



## NATIONAL BANK FINANCIAL

Canadian Financial Services Conference

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March 29 • 06



## 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 other 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 and of any applicable Canadian securities legislation. Forward-looking statements may include, but are not limited to, comments with respect to our objectives and priorities for 2006 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, forecasts, conclusions or projections will not prove to be accurate, that our assumptions may not be correct and that actual results may differ materially from such predictions, forecasts, conclusions or projections. We caution readers of this presentation 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: general economic conditions in the countries in which we operate; currency value fluctuations; changes in monetary policy; the degree of competition in the geographic and business areas in which we operate; changes in laws; judicial or regulatory proceedings; the accuracy and completeness of the information we obtain with respect to our customers and counterparties; our ability to execute our strategic plans and to complete and integrate acquisitions; critical accounting estimates; operational and infrastructure risks; general political conditions; global capital market activities; the possible effects on our business of war or terrorist activities; disease or illness that affects local, national or international economies; disruptions to public infrastructure, such as transportation, communications, power or water supply; and technological changes.

We caution that the foregoing list is not exhaustive of all possible factors. Other factors could adversely affect our results. For more information, please see the discussion in our 2005 Annual Report concerning the effect certain key factors could have on actual results. 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.

Assumptions about the performance of the Canadian and U.S. economies in 2006 and how that will affect our businesses are material factors we consider when setting our strategic priorities and objectives, and in determining our financial targets, including provision for credit losses. Key assumptions include our assumption that the Canadian and U.S. economies will expand at a healthy pace in 2006 and that inflation will remain low. We also have assumed that interest rates will increase gradually in both countries in 2006 and that the Canadian dollar will hold onto its recent gains in value. In determining our expectations for economic growth, both broadly and in the financial services sector, we primarily consider historical economic data provided by the Canadian and U.S. governments and their agencies. Tax laws in the countries in which we operate, primarily Canada and the United States, are material factors we consider when determining our sustainable effective tax rate.

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## **NATIONAL BANK FINANCIAL**

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## 2006 PRIORITIES

	<b>Achieve financial targets</b> with a particular focus on revenue growth to improve productivity
	<b>Drive revenue growth</b> by providing a superior client experience and earning a larger share of customers' business
	<b>Continue to improve U.S. performance</b>
	<b>Accelerate growth in the United States</b> both organically and through acquisitions
	<b>Grow net income in Canada</b> through operational efficiency and improved market share, accelerating our growth in commercial banking and wealth management
	<b>Build a high-performance organization</b> by developing our people, living our values and being an employer of choice
	<b>Maintain our world-class foundation</b> of leading governance, sound risk management, productive systems and excellent after sales service

INVESTOR CONFERENCE · MARCH 29, 2006 4

You have likely seen this slide before - Bank of Montreal's 7 key priorities.

At Harris, Chicagoland Banking is the U.S. retail and small business platform. We have an established, leading position in an attractive market and we play a material role in the growth and expansion plans articulated on this page.




## P&C CHICAGOLAND BANKING STRATEGY, ASPIRATION AND PRIORITIES

- Our differentiated strategy is to leverage strong community leaders focused on growing deep customer relationships through exceptional service and offering a complete range of products and services through an expanding distribution network
- Our aspiration is to be the leading Midwest retail and commercial bank
- Our priorities are:
  - ▶ Improving organic growth
  - ▶ Expanding our retail footprint in the Midwest through de novo growth and acquisitions

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This morning we are going to provide insight into our differentiated community banking strategy - specifically, our plans for organic growth which we expect will continue to drive strong financial performance.....and our expansion plans both in the Chicago area and the Midwest.

I will cover the first part and Chuck will cover our expansion plans.



**OVERVIEW OF THE U.S. FINANCIAL SERVICES INDUSTRY**

- Large, growing, diverse and fragmented market with almost 9,000 banking institutions and thrifts
- U.S. and Canadian markets have significant differences in customer preferences and market structure
  - ▶ Payment processing models
  - ▶ Adoption of electronic channels
  - ▶ Regulatory requirements (e.g., Community reinvestment act, Anti-money laundering)
  - ▶ Customer buying behaviour and share of wallet

	Population (MM)*	Population Growth(%)**	Per Capita Personal Income (\$M)***
New York	18.7	10.8	41
Los Angeles	12.9	8.4	33
<b>Chicago</b>	<b>9.4</b>	<b>12.7</b>	<b>35</b>
Philadelphia	5.8	12.6	37
Dallas	5.7	29.3	34

\* Population as of July 2004  
 \*\* Population growth rate 1990-2000  
 \*\*\* Per capita income in 2003

Source: SNL database, FDIC, US census

6

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By now, you have heard about the U.S. activities of two institutions and are likely aware of the meaningful differences between the U.S. and Canadian banking markets.

They range from the vastly different number of competitors (almost 9000+ in the US), to several behavioral differences that include the pace of adoption of electronic services (faster in Canada), and to the meaningful differences in consumer buying patterns where, in Canada, banks typically capture a greater share of wallet.



**CHICAGO AREA OVERVIEW**  
An attractive, growing, fragmented and competitive retail banking market

- Chicago Metropolitan Statistical Area (MSA) key demographic indicators:
  - ▶ Population growth in the second quartile of all U.S. MSAs
  - ▶ Median household income in the first quartile of all U.S. MSAs
- Banking statistics:
  - ▶ Almost 3,000 branches in MSA
  - ▶ Top 5 bank deposit market share significantly lags other major MSAs; increasing market fragmentation
  - ▶ 14 new banking charters granted and over 561 new branches opened in last 3 years (highest MSA branch growth rate in the U.S.)

	# Banks	# of Bank branches	Branches/100,000 people	Deposit share of top 5 competitors*
New York	233	5,236	28	57%
Los Angeles	160	2,227	17	53%
<b>Chicago</b>	<b>309</b>	<b>2,989</b>	<b>32</b>	<b>45%</b>
Philadelphia	156	1,893	33	54%
Dallas	176	1,493	26	67%

\* Unadjusted in-market deposits as of 6/30/05  
Source: SNL database, FDIC

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7


You may also be aware that Chicago is the 3<sup>rd</sup> largest MSA (Metropolitan Service Area) in the U.S. - with approximately 10 million people, growing rapidly and with median income in the top quartile of all U.S. markets.

To scale the Chicagoland economy, the GDP of Chicagoland would equate to 35% of the total Canadian GDP.

