

VIRTUS INVESTMENT PARTNERS, INC.

Form SC 13D/A

January 19, 2012

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 3)

**Virtus Investment Partners, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**92828Q109**

(CUSIP Number)

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**Bank of Montreal**

**Colleen Hennessy**

**111 W. Monroe Street**

**Chicago, IL 60603**

**Tel. No.: (312) 461-7745**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 6, 2012**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

\* 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 disclosures provided in a prior cover page. The information required on 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).

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CUSIP No. 92828Q109

**1** NAMES OF REPORTING PERSONS

**2** Bank of Montreal  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

**5** WC\*  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

**7** SOLE VOTING POWER

NUMBER OF

SHARES **8** 1,727,746  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **9** 0  
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON **10** 1,727,746  
SHARED DISPOSITIVE POWER

WITH

**11** 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,727,746 \*\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.0%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC,BK

\* The source of funds for acquiring 45,000 shares of Series B Voting Convertible Preferred Stock of the issuer ( Preferred Stock ) was the working capital of BMO Bankcorp, Inc. ( BMO Bankcorp ), a wholly-owned subsidiary of BMO Financial Corp. ( BFC ), which is a wholly-owned subsidiary of Bank of Montreal ( BMO ), and together with BFC, the Reporting Persons ). 378,446 shares of common stock of the issuer ( Common Stock ) owned by the Reporting Persons were acquired by converting 9,783 shares of the Preferred Stock held by BMO Bankcorp on August 5, 2010. On November 30, 2011, BMO Bankcorp was dissolved and all Common Stock and Preferred Stock held by BMO Bankcorp was transferred to BFC. 1,349,300 shares of Common Stock owned by the Reporting Persons were acquired by converting the remaining 35,217 shares of Preferred Stock on January 6, 2012.

\*\* This number does not include 291 shares of Common Stock held by sub-advisors of Harris myCFO Investment Advisory Services, LLC ( myCFO, a wholly-owned subsidiary of BFC) in the name of clients of myCFO.

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CUSIP No. 92828Q109

**1** NAMES OF REPORTING PERSONS.

**2** BMO Financial Corp.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

**5** WC\*  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF

SHARES **8** 1,727,746  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY **9** 0  
EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON **10** 1,727,746  
SHARED DISPOSITIVE POWER

WITH

**11** 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,727,746 \*\*  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.0%  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, CO

- \* The source of funds for acquiring 45,000 shares of Series B Voting Convertible Preferred Stock of the issuer ( Preferred Stock ) was the working capital of BMO Bankcorp, Inc. ( BMO Bankcorp ), a wholly-owned subsidiary of BMO Financial Corp. ( BFC ), which is a wholly-owned subsidiary of Bank of Montreal ( BMO ), and together with BFC, the Reporting Persons ). 378,446 shares of common stock of the issuer ( Common Stock ) owned by the Reporting Persons were acquired by converting 9,783 shares of the Preferred Stock held by BMO Bankcorp on August 5, 2010. On November 30, 2011, BMO Bankcorp was dissolved and all Common Stock and Preferred Stock held by BMO Bankcorp was transferred to BFC. 1,349,300 shares of Common Stock owned by the Reporting Persons were acquired by converting the remaining 35,217 shares of Preferred Stock on January 6, 2012.
- \*\* This number does not include 291 shares of Common Stock held by sub-advisors of myCFO in the name of clients of myCFO.

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Item 7. Material to be Filed as Exhibits

SIGNATURE

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***Introductory Statement and Explanatory Note***

On January 17, 2012, BFC (using its former legal name, Harris Financial Corp.) erroneously filed a Schedule 13G with the Securities and Exchange Commission with respect to the Issuer. The Schedule 13G should be disregarded in its entirety, and this Schedule 13D, as amended, shall continue to remain in effect.

This Third Amendment to Schedule 13D (this Amendment) is being filed to amend certain information provided in the Schedule 13D filed by the Reporting Persons on January 12, 2009, as amended on August 20, 2010 and further amended on November 15, 2011 (the Original Filing). Any capitalized term used in this Amendment but not defined herein shall have the meaning given to such term in the Original Filing. This Amendment supplements or amends certain items in the Original Filing as indicated below.

