

FINAL TERMS

2 May 2014

Bank of Montreal

**Issue of €1,000,000,000 1.000% Covered Bonds due 2019
unconditionally and irrevocably guaranteed as to payment of principal and interest by
BMO Covered Bond Guarantor Limited Partnership
under the U.S.\$10 billion
Global Registered Covered Bond Program**

CONTRACTUAL TERMS

Terms used herein will be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Prospectus dated 22 April 2014 which constitutes a base prospectus (the **Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the final terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus. Full information on the Issuer and the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of this Final Terms Document and the Prospectus. The Prospectus is available for viewing at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and copies of the Prospectus are available free of charge to the public at the Executive Offices of the Issuer and from the specified office of each of the Paying Agents.

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| 1. | (a) | Issuer: | Bank of Montreal |
| | (b) | Guarantor: | BMO Covered Bond Guarantor Limited Partnership |
| 2. | (a) | Series Number: | CBL1 |
| | (b) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | EUR, Euro or € |
| 4. | | Aggregate Nominal Amount of Covered Bonds admitted to trading: | |
| | (a) | Series: | €1,000,000,000 |
| | (b) | Tranche: | €1,000,000,000 |
| 5. | (a) | Issue Price: | 99.796% of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Covered Bonds in definitive form will be issued with a denomination above €199,000. |
| | (b) | Calculation Amount: | €1,000 |

7. (a) Issue Date: 7 May 2014
- (b) Interest Commencement Date: Issue Date
8. (a) Final Maturity Date: 7 May 2019
- (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 7 May 2020
9. Interest Basis: From the Issue Date to the Final Maturity Date: 1.000% Fixed Rate payable annually in arrears
- From the Final Maturity Date to the Extended Due for Payment Date: 1 month EURIBOR plus 0.36% Floating Rate payable monthly in arrears
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Fixed to Floating Redemption/Payment Basis:
12. Put/Call Options: Not Applicable
13. Date of approval for issuance of Covered Bonds: 29 May 2013

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Covered Bond Provisions: Applicable
- (a) Rate(s) of Interest: 1.000% per annum payable annually in arrears on each Interest Payment Date
- (b) Interest Payment Date(s): 7 May in each year up to and including the Final Maturity Date (each, an **Original Due for Payment Date**) not adjusted (*provided however that after the Extension Determination Date, the Interest Payment Date will be monthly*)
- (c) Business Day Convention: Following Business Day Convention (unadjusted)
- (d) Business Day(s): London, TARGET 2, Toronto
- (e) Additional Business Centre(s): Not Applicable
- (f) Fixed Coupon Amount(s): €10 per Calculation Amount
- (g) Broken Amount(s): Not Applicable
- (h) Day Count Fraction: Actual/Actual (ICMA) up to and including the Final

- Maturity Date
- (i) Determination Date(s): 7 May in each year
- (j) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not Applicable
15. Floating Rate Covered Bond Provisions: Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date.
- Applicable in respect of the Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee.
- (a) Interest Period(s): The first Interest Period after the Final Maturity Date will be the period from and including the Final Maturity Date to but excluding the next following Interest Payment Date and subsequent Interest Periods will be from and including the Interest Payment Date to but excluding the immediately following Interest Payment Date, up to but excluding the Extended Due for Payment Date.
- (b) Interest Payment Date(s): 7th calendar day of each month payable from but excluding the Final Maturity Date to and including the earlier of:
- (i) The date on which the Covered Bonds are redeemed in full; and
- (ii) The Extended Due for Payment Date.
- (c) First Interest Payment Date: 7 June 2019
- (d) Business Day Convention: Modified Following Business Day Convention (adjusted)
- (e) Business Day(s): London, TARGET2, Toronto
- (f) Additional Business Centre(s): Not Applicable
- (g) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (h) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Issuing and Paying Agent): Not Applicable

- (i) Screen Rate Determination: Applicable
- Reference Rate and Relevant Financial Centre: Reference Rate: 1 month EURIBOR
Relevant Financial Centre: London, TARGET2, Toronto
- Interest Determination Date(s): The second day on which the TARGET2 System is open prior to the start of each Interest Period.
- Relevant Screen Page: Reuters EURIBOR 01
- (j) ISDA Determination: Not Applicable
- (k) Floating Rate Covered Bond Margin(s): + 0.36% per annum
- (l) Minimum Rate of Interest: Not Applicable
- (m) Maximum Rate of Interest: 60% per annum
- (n) Day Count Fraction: Actual/360 (adjusted)
16. Zero Coupon Covered Bond Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call: Not Applicable
18. Put Option: Not Applicable
19. Final Redemption Amount of each Covered Bond: €1,000 per Calculation Amount
20. Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in Condition 6.7 (Early Redemption Amounts)): €1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21. Form of Covered Bonds: Registered Covered Bonds:
Regulation S Global Covered Bond registered in the name of the common safe-keeper for Euroclear and Clearstream, Luxembourg or its nominee

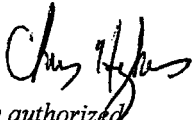
22. New Safekeeping Structure: Yes
23. Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
24. Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): No
25. Redenomination, renominatisation and reconventioning provisions: Not Applicable

Signed on behalf of the Issuer:

By: 

Duly authorized

Signed on behalf of the Guarantor:

By: 
Duly authorized

OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market and to the Official List of the UK Listing Authority with effect from 7 May 2014.
- (b) Estimate of total expenses related to admission to trading: £3,650

2. RATINGS

- Ratings: The Covered Bonds to be issued are expected to be rated:
- Fitch: AAA
- Moody's: Aaa
- DBRS: AAA

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in *Selling Restrictions* and in respect of Bank of Montreal, London Branch (as a Dealer in respect of these Series CB11 Covered Bonds) which is an office of the Issuer, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD (*Fixed Rate Covered Bonds only*)

- Indication of yield: 1.042% per annum

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1064774778
- (b) Common Code: 106477477
- (c) Any clearing system(s) other than DTC, Euroclear or Clearstream, Luxembourg and the relevant identification number(s) or codes such as CUSIP and CINS codes: Not Applicable
- (d) Name and address of initial Paying Agent(s)/Registrar(s)/Transfer: The Bank of New York Mellon
One Canada Square, 48th Floor

Agent(s): London E14 4AL

(e) Names and addresses of additional None
Paying Agent(s)/Transfer Agent(s)
(if any):

6. DISTRIBUTION

U.S. Selling Restrictions Regulation S compliance category 2, TEFRA Rules
not applicable; Not Rule 144A eligible