It is an attractive market and we have attracted company. Over 300 banks operate nearly 3000 branches in Chicago. Over 560 of them opened in the last 3 years!

To further highlight the level of market fragmentation, you can see that the top 5 competitors in Chicago control only 45% of total deposits.

This is the lowest percentage for any major U.S. market and a number that has actually fallen over the past several years as smaller banks and new entrants compete aggressively to gain and retain market share - often at the expense of profitability.



**CHICAGO MSA MARKET SHARE INFORMATION**  
Retail and small business adjusted deposit market share

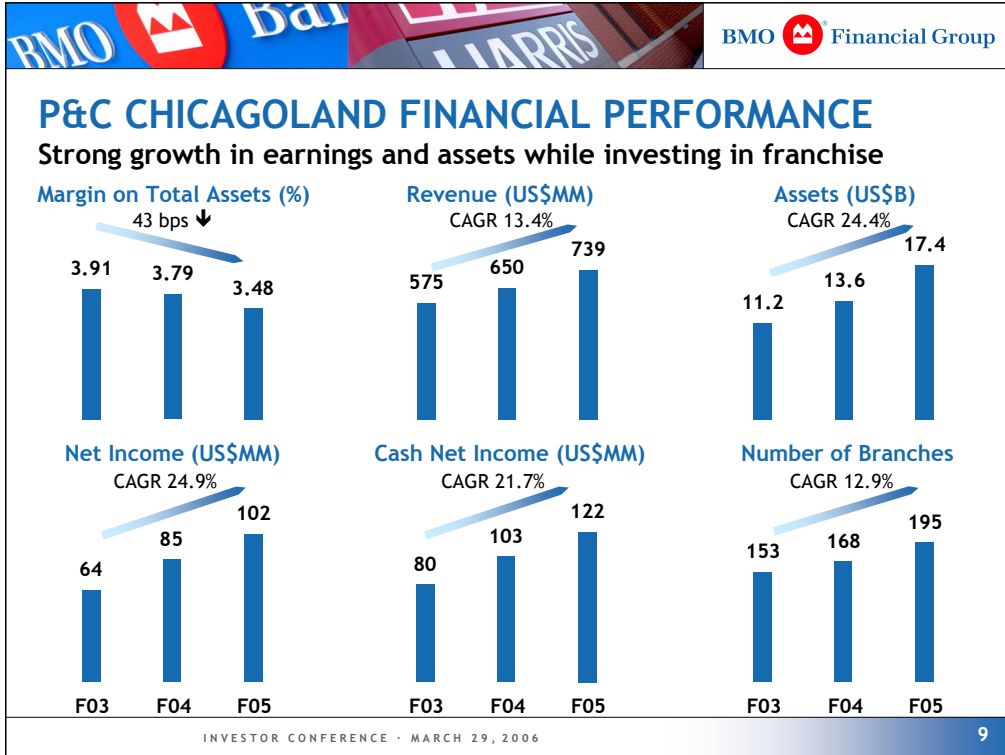
	Number of Branches	2000 share (%)	2005 share (%)	1 Year Growth (%)	5 Year Growth (%)	Deposits per Branch (\$MM) 2005
Chase	287	10.6	10.5	1.9	37.7	61.3
<b>Harris*</b>	<b>172</b>	<b>8.1</b>	<b>8.5</b>	<b>0.4</b>	<b>45.5</b>	<b>83.1</b>
LaSalle	140	10.1	7.6	3.2	4.9	91.4
Fifth Third	103	4.8	4.3	13.5	27.4	70.9
Charter One	136	3.8	3.8	0.7	40.1	47.1
Top 5 Share (%)		37.4	34.7			
Total Market Size (US\$B)		<b>\$120.3</b>	<b>\$168.7</b>			
Total Market Growth (%)		8.4	7.7	7.7	40.3	

\* Harris branch count above excludes 19 Mercantile branches, 2 Villa Park branches and 6 net new branches opened post 6/30/05

Source: [www.fdic.gov](http://www.fdic.gov) as at June 30, 2005. Market share data for 8 counties: Cook, DuPage, Grundy, Kane, Kendall, Lake, McHenry, Will. Data adjusted to remove large corporate/wholesale deposits on a Y/Y consistent basis.

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Looking at some deposit share statistics for the top five players in Chicago. These numbers are “retail/small business” deposit share as we exclude large corporate deposits. You can see that Harris is the only bank to actually gain share over the last 5 year period!



Similarly, in terms of financial performance, we have delivered good results, while managing the impact of margin compression from the current rate environment....delivering solid increases in Revenue, Income and Assets.

Specific to margin, while our margin was actually up in the most recent quarter, we anticipate continued pressure given both the rate environment and the competitive dynamics in our market.



BMO Financial Group

## P&C CHICAGOLAND BANKING OVERVIEW

- Leading player in growing Chicago MSA and NW Indiana retail banking market – 199 branches as at January 31, 2006
- Relationship-focused, community banking business model
- Strong heritage and brand equity based on service excellence and trust
- Growth trajectory to be the leading Midwest retail and commercial bank
- Our competitive aspiration: offer superior customer experience of community banks with convenience and product breadth of the network banks

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10

A little about who we are. Including our activities in NW Indiana, Harris has about 200 locations (virtually all full service) with a well known and respected brand.

Our position in Chicago relative to our competitors is both unique and strong. You can see on this chart on the right hand side of the page that, in simple terms, there are two types of competitors:

