

Name of Investment Advisor:						
HIM MONEY, INC.						
Address:	(Number and Street)	(City)	(Province)	(Postal Code)	Area Code:	Telephone Number:
	302 Bay St., 12 <sup>th</sup> Fl	Toronto	ON	M5X 1A1	(416)	359-8097

This part of Form ADV gives information about the investment advisor and its business for the use of clients. This information has not been approved or verified by any governmental authority.

### Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees.....	2
2	Types of Clients.....	2
3	Types of Investments.....	3
4	Methods of Analysis, Sources of Information and Investment Strategies.....	3
5	Education and Business Standards.....	4
6	Education and Business Background.....	4
7	Other Business Activities.....	4
8	Other Financial Industry Activities or Affiliations.....	4
9	Participation or Interest in Client Transactions.....	5
10	Conditions for Managing Accounts.....	5
11	Review of Accounts.....	5
12	Investment or Brokerage Discretion.....	6
13	Additional Compensation.....	6
14	Balance Sheet.....	6
	Continuation Sheet.....	Schedule F

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Form ADV**  
**Part II – Page 2**

<b>Applicant:</b> HIM Moneyg, Inc.	<b>SEC File Number:</b> 801-62435	<b>Date:</b> 5/30/08
---------------------------------------	--------------------------------------	-------------------------

**Definitions for Part II**

Related person – Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services – Giving continuous investment advice to a client (or making investments for client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

**1. A. Advisory Services and Fees. (check the applicable boxes)**

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

- |   |             |
|---|-------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services.....   | <b>100%</b> |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving supervisory services.....   | _____       |
| <input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above.....  | _____       |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription .....  | _____       |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service above.....   | _____       |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | _____       |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities.....   | _____       |
| <input type="checkbox"/> (8) Provides a timing service.....   | _____       |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above.....   | _____       |

Percentages should be based on applicant's last fiscal year. If applicant has not completed its fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

**B. Does applicant call any of the services it checked above financial planning or some similar term? .....** ☐ Yes ☒ No

**C. Applicant offers investment advisory services for: (check all that apply)**

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges                                     | <input type="checkbox"/> (5) Commissions       |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees)       | <input checked="" type="checkbox"/> (6) Other  |

**D. For each checked box in A above, describe on Schedule F:**

- the services provided, including the name of any publication or report issued by the advisor on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are changed and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

**2. Types of clients – Applicant generally provides investment advice to: (check those that apply)**

- |   |   |
|---|---|
| <input type="checkbox"/> (A) Individuals ( <b>participating in a third-party sponsored wrap fee program</b> ) | <input type="checkbox"/> (E) Trusts, estates, or charitable organizations                               |
| <input checked="" type="checkbox"/> (B) Banks or thrift institutions  | <input checked="" type="checkbox"/> (F) Corporations or business entities other than those listed above |
| <input checked="" type="checkbox"/> (C) Investment companies  | <input type="checkbox"/> (G) Other (describe on Schedule F)   |
| <input checked="" type="checkbox"/> (D) Pension and profit sharing plans                                      |   |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

<b>Applicant:</b> HIM Money, Inc.	<b>SEC File Number:</b> 801-62435	<b>Date:</b> 5/30/08
--------------------------------------	--------------------------------------	-------------------------

**3. Types of Investments. Applicant offers advice on the following: (check those that apply)**

- |   |  |
|---|--|
| <p><b>A. Equity Securities</b></p> <p><input type="checkbox"/> (1) exchange-listed securities</p> <p><input type="checkbox"/> (2) securities traded over-the-counter</p> <p><input type="checkbox"/> (3) foreign issuers</p> <p><input type="checkbox"/> <b>B. Warrants</b></p> <p><input checked="" type="checkbox"/> <b>C. Corporate debt securities</b><br/>(other than commercial paper)</p> <p><input type="checkbox"/> <b>D. Commercial Paper</b></p> <p><input type="checkbox"/> <b>E. Certificates of deposit</b></p> <p><input type="checkbox"/> <b>F. Municipal Securities</b></p> <p><b>G. Investment company securities</b></p> <p><input type="checkbox"/> (1) variable life insurance</p> <p><input type="checkbox"/> (2) variable annuities</p> <p><input type="checkbox"/> (3) mutual fund shares</p> | <p><input checked="" type="checkbox"/> <b>H. United States Government Securities</b></p> <p><b>I. Options contracts on:</b></p> <p><input type="checkbox"/> (1) securities</p> <p><input type="checkbox"/> (2) commodities</p> <p><b>J. Futures contracts on:</b></p> <p><input type="checkbox"/> (1) tangibles</p> <p><input type="checkbox"/> (2) intangibles</p> <p><b>K. Interests in partnerships investing in:</b></p> <p><input type="checkbox"/> (1) real estate</p> <p><input type="checkbox"/> (2) oil and gas interests</p> <p><input type="checkbox"/> (3) other (explain on Schedule F)</p> <p><input checked="" type="checkbox"/> L. Other (explain on Schedule F)</p> |
|---|--|

