

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harris Bankcorp, Inc.		07/05/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BMO Bankcorp, Inc.		
Street Address:	111 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1451300	HARRIS INVESTMENT MANAGEMENT	
Registration Number:	1683206	HARRIS INVESTORS DIRECT	
Registration Number:	1801069	HARRIS LIFE INSURANCE COMPANY	
Registration Number:	3958596	HARRIS INVESTMENTS	
CORRESPONDENCE DATA			
Fax Number:	(312)803-5299		
Phone:	(312) 845-3430		
Email:	kalwa@chapman.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Richard Kalwa		
Address Line 1:	111 West Monroe Street		
Address Line 2:	Chapman and Cutler LLP		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	1952100		

CH \$115.00 1451300

900208095

**TRADEMARK
 REEL: 004667 FRAME: 0341**

NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	11/29/2011
Total Attachments: 9 source=3112452#page1.tif source=3112452#page2.tif source=3112452#page3.tif source=3112452#page4.tif source=3112452#page5.tif source=3112452#page6.tif source=3112452#page7.tif source=3112452#page8.tif source=3112452#page9.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARRIS BANKCORP, INC.", CHANGING ITS NAME FROM "HARRIS BANKCORP, INC." TO "BMO BANKCORP, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2011, AT 4:08 O'CLOCK P.M.

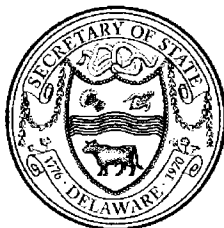
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTH DAY OF JULY, A.D. 2011, AT 6:01 O'CLOCK P.M.

0775191 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8870110

DATE: 06-29-11

TRADEMARK
REEL: 004667 FRAME: 0343

CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
HARRIS BANKCORP, INC.

HARRIS BANKCORP, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter referred to as the "Corporation"), does hereby certify:

FIRST: That the original Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on September 20, 1971.

SECOND: That the Restated Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on March 27, 1972.

THIRD: That at a meeting of the Board of Directors of the Corporation (the "Board") held on May 6, 2011, a resolution was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation"), declaring said amendment to be advisable and submitting said amendment to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

THAT the Board hereby declares it advisable that the Certificate of Incorporation be amended by replacing Article FIRST with the following:

"FIRST. The name of the Corporation is BMO Bankcorp, Inc.";

FOURTH: That pursuant to a unanimous written consent of the Board dated as of June 10, 2011, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation, declaring said amendment to be advisable and submitting said amendment to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

THAT the Board hereby declares it advisable that the Certificate of Incorporation be amended by replacing the introductory paragraph of Article SEVENTH with the following:

"SEVENTH. The number of directors constituting the Board of Directors shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws of the corporation."

FIFTH: That thereafter the sole stockholder of the Corporation duly adopted said amendments by unanimous written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

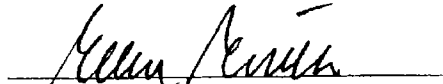
SIXTH: That said amendments set forth above were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

SEVENTH: That this amendment shall become effective at 6:01 p.m. EST on July 5, 2011.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed as of June 28, 2011.

HARRIS BANKCORP, INC.



By Ellen M. Costello

Title: Chair and Chief Executive Officer

[Signature Page to Certificate of Amendment (Name Change)]

TRADEMARK
REEL: 004667 FRAME: 0346

Whenever a filing is received by the Secretary of State with the words "Bank" or "Trust" or a derivative of either word in the name, we will forward it to the State Bank Commissioner or his designee prior to filing, pursuant to Title 8, Delaware Code, Sections 126 and 395, and Title 5, Delaware Code, Section 721. After review by the Commissioner or his designee, a recommendation will be made to the Secretary of State indicating whether or not the name should be approved.

In order for the Bank Commissioner to determine whether or not to recommend approval, please answer the following questions:

IF THIS FORM IS NOT COMPLETELY FILLED OUT, IT WILL NOT BE REVIEWED BY THE BANK COMMISSIONER.

1. The name on the filing is Harris Bankcorp, Inc. (the "Applicant"). The Applicant seeks to change its name to BMO Bankcorp, Inc.
2. The type of filing is Certificate of Amendment to the Applicant's Restated Certificate of Incorporation
3. Will the corporation be a bank? Yes No
4. If not will it be a bank holding company? Yes No
5. Will the corporation conduct banking business in Delaware? Yes No
6. If not, will it be conducting a banking business out of state? Yes No
7. If yes, what type of banking business and where will the business be conducted.

N/A

8. Under which federal or state regulatory authority will it operate (OCC, OTS, FRB, SEC, FOREIGN (describe), etc.)? FRB

9. Has application(s) been filed with the above-mentioned agency(ies)? Yes No
(If yes, which agency(ies) and when was each application filed?) _____

No application is required to be filed in connection with this Certificate of Amendment.

10. If not a banking business, what type of business will it be conducting?

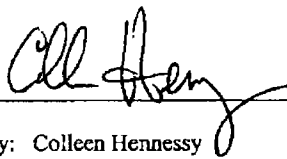
Applicant is a bank holding company that manages the business of its subsidiaries, including a number of depository institutions.

PAGE 2

11. If not a banking business, will it be regulated by any federal or state agency? Yes X No _____
- 11a. If yes, which agency? FRB which state? N/A
12. Is the applicant an affiliate of a regulated entity? Yes
- 12a. Is yes, identify which entity. Bank of Montreal, the ultimate parent of Applicant
13. Contact name, address, and telephone number: _____
Colleen Hennessy

111 W. Monroe, 19E, Chicago, IL 60603

Phone: 312-461-7745; fax: 312-293-4352

(signature) 
By: Colleen Hennessy
Secretary

TO THE OFFICE OF THE STATE BANK COMMISSIONER

Please review and return with your recommendation as soon as possible.

_____ APPROVAL RECOMMENDED NAME _____

_____ APPROVAL NOT RECOMMENDED NAME _____

This is a Priority Filing Yes _____ No _____

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REVISED 8/11/98

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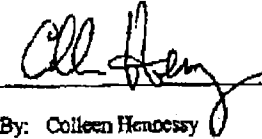
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110771689 David

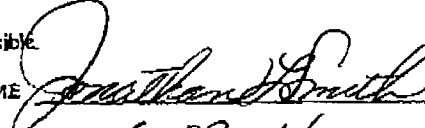
PAGE 2

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- 13. Contact name, address, and telephone number: Colleen Hennessy
111 W. Monroe, 19E, Chicago, IL 60603
Phone: 312-461-7745; fax: 312-293-4352

(signature) 
By: Colleen Hennessy
Secretary

TO THE OFFICE OF THE STATE BANK COMMISSIONER

Please review and return with your recommendation as soon as possible.

X APPROVAL RECOMMENDED NAME 
 _____ APPROVAL NOT RECOMMENDED NAME 6-29-11

This is a Priority Filing Yes No

This is a Bank Holding Company!

EXHIBIT A

Registered U.S. Trademarks

Mark	Registration No.
HARRIS INVESTMENT MANAGEMENT	1,451,300
HARRIS INVESTORS DIRECT	1,683,206
HARRIS LIFE INSURANCE COMPANY	1,801,069
HARRIS INVESTMENTS	3,958,596