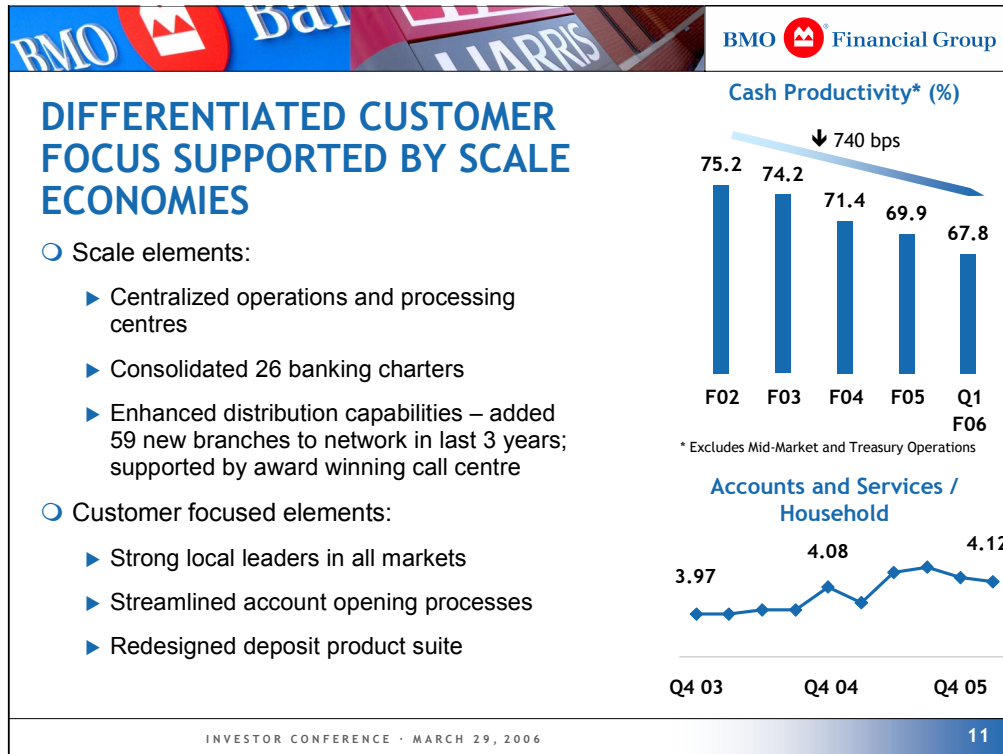
Network Banks (for example, Bank of America) - typically with many locations, but undifferentiated from a service perspective;

and

Community Banks - with fewer locations - generally ten branches or less -- but generally recognized for superior service.

*Continued on next page...*

Our aspiration - and, in fact, the basis of our business model - is to deliver the best of both. Our heritage is community banking, but as we have grown we are realizing the financial benefits of scale and are delivering greater convenience and breadth of service to our clients.



Let me give you a few examples from a scale standpoint:

We have centralized processing and operations centers - and last year consolidated 26 legal entity banking charters into one national charter. We have also added 59 new branches to our “network” in the last 3 years - all of them supported by an award winning call center.

You can see the payoff from a productivity standpoint - a 740 bp improvement in 4 years.

Here I want to pause and make two points.

First, it is important to note that for comparison purposes, that certain mid-market activity and treasury operations are not included in this number. If we were to adjust for those items, the cash productivity ratio for Q1 2006 would be below 60%.

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Second, productivity improvements over the last 4 years have been achieved while making major infrastructure investments including new branches, upgraded technology and consolidating charters, all items that represent the foundation for our continued growth.

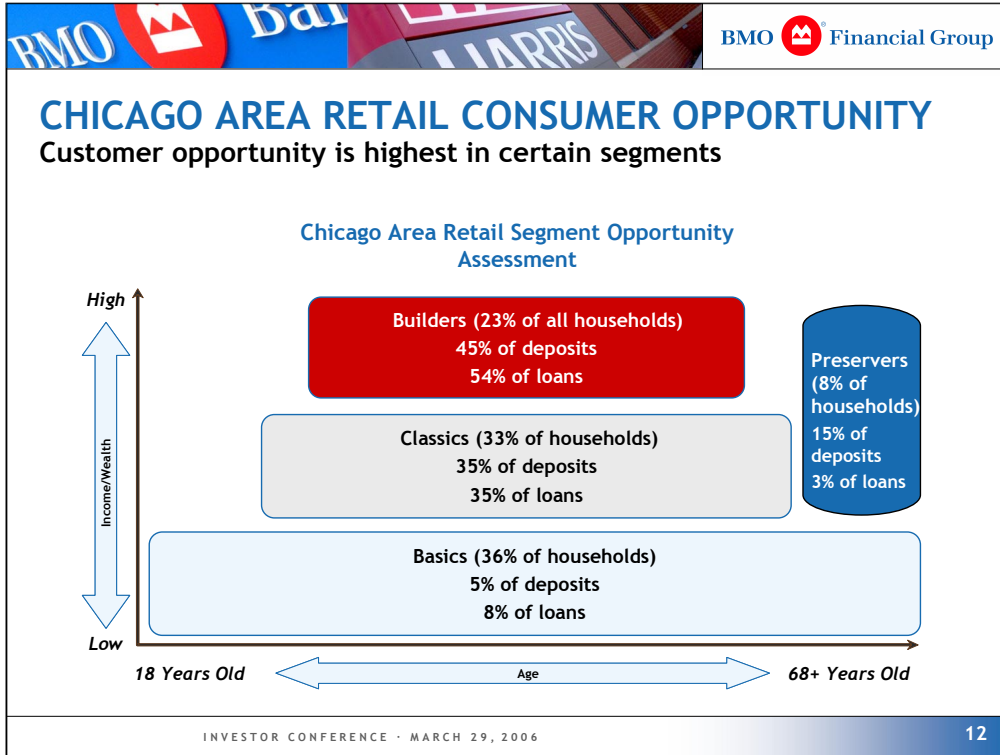
Even more importantly, at least from a competitive standpoint, these changes have resulted in improved sales and service levels evidenced by our ongoing improvement in cross-sell activity.

We are focused on keeping the numbers moving in the right direction - and are working hard to create and maintain meaningful and lasting differentiation.

What does that mean to us?

We believe it is tough to differentiate products - and we believe price differentiation (despite the efforts of some of our competitors) is both expensive and unsustainable.

Rather, our goal is to differentiate ourselves by providing exceptional service to the right clients in the market -- and by that, I mean to the most attractive client segments.



Like many banks we do a fair amount of segmentation work.

You'll see on this slide, we have identified four segments. We have portrayed them simplistically relative to age (on the x or horizontal - axis) and income (on the y or vertical -axis).

The segments we have labeled the Builders and the Preservers represent about 30% of the market in terms of number of households but about 60% of the loans and deposits. Our business model matches very well with the needs of these clients and in fact we seek to target them specifically.

And before we go on, please be clear: we provide exceptional service to all clients, but sometimes the distinctions are important.

BMO Financial Group

## PERSONAL BANKING CUSTOMER BASE

Well positioned in the most attractive retail customer segments

- Strong, above-market penetration in **Builder** and **Preserver** customer segments
- The Builders and Preservers have:
  - ▶ Highest average balances
  - ▶ Highest profitability
  - ▶ Broadest range of financial needs
  - ▶ Largest forecasted growth

**Customer Segment Analysis**

Segment	Chicago Area Households (%)	Harris Households (%)
Preserver	~35%	~5%
Builder	~16%	~47%
Classic	~30%	~45%
Basic	~19%	~43%

INVESTOR CONFERENCE · MARCH 29, 2006 13

As an example, while “Builders & Preservers” are about 30% of the market, they represent over 50% of the client base of Harris Bank. These clients are more active users of financial services and are the most profitable clients in the market. Even better, these segments (Builders and Preservers) are growing most rapidly in Chicago as households accumulate wealth and seek out service providers.

