

Name of Investment Advisor: HARRIS INVESTMENT MANAGEMENT, INC.						
Address:	(Number and Street) P.O. Box 755	(City) Chicago	(State) IL	(Zip Code) 60690-0755	Area Code: (312)	Telephone Number: 461-7699

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.

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(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.)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Applicant:

Harris Investment Management, Inc.

SEC File Number:

801-35533

Date:

8/15/07

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..... | 96% |
| <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 checked="" type="checkbox"/> (9) Furnishes advice about securities in any manner not described above..... | 4% |

Percentages should be based on applicant's last fiscal year. If applicant has not completed its first 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 checked="" type="checkbox"/> (A) Individuals | <input checked="" 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).

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

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

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

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

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

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

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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 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).

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801-35533

Date:

8/15/07

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.

Portfolio managers review the securities and assets held in each client's account no less frequently than monthly. On the average, each portfolio manager is assigned approximately 15-20 accounts. Portfolio managers are instructed to notify designated senior officers of the Registrant of any irregularities or unusually poor performances with respect to a client's account.

Prior to acceptance of a new account, the Investment Policy Committee (or a sub-committee of such committee delegated with account review responsibility) promptly conducts an initial review of the objectives of the new account.* In addition to the monthly portfolio manager reviews, the Investment Policy Committee (or sub-committee) reviews the portfolios of each client account no less frequently than annually to determine the advisability of retaining or disposing of securities or assets in such an account and to determine whether there are any irregularities or improprieties with respect to such an account.

* Wrap accounts with no extraordinary restrictions are reviewed within 30 days of acceptance.

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

In general, clients receive a quarterly report which summarizes the performance of the account during the immediately preceding quarter. Clients also meet with portfolio managers on a quarterly, semi-annual, or 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 and current investment strategy. Moreover, portfolio managers provide a report at such meetings and will occasionally modify the format or information contained in the reports to meet the needs of individual clients.

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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? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (2) | amount of the securities to be bought or sold?..... | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (3) | broker or dealer to be used?..... | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (4) | commission rates paid?..... | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> 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

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

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: HARRIS INVESTMENT MGMT.	SEC File Number: 801-35533	Date: 8/15/07
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
HARRIS INVESTMENT MANAGEMENT, INC.		36-3673844
Item of Form (identify)	Answer	
1. A (1) and 1.D.	<p><u>Advisory Service and Fees</u></p> <p>Harris Investment Management, Inc. ("HIM") provides investment supervisory services through the managing of accounts on a fully discretionary basis for, or provides investment advice to, institutions including pension and other employee benefit plans, trust, endowment and foundation funds, investment companies (including mutual funds), insurance companies, corporations, certain individuals as described below, and third-party sponsors of and clients participating in wrap-fee programs. HIM's advisory services may include assistance in establishing investment objectives and guidelines, determining the appropriate asset class and allocation in light of established objectives and guidelines, selecting security issues within each asset class, 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 asset classes, investments and issues. HIM will generally vote proxies for the securities held in client accounts unless directed otherwise by the client. See below for a description of HIM's proxy policies and procedures.</p> <p>For such services, HIM receives a fee based upon a percentage of the market value of assets in the client's investment account under management, subject to a minimum fee as discussed below. The fee schedule varies with the type and style of the investments and by the amount of assets under management, and ranges generally from 0.10% to 1% of assets in an account. For example, active equity investment management generally carries higher fees than passive bond or indexed equity management. Fees for large accounts or special services may be negotiated.</p> <p>HIM generally does not impose a minimum dollar value of assets to be managed as a condition for starting or maintaining an account. However, except in certain instances described below, clients will be subject to minimum fees ranging generally from \$10,000 to \$40,000 depending upon the investment approach. In performing some specialized investment management services, such as those relating to small capital stocks, in order to ensure diversification HIM prefers at least \$5 million to \$10 million in managed assets.</p> <p>Related accounts of the same client may at the direction of HIM, and subject to some additional base fees, be combined for application of the percentage-of-asset-based fee schedules.</p> <p>Assets invested in mutual funds from which HIM receives an advisory fee are excluded from the application of asset-based fee schedules unless otherwise agreed upon in writing between the client and HIM. In no event will HIM receive overlapping advisory fees.</p>	

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

**Schedule F of
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Continuation Sheet for Form ADV Part II

Applicant:

HARRIS INVESTMENT MGMT.

