

# Semi-Annual Management Report of Fund Performance

## BMO Harris Canadian Income Equity Portfolio

For the period ended June 30, 2012

This semi-annual management report of fund performance contains financial highlights but does not contain semi-annual financial statements of the Portfolio. If the semi-annual financial statements of the Portfolio do not accompany the mailing of this report, you may obtain a copy of the semi-annual financial statements at your request, and at no cost, by calling 1-800-361-1392, by e-mailing us at [contact.centre@bmonb.com](mailto:contact.centre@bmonb.com), by writing to us at BMO Harris Investment Management Inc., 1 First Canadian Place, 100 King St. W., 41st Floor, Toronto, Ontario, M5X 1H3 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"), the manager and portfolio manager, is responsible for the management of the overall business, investments and operations of BMO Harris Private Portfolios and has engaged BMO Asset Management Inc. ("BMO AM") as the sub-advisor (the "sub-advisor") of BMO Harris Canadian Income Equity Portfolio (the "Portfolio").*

*On March 26, 2012, BHIMI's investment research and Canadian equity portfolio management team joined BMO AM to form a centralized investment team in Canada. As a result, BMO AM is now the sub-advisor for the Portfolio, while BHIMI continues as the manager.*

#### Results of Operations

Over the six-month period ended June 30, 2012, the Portfolio returned 2.0%, after expenses.

The Portfolio's benchmark is the S&P/TSX Composite Index, which generated a total return of -1.5% over the same six-month period.

Capital markets were materially impacted by sovereign debt concerns in Europe and the slowing pace of economic growth in China over the first half of 2012. Global equity markets were generally stronger in the first three months of the year as U.S. domestic manufacturing activity picked up and the unemployment rate fell in response to job creation in the private sector. In addition, the European Union backed a second bailout package for Greece. In this positive environment, the Portfolio's benchmark rallied 4.4%.

Market sentiment turned negative in the second quarter when investors focused on the impact of a rapidly slowing Chinese economy and further debt problems in Europe. In addition, U.S. economic activity slowed in the second quarter, which fuelled more investor anxiety and contributed to a decline of 5.7% for the Portfolio's benchmark for the three months ending June 30, 2012.

Over the six-month period ending June 30, 2012, the Consumer Discretionary, Health Care, Consumer Staples, Industrials, Financials, Telecommunication Services, and Utilities sectors led the market. Lagging sectors were Energy, Materials, and Information Technology. The Portfolio benefited from its focus on higher-yielding securities with more stable earnings streams in economically defensive sectors. Specifically, the Portfolio was bolstered by a larger allocation to the Financials, Telecommunication Services, Consumer Staples, Consumer Discretionary, and Utilities sectors relative to its benchmark. In addition, the Portfolio's smaller allocation to the Information Technology, Energy, and Materials sectors helped relative performance. The Portfolio's smaller allocation to the Health Care and Industrials sectors detracted from relative performance.

On a security-specific basis, Brookfield Asset Management Inc., Sun Life Financial Inc., Encana Corp., Brookfield Office Properties Inc., and Tim Hortons Inc. added to the Portfolio's performance. Conversely, holdings in Canadian Natural Resources Ltd., SNC-Lavalin Group Inc., Barrick Gold Corp., Crescent Point Energy Corp., and Goldcorp Inc. detracted from performance.

## BMO Harris Canadian Income Equity Portfolio

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*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

U.S. employment numbers for June 2012 showed the U.S. economy added 80,000 jobs in the month, slightly below the approximately 100,000 new jobs economists had expected. Job creation is the key to a sustainable economic recovery and is necessary for an economy to move to an expansion stage. The Portfolio's sub-advisor notes that, while the employment numbers were disappointing, it is important to keep this in perspective. The emergence of job-growth patterns following a recession is often very gradual and can stretch over a number of years. Moreover, the job-creation pattern is rarely linear; it generally emerges in a cyclical upward trend, with soft patches followed by periods of strength. The sub-advisor expects job creation to improve over the coming months as U.S. economic growth picks up and employers' confidence improves.

The sub-advisor maintains a positive outlook for the Canadian equity market over the medium and longer term and expects equity prices to advance gradually over the coming year as the U.S. economy improves and China engineers a soft landing for its economy. The sub-advisor expects equity-market volatility to remain high as uncertainties related to the European debt crisis are likely to persist. Moreover, there may be periods when leading economic indicators in the United States will be mixed and economic activity will soften. This is normal for a recovery phase; economic activity commonly does not improve in a linear manner coming out of a recession.

In summary, although shorter-term economic challenges and market volatility may still lie ahead, the sub-advisor believes that the Portfolio is well positioned, with an emphasis on high-quality, dividend-paying companies with strong fundamentals and attractive valuations. The sub-advisor remains confident that the consistent application of a disciplined investment process will continue to produce positive results for the Portfolio over the long term.

### Change to Expenses

The Portfolio is responsible for the payment of all expenses relating to the operation of the Portfolio and the carrying on of its business. Currently, these expenses are capped and the trustee absorbs any expenses above this capped amount.

