



**ACQUISITION OF NEW LENOX STATE BANK
INVESTOR PRESENTATION**

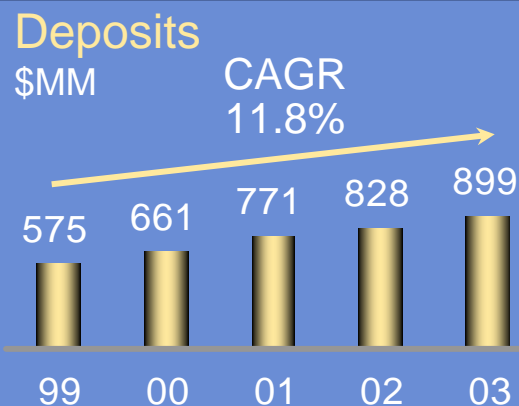
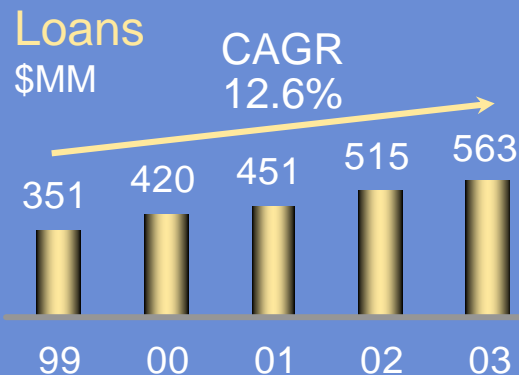
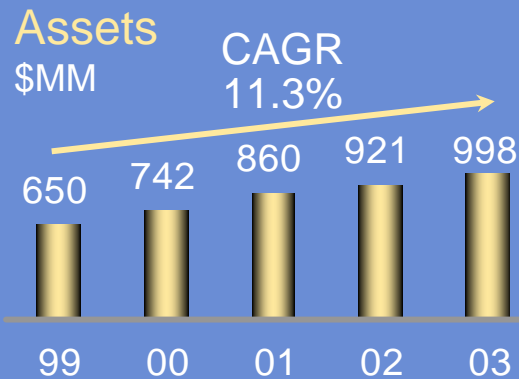
TONY COMPER

Chairman & Chief Executive Officer, BMO Financial Group

FRANK TECHAR

President & Chief Executive Officer, Harris Bankcorp, Inc.

February 4, 2004



Key Terms of NLSB Acquisition

- New Lenox State Bank (NLSB) – 8 branch community bank in Will County with 289 employees
- 100% of the holding company stock to be purchased directly from shareholders for US\$228.5MM
- Includes an estimated US\$45MM in core intangibles and US\$110.0MM goodwill, to be finalized post closing
- Nominally accretive to cash EPS in year 1, excluding one time costs
- Total one time costs of US\$15MM
- IRR greater than 17%

15901 Wolf Road
Orland Park



360 West Maple
New Lenox



Expanding In One Of The Fastest Growing Markets In the U.S.

- Population grew 55% to 550,000 between 1990 and 2003
- Projected five-year population growth of 14.8% by 2008
- Expansion has occurred along major traffic routes to maximize growth
- NLSB has demonstrated its ability to grow organically

12747 W143rd
Homer Glen



2251 Route 59
Plainfield



Strategic Highlights

- Solidifies strong #1 market share position in Will County (31.7% of market deposits)
- 8 valuable locations in Will County, one of the fastest growing counties in the U.S.
- Rare opportunity to acquire a premium property
- 2 additional parcels of undeveloped real estate available for further expansion