SEC File Number:

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Date:

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
HARRIS INVESTMENT MANAGEMENT, INC.		36-3673844
Item of Form (identify)	Answer	
1. A (1) and 1.D. (cont'd)	<p>Unless negotiated otherwise, the fees for investment supervisory and management services are billed quarterly in arrears. Clients may authorize custodians in writing to pay HIM's fee directly from an account maintained with such custodian. In those cases, HIM 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>	
1. A (9) and 1.D.	<p>HIM provides portfolio management service to Harris N.A., its affiliate, in its capacity as fiduciary for various custom cash management accounts; the Phoenix Funds, a U.S. registered investment company; and to certain of its affiliates in the Bank of Montreal group of companies for the BMO Mutual Funds (a Canadian Mutual Fund). HIM provides such service pursuant to investment objectives and guidelines established for the Funds regardless of each participant's circumstances, except where HIM recommends such participation to a client. The fees for these portfolio management services are negotiated and payable monthly or quarterly.</p> <p><u>Separately Managed Account Programs</u></p> <p>HIM serves as a portfolio manager for a number of third-party wrap programs. After consulting with the third-party wrap program sponsor ("Sponsor"), clients may select HIM to manage security accounts. The Sponsor is the client's primary contact and works with clients to determine the suitability of HIM as an investment manager, develop and update investment guidelines as needed, and determine the amount to allocate to HIM for management. These third-party wrap program clients pay a single fee to the Sponsor, covering the services rendered by both the Sponsor and HIM. The Sponsor pays HIM an annual fee on a quarterly basis based on the value of all client accounts that HIM manages on its behalf. The fees that HIM receives from Sponsors are subject to negotiation calculated using fair market value of assets.</p> <p><u>Non-supervisory Advisory Services and Fees</u></p> <p>HIM furnishes investment advice to some non-discretionary accounts where the type of advisory service provided is specific to the requirements of the particular client.</p> <p>HIM also provides impersonal investment advisory services and or investment advice to Wrap Sponsors or other advisers.</p> <p>HIM also furnishes certain research analytic services to certain of its affiliates of the Bank of Montreal. HIM receives a negotiated fee specific to the services provided.</p>	

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

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: HARRIS INVESTMENT MGMT.	SEC File Number: 801-35533	Date: 8/15/07
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: HARRIS INVESTMENT MANAGEMENT, INC.	IRS Empl. Ident. No.: 36-3673844
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Item of Form (identify)	Answer																														
1.C(6)	<p><u>Other Fee Arrangements</u></p> <p>Currently HIM does not have any performance based fee arrangements. However, where appropriate and not prohibited by law, HIM 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.</p> <p>HIM has arrangements with various third-party sponsors of wrap fee programs to provide investment management activities for an asset-based fee. Minimum fee requirements are generally not applicable to wrap fee sponsors.</p> <p>HIM provides investment management services for an asset-based fee to individuals (minimum account size: \$1,000,000) who are introduced by various consultants with whom HIM may from time to time enter into arrangements for client solicitation and referral. Minimum fee requirements are generally not applicable to such individual accounts.</p> <p><u>HIM's Fee Schedules:</u></p> <p style="text-align: center;"><u>All Small/Smid Cap Equity Standard Separate Account Fee Schedule</u></p> <table> <tr> <td>First \$50 Million</td><td>90 basis points</td></tr> <tr> <td>Next \$50 Million</td><td>70 basis points</td></tr> <tr> <td>Thereafter</td><td>65 basis points</td></tr> <tr> <td colspan="2">Minimum Account Size: \$5 million</td></tr> <tr> <td colspan="2">Minimum Fee: \$45,000</td></tr> </table> <p style="text-align: center;"><u>All Large Cap Equity Standard Separate Account Fee Schedule</u></p> <table> <tr> <td>First \$50 Million</td><td>60 basis points</td></tr> <tr> <td>Next \$50 Million</td><td>50 basis points</td></tr> <tr> <td>Thereafter</td><td>40 basis points</td></tr> <tr> <td colspan="2">Minimum Account Size: \$5 million</td></tr> <tr> <td colspan="2">Minimum Fee: \$30,000</td></tr> </table> <p style="text-align: center;"><u>All Cap Equity Standard Separate Account Fee Schedule</u></p> <table> <tr> <td>First \$50 Million</td><td>65 basis points</td></tr> <tr> <td>Next \$50 Million</td><td>55 basis points</td></tr> <tr> <td>Thereafter</td><td>45 basis points</td></tr> <tr> <td colspan="2">Minimum Account Size: \$5 million</td></tr> <tr> <td colspan="2">Minimum Fee: \$32,500</td></tr> </table>	First \$50 Million	90 basis points	Next \$50 Million	70 basis points	Thereafter	65 basis points	Minimum Account Size: \$5 million		Minimum Fee: \$45,000		First \$50 Million	60 basis points	Next \$50 Million	50 basis points	Thereafter	40 basis points	Minimum Account Size: \$5 million		Minimum Fee: \$30,000		First \$50 Million	65 basis points	Next \$50 Million	55 basis points	Thereafter	45 basis points	Minimum Account Size: \$5 million		Minimum Fee: \$32,500	
First \$50 Million	90 basis points																														
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Minimum Fee: \$32,500																															