On November 30, 2011, BMO Bankcorp was dissolved and all of its assets and liabilities were transferred to its parent, BFC. Unless otherwise specified, all other information in the Original Filing remains unchanged.

***Item 1. Security and Issuer***

There are no changes to Item 1 of the Original Filing.

***Item 2. Identity and Background***

This Amendment amends the Original Filing to provide a new Schedule A listing the name, residence or business address, position, present principal occupation or employment, the name and, if other than any Reporting Person, the principal business and address of any corporation or organization in which such employment is conducted and citizenship of each director and executive officer of each Reporting Person.



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In addition, the final paragraph of Item 2 in the Original Filing is deleted in its entirety and replaced with the following:

During the last five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, none of the persons listed on Schedule A attached hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Because of the dissolution of BMO Bankcorp, Inc. as described above, all references to BMO Bankcorp in Item 2 of the Original Filing are stricken.

### ***Item 3. Source and Amount of Funds or Other Consideration***

Item 3 of the Original Filing is hereby amended by deleting the first paragraph.

Item 3 of the Original Filing is hereby amended by deleting the final paragraph of such item and replacing it with the following:

On August 5, 2010, Harris exercised its right to convert 9,783 shares of Series B Preferred Stock into 378,446 shares of Common Stock. In connection with the dissolution of BMO Bankcorp on November 30, 2011, BMO Bankcorp's remaining Series B Preferred Stock and its Common Stock were transferred to BFC. On January 6, 2012, BFC converted all shares of its Series B Preferred Stock pursuant to the Series B Conversion in accordance with the terms of the Conversion and Voting Agreement (each as defined below in Item 4). No consideration was paid by BMO, BFC, BMO Bankcorp or any of their subsidiaries with respect to the conversions described in this paragraph.

### ***Item 4. Purpose of Transaction***

Item 4 is hereby supplemented with the following information:

In connection with the dissolution of BMO Bankcorp on November 30, 2011, BMO Bankcorp's remaining Series B Preferred Stock and its Common Stock were transferred to BFC.

On January 6, 2012, BFC converted all shares of its Series B Preferred Stock pursuant to the Series B Conversion in accordance with the terms of the Conversion and Voting Agreement. As a result, BMO, BFC and BMO Bankcorp no longer own Series B Preferred Stock or have any rights with respect to Series B Preferred Stock.

### ***Item 5. Interest in Securities of the Issuer***

Item 5 of the Original Filing is hereby deleted in its entirety and replaced with the following:

- (a) As of the date of this Statement on Schedule 13D, the Reporting Persons beneficially own 1,727,746 shares of Common Stock.
- (b) The Reporting Persons have the sole power to vote and dispose of the 1,727,746 shares of Common Stock that they beneficially own.
- (c) In connection with the dissolution of BMO Bankcorp on November 30, 2011, BMO Bankcorp's remaining Series B Preferred Stock and its Common Stock were transferred to BFC. On January 6, 2012, BFC converted all shares of its Series B Preferred Stock pursuant to the Series B Conversion in accordance with the terms of the Conversion and Voting Agreement.
- (d) Not applicable.
- (e) Not applicable.

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***Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer***

Item 6 of the Original Filing is hereby amended by incorporating by reference the information set forth in Items 4 and 5 hereof.

***Item 7. Material to be Filed as Exhibits***

None.

**Table of Contents****SCHEDULE A****DIRECTORS AND EXECUTIVE OFFICERS OF****BANK OF MONTREAL**

(as of January 1, 2012)

The name, address, position, present principal occupation or employment of each of the directors and executive officers of Bank of Montreal ( BMO ) are set forth below.