**4. Methods of Analysis, Sources of Information, and Investment Strategies**

**A. Applicant's security analysis methods include: (check those that apply)**

- |   |   |
|---|---|
| (1) <input type="checkbox"/> Charting               | (4) <input type="checkbox"/> Cyclical                                 |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical   |   |

**B. The main sources of information applicant uses includes: (check those that apply)**

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input checked="" type="checkbox"/> Timing services   |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities   | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F)   |

**C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)**

- |  |  |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options<br>or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input type="checkbox"/> Short sales   |  |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Form ADV**  
**Part II – Page 4**

**Applicant:**

HIM Money, Inc.

**SEC File Number:**

801-62435

**Date:**

5/30/08

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.....☒ Yes ☐ No

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name formal education after high school
- year of birth business background for the preceding five years

**7. Other Business Activities (check those that apply)**

- ☐ (A) Applicant is actively engaged in a business other than giving investment advice.
- ☐ (B) Applicant sells products or services other than investment advice to clients.
- ☐ (C) The principal business of applicant or its principal executive officers involves something other than providing investment advice

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations (check those that apply)**

- ☐ (A) Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ (B) Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading operator or commodity trading adviser.
- ☐ (C) Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |   |  |
|---|--|
| <input type="checkbox"/> (1) broker dealer  | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company   | <input type="checkbox"/> (8) law firm  |
| <input checked="" type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm  | <input type="checkbox"/> (10) pension consultant                                   |
| <input checked="" type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input checked="" type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest.....☐ Yes ☒ No

(If yes, describe on Schedule F the partnerships and what they invest in.)

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Applicant:**

HIM Money, Inc.

**SEC File Number:**

801-62435

**Date:**

5/30/08

**9. Participation or Interest in Client Transactions**

Applicant or related person: (check those that apply)

- ☐ (A) As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ (B) As broker or agent effects securities transactions for compensation for any client.
- ☐ (C) As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ (D) Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interests
- ☒ (E) Buys or sells for itself securities that it also recommends to clients.

(For each checked box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

**10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account? ..... ☒ **Yes**    ☐ **No**

(If yes, describe on Schedule F.)

**11. Review of Accounts.** If applicant provides investments supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

**A. Describe below the reviews and reviewers of the accounts. For reviews, include their frequency, different levels, and triggering factors. For reviewers, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.**

In addition to its normal investment management and advisory portfolio process, Portfolio Managers formally review the performance of client portfolios on a weekly basis, in the Weekly Investment Team Meeting which all investment professionals and the Head of MIS attend. . The meeting agenda includes a review of the performance of each account and firm composites, attribution analysis, account tests/guidelines compliance, high risk positions, significant changes in the credit risk of individual issuers, large price/spread movements of individual securities, etc. It is in this forum that portfolio positioning (including plans for investing cash balances), buy/sell ideas and portfolio strategies are discussed in the context of the market environment and economic developments. As part of the Investment Team Meeting mandate, a senior member of the team will review and sign the meeting minutes.

The Chairman of HIM Money, or designate, chairs the Investment Policy Committee (“IPC”) meeting that occurs no less than quarterly. Voting members of the IPC include senior members of Money’s Investment Team, including all portfolio managers (see Item 6 referenced in this disclosure), HIM’s Head of Fixed Income and HIM’s Chief Investment Officer and Chief Executive Officer. The Senior Compliance Officers also sit on the committee as non voting members. . Among other things, the IPC is responsible for reviewing performance, executed trades, trade allocation, portfolio tests/guidelines, the investment process and any client or personal trading violations. A formal account review is performed at least annually to ensure the firm is investing in accordance with client guidelines, investment directives and relevant laws and regulations. With respect to new accounts, the IPC will conduct an initial review of the objectives of the account, ensure that “Know Your Client” criteria are met and provide its approval for the account. After acceptance the account, it is then included in the process described above, including the cycle of regular portfolio manager reviews, Weekly Investment Team Meetings, and the IPC formal portfolio reviews.