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

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

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

HARRIS INVESTMENT MANAGEMENT, INC.

IRS Empl. Ident. No.:

36-3673844

Item of Form
(identify)

Answer

HIM's Fee Schedules (Continued):

Micro Cap Equity Standard Separate Account Fee Schedule

All Assets 100 basis points

Minimum Account Size: \$5 million

Minimum Fee: \$50,000

130 / 30 Equity Standard Separate Account Fee Schedule

First \$50 Million 90 basis points

Next \$50 Million 75 basis points

Thereafter 60 basis points

Minimum Account Size: \$10 million

Minimum Fee: \$90,000

International Equity Standard Separate Account Fee Schedule

First \$10 Million 80 basis points

Next \$40 Million 65 basis points

Thereafter 50 basis points

Minimum Account Size: \$10 million

Minimum Fee: \$80,000

All Active Core Bond and Intermediate Strategies

Active Fixed Income Fee Schedule

First \$50 MM 30 basis points

Next \$50 MM 25 basis points

Thereafter 20 basis points

Minimum Account Size: \$10 million

Minimum Fee: \$30,000

Active Core Plus Income Fee Schedule

First \$50 MM 35 basis points

Next \$50 MM 30 basis points

Thereafter 25 basis points

Minimum Account Size: \$10 million

Minimum Fee: \$35,000

Active High Yield Fixed Income Fee Schedule

First \$50 MM 50 basis points

Next \$50 MM 45 basis points

Thereafter 40 basis points

Minimum Account Size: \$10 million

Minimum Fee: \$50,000

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

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:						
HARRIS INVESTMENT MANAGEMENT, INC.		36-3673844						
Item of Form (identify)	Answer							
	<p><u>HIM's Fee Schedules (Continued):</u></p> <p style="text-align: center;"><u>Cash Management Separate Account Fee Schedule</u></p> <table> <tr> <td>First \$100 Million</td> <td>15 basis points</td> </tr> <tr> <td>Next \$100 Million</td> <td>13 basis points</td> </tr> <tr> <td>Thereafter</td> <td>11 basis points</td> </tr> </table> <p style="text-align: center;">Minimum Fee: \$25,000</p> <p>Fees may vary from the applicable schedule above due to particular circumstances of the client or as otherwise negotiated with particular clients. HIM reserves the right to pro-rate fees for a given billing period due to deposits or withdrawals made during that billing period. Fees are generally paid monthly or quarterly in advance or in arrears as provided in the agreement with the client base on the value of the account(s) at the close of the applicable billing period. HIM services maybe terminated by either party upon written notification in accordance with the applicable contractual notice of termination. Upon terminate the fees described above will be pro-rated.</p> <p><u>Summary of HIM's Proxy Voting Policy and Procedures:</u></p> <p>HIM has developed joint proxy-voting policies with certain of its affiliates (together and individually, the "Harris Organization").</p> <p>When acting as a fiduciary, the Harris Organization votes proxies in the sole interest of its fiduciary clients. Unless the client has directed otherwise, the Harris Organization generally votes proxies for securities held in client accounts and has adopted policies and procedures designed to help ensure that those proxies are voted in the best interests of fiduciary clients.</p> <p><u>Proxy Advisory Committee ("PAC") of the Harris Organization.</u> The PAC establishes general policies and guidelines for proxy voting. The PAC has the authority to vote proxies of companies whose securities are held in more than one fiduciary account (or related groups of accounts) managed by HIM and certain other members of the Harris Organization.</p> <p><u>How We Vote Proxies.