<b>Name</b>	<b>Address</b>	<b>Position/Principal Occupation/Employment</b>	<b>Citizenship</b>
Robert Murray Astley	574 Strathmere Court Waterloo, Ontario, Canada N2T 2K2	Director of BMO; Corporate Director	Canadian
David Ross Beatty	c/o Beatinvest Limited 98 Teddington Park Toronto, Ontario, Canada M4N 2C8	Director of BMO; Chairman and Chief Executive Officer of Beatinvest Limited, an investment services company	Canadian
Sophie Brochu	c/o Gaz Métro 1717 Du Havre Montreal, Quebec, Canada H2K 2X3	Director of BMO, President and Chief Executive Officer of Gaz Métro, a utilities company	Canadian
Robert Chevrier	c/o Société de gestion Roche Inc. 200, Avenue des Sommets, Apt 2001 Ile des Soeurs, Verdun, Quebec, Canada H3E 2B4	Director of BMO; President of Société de gestion Roche Inc., a management and investment company	Canadian
George A. Cope	c/o Bell Canada 483 Bay Street, 9 <sup>th</sup> Floor South Tower Toronto, Ontario, Canada M5G 2C9	Director of BMO; President and Chief Executive Officer of BCE Inc. and Bell Canada, each a telecommunications company	Canadian
William A. Downe	c/o Bank of Montreal, 100 King Street West, 1 First Canadian Place, 24 <sup>th</sup> Floor Toronto, Ontario, Canada M5X 1A1	Director, President and Chief Executive Officer of BMO; Director and Vice Chairman of the Board of Directors of BMO Financial Corp.	American and Canadian
Christine A. Edwards	35 W. Wacker Drive Chicago, IL 60601	Director of BMO; Partner, Winston & Strawn LLP, a law firm	American
Ronald Farmer	2 Devon Court		Canadian

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	Markham, Ontario, Canada L6C 1B3	Director of BMO; Managing Director of Mosaic Capital Partners, a Toronto-based holding company with interests in several private companies	
David Galloway	c/o Bank of Montreal  100 King Street West, 1 First Canadian Place, 24 <sup>th</sup> Floor  Toronto, Ontario, Canada M5X 1A1	Director and Chairman of the Board of Directors of BMO; Director of BMO Financial Corp.	Canadian

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<b>Name</b>	<b>Address</b>	<b>Position/Principal</b>	<b>Citizenship</b>
Harold N. Kvisle	c/o TransCanada Corporation 450 1 <sup>st</sup> St. SW Calgary, Alberta, Canada T2P 5H1	Director of BMO; Former President and Chief Executive Officer of TransCanada Corporation, a North American energy company focused on natural gas transmission and power generation	Canadian
Bruce H. Mitchell	c/o Permian Industries Limited First Canada Place, Suite 5330, Box 183 Toronto, Ontario, Canada M5X 1A6	Director of BMO; President and Chief Executive Officer of Permian Industries Limited, a management and holding company with interests in the North American food processing and technology industries	Canadian
Philip S. Orsino	68 Yorkville Avenue Suite 205 Toronto, Ontario, Canada M5R 3V7	Director of BMO; President of Jeld-Wen, a building services company	Canadian
Martha C. Piper	6028 Chancellor Boulevard Vancouver, British Columbia, Canada V6T 1E7	Director of BMO; Corporate Director	American and Canadian
Robert Prichard	c/o Torys LLP 79 Wellington St. West Suite 3000, Box 279 TD Centre Toronto, Ontario, Canada M5K 1N2	Director of BMO; Chair of Torys LLP, a law firm	British and Canadian
Guylaine Saucier	1000 rue de la Gauchetiere Ouest #2500 Montreal, Quebec, Canada H3B 0A2	Director of BMO; Corporate Director	Canadian
Don M. Wilson III	543 North Street Greenwich, Connecticut 06830	Director of BMO; Corporate Director	American
Jean-Michel Ares	100 King Street West, 1 First Canadian Place, 24 <sup>th</sup> Floor Toronto, Ontario, Canada M5X 1A1	Group Head, Technology and Operations	Canadian
Simon Fish	c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 21 <sup>st</sup> Floor	Executive Vice President and General Counsel of BMO Financial Group	British