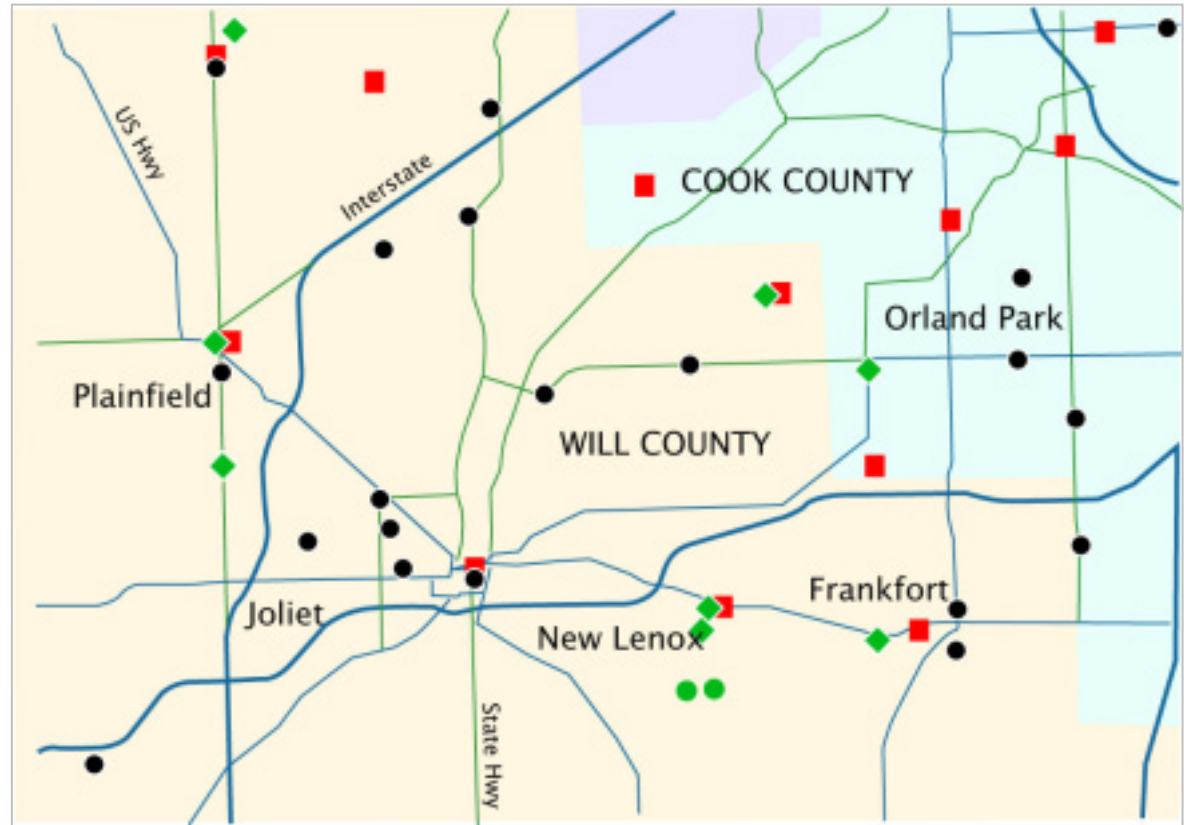
Route 30 & Wolf
Frankfort



110 West Maple
New Lenox



Strategically Valuable Locations



- ◆ NLSB Branches
- NLSB Expansion Lots
- Harris Branches
- Site Optimization Targets

2975 Cedar Glade Drive,
Naperville



601 Division,
Plainfield



A Market Share Leader In Chicagoland

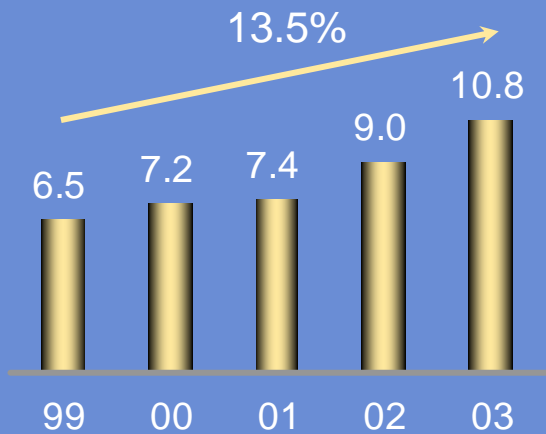
- Harris solidifies a dominant # 1 market share in one of the Mid-west's most attractive markets, Will County
- Harris closes in on the retail and small business deposit *market share leader in Chicagoland

Bank One	10.4%
Harris	9.9%
LaSalle	7.0%

* FDIC data adjusted to remove large corporate/wholesale deposits by subtracting the deposits of the main location to derive a proxy for retail and small business. Data reflects eight counties. Data as of June 30, 2003