</u> The PAC's guiding principle is to vote proxies in the interest of the beneficiaries, both current and future, with a view to enhancing the value of securities held for the benefit of our clients. The PAC uses the services of a proxy voting agent ("Agent"), which researches and votes proxies in accordance with the PAC's voting policies. If a proxy issue is not addressed by the PAC's voting policies, the Agent forwards the proxy to the PAC along with a recommendation as to how to vote the proxy. Upon review of the issue and the Agent's recommendation, the PAC directs the Agent how to vote. If the Agent recuses itself on a proxy matter and makes no recommendation, the PAC will review the issue and direct the Agent how to vote. If an issue arises which is expected to recur frequently, the PAC develops a policy on that issue and transmits the policy to the Agent. The PAC currently uses Institutional Shareholder Services (ISS) as the Agent.</p>		First \$100 Million	15 basis points	Next \$100 Million	13 basis points	Thereafter	11 basis points
First \$100 Million	15 basis points							
Next \$100 Million	13 basis points							
Thereafter	11 basis points							

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: HARRIS INVESTMENT MGMT.	SEC File Number: 801-35533	Date: 8/15/07
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HARRIS INVESTMENT MANAGEMENT, INC.		36-3673844
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	<p><u>Mutual Fund Proxies.</u> When mutual funds are held in client accounts, proxy issues involving the fund's fundamental investment policies are voted by the Agent on a case-by-case basis according to the PAC's policies. Certain issues (e.g., increases in investment management fees, selection of investments advisers, changes in investment objectives, changes in strategy that increase portfolio risk) are also evaluated and voted on a case-by-case basis. To the extent that legally permissible proposals seek to eliminate shareholder voting on changes to these types of matters, they are opposed. All other proposals are to be voted in accordance with existing proxy voting policy. Proxy proposals relating to those Phoenix Funds for which HIM acts as subadviser are governed by the policy concerning conflicts of interest. <i>See below.</i></p> <p><u>Conflicts of Interest.</u> The Agent votes on most proxy matters in accordance with the PAC's procedures, independently of any interest the Harris Organization may have in the proposal. A conflict of interest may exist, however, if, e.g., the Agent has referred a proxy question to the PAC as otherwise required by proxy procedures, and HIM or an affiliated entity has a business relationship with (or is actively soliciting business from) either the company soliciting the proxy or a third party that itself has either a material interest in the outcome of a proxy vote or is actively lobbying for a particular outcome of a proxy vote. Individual conflicts of interest also arise if, e.g., a member of the PAC holds a position in a security that is the subject of a proxy vote. When a PAC member is conflicted, he is expected to recuse himself. When the Harris Organization is conflicted, various procedures may be followed to avoid impropriety including, as appropriate, retaining the Agent or some other independent third party to vote the proxy in accordance with the shareholders' interests.</p> <p>For information about how proxies are voted and for a free copy of our complete proxy voting policies and procedures, contact HIM.</p> <p><u>Methods of Analysis, Source of Information, and Investment Strategies.</u></p> <p>HIM is committed to a disciplined, systematic investment process. Before investment risk is assumed, predictive factors are specifically identified. Models are constructed and extensively tested and redefined. Portfolio risk is proportioned to the degree of predictive power in the decision-making process as well as to customer requirements.</p> <p>This philosophy recognizes that, while the factors influencing securities prices are complex and dynamic, it is necessary to maintain a consistent way of recognizing and evaluating the changing market environment. HIM then can recommend portfolio mixes that may benefit from these changes with respect to the reward potential and the risk assumed.</p>	
4. A.5		
4. B.8	<p>HIM uses various investment and financial databases containing current and historical statistics. These data are integrated in the systematic valuation models to perform investment analysis and portfolio construction.</p>	