**B. Describe below the nature and frequency of regular reports to clients on their accounts.**

In general, clients will receive a quarterly report, which summarizes the performance of the account during the immediately preceding quarter. Clients will also meet with portfolio managers on at least an annual basis as agreed by the client and the assigned portfolio manager. During such meetings, the portfolio managers review with the client relevant objectives, guidelines, securities in the client’s account, investment performance, market outlook, and current investment strategy.

Applicant:

HIM Money, Inc.

SEC File Number:

801-62435

Date:

5/30/08

**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- (1) securities to be bought or sold? ..... ☒ Yes ☐ No
- (2) amount of the securities to be bought or sold?..... ☒ Yes ☐ No
- (3) broker or dealer to be used?..... ☒ Yes ☐ No
- (4) commission rates paid?..... ☒ Yes ☐ No

**B. Does applicant or related person suggest brokers to clients**..... ☐ Yes ☒ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A (3), A (4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given on the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of the applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

**Does the applicant or a related person have any arrangements, oral or in writing, where it:**

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?..... ☐ Yes ☒ No
- B. directly or indirectly compensates any person for client referrals?..... ☒ Yes ☐ No

(For each yes, describe the arrangements on Schedule F)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?..... ☐ Yes ☒ No

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b> HIM Moneyg	<b>SEC File Number:</b> 801-62435	<b>Date:</b> 5/30/08
---	---------------------------------	--------------------------------------	-------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC.		98-0418373
<b>Item of Form (identify)</b>	<b>Answer</b>	
1.A(1) and 1.D.	<p><u>Advisory Service and Fees</u></p> <p>HIM Moneyg manages accounts on a fully discretionary basis primarily for, or provides investment advice primarily to, institutions including pension funds, mutual funds, banks, and registered investment companies. HIM Moneyg's advisory services may include assistance in establishing investment objectives and guidelines, determining the appropriate industry sectors and risk segments in light of established objectives and guidelines, selecting security issues, determining the purchases and sales of securities for client portfolios, monitoring and reviewing holdings and investment performance of portfolios, and providing information on the relative attractiveness of various investments and issues.</p> <p>For such services, HIM Moneyg receives a fee based upon a percentage of the market value of assets in the client's investment account under management. In some instances the fee may be comprised of a base fee and a performance fee. The standard fee schedule ranges from 40 basis points to 50 basis points, based on the amount of assets under management. In some cases, the fee may deviate for a particular client.</p> <p>HIM Moneyg generally does not impose a minimum dollar value of assets to be managed as a condition for starting or maintaining an account. However, HIM Moneyg prefers a minimum dollar value of US\$10 - 25 Million institutional assets for segregated accounts.</p> <p>The fees for investment supervisory and management services are typically billed quarterly in arrears. Clients may authorize qualified custodians in writing to pay HIM Moneyg's fee directly from an account maintained with such custodian. In those cases, HIM Moneyg sends fee invoices to both the client and the client's custodian simultaneously. At least quarterly, and in most cases more frequently, the custodians send detailed statements to the clients. Such statements show the amounts of all fees that have been deducted following the end of each prior month or quarter.</p> <p>HIM Moneyg manages an account for its ultimate parent, Bank of Montreal, on a fully discretionary basis. HIM Moneyg provides such services pursuant to investment objectives and guidelines established for the party. The fees for these portfolio management services are billed quarterly in arrears.</p> <p><u>Summary of HIM Moneyg's Proxy Voting Policy and Procedures</u></p> <p>It is unlikely that HIM Moneyg will be required to vote proxies as it does not trade equity securities. However, in the unlikely event that HIM Moneyg needs to vote a proxy, HIM Moneyg will adhere to the Proxy Voting Policy developed with certain affiliates (the "BMO Group of Companies"). As a fiduciary, HIM Moneyg must vote proxies in the sole interest of the beneficiaries, both current and future. The business and/or other interests of the fiduciary must not be allowed to affect the duty of undivided loyalty to the interests of the beneficiaries. Unless the client has directed otherwise, we generally vote proxies for securities that are held in client accounts, and have adopted policies and procedures reasonably designed to ensure that those proxies are voted in the best interests of our fiduciary clients.</p>	

