

PEACE ARCH ENTERTAINMENT GROUP INC  
Form SC 13G/A  
January 20, 2006

Securities and Exchange Commission, Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

(Name of Issuer) Peace Arch Entmt Group Inc

(Title of Class of Securities) Common Stock

(CUSIP Number) 704586304

(Date of Event Which Requires Filing of this Statement) Dec 2005 Year-End

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be ``filed'' for the purpose of Section 18 of the Securities Exchange Act of 1934 (``Act'') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 704586304

(1) Names of reporting persons...Harris Financial Corp  
I.R.S. Identification Nos. of above persons (entities only)  
51-0275712

(2) Check the appropriate box if a member of a group  
(a)  
(b) x

(3) SEC use only.....

(4) Citizenship or place of organization.....  
A Delaware Corporation

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power...0.....

(6) Shared voting power....0.....

(7) Sole dispositive power.....1,131,713.....

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(8) Shared dispositive power....0.....
(9) Aggregate amount beneficially owned by each reporting person
1,131,713
(10) Check if the aggregate amount in Row (9) excludes certain shares
(see instructions).....
(11) Percent of class represented by amount in Row (9)...5.415%.....
(12) Type of reporting person (see instructions)...HC.....

Page--of--Pages-----
Item 1(a) Name of issuer:
Peace Arch Entertainment Group Inc

Item 1(b) Address of issuer's principal executive offices:
Peace Arch Entertainment Group Inc
Suite 500, 56 East 2nd Avenue
Vancouver British Columbia
Canada V5T 1B1, British Columbia, Canada 00000

2(a) Name of person filing: Harris Financial Corp

2(b) Address or principal business office or, if none, residence:
111 W. Monroe Street
P. O. Box 755
Chicago, IL 60690

2(c) Citizenship: A Delaware Corporation

2(d) Title of class of securities: Common Stock

2(e) CUSIP No.: 704586304

Item 3. If this statement is filed pursuant to Secs. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [ ] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
(b) [X] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
(c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
(d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
(e) [ ] An investment adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E);
(f) [ ] An employee benefit plan or endowment fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F);
(g) [X] A parent holding company or control person in accordance with Sec. 240.13d-1(b)(1)(ii)(G);
(h) [ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j) [ ] Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership
1.

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- (a) Amount beneficially owned: 1,131,713
- (b) Percent of class: 5.415%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 0
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 1,131,713
  - (iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].  
See Exhibit 2

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Harris Financial Corp., a Parent Holding Company,  
111 W. Monroe St.  
P.O. Box 755  
Chicago, Ill 60690

Filing on behalf of the following subsidiaries:

BMO Nesbitt Burns, Inc., a broker-dealer  
One First Canadian Place  
5th Floor  
Toronto, Ontario CANADA  
M5X 1H3

Jones Heward Investments Inc., a Parent Holding Company  
Royal Trust Tower  
77 King Street West  
Suite 4200  
Toronto, Ontario CANADA  
M5K 1J5

BMO Harris Investment Management Inc., an investment adviser  
1 First Canadian Place  
9th Floor  
Suite 915  
Toronto, Ontario CANADA  
M5K 1H3

Jones Heward Investment Counsel Inc., an investment adviser  
Royal Trust Tower  
77 King Street West  
Suite 4200  
Toronto, Ontario CANADA  
M5K 1J5

BMO Investorline Inc.  
FCP  
20th Floor  
Toronto, Ontario CANADA  
M5X 1A1

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Jones Heward Funds, Canadian mutual funds  
Royal Trust Tower  
77 King Street West  
Suite 4200  
Toronto, Ontario CANADA  
M5K 1J5

The Pension Fund Society of the Bank of Montreal,  
a Canadian pension fund  
Corporate Secretary's Department  
First Canadian Place  
22nd Floor  
Toronto, Ontario CANADA  
M5X 1A1

Guardian Group of Funds, Ltd.  
Commerce Court West  
Suite 4100  
Toronto, Ontario Canada  
M5L 1E8

Harris Investment Management, Inc.  
190 South LaSalle Street  
P.O. Box 755  
Chicago, Ill 60690

Harris Insight Funds, inc  
C/O Harris Investment Management, Inc  
190 South LaSalle Street  
P.O. Box 755  
Chicago, Ill 60690

BMO Trust Company  
302 Bay Street  
7th Floor  
Toronto, Ontario Canada  
M5X 1A1

BMO Investments, Inc  
302 Bay Street  
10th Floor  
Toronto, Ontario Canada  
M5X 1A1

BMO Mutual Funds  
302 Bay Street  
10th Floor  
Toronto, Ontario, Canada  
M5X 1A1

BMO Nesbitt Burns Corp  
3 Times Square  
28th Floor  
New York, N.Y. 10036

BMO Nesbitt Burns Trading Corp, S.A.  
3 Times Square  
28th Floor  
New York, N.Y. 10036

Sullivan Bruyette Speros & Blaney

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8180 Greensboro Drive  
Suite 1100  
McLean Va. 22102

Mercantile National Bank of Indiana  
5243 South Hohman Ave.  
Floor 1  
Hammond, Indiana, 46320

And filing on behalf of its parent:

Bank of Montreal  
1 First Canadian Place  
Toronto, Ontario Canada  
MX5 1A1

Item 8. Identification and Classification of Members of the Group  
See Exhibit 2

Item 9. Notice of Dissolution of Group.  
Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 20, 2006

HARRIS FINANCIAL CORP.