BMO Harris Financial Group

## EXECUTING ON THE OPPORTUNITY

We are capitalizing on opportunities from target customer segments who value our model

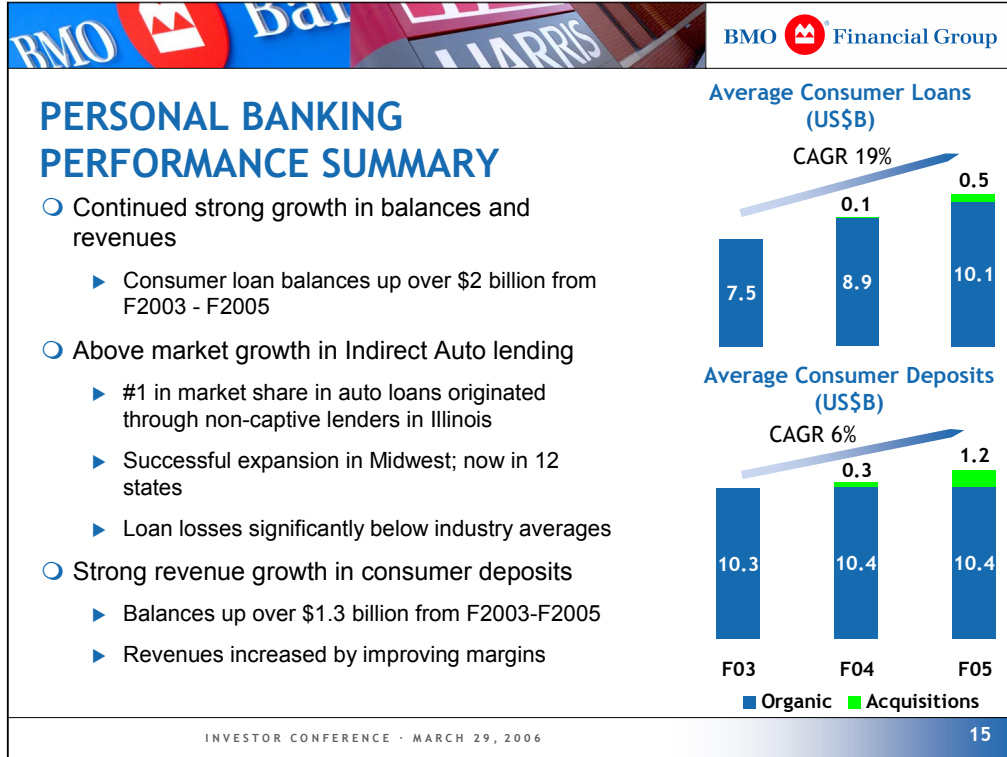
- Customer acquisition — Builders segment represents ~40% of our new customers
- Cross-sell to Builders is ~20% higher than our average cross-sell ratio
- Builders have high borrowing needs:
  - ▶ We have the largest non-wholesale mortgage origination team in the Chicago area
  - ▶ Our average mortgage loan is 1.2X the Chicago area average
- Branch strategy supports focus on markets with highest concentration of attractive customer segments

INVESTOR CONFERENCE · MARCH 29, 2006 14

A few more pieces of data: our new clients - acquired over the past few quarters continue to fit this mold. Approximately 40% are in the most attractive “Builders” segment.

With “Builders”, we have a cross-sell ratio in excess of 5 accounts and services - 20% higher than the overall figure you saw earlier in the presentation.

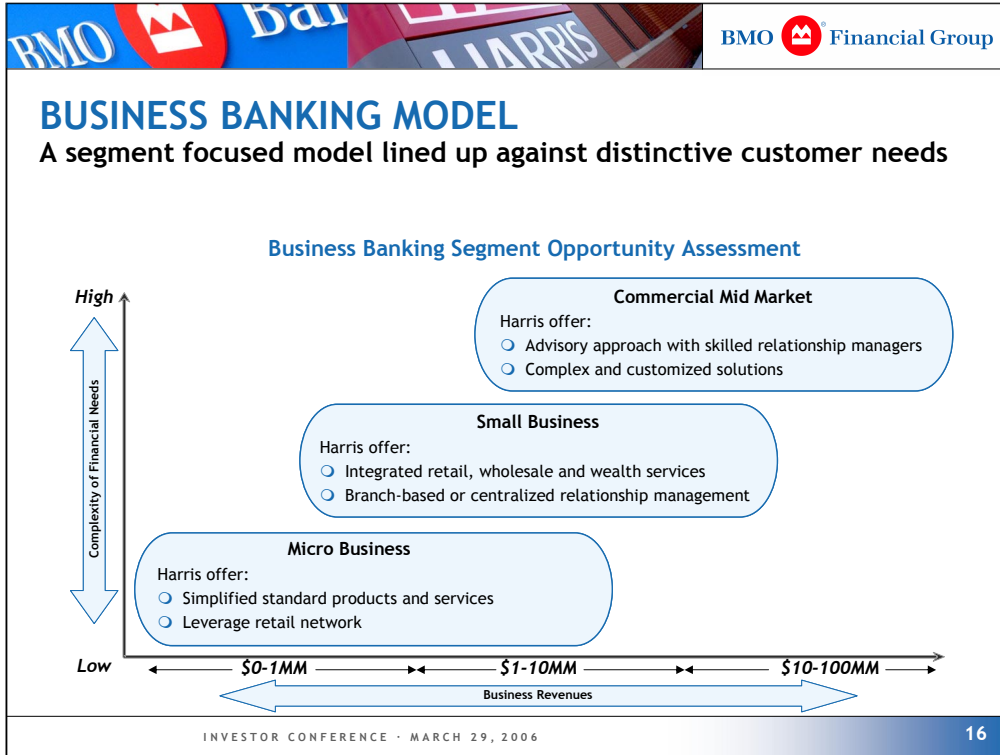
“Builders” borrow larger sums of money and we have positioned ourselves in terms of both staff and branch locations to attract and serve them. In short, these attractive clients recognize and value our offering.