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5.	HIM has set high standards of education and experience for its personnel. Investment professionals are required to have at least a bachelor's degree. However, a majority of HIM's investment professionals have MBAs and/or C.F.A. designations, with some possessing Ph.D. degrees. 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.
6.A.	<p><u>Education and Business Background</u></p> <p>The following individuals are regular members of the Investment Policy Committee which determines general Investment Advice:</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 HIM since June, 1995, currently as President and Chief Investment Officer.</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>C. Thomas Johnson; Born: July 13, 1945; B.A.: Earlham College; M.B.A.: Indiana University; Employed by Harris Trust and Savings Bank as Portfolio Manager from 1969 to 1989; Employed by HIM since January, 1990, currently as Head of Equity Portfolio Management.</p> <p>Daniel Sido; Born: October 1, 1959; B.S.: Bradley University; M.B.A.: St. Louis University; Employed by Boatmen's Trust Co. (Centerre Trust) as a Portfolio Manager from 1984 to 1994; Employed by HIM since October, 1994, currently as Senior Portfolio Manager.</p> <p>Maureen Svagera, CFA; Born: July 4, 1956; B.S.: University of Nebraska-Lincoln; M.B.A.: University of Nebraska-Omaha; Employed by Stein Roe and Farnham as Portfolio Manager from 1989 to 1994; Employed by HIM since October, 1994 currently as Senior Portfolio Manager.</p> <p>T. Andrew Janes, J.D.; CFA; (Alternate Member of Investment Policy Committee); Born: May 12, 1956; B.S.: Ohio State University; J.D.: Capital University School of Law; Employed by FirstStar Bank as portfolio manager from 1991 to 1999; Employed by HIM since October, 1999 currently as Portfolio Manager.</p> <p>Peter J. Arts, Born: August 29, 1969; B.A.: Loras College, M.B.A.: DePaul University, Employed by Harris Bank/Bank of Montreal Foreign Exchange as Analyst/Assistant Trader from 1993 to 1994. Employed by HIM since September, 1994, currently as Principal, Portfolio Manager, and Head of Cash Management.</p>

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6. A. Cont'd.	<p>Carol H. Lyons, Born: November 30, 1955; B.A. St. Mary's College; M.B.A. University of Chicago: Employed by First Chicago in Trust Dept and Capital Markets Group from 1979 to 1991; Employed by Harris Bank from 1992-1995 and by HIM from 1995 to present as Senior Portfolio Manager.</p> <p>Mr. William O. Leszinske, President, also serves as principal executive officer of HIM.</p>	
8.C.(3)	<p>HIM is the parent of HIM Monegy, Inc. (Monegy), a SEC-registered investment adviser located in Toronto, Canada. Monegy is also registered as an investment adviser with the Ontario and Alberta Securities Commissions and serves as sub-adviser to the Harris Insight High Yield Bond Fund. Monegy also serves as adviser to various institutional clients. William Leszinske is President and Chief Investment Officer of both HIM and Monegy and is Chairman of Monegy. Mr. Leszinske (Chairman) and Laura Alter serve on the Investment Policy Committees of both HIM and Monegy.</p>	
8.C.(6)	<p>HIM has arrangements with Harris N.A. (which is 100% owned by Harris Financial Corp., the parent of HIM) whereby Harris N.A. (the "Bank") provides computer systems support and general administrative services to HIM, and HIM provides investment advisory and research services to the Bank. Where such respective services are also available to unrelated parties, HIM and/or Bank (as the case may be) will receive fees at prevailing market rates. Where such services are not generally available to unrelated parties, HIM and/or Bank (as the case may be) will receive fees based on cost or "cost-plus" method.</p>	
8. D.	<p>Harris MyCFO Investment Advisory Services LLC (MyCFO), an affiliate of HIM, serves as the general partner of two private investment funds, MYCFO INVESTMENT PARTNERS I, L.P. and MYCFO INVESTMENT PARTNERS II, L.P., and may serve as manager, general partner and/or investment adviser of other private investment funds. MyCFO offers such partnerships are offered to its own Clients. HIM does not offer, or otherwise make available, such partnerships to its Clients.</p> <p>HIM is the managing member of one private LLC, Harris Investment Management Market Neutral Fund LLC. The entity currently has no members or any assets under management. HIM is not currently offering participations in this entity to its clients, nor does it anticipate doing so in the immediate future.</p>	
9. D.	<p>When appropriate, HIM may recommend the purchase of units in portfolios of the Phoenix Funds for which HIM acts as subadviser. Refer to Item 1.D Schedule F for HIM's treatment of advisory fees when such investment is involved. In no event is HIM to receive overlapping advisory fees.</p>	