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b> HIM Moneyg, Inc.	<b>SEC File Number:</b> 801-62435	<b>Date:</b> 5/30/08
---	---------------------------------------	--------------------------------------	-------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>2. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC.		98-0418373
Item of Form (identify)	Answer	
1.C(6)	<u>Other Fee Arrangements</u>  Where appropriate and not prohibited by law, HIM Moneyg will work with a client who wishes to implement a performance-based fee arrangement to develop suitable alternatives to the conventional predetermined percentage of asset-based fee schedules. For instance, a client's fees will be linked to the performance of the assets relative to a mutually agreed benchmark.  HIM Moneyg reserves the right to pro-rate fees for a given billing period due to deposits or withdrawals made during that billing period. HIM Moneyg services maybe terminated by either party upon written notification in accordance with the applicable contractual notice of termination. Upon termination, the fees described above will be pro-rated.	
3.L.	<u>Types of Investments</u>  HIM Moneyg manages portfolios comprising High Yield bonds, leveraged loans and/or credit derivatives (i.e., credit linked notes, default swaps).	
4.	<u>Methods of Analysis, Source of Information, and Investment Strategies</u>  <i>Investment Philosophy:</i> Our philosophy, built on modern investment management theory, is to create and manage the highest possible Sharpe Ratio portfolios, by maximizing expected return for our clients' desired level of risk taking. Distilled to its core, our philosophy is one that recognizes and incorporates three important points:  <i>Asymmetrical return profile of high yield debt securities.</i> There is insufficient benefit to be gained by taking on large concentrations of risk given the unlimited downside and capped upside inherent in debt securities.  <i>Importance of Diversification:</i> Event risk and unexpected losses can only be protected against through the creation of broadly diversified portfolios.  <i>Need for Efficiency and Objectivity.</i> Quantitative models serve as valuable tools to efficiently and objectively measure, synthesize and manage vast amounts of data, without resort to biased analysis or emotional attachment to individual securities.	
4.A.		

Complete amended pages in full, circle amended items and file with execution page (page 1).