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Surjit Rajpal	Toronto, Ontario, Canada M5X 1A1 c/o Bank of Montreal 100 King Street West, 1 First Canadian Place, 24 <sup>th</sup> Floor Toronto, Ontario, Canada M5X 1A1	Executive Vice President and Chief Risk Officer of BMO Financial Group	Canadian
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<b>Name</b>	<b>Address</b>	<b>Position/Principal</b>	<b>Citizenship</b>
Thomas Voysey Milroy	c/o Bank of Montreal  100 King Street West, 1 First Canadian Place, 4 <sup>th</sup> Floor  Toronto, Ontario, Canada M5X 1A1	Chief Executive Officer of BMO Capital Markets, BMO Financial Group	Canadian
Gilles G. Ouellette	c/o Bank of Montreal  100 King Street West, 1 First Canadian Place, 49 <sup>th</sup> Floor  Toronto, Ontario, Canada M5X 1A1	President and Chief Executive Officer of Private Client Group of BMO	Canadian
Richard Rudderham	c/o Bank of Montreal  100 King Street West, 1 First Canadian Place, 68 <sup>th</sup> Floor  Toronto, Ontario, Canada M5X 1A1	Executive Vice President, Head of Human Resources, BMO Financial Group	Canadian
Thomas E. Flynn	c/o Bank of Montreal  100 King Street West, 1 First Canadian Place, 24 <sup>th</sup> Floor  Toronto, Ontario, Canada M5X 1A1	Chief Financial Officer of BMO Financial Group	Canadian
Franklin J. Techar	c/o Bank of Montreal  55 Bloor Street West, 16 <sup>th</sup> floor  Toronto, Ontario, Canada M4W 3N5	President and Chief Executive Officer, Personal and Commercial Banking Canada of BMO Financial Group	American
Douglas B. Stotz	c/o Bank of Montreal  100 King Street West, 1 First Canadian Place,  28 <sup>th</sup> Floor  Toronto, Ontario, Canada M5X 1A1	Chief Marketing Officer, BMO Financial Group	American
Mark F. Furlong	c/o BMO Harris Bank  111 W. Monroe Street  Chicago, IL 60603	Director of BMO Financial Corp.; President and Chief Executive Officer of BMO Harris Bank N.A.	American

**Table of Contents****DIRECTORS AND EXECUTIVE OFFICERS OF****BMO FINANCIAL CORP.**

(as of January 1, 2012)

The name, address, position, present principal occupation or employment of each of the directors and executive officers of BMO Financial Corp. ( BFC ) are set forth below.

<b>Name</b>	<b>Address</b>	<b>Position/Principal Occupation/Employment</b>	<b>Citizenship</b>
Terry Bulger	c/o BMO Harris Bank  111 W. Monroe St.  Chicago, IL 60603	Executive Vice President, U.S. Risk Management and Chief Risk Officer of BFC	American
David R. Casper	c/o BMO Harris Bank  111 W. Monroe Street  Chicago, IL 60603	Executive Vice President, Commercial Banking Division of BFC	American
Ellen Costello	c/o BMO Harris Bank  111 W. Monroe Street  Chicago, IL 60603	Director, Chief Executive Officer, President and U.S. Country Head of BFC	American
Christopher J. McComish	c/o BMO Harris Bank  111 W. Monroe Street  Chicago, IL 60603	Executive Vice President of Personal Banking IL, IN, WI, KS and Co-Head of North American Specialized Sales of BFC	American
Pamela C. Piarowski	c/o BMO Harris Bank  111 W. Monroe Street  Chicago, IL 60603	Senior Vice President, Chief Financial Officer and Treasurer of BFC	American
Ann Benschoter	c/o BMO Harris Bank  111 W. Monroe St.  Chicago, IL 60603	Executive Vice President, Headquarters, U.S. Personal and Commercial Banking of BFC	American
Brad Chapin	c/o BMO Harris Bank  111 W. Monroe St.  Chicago, IL 60603	Executive Vice President of Personal Banking WI, MN, AZ and FL of BFC	American
Kenneth Krei	c/o BMO Harris Bank		American



