Increase (decrease) from operations:</b>						
Total revenue	\$ 0.15	0.22	0.22	0.17	0.13	0.15
Total expenses <sup>(2)</sup>	\$ (0.03)	(0.02)	(0.02)	(0.02)	(0.02)	(0.03)
Realized gains (losses) for the period	\$ 1.23	1.72	0.02	0.53	0.05	(1.12)
Unrealized gains (losses) for the period	\$ 0.05	3.23	1.08	0.04	0.80	1.27
<b>Total increase (decrease) from operations <sup>(3)</sup></b>	<b>\$ 1.40</b>	<b>5.15</b>	<b>1.30</b>	<b>0.72</b>	<b>0.96</b>	<b>0.27</b>
<b>Distributions:</b>						
From income (excluding dividends)	\$ —	0.00	0.00	0.00	—	—
From dividends	\$ —	0.19	0.19	0.17	0.11	0.13
From capital gains	\$ —	—	—	—	—	—
Return of capital	\$ —	0.00	0.00	0.00	0.00	0.00
<b>Total Annual Distributions <sup>(4)</sup></b>	<b>\$ —</b>	<b>0.19</b>	<b>0.19</b>	<b>0.17</b>	<b>0.11</b>	<b>0.13</b>
<b>Net assets, end of period <sup>(5)</sup></b>	<b>\$ 18.71</b>	<b>17.29</b>	<b>12.35</b>	<b>11.22</b>	<b>10.65</b>	<b>9.82</b>

<sup>(1)</sup> This information is derived from the Portfolio's audited annual financial statements and unaudited June 30, 2014 semi-annual financial statements. Prior to 2014, the net assets per unit presented in the financial statements differed 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.

<sup>(2)</sup> Includes commissions and portfolio transaction costs. Prior to 2014, withholding taxes were not included in expenses as they were included in revenue.

<sup>(3)</sup> 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. This table is not intended to be a reconciliation of beginning to ending net assets per unit.

<sup>(4)</sup> Distributions were paid in cash or reinvested in additional units of the Portfolio, or both.

<sup>(5)</sup> Net assets prior to 2014 were calculated under Canadian GAAP. Net assets in 2014 were calculated under IFRS.

Ratios and Supplemental Data	Six months ended June 30, 2014	Years ended December 31				
		2013	2012	2011	2010	2009
Total net asset value (000s) <sup>(1)</sup>	\$ 1,656,584	1,488,013	738,655	620,756	586,020	442,912
Number of units outstanding (000s) <sup>(1)</sup>	88,522	86,021	59,827	55,317	55,010	45,097
Management expense ratio <sup>(2)</sup>	% 0.04	0.05	0.06	0.08	0.09	0.09
Management expense ratio before waivers or management absorptions	% 0.33	0.22	0.14	0.08	0.09	0.09
Trading expense ratio <sup>(3)</sup>	% 0.07	0.10	0.07	0.09	0.12	0.21
Portfolio turnover rate <sup>(4)</sup>	% 33.69	67.59	38.03	64.95	64.11	83.27
Net asset value per unit	\$ 18.71	17.30	12.35	11.22	10.65	9.82

<sup>(1)</sup> This information is provided as at June 30 or December 31 of the period shown.

<sup>(2)</sup> 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.

<sup>(3)</sup> The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.

<sup>(4)</sup> The portfolio turnover rate indicates how actively the Portfolio's sub-advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Portfolio buying and selling all of the securities in its portfolio once in the course of the year. The higher a portfolio turnover rate in a year, the greater the trading costs payable by the Portfolio 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 portfolio.