Effective October 1, 2012, the existing cap on the expenses of the Portfolio will be removed. Also, commencing on that date, any fees payable to the sub-advisor of the Portfolio over 0.15% (plus any applicable HST) will become an expense of the Portfolio.

### Transition to International Financial Reporting Standards

In March 2011, the Canadian Accounting Standards Board ("AcSB") amended its mandatory requirement for all Canadian publicly accountable enterprises to prepare their financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), permitting investment companies, which includes mutual funds, to defer the adoption of IFRS. On December 12, 2011, the AcSB decided to extend by one year the deferral from fiscal years beginning on or after January 1, 2013 to January 1, 2014.

The deferral of the mandatory IFRS changeover date to January 1, 2014 is to prevent Canadian investment companies and segregated accounts of life insurance enterprises from having to change their current accounting treatment for controlled investees while the IASB finalizes its proposed investment entities standard. Under IFRS 10 Consolidated Financial Statements, investment companies are required to consolidate their controlled investments. The IASB has issued an exposure draft that will exempt entities that qualify as investment entities from consolidating their controlled investments and requires such entities to record, with very limited exceptions, all of their investments at fair value through profit or loss account. This exposure draft is still under review. Canadian Generally Accepted Accounting Principles ("GAAP") permits investment companies to fair value their investments regardless of whether those investments are controlled. The AcSB will continue to monitor the need to revise the IFRS changeover date for these entities.

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The Portfolio has not elected to early adopt IFRS, therefore it will adopt IFRS effective January 1, 2014. The Portfolio expects to report its financial results for the six-month period ending June 30, 2014 prepared on an IFRS basis. The Portfolio will also provide comparative data on an IFRS basis, including an opening balance sheet as at January 1, 2013. Further revisions by the AcSB to the IFRS adoption date for investment companies are possible.

BHIMI has not identified any changes that will impact net asset value per unit as a result of the changeover to IFRS. However, this determination is subject to change as BHIMI finalizes its assessment of potential IFRS differences and as new standards are issued by the IASB prior to the Portfolio's adoption of IFRS. The criteria contained within the IFRS Financial Instruments: Presentation Standard may require unit-holders' equity to be classified as a liability within the Portfolio's Statement of Net Assets, unless certain conditions are met. BHIMI is currently assessing the Portfolio's unitholder structure to confirm classification.

### 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").

### Portfolio Manager

BHIMI has hired BMO AM, a related party, to provide investment advice and make investment decisions for the Portfolio's investment portfolio. BMO AM receives an investment advisory fee based on assets under management that is paid monthly. BMO AM is paid by BHIMI and not by the Portfolio.

### Brokerage Commissions

The Portfolio pays standard brokerage commissions at market rates to BMO Nesbitt Burns Inc., an affiliate of the manager, for executing a portion of its trades. The brokerage commissions charged to the Portfolio during the period were as follows:

	2012 (\$000s)	2011 (\$000s)
Total Brokerage Commissions	244	61
Brokerage Commissions paid to BMO Nesbitt Burns Inc.	5	4

### Wealth Management Fee

Units of the Portfolio are only available through the wealth management service offered through BMO Financial Group. The trustee, a related party, receives an annual fee from each investor for the wealth management service offered through 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 investment management fee payable by each investor is set out in the BHIMI Investment Management Fee Schedule that has been provided to the investor in conjunction with the investment management agreement between the investor, the trustee and BHIMI. This fee is paid directly by the investor to the trustee. The trustee may compensate financial institutions and securities registrants within BMO Financial Group for client referrals to the wealth management service.

## BMO Harris Canadian Income Equity Portfolio

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### *Unitholder Services*

The Portfolio is provided with certain facilities and services by related parties. BMO AM is the registrar of the Portfolio. The trustee and BMO AM 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>2012</b> <b>(\$000s)</b>	<b>2011</b> <b>(\$000s)</b>
Unitholder Services	81	69

### Management Fee

There is no management fee charged to the Portfolio. The trustee receives an annual fee from investors for the wealth management service offered through BMO Financial Group.

## BMO Harris Canadian Income 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, 2012	Years ended December 31				
		2011	2010	2009	2008	2007
Net assets, beginning of period	\$ 6.23	6.44	5.87	4.84	6.76	6.57
<b>Increase (decrease) from operations:</b>						
Total revenue	\$ 0.10	0.19	0.18	0.18	0.17	0.16
Total expenses	\$ (0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)
Realized gains (losses) for the period	\$ (0.02)	0.09	0.02	0.14	—	0.69
Unrealized gains (losses) for the period	\$ 0.03	(0.27)	0.57	0.87	(1.84)	(0.45)
<b>Total increase (decrease) from operations <sup>(2)</sup></b>	<b>\$ 0.11</b>	<b>0.01</b>	<b>0.77</b>	<b>1.18</b>	<b>(1.68)</b>	<b>0.39</b>
<b>Distributions:</b>						
From income (excluding dividends)	\$ —	0.00	0.01	—	0.01	—
From dividends	\$ 0.09	0.18	0.17	0.17	0.16	0.16
From capital gains	\$ —	—	—	0.06	—	0.05
Return of capital	\$ —	0.00	0.00	0.00	0.00	0.00
<b>Total Annual Distributions <sup>(3)</sup></b>	<b>\$ 0.09</b>	<b>0.18</b>	<b>0.18</b>	<b>0.23</b>	<b>0.17</b>	<b>0.21</b>
<b>Net assets, end of period</b>	<b>\$ 6.27</b>	<b>6.23</b>	<b>6.44</b>	<b>5.87</b>	<b>4.84</b>	<b>6.76</b>

<sup>(1)</sup> This information is derived from the Portfolio's audited annual financial statements and unaudited June 30, 2012, semi-annual financial statements. The net assets per unit presented in the financial statements differs from the net asset value calculated for Portfolio pricing purposes. An explanation of these differences can be found in the notes to the financial statements.