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	111 W. Monroe St.	Executive Vice President, Global Private Banking of BFC	
	Chicago, IL 60603		
Barry McInerney	c/o BMO Harris Bank	Co-CEO Global Asset Management of BFC	Canadian
	111 W. Monroe St.		
	Chicago, IL 60603		
William A. Downe	c/o Bank of Montreal,	Director, President and Chief Executive Officer of Bank of Montreal; Director of BFC	American
	100 King Street West,		and
	1 First Canadian Place,		Canadian
	24 <sup>th</sup> Floor Toronto, Ontario,		
	Canada M5X 1A1		
Mark F. Furlong	c/o BMO Harris Bank	Director of BFC; President and Chief Executive Officer, BMO Harris Bank N.A.	American
	111 W. Monroe St.		
	Chicago, IL 60603		
Stephen E. Bachand	325 Ponte Vedra Blvd.	Director of BFC; former Director of Bank of Montreal; Corporate Director	American
	Ponte Vedra Beach, FL 32082		

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<b>Name</b>	<b>Address</b>	<b>Position/Principal</b>	<b>Citizenship</b>
Pastora San Juan Cafferty	c/o University of Chicago  School of Social Service Administration  969 East 60 <sup>th</sup> Street  Chicago, IL 60637	Director of BFC; Professor Emerita, University of Chicago	American
Frank M. Clark	c/o Commonwealth Edison  440 South LaSalle St., 33 <sup>rd</sup> Floor  Chicago, IL 60605	Chair of the Board of BFC; Chairman and CEO of Commonwealth Edison, a utilities company	American
Susan T. Congalton	c/o California Amforge Corp.  1520 Kensington Rd, Ste 112  Oak Brook, IL 60523	Director of BFC; Chair and CEO of California Amforge Corp., a forgings production company	American
John W. Daniels Jr.	c/o Quarles & Brady LLP  411 East Wisconsin Ave.  Milwaukee, WI 53202	Director of BFC; Chairman, Quarles & Brady LLP, a law firm	American
Arnold Donald	7 Huntleigh Woods  St. Louis, MO 63131	Director of BFC; President and CEO of the Executive Leadership Council, a non-profit organization	American
David Galloway	c/o Bank of Montreal  100 King Street West, 1 First  Canadian Place, 24 <sup>th</sup> Floor  Toronto, Ontario, Canada M5X 1A1	Director and Chairman of the Board of Directors of Bank of Montreal; Director of BFC	Canadian
David J. Lubar	c/o Lubar & Co.  700 North Water Street, Ste. 1200  Milwaukee, WI 53202	Director of BFC; President, Lubar & Co., a private investment firm	American
Jerome A. Peribere	c/o Dow Advanced Materials  210 W. Washington Square  Philadelphia, PA 19106	Director of BFC; President and Chief Executive Officer of Dow Advanced Materials, a division of The Dow Chemical Company	French
John Rau	c/o Miami Corporation  410 North Michigan Ave., Ste. 590  Chicago, IL 60611	Director of BFC; President and CEO of Miami Corporation, a distributor of automotive and marine interior and exterior trim products	American

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John S. Shiely	15270 Briaridge Court Elm Grove, WI 53122	Director of BFC; Chairman Emeritus, Briggs & Stratton Corporation, a manufacturer of gasoline engines for outdoor power equipment	American
Michael J. Van Handel	c/o Manpower Inc. 100 Manpower Place Milwaukee, WI 53212	Director of BFC; Executive Vice President and Chief Financial Officer of Manpower Inc., an employment service provider	American

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**SIGNATURE**

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.

Date: January 19, 2012

**Bank of Montreal**

/s/ Barbara Muir  
Signature

Barbara Muir  
Senior Vice President, Deputy General Counsel,  
Corporate Affairs and Corporate Secretary

/s/ Karen Eastburn  
Signature

Karen Eastburn  
Assistant Corporate Secretary

**BMO Financial Corp.**

/s/ Pamela C. Piarowski  
Signature

Pamela C. Piarowski  
Senior Vice President

/s/ Colleen Hennessy  
Signature

Colleen Hennessy  
Assistant Corporate Secretary