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Item of Form (identify)	Answer
9. E.	<p><u>Participation or Interest in Client Transactions</u></p> <p>HIM, its officers, directors, principals, employees, and affiliates may buy and sell securities for their own accounts, including those securities recommended to HIM's clients. Such purchases or sales may be at the same or different times or prices as client purchases or sales.</p> <p>HIM monitors securities transactions 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. HIM also holds all client investment and trading information confidential to help ensure that HIM's affiliates do not have access to such information except as necessary to fulfill their responsibilities as fiduciaries or as permitted by Regulation S-P and HIM's privacy policy.</p> <p><u>Code of Ethics.</u> HIM, 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'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>Compliance personnel oversee the Code's operation, review holdings reports, and review personal securities transaction reports.</p> <p>A copy of the Code is available upon request.</p> <p>In addition, in order to start a new product line, HIM or an affiliate may establish an account with funds provided by HIM 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 personnel may also be investors in certain pooled vehicles for which HIM 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>

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10.	<p>HIM generally does not impose a minimum dollar value of assets to be managed as a condition for starting or maintaining an account. However, clients will be subject to minimum fees ranging from \$10,000 to \$40,000 depending upon the investment approach. In performing some specialized investment management services, such as those relating to convertible securities and small capital stocks, in order to ensure diversification, HIM prefers a minimum dollar value of assets of \$5 million to \$10 million for accounts requiring separate investment supervision for these specialized services. Clients who receive advisory services from HIM through wrap programs in which HIM is a participating adviser and individual accounts are not subject to HIM's minimum fees.</p> <p>HIM's clients, regardless of their advisory arrangement with HIM, are under no obligation to use Harris N.A. as custodian of their assets.</p>
12.	<p><u>Investment or Brokerage Discretion</u> For discretionary client accounts, HIM has authority, within the client-imposed restrictions, to determine both which securities and their amount to be bought and sold All client limitations and restrictions on investments are by agreement between HIM and the client and are factors considered in determining investment risk and return objectives.</p> <p>Broker Selection. Generally, securities are bought and sold through brokers or dealers selected by HIM. In some instances, however, the clients direct HIM to place trades through or with a particular broker or dealer. In such cases HIM cannot necessarily obtain the best price or services for such trades. When HIM is vested with the discretion to choose a broker-dealer, efforts are made to obtain the most favorable price and best execution available.</p> <p>In approving broker-dealers for its clients' trades, HIM considers, among other things, their financial and operational integrity and quality and reliability of their execution. HIM selects broker-dealers for each trade based on a criterion of "best execution." This includes, among other considerations, commissions, price impact under conditions prevailing at the time of the trade, size of the order, difficulty of execution, speed of execution, and capital commitments by the broker-dealer.</p> <p>Soft Dollar Services from Brokers. However, HIM may place trades through and with broker-dealers who also provide HIM with research and brokerage services (as defined in Section 28(e) (3) of the Securities Exchange Act of 1934, as amended), so-called "soft dollar" arrangements.</p> <p>These services must provide lawful and appropriate assistance in carrying out the investment decision-making responsibilities. Such services may include: analysis or reports on companies, industries, economic trends, and political considerations; market data services and communications services related to the execution, clearing, and settlement of securities transactions; and other functions incidental to effecting securities transactions.</p>