<sup>(2)</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>(3)</sup> Distributions were paid in cash or reinvested in additional units of the Portfolio, or both.

Ratios and Supplemental Data	Six months ended June 30, 2012	Years ended December 31				
		2011	2010	2009	2008	2007
Total net asset value (000s) <sup>(1)</sup>	\$ 827,981	725,339	659,818	541,189	338,591	341,114
Number of units outstanding (000s) <sup>(1)</sup>	131,917	116,205	102,335	92,050	69,900	50,435
Management expense ratio <sup>(2)</sup>	% 0.04	0.04	0.04	0.07	0.07	0.06
Management expense ratio before waivers or management absorptions	% 0.04	0.04	0.04	0.07	0.07	0.06
Trading expense ratio <sup>(3)</sup>	% 0.06	0.03	0.02	0.09	0.07	0.05
Portfolio turnover rate <sup>(4)</sup>	% 2.56	6.44	1.81	25.43	10.69	15.90
Net asset value per unit	\$ 6.28	6.24	6.45	5.88	4.84	6.76

<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 investment manager 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 Canadian Income Equity Portfolio

## Past Performance

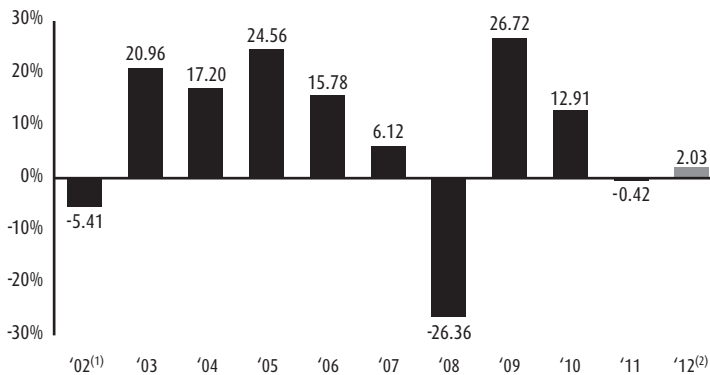
### General

The Portfolio's performance information assumes that all distributions made by the Portfolio in the periods shown were used to purchase 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 indicate how it will perform in the future.

### Year-by-Year Returns

The following bar chart(s) show the performance for each of the financial years and for the six-month period ended June 30, 2012 shown. The chart(s) 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 the financial year.



<sup>(1)</sup> Return from March 1, 2002 to December 31, 2002. Two mutual funds, both of which were offered by way of private placement, merged to form the Portfolio on February 28, 2002.

<sup>(2)</sup> For the six-month period ended June 30, 2012.

## BMO Harris Canadian Income Equity Portfolio

### Summary of Investment Portfolio

as at June 30, 2012

Portfolio Allocation	% of Net Asset Value	Top 25 Holdings	% of Net Asset Value
Financials	39.8	Toronto-Dominion Bank, The	7.4
Energy	18.3	Bank of Nova Scotia	5.0
Materials	7.9	Royal Bank of Canada	4.8
Telecommunication Services	7.9	National Bank of Canada	4.6
Consumer Discretionary	5.8	Enbridge Inc.	4.0
Utilities	4.8	Suncor Energy Inc.	4.0
Industrials	4.7	Tim Hortons Inc.	3.8
Consumer Staples	3.7	BCE Inc.	3.8
Money Market Investments	3.6	Cash/Receivables/Payables	3.5
Cash/Receivables/Payables	3.5	IGM Financial Inc.	3.0
		Sun Life Financial Inc.	3.0
		Brookfield Office Properties Inc.	2.9
		Manulife Financial Corporation	2.9
		Potash Corporation of Saskatchewan Inc.	2.9
		Goldcorp Inc.	2.8
		TransCanada Corporation	2.8
		Shoppers Drug Mart Corporation	2.7
		Brookfield Infrastructure Partners L.P.	2.5
		Canadian National Railway Company	2.4
		Fortis Inc.	2.4
		Rogers Communications Inc., Class B	2.3
		Cenovus Energy Inc.	2.2
		Barrick Gold Corporation	2.2
		Brookfield Asset Management Inc., Class A	2.0
		Thomson Reuters Corporation	1.9
		<b>Top holdings as a percentage of net asset value</b>	<b>81.8</b>
		<b>Total Net Asset Value</b>	<b>\$827,980,519</b>

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

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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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