# BMO Harris U.S. Equity Portfolio

## Past Performance

### General

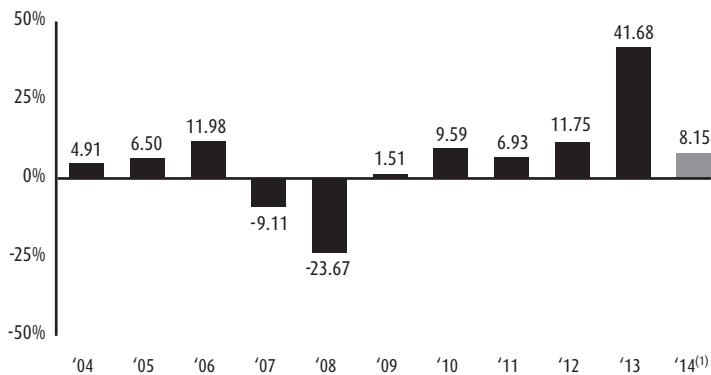
The Portfolio's performance information assumes that all distributions made by the Portfolio in the periods shown were reinvested in additional units of the Portfolio and is based on the net asset value of the Portfolio.

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, how the Portfolio has performed in the past does not necessarily indicate how it will perform in the future.

### Year-by-Year Returns

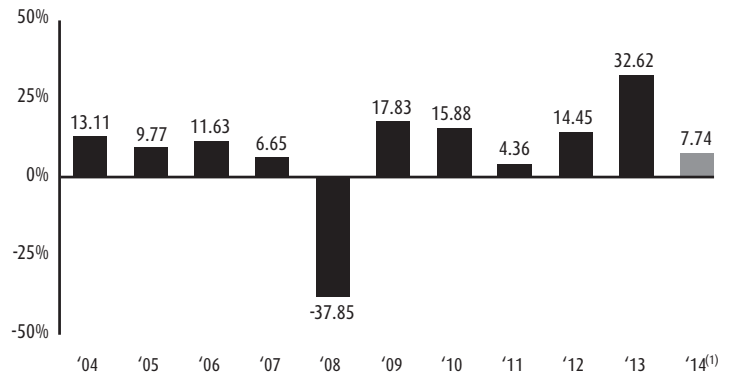
The following bar charts show the performance for each of the financial years and for the six-month period ended June 30, 2014 shown and illustrate how the performance has changed from year to year. The bar charts show in percentage terms how an investment made on the first day of each financial year would have increased or decreased by the last day of each financial year.

#### BMO Harris U.S. Equity Portfolio (C\$)



<sup>(1)</sup> For the six-month period ended June 30, 2014.

#### BMO Harris U.S. Equity Portfolio (US\$)



<sup>(1)</sup> For the six-month period ended June 30, 2014.

## BMO Harris U.S. Equity Portfolio

### Summary of Investment Portfolio

as at June 30, 2014

Portfolio Allocation	% of Net Asset Value
Information Technology	18.1
Financials	17.0
Consumer Discretionary	14.9
Health Care	11.2
Energy	11.0
Industrials	9.6
Consumer Staples	7.2
Materials	3.6
Utilities	3.2
Cash/Receivables/Payables	2.3
Telecommunication Services	1.9
<b>Total portfolio allocation</b>	<b>100.0</b>

Top 25 Holdings	% of Net Asset Value
<b>Issuer</b>	
Apple Inc.	5.1
Microsoft Corporation	3.3
Chevron Corporation	3.2
Wells Fargo & Company	3.2
Pfizer Inc.	2.6
Comcast Corporation, Class A	2.5
QUALCOMM Incorporated	2.4
Cash/Receivables/Payables	2.3
CVS Caremark Corporation	2.2
Kroger Co., The,	2.1
Discover Financial Services	2.1
Ameriprise Financial, Inc.	2.0
Travelers Companies Inc., The,	2.0
Verizon Communications Inc.	1.9
Northrop Grumman Corporation	1.9
Halliburton Company	1.9
Macy's, Inc.	1.9
EOG Resources, Inc.	1.9
AES Corporation, The	1.8
PNC Financial Services Group, Inc.	1.7
Fifth Third Bancorp	1.7
Boeing Company, The,	1.7
Capital One Financial Corporation	1.7
Medtronic, Inc.	1.7
Tyson Foods Inc., Class A	1.6
<b>Top holdings as a percentage of net asset value</b>	<b>56.4</b>
<b>Total Net Asset Value</b>	<b>\$1,656,584,074</b>

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

**Manager**

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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 or implied 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 Portfolio may invest and the risks detailed from time to time in BMO Harris Private Portfolios’ 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 Portfolio, 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 Harris Investment Management 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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