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

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Item of Form (identify)	Answer	
12. cont'd	<p>The provision of research is taken into account in broker selection, and, in exchange for these services, HIM may pay higher commissions than would otherwise be charged (i.e., "pay-up"). Before effecting any such transaction, HIM determines in good faith that the amount of such commission is reasonable in relation to the value of the brokerage and research services provided by such brokers, viewed in terms of either that particular transaction or HIM's overall responsibilities to all of its clients.</p> <p>Due to the nature of soft dollar arrangements, some services received from a broker-dealer are used for certain clients but paid for by clients who do not require such services. Additionally, HIM may receive certain research reports by sell-side brokers that are not used in the investment decision making process but may receive other services from the sell-side broker that are used in the investment decision making process. In addition, HIM may receive certain brokerage and research products and services, some of which are permitted under soft dollar arrangements and some of which are not (so-called "mixed-use" products and services). In these instances HIM uses client brokerage commissions to pay for the eligible portions and pays the ineligible portions with its own funds.</p> <p>Although this allocation between eligible and ineligible items are made in accordance with HIM's overall fiduciary responsibilities, clients should be aware of the potential conflicts of interest created by the use and allocations of soft dollar arrangements. Although the allocation between soft dollars and cash is not always capable of precise calculation, HIM makes a good faith effort to allocate such items reasonably, and records of such allocations are kept. Currently, research services are used only in making investment decisions for client accounts, including accounts which direct brokerage.</p> <p>Trade Allocation. HIM may, from time to time depending upon account guidelines, objectives, cash-flow characteristics, and other criteria, give advice to some clients or effect securities transactions for the accounts of some clients that may be similar to or differ from the advice given to or actions taken on behalf of other clients. HIM may allocate transactions in securities among clients on such basis as HIM determines to be reasonable, including a determination that some clients may not purchase or sell the securities at the same time as others.</p> <p>Trade Allocation for IPO's. HIM's investment philosophy limits its participation and purchase of shares in initial public offerings or "IPO's". IPO's securities are allocated, insofar as possible, in a pro rata manner across all accounts with similar guidelines, objectives, and cash flow characteristics. When allocating fixed income IPO securities 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, the allocation method will be balanced against adequate liquidity and tradable lot sizes. In the case of either equity or fixed-income IPO's, care is taken to try to avoid systematically favoring or disadvantaging any clients .</p>	
<p align="center">Complete amended pages in full, circle amended items and file with execution page (page 1).</p>		

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12. cont'd	<p>Cross Transactions. HIM may cross transactions between accounts of different clients only if such transactions are fair to both clients, are not prohibited by law or the instruments governing the relationships, and provide no benefits to HIM. For all such transactions, evidence of an independent valuation source will be maintained.</p> <p>Directed Brokerage. 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 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 for its non-directed account trades. By utilizing directed brokerage for transactions, the client acknowledges that HIM is not able to freely negotiate commission rates or spreads or to commingle or group orders with those for other accounts managed by HIM. Directed brokerage account trades are handled as separate orders. These orders are placed subsequent to those for HIM's participating non-directed trades, and trades are rotated among these directed accounts to help to ensure that no such account is systematically favored or disadvantaged. For clients who direct only a portion of their transactions, the non-directed portion will be commingled or grouped for the purpose of execution for the same securities for other accounts managed by HIM.</p> <p>Trading Process. HIM's trading desk, upon receiving incoming orders of similar purchases and sales of securities for clients, determines the sequencing of such orders amongst clients. HIM's trading desk attempts to coordinate the timing of orders to prevent HIM from "bidding against" itself on such orders. HIM's trading desk sequence orders for directed brokerage clients behind orders for non-directed brokerage clients depending upon factors such as the number of other orders awaiting execution, the type of order, the liquidity of the order, and clients' cash positions. Wrap accounts participate in a separate sequencing and rotation schedule apart from HIM's separately managed accounts in order that no such account, client type, or strategy is systematically favored or disadvantaged.</p> <p>HIM's trading desk executes orders for all clients other than its third-party wrap program clients. Typically, HIM's trading desk sends its third-party wrap program clients' orders to the wrap sponsor for execution. While third-party wrap program clients are trading, HIM's trading desk typically suspends trading for other clients until the sponsors have completed their transactions. HIM's trading desk has a rotation policy by which it rotates transactions among the third-party wrap programs. HIM rotates the order of trades to wrap sponsors to help to ensure over time that no one account or wrap sponsor receives trading priority over any other wrap sponsor or account.</p>