The results are meaningful; For example our consumer loans have grown nearly 20% per year since 2003 (a great majority of the growth organic). This performance is in the top quartile relative to U.S. national and regional banks. Deposits are up as well - over a billion dollars. Here acquisitions have played a meaningful role in our growth. The slower organic growth is a result of an intentional and very disciplined pricing approach.

For example, we have focused on core deposits by avoiding the most price sensitive, single service CD clients. This approach has obviously helped us financially.






We also segment services to businesses. Here all three segments represent opportunities.

Micro-businesses value our simplified standard products and services and appreciate the breadth of our distribution network.

Small businesses look to us for an integrated bundle of services that includes wealth management services to the owners of these companies. This full service approach incorporating all of the bank's expertise is representative of what we call delivering "One Harris."

The Commercial clients - companies with revenues in excess of \$10 million - value our strong relationship management and advisory based approach. Many of the companies in this segment also benefit from our unique position as a cross border provider of services.



## BUSINESS BANKING PERFORMANCE OVERVIEW

- Continued strong performance from F2003-F2005
  - ▶ Added \$1.4 billion in business banking loans
  - ▶ Added \$700 million in business banking deposits
- Solid underwriting standards and lending processes enable stable earnings growth
- Leading position in market segments
  - ▶ Tied with Chase and LaSalle for #1 in small and micro business segments
  - ▶ #3 position in commercial mid-market segment (Chase and LaSalle in #1 and #2 position)

**Average Business Loans (US\$B)**

CAGR 22%

Period	Organic (US\$B)	Acquisitions (US\$B)	Total (US\$B)
F03	2.9	0.0	2.9
F04	3.2	0.1	3.3
F05	3.1	0.6	3.7

**Average Business Deposits (US\$B)**

CAGR 11%

Period	Organic (US\$B)	Acquisitions (US\$B)	Total (US\$B)
F03	3.0	0.0	3.0
F04	3.4	0.0	3.4
F05	3.3	0.2	3.5



■ Organic ■ Acquisitions

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17

Again the results are good. Since 2003 we added over \$1.4 billion in business banking loans and \$700 million in deposits; mostly through strong growth in our core franchise.

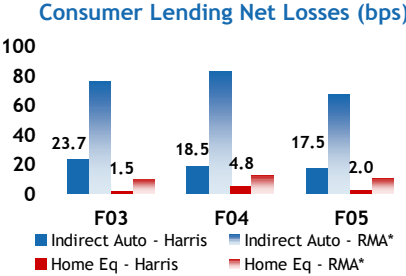
In terms of market position, we are neck and neck for first position in the micro and small business categories and a solid third in the middle market arena.

## P&C CHICAGOLAND BANKING APPROACH TO CREDIT RISK MANAGEMENT

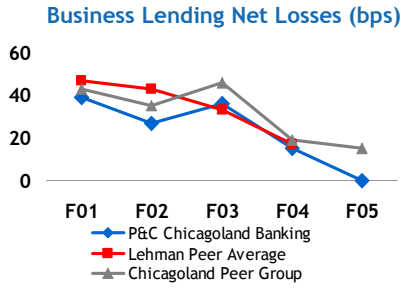
- Aligned with BMO overall risk management philosophy
- Success based on:
  - ▶ Structured and consistent application of criteria
  - ▶ Local market knowledge
- Consistent superior credit performance compared to peer groups

### Consumer Lending Net Losses (bps)



Period	Indirect Auto - Harris	Home Eq - Harris	Indirect Auto - RMA*	Home Eq - RMA*
F03	23.7	1.5	80	4.8
F04	18.5	4.8	80	4.8
F05	17.5	2.0	65	2.0

### Business Lending Net Losses (bps)



Period	P&C Chicagoland Banking	Lehman Peer Average	Chicagoland Peer Group
F01	40	45	40
F02	25	40	35
F03	35	35	45
F04	15	20	20
F05	0	15	15

\* Risk Management Association Peer Group

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18

Harris' risk management practices are fully aligned with BMO, and BMO's competitive advantage in the area of Credit risk management certainly applies to our consumer and business banking portfolios. It is safe to say that our growth has come without compromising our high credit standards.

On the consumer side, our losses are a fraction of industry averages and, because of our largely secured positions, the recent surge in bankruptcy activity, driven by changes in legislation, is not anticipated to materially influence our results

On the business side we continue to outperform virtually all peer averages.



**LEVERAGING RISK MANAGEMENT CAPABILITIES**

Low risk consumer portfolio provides an opportunity for further expansion

- Strong profitable growth in Home Equity lending with minimal losses
- Continued profitable growth in Indirect Auto lending with below market losses
- Focused on opportunities to accelerate performance - opening the door to more customers at a higher yield
- Initiatives launched to date have contributed incremental yield of 7bps to overall consumer lending portfolio; target incremental yield contribution of 25bps

Average Home Equity Loans (US\$B)



Year	Average Home Equity Loans (US\$B)
F03	1.7
F04	2.2
F05	2.7

CAGR 26%

**Risk/ Reward Initiatives - Examples**

- Home equity no-doc program
- Risk based pricing in home equity lending
- Mortgage interest only on Adjustable Rate Mortgage (ARM) products

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19

In fact, as some of you have pointed out on occasion, our strong risk management track record represents an opportunity.

Particularly within the consumer portfolio, we have been seeking prudent risk/reward opportunities to improve our loan yields - in essence finding good risk v. reward tradeoffs that we have not yet exploited. Our early results in this area are quite good.

In 2005 we improved the relative yield of our consumer lending portfolio by 7bp, toward a total opportunity that we think may be 3-4 times that large and one that will help sustain our very strong portfolio and revenue growth.


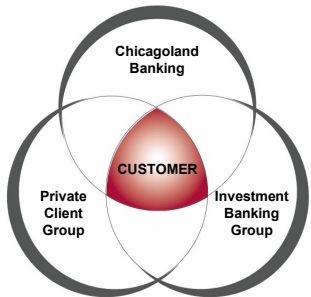
BMO Financial Group

## OUR ONGOING PRIORITIES

Building on market opportunities and core capabilities to achieve our vision

- Improving organic growth from the core franchise
  - ▶ Enhancing branch performance
  - ▶ Refining our differentiated customer experience
- Expanding our footprint in the Midwest to become the leading Midwest retail and commercial bank

One Harris



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20

We feel good about our position and our track record, but we are not short on areas of concentration and opportunity going forward. For the near term, we have targeted 2 priorities:

1) Improving organic growth - through an improved client experience and delivering a broad range of services to our target customer;

and

2) The expansion of our geographic footprint in the Midwest.