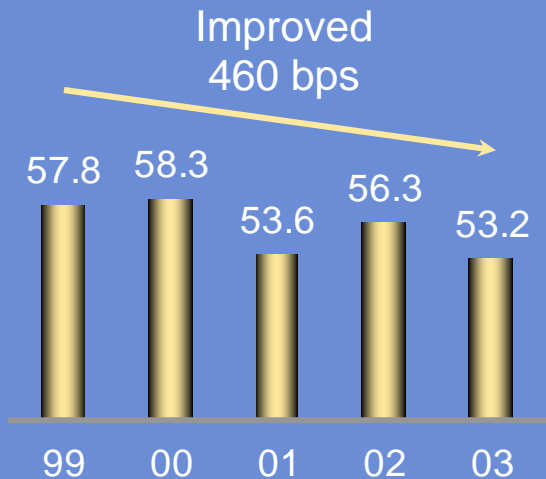
Net Income

\$MM



Productivity

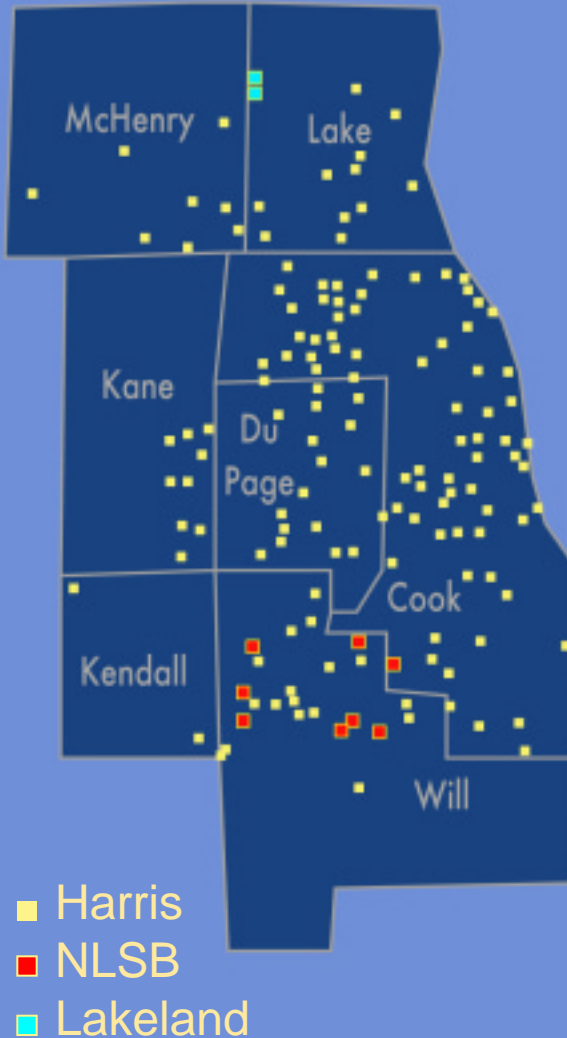
%



Strong Growth Record While Remaining Highly Productive

- Full service retail and diversified commercial products and services
 - 20% of deposits are in non-interest accounts
 - Core deposits show a 14% CAGR since 1981
 - Conservative lending practices – low charge-offs and non-current loans
 - Conservative high quality investment practices
- Productivity ratio consistently in the 50's since 1999
- Maintained market share and income growth despite competition from new entrants

Chicagoland Branches



Integration With Harris Bank

- NLSB's very conservative credit culture and Harris' larger capital base allow for expanded loan offerings
- Introduction of new products (eg. cash management, trust and investment services, technologically advanced call centre)
- Expected expense synergy of 15-20%
 - NLSB - Harris overlap will lead to the closure of one branch
 - Technology and corporate support
- NLSB is growing deposits faster than Harris

Forward-Looking Statements

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Bank of Montreal's public communications often include written or oral forward-looking statements. Statements of this type are included in this presentation, and may be included in filings with Canadian securities regulators or the U.S. Securities and Exchange Commission, or in other communications. All such statements are made pursuant to the 'safe harbor' provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may involve, but are not limited to, comments with respect to our objectives for 2003 and beyond, our strategies or future actions, our targets, expectations for our financial condition or share price, and the results of or outlook for our operations or for the Canadian and U.S. economies.

By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking statements.

The future outcomes that relate to forward-looking statements may be influenced by many factors, including but not limited to: global capital market activities; interest rate and currency value fluctuations; the effects of war or terrorist activities; the effects of disease or illness that impact on local, national or international economies; the effects of disruptions to public infrastructure, such as transportation, communications, power or water supply disruptions; industry and worldwide economic and political conditions; regulatory and statutory developments; the effects of competition in the geographic and business areas in which we operate; management actions; and technological changes. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to Bank of Montreal, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Bank of Montreal does not undertake to update any forward-looking statement, whether written or oral, that may be made, from time to time, by the organization or on its behalf.

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Q & A

Appendix

Excellent Strategic Fit
Supports Valuation

Comparables	Price / Earnings	Price / Book	Core Deposit Premium
NLSB	21.2x	2.97x	17.7%
National Transactions \$200-300 Million	18.3x	2.23x	17.9%
All Chicagoland Transactions (over 3 years)	16.8x	1.71x	8.5%
BMO/FNBJ	19.1x	2.29x	17.1%
JPM/ Bank One	17.3x	2.56x	28.4%
BAC/ FBF	22.6x	2.76x	31.1%