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12. cont'd	HIM may purchase securities for one or more accounts at the same time it is selling that same security for one or more other accounts. Normally, HIM will utilize an electronic communication network (or "ECN") that commingles buy and sell orders from many sources and executes trades automatically in aggregate amounts available to match. Occasionally, HIM may cause a direct purchase and sale transaction between clients.
13.	<p>HIM may compensate some of its employees for client referrals. It also may enter into an arrangement where payments are made to HIM's affiliates, Bank of Montreal, the Harris, N.A., and other entities in the BMO group of companies for clients referred from certain areas of the Bank. Such payments are made at HIM's expense and do not result in any additional fee to advisory clients.</p> <p>HIM may from time to time enter into arrangements with individuals for client solicitation and referral. Such payments are made at HIM's expense and do not result in any additional fee to advisory clients.</p> <p>In March 2006 HIM and Phoenix Investment Counsel, Inc. ("PIC") entered into agreements ("Fund Agreements") providing for, among other things, PIC's becoming investment adviser to the now-denominated Phoenix Insight Funds (f.k.a. Harris Insight Funds). Many terms of the agreements were approved by shareholders and the funds' boards and bound both parties to perform certain duties: From its own resources, PIC made a cash payment made to HIM upon the closing of the Fund Agreements and likewise does so following each of the first four anniversaries of the closing, these annual payments based on a specified percentage of any net profits earned by PIC from the three Phoenix Insight Money Market Funds. HIM and its affiliates will not compete in certain ways for five years following closing. In exchange, PIC agreed to make a payment to HIM five years after closing in the event that the revenues HIM has received from its overall relationship with PIC have not reached specified levels. Additional details may be found in the statement of additional information of the Phoenix Insight Funds.</p> <p><u>Global Investment Performance Standards (GIPS)</u></p> <p>HIM prepares and presents the performance of its composites in compliance with the Global Investment Performance Standards (f.k.a. AIMR-PPS). HIM has obtained performance examinations for its published composites. A complete list and description of all composites of HIM, including related performance results, is available upon request.</p>

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SEC File Number:

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	<p><u>Anti-Money Laundering Program</u></p> <p>HIM has an anti-money laundering program. Through an unaffiliated third-party service, HIM 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 may request certain information and documentation from prospective and existing clients in order to confirm their identity and other information relevant to preventing money laundering and related activities. Depending on the circumstances, applicable law may require or allow HIM to provide certain information (e.g., currency transaction reports or suspicious activity reports) to governmental agencies and may prevent HIM's disclosing its actions to its clients and prospective clients.</p> <p><u>HIM Privacy Notice</u></p> <p>HIM respects its client's privacy and seeks to manage assets efficiently. To do so, HIM collects and maintains certain information about clients from account applications, agreements, and other documents, and from transactions clients conduct with HIM, its affiliates, or others. Except for disclosure to affiliates and service providers and as permitted by law, HIM does not disclose to anyone any personal information about clients or about any of its former clients. HIM may disclose such information to companies or individuals who perform administrative or marketing services on HIM's behalf. Those entities may use such information only for the services for which HIM engaged them and are not permitted to use or share the information for any other purpose. To protect clients' personal information, HIM maintains physical, electronic, and procedural safeguards, and HIM permits access only to those employees and service providers who need the information to serve HIM's clients.</p>

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