<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b> HIM Money, Inc..	<b>SEC File Number:</b> 801-62435	<b>Date:</b> 5/30/08
---	---------------------------------------	--------------------------------------	-------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>3. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC.		98-0418373
<b>Item of Form (identify)</b>	<b>Answer</b>	
4.A. (cont'd)	<p><i>Investment Strategy:</i> Our philosophy, our objective is to provide clients with a low volatility, predictable return profile while minimizing downside risk. We focus on continuously optimizing risk adjusted return expectations, while minimizing the impact of unexpected defaults through broad diversification. To maintain high Sharpe Ratio portfolios, we recognize that a particular security's risk (issuer default risk) and return (price/spread) are continually changing and accordingly, we need to select assets and manage our portfolios in that context. To ensure our investment process reflects changing risks and returns efficiently and objectively, we maximize the use of technology and management information systems.</p> <p>While our strategy has captured the great majority market's upside over its life, it has greatly limited the downside risk and has produced a return profile that we believe is considerably less volatile than the market as a whole.</p> <p><i>Investment Style:</i> Our bottom-up investment style is anchored by our proprietary model and associated management information systems (MIS), creating a highly disciplined and objective process.</p> <p><i>Quantitative Screen/MIS.</i> We calculate a point estimate of default probability for each issuer, which we update at least weekly. MIS reports incorporate a number of quantitatively-based triggers, geared to enhance efficiency by focusing analyst attention on changing risks and returns.</p> <p><i>Fundamental Overlay.</i> Portfolio managers and analysts overlay sound judgment and fundamental analysis to supplement our default probability model. Our model and MIS reports identify material changes in risks and returns, which then focuses the analysts' time and attention where it is most needed..</p> <p><i>Manage Defensive, Highly Diversified Portfolios.</i> Linking our decision making process to our quantitatively-based triggers allows us to maintain high Sharpe Ratio portfolios with objectivity and no emotional attachment to the assets we manage. Shaped by sound risk management principles, we will not take out-sized positions (we rarely hold over 0.9% positions of a given issuer) or bar-bell our portfolios. We assess the liquidity of the assets we purchase to obtain comfort that we would be able to easily sell positions as required.</p> <p><i>Monitoring.</i> An essential element of maintaining high Sharpe Ratios is our embedded monitoring of changing risks and returns on a weekly basis, imposing discipline on analysts and portfolio managers, ultimately maintaining portfolios that optimize return for the client's desired level of risk.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b> HARRIS INVESTMENT MGMT.	<b>SEC File Number:</b> 801- 62435	<b>Date:</b> 5/30/08
---	--	---------------------------------------	-------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>4. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC.		98-0418373
<b>Item of Form (identify)</b>	<b>Answer</b>	
4.B.	<p>HIM Money's quantitative model provides a consistent view of the credit risk of hundreds of corporate names. HIM Money relies on databases supplied by various vendors which contain financial information on hundreds of companies. In order to ensure all information is current, HIM Money has a number of credit analysts. These analysts remain abreast of all the companies within their sectors and are responsible for updating any pertinent changes to a company's financials.</p>	
5.	<p><u>Education and Business Standards</u></p> <p>HIM Money has set high standards of education and experience for its personnel. Investment professionals are required to have at least a bachelor's degree. However, most of HIM Money's investment professionals have advanced degrees and C.F.A. charter holders. Typically, investment advisory personnel are required to have prior experience in the investment adviser, brokerage or banking industries, although exceptions may be made on a case-by-case basis.</p>	
6.	<p><u>Education and Business Background</u></p> <p>HIM Money, Inc. ("HIM Money") is a wholly-owned subsidiary of Harris Investment Management, Inc. ("HIM"), which is a wholly-owned subsidiary of Harris Bankcorp, Inc., which is ultimately owned by Bank of Montreal. HIM Money looks to the Investment Policy Committee to oversee general portfolio management and general investment advice. Moreover, the Chairman of HIM Money is a member of this Committee. The following individuals are regular members of HIM Money's Investment Policy Committee:</p> <p>William O. Leszinske; Born: August 17, 1944; B.S.: Northern Illinois University; M.B.A.: Northern Illinois University; Employed by Texas Commerce Investment Management Co. as President and CEO from 1984 to 1995; Employed by the Harris Investment Management, Inc. since June, 1995, currently as President and Chief Investment Officer, and Chairman of HIM Money.</p> <p>Laura D. Alter; Born: March 22, 1960; B.S.: Northwestern University; M.B.A.: University of Chicago; Employed by Van Kampen Merritt as Portfolio Manager from 1987 to 1994; Employed by HIM since September, 1994, currently as Head of Long-Term Fixed Income Portfolio Management.</p>	
<p><b>Complete amended pages in full, circle amended items and file with execution page (page 1).</b></p>		

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b>  HIM Money, Inc.	<b>SEC File Number:</b>  801-62435	<b>Date:</b>  5/30/08
---	--	--	-----------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC		98-0418373
<b>Item of Form (identify)</b>	<b>Answer</b>	
6. (cont'd)	<p>Sadhana Valia, CFA: Born: July 29, 1960; B.Comm.: Carleton University; M.B.A.: University of Chicago; Employed by the Bank of Montreal since 1984; Employed by HIM Money since 1998, currently as Senior Portfolio Manager and President of HIM Money.</p> <p>Lori Marchildon, CFA: Born: May 30, 1968; B.A.: University of Western Ontario; M.A.: Queen's University; Employed by the Bank of Montreal since 1995; Employed by HIM Money since 2001, currently as Associate Portfolio Manager and Co-Head of Credit Research.</p> <p>Philip Mesman: Born: June 12, 1971; B.A.: (Hon.) University of Western Ontario; Employed by Bank of Nova Scotia from 1996 to 1998; Employed by Merrill Lunch from 1998 to 2004; Employed by Greywolf Capital from 2004 to 2005; Employed by Coventree Capital Inc. from 2006 to 2007; Employed by HIM Money since 2007, currently as Associate Portfolio Manager and Co-Head of Credit Research.</p>	
8.C	<p><u>Other Financial Industry Activities of Affiliations</u></p> <p>HIM Money has arrangements with Harris Investment Management (100% owned by Harris Bankcorp) and with the Bank of Montreal (HIM Money's ultimate parent company). These arrangements are articulated in Technical Service Agreements that are reviewed annually.</p> <p>Harris Investment Management provides Compliance, Back Office, Accounting, Operations, Marketing, and Chairman services to the Applicant. HIM Money provides investment advisory and research services to Harris Investment Management. Where such respective services are also available to unrelated parties, HIM Money and/or Harris Investment Management (as the case may be) will receive fees at prevailing market rates. Where such services are not generally available to unrelated parties, HIM Money and/or Harris Investment Management (as the case may be) will receive fees based on cost or "cost-plus" method.</p>	
9.	<p><u>Participation or Interest in Client Transactions</u></p> <p>Registrant, its officers, directors, principals, employees or affiliates may occasionally buy and sell securities for their own accounts, including those securities recommended to clients. Such purchases or sales may be at the same or different times or prices as client purchases or sales.</p> <p>Registrant monitors securities transactions of all of its employees to guard against misuse of information relating to client trading, conflicts of interests and other activities inconsistent with the best interests of its clients. Registrant also holds all client information relating to the investment or trading in securities confidential to ensure that its affiliates do not have access to such information except as necessary to fulfill their responsibilities as fiduciaries or as permitted by Regulation S-P.</p>	