## IMPROVING BRANCH PERFORMANCE

**Exceptional people driving exceptional results**

- Vision: Employ 200 high-performing branch managers and the best business bankers in Chicago area by 2007
  - ▶ Ongoing war for talent in retail banking in Chicago MSA
  - ▶ Critical determinant of branch performance
  - ▶ Launched in 2005
- Key elements:
  - ▶ Differentiated intake program
  - ▶ Skill assessment and proficiency targets
  - ▶ Role definition and alignment
  - ▶ Performance management
  - ▶ Proactive talent pipeline management

### Top 2 Decile Retail Customer Retention (%)

Branch	Retention (%)
F01	94
F02	95
F03	97
F04	97
F05	97

### Business Customer Retention (%)

Branch	Retention (%)
F03	91.2
F04	89.2
F05	89.2
Industry Avg.*	83.0

\* Based on small business numbers  
Source: Business Banking Board

INVESTOR CONFERENCE · MARCH 29, 2006 21

Improving organic growth performance is, to a large degree, about improving branch performance: -making sure that we maximize the value from each of our distribution points while taking exceptional care of our clients.

As 560 branches have opened in the market, there has been great demand for good branch managers, talented branch staff and trained business bankers. We have called it the war for talent, and we have more than held our own with our staff and more importantly, with customers.

The customer retention rates on the RH side of the page are a very good indicator of this. It is our belief that having the best personnel is not only critical to our strategy, but demanded by customers in our competitive market.

*Continued on next page...*

We are over a year into a program to upgrade our branch manager and branch teams. Our goal is to have the top (most effective) branch managers in the market - a strategy not easily replicated by competitors. Branch managers at Harris will be better trained, better coached and likely better compensated than other branch managers in the market.

In return, we expect revenue growth and customer satisfaction levels better than our peers in the marketplace.

**BMO Financial Group**

## REFINING OUR CUSTOMER EXPERIENCE

**In person: (Branch)**

- Redesigned customer on-boarding program
- Increased availability of Hispanic brochures and account material
- Implemented training, profiling tool for small business customers/prospects
- Tracking a more frequent, sensitive measure of customer satisfaction – Net Promoter Score

**Phone:**

- 24 hour sales access
- Focus on “one and done” calls (96% resolved on first call)
- Dedicated relationship management for small business customers
- Full product suite support (service and sales) including investments

**Online:**

- Increasing customer penetration
- Examples of functionality offered:
  - ▶ “Push to Talk”, eChat, e-mail; secured messaging
  - ▶ Online check images
  - ▶ Harris Total Look - account aggregation

**Retail Net Promoter Score**

Segment	Harris	Network Banks	Community Banks
F01	21%	~15%	~25%
F03	26%	~10%	~30%
F05	34%	~15%	~40%

**Business Net Promoter Score\***

Segment	Harris	Network Banks	Community Banks
F01	25%	~10%	~30%
F03	26%	~5%	~30%
F05	42%	~15%	~45%

Legend: ■ Harris ■ Network Banks ■ Community Banks

Net Promoter Score is calculated as % of customers that will definitely recommend less % of detractors (undecided, probably not, definitely not recommend)

\* Based on small business numbers  
 \*\* Network F03 score artificially depressed by consolidation of American National by Bank One

INVESTOR CONFERENCE · MARCH 29, 2006 22

I spoke earlier about the high level of service we provide. Continuing to improve the client experience is also part of our effort to improve performance.

On the right hand side of the page you see a customer satisfaction metric we call the Net Promoter Score. It measures the likelihood that an existing customer would recommend our services (this is often recognized as the highest test of customer satisfaction).

For retail clients, you can see our performance exceeds, by a multiple almost of three, the experience delivered by the large “network” banks but, we still trail the community banks.

For business clients, we significantly outperform the network bank competitors and are at parity with community banks.

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For all three ways that a client can interact with us - in person, on the phone or electronically - we are pursuing a series of specific initiatives aimed at assuring the delivery of a top tier sales/service experience. We offer a breadth of services that community banks cannot.

An example is in the area of electronic services - where although we trail the adoption rates (and sophistication) one might see in Canada, we are ramping up penetration and offering convenience and services that are increasingly difficult for smaller banks to offer.

Again, we believe that our growth and our performance revolve around a community bank approach, focused on taking exceptional care of the right clients.

It's a path we are pursuing hard with great urgency.

It is an approach that differentiates us and one that is working. Our productivity is improving, cross sales are up, and retention is top tier.

Our model is producing growth and a foundation upon which we can expand... A topic which Chuck will now cover



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## FORWARD-LOOKING STATEMENTS

**CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

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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, forecasts, conclusions or projections will not prove to be accurate, that our assumptions may not be correct and that actual results may differ materially from such predictions, forecasts, conclusions or projections. We caution readers of this presentation 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: general economic conditions in the countries in which we operate; currency value fluctuations; changes in monetary policy; the degree of competition in the geographic and business areas in which we operate; changes in laws; judicial or regulatory proceedings; the accuracy and completeness of the information we obtain with respect to our customers and counterparties; our ability to execute our strategic plans and to complete and integrate acquisitions; critical accounting estimates; operational and infrastructure risks; general political conditions; global capital market activities; the possible effects on our business of war or terrorist activities; disease or illness that affects local, national or international economies; disruptions to public infrastructure, such as transportation, communications, power or water supply; and technological changes.

We caution that the foregoing list is not exhaustive of all possible factors. Other factors could adversely affect our results. For more information, please see the discussion in our 2005 Annual Report concerning the effect certain key factors could have on actual results. 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.

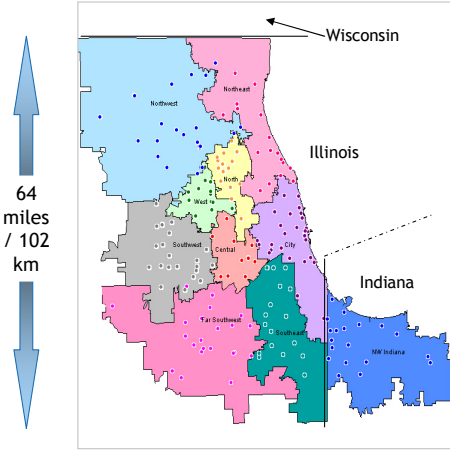
Assumptions about the performance of the Canadian and U.S. economies in 2006 and how that will affect our businesses are material factors we consider when setting our strategic priorities and objectives, and in determining our financial targets, including provision for credit losses. Key assumptions include our assumption that the Canadian and U.S. economies will expand at a healthy pace in 2006 and that inflation will remain low. We also have assumed that interest rates will increase gradually in both countries in 2006 and that the Canadian dollar will hold onto its recent gains in value. In determining our expectations for economic growth, both broadly and in the financial services sector, we primarily consider historical economic data provided by the Canadian and U.S. governments and their agencies. Tax laws in the countries in which we operate, primarily Canada and the United States, are material factors we consider when determining our sustainable effective tax rate.