BY: (Paul Reagan)  
Paul Reagan  
Senior Vice President and General Counsel

Schedule 13G  
Exhibit 1

BMO Nesbitt Burns Trading Corp S.A. is a wholly owned subsidiary of Bank of Montreal Holding Inc., which is a wholly-owned subsidiary of Bank of Montreal.

BMO Nesbitt Burns, Inc. is a wholly-owned subsidiary of BMO Nesbitt Burns Corporation Limited, which is a wholly-owned subsidiary of Bank of Montreal Securities Canada Limited, which is a wholly-owned subsidiary of Bank of Montreal Holding Inc., which is a wholly-owned subsidiary of Bank of Montreal.

Jones Heward Funds are Canadian mutual funds advised by Jones Heward Investment Counsel, which is a wholly-owned subsidiary of BMO Harris Investment Management Inc, which is a subsidiary of Jones Heward Investments Inc., which is a subsidiary of BMO Nesbitt Burns Inc. and

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the Bank of Montreal.

The Pension Fund Society of the Bank of Montreal is a Canadian pension fund advised by Jones Heward Investment Counsel, which is a wholly-owned subsidiary of BMO Harris Investment Management Inc, which is a subsidiary of Jones Heward Investments Inc., which is a subsidiary of Nesbitt Burns Inc. and the Bank of Montreal.

Guardian Group of Funds is a subsidiary of Guardian Group of Funds, Ltd. which is a wholly-owned subsidiary of Bank of Montreal.

First Canadian Mutual Funds are Canadian mutual funds advised and managed by Jones Heward Investment Counsel, BMO Harris Investment Management Inc, and First Canadian Funds Inc., which are wholly-owned direct or indirect subsidiaries of Bank of Montreal.

Jones Heward Investment Counsel is a wholly-owned subsidiary of BMO Harris Investment Management Inc, which is a wholly-owned subsidiary of Jones Heward Investments Inc., which is a wholly-owned subsidiary of Bank of Montreal and Nesbitt Burns Inc.

Mercantile National Bank of Indiana is a wholly owned subsidiary of Harris Bankcorp Inc. which is a wholly owned subsidiary of Harris Financial Corp., which is a wholly-owned subsidiary of Bank of Montreal.

Pursuant to Rule 13d-1(k)(1)(iii), Bank of Montreal, Bank of Montreal Holding Inc., Bank of Montreal Securities Canada Limited, BMO Nesbitt Burns Corporation Limited, BMO Nesbitt Burns Inc., Jones Heward Funds, The Pension Society of the Bank of Montreal, First Canadian Funds Inc., First Canadian Mutual Funds, Jones Heward Investment Counsel Inc., Jones Heward Investment Management Inc., Jones Heward Investments Inc., BMO Nesbitt Burns Trading Corp, S.A., Mercantile National Bank of Indiana, and Guardian Group of Funds Ltd, agree to this filing of Schedule 13G by Harris Financial Corp. This exhibit is submitted as proof of their agreement and authorization for Harris Financial Corp. to file on their behalf.

Dated: January 20, 2006

BANK OF MONTREAL

BY: (Ron Sirkis)  
Ron Sirkis  
EVP, General Counsel & Taxation

BANK OF MONTREAL HOLDING INC.

BY: (Chris Begy)  
Chris Begy  
Vice President, Chief Accountant

Harris Financial Corp

By: (Paul Reagan)  
Paul Reagan  
EVP, U.S. General Counsel, Chief Compliance Officer

BMO Nesbitt Burns, Inc

By: (Robert Allair)  
Robert Allair  
Vice President and Managing director

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Jones Heward Investments, Inc.

By: (Dirk McRobb)  
Dirk McRobb  
C.F.O. Chief Compliance Officer V.P.

BMO Harris Investment Management Inc.

By: (Richard Grape)  
Richard Grape  
VP and Head of Operations and Administration

Jones Heward Investment Counsel Inc.

By: (Dirk McRobb)  
Dirk McRobb  
C.F.O. Chief Compliance Officer V.P.

BMO Investorline Inc.

By: (Tom Flanagan)  
Tom Flanagan  
President and CEO

Jones Heward Funds

By: (Dirk McRobb)  
Dirk McRobb  
C.F.O Chief Compliance Officer V.P

The Pension Fund Society of the Bank of Montreal

By: (Claire Kyle)  
Claire Kyle  
Senior Manager

Guardian Group of Funds, Ltd.

By: (Stuart Freeman)  
Stuart Freeman  
Chief Financial Officer

Harris Investment Management Inc.

By: (William O. Leszinske)  
William O. Leszinske  
President

Harris Insight Funds, Inc.

By: (William O. Leszinske)  
William O. Leszinske  
President

BMO Trust Company

By: (Carol Neal)  
Carol Neal  
Chief Financial Officer

BMO Investments, Inc

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By: (Ed Legzdins)  
Ed Legzdins  
President and CEO

BMO Nesbitt Burns Corp

By: (Susanne Vorster)  
Susanne Vorster  
Chief Financial officer

BMO Nesbitt Burns Trading Corp, S.A.

By: (Susanne Vorster)  
Susanne Vorster  
Chief Financial Officer

Sullivan Bruyette Speros & Blaney

By: (Greg Sullivan)  
Greg Sullivan  
President

Mercantile National Bank of Indiana

By: (Richard Scumacher)  
Richard Schumacher  
Senior Vice President

Schedule 13G  
Exhibit 2

This Schedule is being filed by Harris Financial Corporation, its parent company, Bank of Montreal.