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b>  HIM Money, Inc.	<b>SEC File Number:</b>  801-62435	<b>Date:</b>  5/30/08
---	--	--	-----------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC.		98-0418373
<b>Item of Form (identify)</b>	<b>Answer</b>	
9. (Cont'd)	<p>HIM Money, along with certain other entities within the Harris Organization, have adopted a code of ethics ("Code") as required under the Investment Advisers Act and the Investment Company Act of 1940. The Code sets forth HIM Money's standards of business conduct and puts restrictions and obligations on its employees in order to effect compliance with various federal securities laws.</p> <p>The Code sets forth the expectation that covered personnel will adhere to a certain standard of conduct, give first place to client interests, and not take unfair advantage of their positions. The Code is also intended to help ensure that the personal securities transactions of covered personnel are conducted in a manner consistent with the federal securities laws by requiring, among other things, that personnel periodically disclose securities holdings. The Code prohibits employees from trading while in possession of material inside information; prohibits employees from serving on the boards of publicly traded companies without the prior authorization; requires pre-clearance of certain personal securities transactions; and subjects covered personnel to penalties for Code violations, including disgorgement of profits.</p> <p>The Code's gift and entertainment provisions prohibit employees giving or accepting any cash gifts or excessive entertainment to or from a client, prospective client, or any person or entity that does or seeks to business with or on behalf of HIM Money; and giving or accepting any non-cash gifts of more than de minimus value to or from any person or entity that does business with or on behalf of HIM. The Code permits the providing or accepting of a business entertainment event, such as dinner or a sporting event, of reasonable value, if the person or entity providing the entertainment is present. The Code requires HIM's employees to report to HIM's Chief Compliance Officer gifts and entertainment received in excess of a specified value received or given. Additionally, all gifts or entertainment to or from Taft-Hartley clients must be reported to HIM Money's Chief Compliance officer, regardless of amount. The Code provides for the imposition of sanctions against those persons who violate the Code and for oversight of the Codes' administration by HIM Money's Chief Compliance Officer.</p> <p>Compliance personnel oversee the Code's operation, review holdings reports, and review personal securities transaction reports. A copy of the Code is available upon request.</p> <p>In addition, in order to start a new product line, HIM Money or an affiliate may establish an account with funds provided by HIM Money or the affiliate. This account is managed along with other client accounts in such a way that the "proprietary" account does not receive favorable treatment over the client accounts. HIM Money personnel may also be investors in certain pooled vehicles for which HIM Money acts as adviser. Such investment vehicles are treated as clients and are not subject to the personal trading restrictions of the Code. Orders for such pooled vehicles will be aggregated with orders for other client accounts for purposes of trade execution.</p>	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b>  HIM Moneyg, Inc.	<b>SEC File Number:</b>  801- 62435	<b>Date:</b>  5/30/08
---	---	---	-----------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>2. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC.		98-0418373
<b>Item of Form (identify)</b>	<b>Answer</b>	
9.D.	<p>Additionally, HIM Moneyg may act as adviser / sub-adviser to “related accounts”: the BMO Investment Inc., (BMO Mutual Funds), a Canadian mutual fund dealer, The Pension Fund Society of the Bank of Montreal (the pension plan to the Bank of Montreal and various affiliates), and the Bank of Montreal itself. HIM Moneyg attempts to ensures no related account receives favorable treatment over any client accounts. Such related accounts are treated as clients and are not subject to trading restrictions such as those imposed on HIM Moneyg personnel. Orders for related accounts are aggregated with orders for other client accounts in order to avoid favoring related accounts over client accounts during trade execution.</p>	
9.E.	<p>From time to time, HIM Moneyg purchases a security in the primary market for its non-US clients and Bank of Montreal/ BMO Capital Markets Inc. (“BMO/CM”) is part of the Underwriting/Sales Group. BMO/CM is never the lead underwriter and typically plays a minor role in the syndicate. HIM Moneyg always purchases from the lead underwriter and never purchases from BMO/CM whether in the primary or in the secondary markets.</p>	