INVESTOR CONFERENCE • MARCH 29, 2006



## CHICAGOLAND AND NW INDIANA COMMUNITIES

Market opportunity in target areas drive expansion



**FDIC Market Share Data  
June 30, 2005**

Region	Harris N.A. Regional Market Share Rank	# of Harris N.A. Branches	Harris N.A. Market Share
Central	2	10	8.4%
City	3	30	9.7%
North	3	14	9.4%
Northeast	5	17	6.5%
Northwest	1	21	14.8%
Far Southwest	1	23	25.7%
Southeast	3	19	6.7%
Southwest	2	23	13.2%
West	1	15	25.9%
NW Indiana	5	20	7.5%

For the purposes of calculating regional market share, Harris N.A. has divided the area into 10 regions, segmented by zip code

INVESTOR CONFERENCE · MARCH 29, 2006 25

You have heard about our execution strategy for driving organic revenue growth and continuing to improve the customer experience for all Harris customers. Another key component of our strategy involves a very focused and disciplined growth through de novo branch expansion and acquisitions.

We know that there are enormous opportunities in the Midwest market. Our goal is to go after the opportunity leveraging our brand heritage, expertise and business model to extract value for our shareholders.

So how will we build on that opportunity? Let me start with our existing footprint.

*Continued on next page...*

We've divided the markets in which we operate into 10 regions. We cover about 70 percent of our targeted markets, a position that is hard to replicate; but we are not finished in the Chicagoland area. Tim has explained our segmentation approach. After identifying the most attractive areas where we can serve these customer segments, we know where we want to fill in the remaining gaps in Chicagoland. We are also very well positioned in areas at the edge of good demographic growth and we plan to expand in the most attractive areas.

Where we are a market leader, we will apply the organic growth strategy that Tim has described. We will continually work towards improving the results in the branches. Where we are in third place, or worse, we will look at opportunities for improving growth through opening new branches or acquisitions.

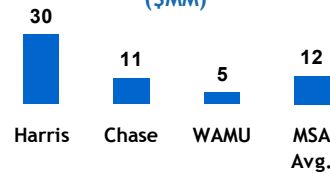
## DE NOVO BRANCH EXPANSION

Focused on targeted high priority communities

- Strong market coverage
  - ▶ 2<sup>nd</sup> largest branch distribution network in Chicago area
  - ▶ Opened 28 de novo branches in Chicago area in last 3 years
  - ▶ 10 sites secured for de-novo expansion in 2006 and 2007
- Maintain focused strategy
  - ▶ Identify sites with high visibility, drive-thru capability, located at major intersection and within close proximity to major grocer
  - ▶ De novo branches becoming profitable after second year with continued focus on improving branch performance



Average deposits at new branches\* (\$MM)



\* Avg. deposits as at 6/30/05 for new branches opened in Chicago MSA between 6/30/03 and 6/30/04  
Source: FDIC

We believe we will need to have more than 220 branches in the Chicago area before we have captured all the synergies of our model of combining community banks into a high efficiency network.

We've opened 28 de novo branches in the last three years and now have the 2<sup>nd</sup> largest branch distribution in Chicago. And just as important, we have also secured ten more sites for expansion.

We're very aware of the competition for branch sites, and have already established ourselves in prime locations in the most desirable neighbourhoods. This is a distinction that is hard for our competition to replicate. They are left with less desirable locations where they may be challenged to get good returns on investment. This is another way in which we differentiate ourselves.

*Continued on next page...*

The value of land in some locations has doubled or tripled in the last few years. The average cost of establishing a new full service branch would include upwards of \$2.5 million for land, and another \$2 million for improvements. This could push the break-even point several years out, but we have studied the market closely enough to know where the returns will justify the expense. For example, as a result of our targeted branching strategy, we recently opened a branch in Highland Park, a suburb with a large concentration of Builders and Preservers and located in one of our regions where we were not a market leader.

With our continued focus on improving branch performance, our de novo branches are now becoming profitable after the second year. And when we look at our branches opened in the last 2-3 years, they generally have a higher percentage of deposit market share than new branches opened by our competitors.



## ACQUISITION STRATEGY

- Target banks in Chicago area and the U.S. Midwest
- Advantages include deep market knowledge, the Harris brand with multiple lines of businesses, integration experience and completion of the charter consolidation
- Leading with P&C creates opportunities for both PCG and IBG
- Three key questions:
  - ✓ *Is it a good strategic fit?*
  - ✓ *Is it a good cultural fit?*
  - ✓ *Is it a good financial fit?*

Acquisition History	Year	Amount (US \$MM)
Harris Bank	1984	547
Barrington	1985	32
St. Charles & Batavia	1988	26
Libertyville	1990	6
Frankfort	1990	17
Suburban Bancorp	1994	222
Household Int'l	1996	277
Joliet	2001	221
Lakeland	2004	37
New Lenox State Bank (NLSB)	2004	235
Mercantile	2004	161
Edville (Villa Park)	2005	66
Total		\$1,847

INVESTOR CONFERENCE · MARCH 29, 2006 27

Including our purchase of Harris in 1984, we have invested over US\$1.8 billion in U.S. retail acquisitions. The real line of demarcation was 1994, when our P&C expansion really began to take hold. We want to expand our footprint beyond Chicagoland and into other Midwest states. The population of the eight states around Chicago is nearly twice the population of all of Canada. We believe there is some significant opportunity to expand our model of community banking.

Our goal over the next five years is to have a total network of some 350 to 400 branches throughout the Midwest - each of which has a community-focused front office and a networked back office.

We can use existing infrastructure to serve acquisitions near our existing Chicagoland base, and we have used that model in our move into Northwest Indiana.

*Continued on next page...*


We place a strong emphasis on the strategic and cultural fit of the acquisition. We are looking for banks with a strong customer focus, to which we can leverage our back-office efficiency and banks that share the same philosophical approach to credit risk management.

