

FINAL TERMS

27 January 2015

Bank of Montreal

**Issue of £325,000,000 Floating Rate Covered Bonds due 2018
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**

PART 1

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 (as supplemented by the First Supplement dated 6 June 2014, the Second Supplement dated 10 June 2014, the Third Supplement dated 10 September 2014, the Fourth Supplement dated 11 September 2014, the Fifth Supplement dated 26 November 2014 and the Sixth Supplement dated 14 January 2015) which together constitute 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 as so supplemented. 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: | CBL3 |
| | (b) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | GBP, pounds sterling or £ |
| 4. | | Aggregate Nominal Amount of Covered Bonds admitted to trading: | |
| | (a) | Series: | £325,000,000 |
| | (b) | Tranche: | £325,000,000 |
| 5. | (a) | Issue Price: | 100.000% of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | At least £100,000 (and no less than the equivalent of €100,000) and integral multiples of £1,000 in excess thereof. |

- (b) Calculation Amount: £1,000
7. (a) Issue Date: 29 January 2015
- (b) Interest Commencement Date: Issue Date
8. (a) Final Maturity Date: 29 January 2018
- (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 29 January 2019
9. Interest Basis: From (and including) the Issue Date to (but excluding) the Final Maturity Date: 3 month GBP LIBOR plus 0.19% per annum Floating Rate payable quarterly in arrear
- From (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date: 1 month GBP LIBOR plus 0.252% per annum Floating Rate payable monthly in arrear
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Floating 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: Not Applicable
15. Floating Rate Covered Bond Provisions: Applicable from and including the Issue 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 will be the period from and including the Issue 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 Final Maturity Date.

If applicable, 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): 29 January, 29 April, 29 July and 29 October, commencing 29 April 2015, up to and excluding the Final Maturity Date; and

If applicable, the 29th calendar day of each month payable from and including the Final Maturity Date to but excluding 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: 29 April 2015

(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:

From (and including) the Issue Date to (but excluding) the Final Maturity Date, 3 month GBP LIBOR

From (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date, 1 month GBP LIBOR

Relevant Financial Centre: London, TARGET2, Toronto

- Interest Determination Date(s): The first day of each Interest Period.
- Relevant Screen Page: Reuters Screen LIBOR01
- (j) ISDA Determination: Not Applicable
- (k) Floating Rate Covered Bond Margin(s): From (and including) the Issue Date to (but excluding) the Final Maturity Date, + 0.19% per annum
- From (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date, + 0.252% per annum
- (l) Minimum Rate of Interest: Not Applicable
- (m) Maximum Rate of Interest: 60% per annum
- (n) Day Count Fraction: Actual/365 (Fixed)
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 Classical Global Covered Bonds
22. New Safekeeping Structure: No
23. Financial Centre(s) or other special provisions relating to payment dates: London, TARGET2, Toronto

24. Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): No
25. Redenomination, renominalisation and reconventioning provisions: Not Applicable

Signed on behalf of the Issuer:

By:



Duly authorized

Signed on behalf of the Guarantor:

By:

Duly authorized

Signed on behalf of the Issuer:

By:

Duly authorized

Signed on behalf of the Guarantor:

By:

A handwritten signature in cursive script that reads "Chris Hyman".

Duly authorized

PART 2

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 29 January 2015.
- (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 CBL3 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 Managers 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: Not Applicable

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1174217320
- (b) Common Code: 117421732
- (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 Paying Agent(s)/Transfer Agent(s) (if any): None

6. DISTRIBUTION

U.S. Selling Restrictions

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