10.	<p>HIM Moneyg does not maintain an account for itself. However, HIM Moneyg does manage a portfolio for the Bank of Montreal under the terms of an Investment Management Agreement, that does hold similar securities to those that are held in other client portfolios.</p> <p>HIM Moneyg provides investment advisory services. HIM Moneyg generally does not impose a minimum dollar value of assets to be managed as a condition for starting or maintaining an account. However, HIM Moneyg prefers a minimum dollar investment of US\$ 10 – 25 Million for institutional segregated accounts. HIM Moneyg’s clients, regardless of their advisory arrangement with the HIM Moneyg, are under no obligation to use the custodial services of any of the HIM Moneyg’s affiliates.</p>	
12.	<p><u>Investment or Brokerage Discretion</u></p> <p>HIM Moneyg has authority to determine the securities to be bought and sold and total amounts of securities to be bought and sold for most client accounts. However, certain clients may place certain constraints on investable securities such as limiting the percentage of the total portfolio to be invested in one security or one sector of securities, minimum credit quality, and imposing restrictions on investing in social conscience issuers. All such limitations and restrictions are by agreement between HIM Moneyg and the client and are factors considered in determining investment risk and return objectives.</p> <p>Generally, securities will be bought and sold through brokers or dealers selected by HIM Moneyg. In some instances, however, the clients may direct HIM Moneyg to place trades through or with a designated broker or dealer. In such cases, HIM Moneyg cannot ensure that the best price or services will be obtained. Where HIM Moneyg is vested with brokerage discretion, best efforts will be made to obtain the most favorable price and best execution available. In approving brokers and dealers for its approval list, HIM Moneyg takes into consideration such factors as the financial and operational integrity of the brokers and quality and reliability of execution to be provided. HIM Moneyg’s selection of security brokers for each trade is based on a best execution basis that includes the combination of price obtained plus price impact under conditions at the time of the trade, including size of order, difficulty of execution and capital commitments by the broker/dealer.</p>	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b>  HIM Money, Inc.	<b>SEC File Number:</b>  801-62435	<b>Date:</b>  5/30/08
---	--	--	-----------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>5. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEGY, INC.		98-0418373
Item of Form (identify)	Answer	
12. (cont'd)	<p>From time to time, HIM Money may group orders for the same security to be executed at the same time from the Applicant's client accounts. Participating accounts will receive the identical average price of any complete or partial execution of such a single order.</p> <p>HIM Money may, from time to time and/or at the same or different times, depending upon account guidelines, objectives, cash-flow characteristics, and other criteria, give advice to and effect securities transactions for the accounts of some clients which may be similar to or differ from the advice given or actions taken on behalf of other clients. HIM Money may allocate transactions in securities among clients on such basis as HIM Money determines to be reasonable, including a determination that some clients may not purchase or sell the securities at the same time as others. In allocating new issues, securities are allocated, insofar as possible, in a pro rata manner across all accounts that have similar guidelines, objectives, and cash flow characteristics. When the new issue allocation is particularly small or the amount of bonds available in the secondary market is insufficient for a complete pro rata allocation, then the allocation objective will be balanced with adequate liquidity and tradable lot sizes. Care will be taken to ensure that no account is systematically favored or disadvantaged over time in this process.</p> <p>Clients have the ability to direct all or a portion of their brokerage to a specific broker-dealer, if such use complies with applicable law and governing instruments. HIM Money attempts to fulfill client-directed brokerage subject to achieving best execution. However, the client-directed broker may not offer the lowest commission rate nor obtain the same execution price and efficiency as that obtained by HIM Money for its non-directed account trades. By utilizing directed brokerage for transactions, the client acknowledges that HIM Money is not able to freely negotiate commission rates or spreads or to commingle or group orders with those for other accounts managed by HIM Money.</p> <p>HIM Money may cross transactions between client accounts, only if such transactions are fair to both accounts, not prohibited by law or the instruments governing the relationships, there is no benefit to the Applicant and evidence of an independent valuation source is maintained.</p> <p>Unless explicitly approved by the client at or near the time of purchase and permitted by applicable law or regulation, HIM Money will not purchase securities for <u>US-resident clients</u> in the primary markets when any affiliate of HIM Money plays a role in underwriting or distributing the new issue.</p>	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**