We are also looking for banks that will make earnings per share accretive in year three, preferably in year two. Some observers have wondered why we have not moved more aggressively to acquire some of the banks that have come up for sale over the past months. We have looked at properties as they have become available. The properties that we have passed on did not meet our acquisition criteria. We have found the current premiums to be very high relative to the likely return.

We are not going to be dogmatic to the point where we will be shut out of the consolidation of the market. But we do put the shareholders' interests first, which means we want to be above the cost of capital. Otherwise we're destroying shareholder value. It takes financial discipline.

We are confident that our shareholders and the investor community will value this approach as we demonstrate the strength of the acquisition strategy by moving on the opportunities that are right for us.





## ACQUISITIONS – RUN-RATE SYNERGY CAPTURE

**Strong progress-to-date in capturing expense synergy opportunities**


- Key expense synergies captured:
  - ▶ Transition bank leadership into the Harris management model
  - ▶ Centralize operations, item processing and other back office activities
  - ▶ Consolidate duplicative home office functional areas (e.g., credit, compliance, audit)
  - ▶ Divest and/or exit non-core businesses
  - ▶ Rationalize vendor contracts
- On pace to exceed business case targets for NLSB, Mercantile and Villa Park

	Lakeland	NLSB	Mercantile	Villa Park
<b>Pre-Acquisition Productivity ratio (%)</b>	53	57	70	53
<b>Business Case Synergy as % of Operating NIX by Year 3</b>	16	15	19	16
<b>Synergy Run-Rate to Date vs. Business Case (%)</b>	100	105	85	175
<b>Projected Run-Rate Synergy Capture (vs. Business Case) by Year 3 (%)</b>	<b>100</b>	<b>120</b>	<b>125</b>	<b>175</b>

INVESTOR CONFERENCE · MARCH 29, 2006 28

When we spoke at our Investor Day in Chicago last year, there were four acquisitions in the pipeline for integration. To date we have integrated three, with the 4<sup>th</sup> scheduled to come on board before the end of the summer.

We have been capturing the key expense synergies of our acquisitions and we typically expect to see 20% revenue and cost synergies and we are reinvesting those gains to accelerate organic growth. We have exceeded the productivity improvements modeled in our business case through such efficiencies as centralizing operations, divesting non-core businesses, and rationalizing our vendor contracts. In our most recent - Villa Park - we expect that we will exceed the business case productivity model by 175 percent.



## EXECUTION ON ACQUISITION OPPORTUNITIES

### Case example - Accelerated integration of Villa Park Bank

#### Integration Approach

- Completed purchase **AND** converted data systems in December 2005
- Quickly implemented transition to Harris business model upon closing and systems conversion
- Leveraged a standardized approach to integrating small banks – limiting customization requirements and allowing faster, more cost effective systems conversion



#### Strategic and Financial Implications

- Helped to clear integration pipeline, providing flexibility for additional (and larger) acquisitions
- Allowed faster realization of business case synergies
- Resulted in greater synergy opportunity than initially anticipated (**175% of business case run rate capture by end of 2006**)
  - ▶ Rationalized senior management
  - ▶ Centralized back office support
  - ▶ Eliminated home office roles

INVESTOR CONFERENCE · MARCH 29, 2006
29

Let's look at Villa Park, a bank we purchased located in a suburb west of downtown Chicago, as a case study. While it is a small acquisition, not only does it provide a good model of how we have filled in the existing footprint, it also shows how we effectively manage integration risk. The most striking thing about this acquisition last December was how we completed the purchase and converted the data systems in one smooth operation all on the same day. We moved quickly to the Harris business model, and implemented a standardized approach we can apply to small banks.

This is the kind of on-the-ground expertise that our acquisition experience has taught us. We can apply these kinds of lessons so that we can move quickly through the integration pipeline. This gives us the flexibility to move ahead with further acquisitions. We are good at capturing the network synergies very quickly by integrating senior management, back office, and redundant home office roles.

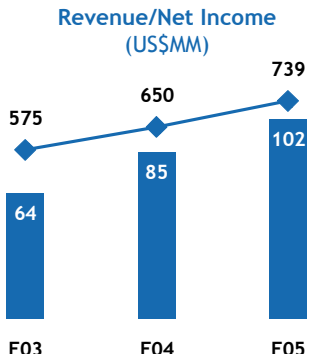



## CHICAGOLAND BANKING TARGETS

**We are confident about our ability to execute on our strategy**

- Target over time:
  - ▶ 8 -10% annual revenue growth
  - ▶ 10 -15% annual net income growth
- Target 100 -150 bps productivity improvement each year
- Expand our Chicagoland branch network of 199 branches to 220+ branches by 2007
- Expand distribution footprint to be the leading Midwest retail and commercial bank with 350 - 400 branches in the next 5 years

Revenue/Net Income (US\$MM)



Year	Revenue (US\$MM)	Net Income (US\$MM)
F03	575	64
F04	650	85
F05	739	102

**Key Investments**

Year	Investment Type	Count
F03	de-novo branches	8
F04	de-novo branches	9
F04	Integrated Lakeland	1
F05	de-novo branches	6
F05	Charter consolidation	1

■ Net Income    ◆ Revenue

INVESTOR CONFERENCE · MARCH 29, 2006

30

Over the past few years, we have put the pieces in place so that we can move aggressively when the right opportunities come along. We are confident in our ability to execute on our strategy, and over time, we are targeting 8-10 percent annual revenue growth and 10-15 percent annual net income growth. We are targeting productivity improvements of 100 to 150 basis points per year.

By 2007 we hope to increase the number of Chicagoland branches to more than 220, and within five years we want to expand our distribution footprint across the Midwest to 350 - 400 branches.

## CONCLUSION

- P&C Chicagoland strategy linked with overall BMO strategy and priorities
- Our differentiated strategy combines the strengths of both community and network banks
- Priorities:
  - ▶ Improving organic growth through improved branch performance
  - ▶ De novo growth and expansion



Tim talked about some of the features that make our U.S. strategy different. He mentioned such factors as our model of combining the respective strengths of community and network banking, and the advantage of our well established reputation for credit risk management. He has described our focus on driving improved organic growth through improved branch performance and by making sure we provide what our customers need. I have outlined how we will expand through acquisitions and de novo growth.

I can sum it all up by saying that we have a sound strategy for growth in one of the most desirable and competitive markets in the U.S. We have already established a very strong beachhead in the market, and we are determined to become the leading personal and commercial bank in the Midwest.



# Q&A

BMO  Financial Group



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