<b>Schedule F of Form ADV Continuation Sheet for Form ADV Part II</b>	<b>Applicant:</b>  HIM Money, Inc.	<b>SEC File Number:</b>  801-62435	<b>Date:</b>  5/30/08
---	--	--	-----------------------------

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

<b>6. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:</b>		<b>IRS Empl. Ident. No.:</b>
HIM MONEY, INC.		98-0418373
Item of Form (identify)	Answer	
13.B.	<p><u>Additional Compensation</u></p> <p>HIM Money has a relationship with its parent, Harris Investment Management (“HIM”), whereby it acts as a sub-advisor for HIM accounts, with respect to high yield advisory services. HIM Money receives fees from HIM for sub-advisory services after HIM has paid commissions and client referral fees. HIM Money may also enter into an arrangement where payments are made to the its affiliates, Bank of Montreal, Harris Trust and Savings Bank, The Harris N.A., and other entities in the BMO family of companies for clients referred from certain areas of the Bank. Such payments are made at HIM Money’s expense and do not result in any additional fee to advisory clients. HIM Money may from time to time enter into arrangements with individuals for client solicitation and referral, either directly or indirectly through Harris Investment Management. Such payments are made at HIM Money’s expense and do not result in additional fees to advisory clients.</p> <p><u>CLASS ACTION LAWSUITS</u></p> <p>From time to time, HIM Money may receive notification of class action lawsuits wherein its clients may have a claim. At times, HIM Money may receive paperwork for making claims in such lawsuits’ settlements. HIM Money may notify its custodians regarding the existence of lawsuits when all of the following criteria have been met: (i) HIM Money receives notification of the class action lawsuit; (ii) the class has been certified; and (iii) a settlement has been reached in the lawsuit. In these cases, HIM Money will forward paperwork to the client’s custodian, as appropriate. HIM Money generally does not guarantee claims on behalf of its clients.</p> <p><u>Global Investment Performance Standards (GIPS)</u></p> <p>HIM Money prepares and presents the performance of its composites in compliance with the Global Investment Performance Standards (“GIPS”). HIM Money has obtained performance examinations for its published composites. A complete list and description of all composites of the registrant, including related performance results, is available upon request.</p> <p><u>ANTI-MONEY LAUNDERING PROGRAM</u></p> <p>HIM Money has an anti-money laundering program. Through an unaffiliated third-party service, HIM Money checks lists, including the Department of the Treasury’s Office of Foreign Assets Control (“OFAC”), to determine whether a prospective client (or such client’s beneficial owners or control persons, if any) appears on such lists. HIM Money may request certain information and documentation from clients in order to confirm their identity. Depending on the circumstances, applicable law, rules or regulations may require or allow HIM Money to provide certain information (e.g., currency transaction reports or suspicious activity reports) to governmental agencies, and may prevent HIM Money from disclosing its actions to its clients and prospective clients.</p>	

Schedule F of  
Form ADV

Continuation Sheet for Form ADV Part II

Applicant:

HIM Money, Inc.

SEC File Number:

801-62435

Date:

5/30/08

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

7. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

HIM MONEGY, INC.

IRS Empl. Ident. No.:

98-0418373

Item of Form  
(identify)

Answer

**HIM Money, Inc. Privacy Notice**

We respect your right to privacy and seek to manage your assets efficiently. To do so, we collect and maintain certain information about you from account applications and other forms, and from transactions you conduct with us, our affiliates, or others. Except for disclosure to our affiliates and service providers and as permitted by law, we do not disclose to anyone any personal information about you or about any of our former customers. We may disclose information about you to companies or individuals that perform administrative or marketing services on our behalf. Those entities may use such information only for the services for which we engaged them and are not permitted to use or share the information for any other purpose. To protect your personal information, we maintain physical, electronic, and procedural safeguards, and we permit access only to those employees who need the information to serve you.

Complete amended pages in full, circle amended items and file with execution page ( page 1).