BANK OF MONTREAL /CAN/
Form 424B2
August 29, 2014
Registration Statement No. 333-196387

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Pricing Supplement dated August 27, 2014 to the Prospectus dated June 27, 2014, the Prospectus Supplement dated June 27, 2014 and the Product Supplement dated June 30, 2014

Senior Medium-Term Notes, Series C

Contingent Risk Absolute Return Notes due August 31, 2020
Each Linked to a Single Exchange Traded Fund

This pricing supplement relates to two separate note offerings. Each issue of the notes is linked to one, and only one, Underlying Asset named below. You may participate in either offering or, at your election, in both of the offerings. This pricing supplement does not, however, allow you to purchase a single note linked to a basket of the Underlying Assets.

- The notes are designed for investors who seek a leveraged return based on the appreciation in the share price of the applicable Underlying Asset. In addition, if the Final Level of the applicable Underlying Asset is less than its applicable Initial Level but is greater than or equal to its Barrier Level, you will receive a positive return on your notes equal to the percentage by which that price declines up to the applicable Maximum Downside Redemption Amount (as defined below) per $1,000 in principal amount of the notes. If the applicable Final Level is less than the applicable Barrier Level, investors will lose 1% of their principal amount for each 1% decrease in the price of the applicable Underlying Asset from the Pricing Date to the Valuation Date.

- An investor in the notes may lose all or a portion of their principal amount at maturity.

- The notes will not bear interest. The notes will not be listed on any securities exchange.

- Any payment at maturity is subject to the credit risk of Bank of Montreal.

- The offerings priced on August 27, 2014, and the notes will settle through the facilities of The Depository Trust Company on August 29, 2014.

- The notes will be issued in minimum denominations of $1,000 and integral multiples of $1,000.

- Our subsidiary, BMO Capital Markets Corp. (“BMOCM”), is the agent for this offering. See “Supplemental Plan of Distribution (Conflicts of Interest)” below.

Common Terms for Each of the Notes:

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|---|---|
| Pricing Date: | Valuation Date: |
| August 27, 2014 | August 27, 2020 |
| Settlement Date: | Maturity Date: |
| August 29, 2014 | August 31, 2020 |

Specific Terms for Each of the Notes:

Barrier Maximum Upside Initial Barrier

| Applicable Underlying Asset | Ticker Symbol | Term (in Years) | Percentage | Downside Redemption Amount | Leverage Factor | Level | Level | CUSIP | Principal Amount | Price to Public | A Com |
|---|---|---|---|---|---|---|---|---|---|---|---|
| SPDR® Dow Jones® Industrial Average ETF | DIA | 6 | -30% | $1,300 | 105% | 171.01 | 119.71 | 06366RVP7 | US$680,000 | 100% US$680,000 | $ US |
| SPDR® EURO STOXX 50® ETF | FEZ | 6 | -40% | $1,400 | 111% | 41.20 | 24.72 | 06366RVN2 | US$646,000 | 100% US$646,000 | 3 US |

Investing in the notes involves risks, including those described in the "Selected Risk Considerations" section beginning on page P-4 of this pricing supplement, the "Additional Risk Factors Relating to the Notes" section beginning on page PS-5 of the product supplement, and the "Risk Factors" section beginning on page S-1 of the prospectus supplement and on page 7 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or passed upon the accuracy of this pricing supplement, the product supplement, the prospectus supplement or the prospectus. Any representation to the contrary is a criminal offense.

The notes will be our unsecured obligations and will not be savings accounts or deposits that are insured by the United States Federal Deposit Insurance Corporation, the Bank Insurance Fund, the Canada Deposit Insurance Corporation or any other governmental agency or instrumentality or other entity.

On the date of this pricing supplement and based on the terms set forth above, the estimated initial value of the notes is $912.20 per $1,000 in principal amount as to the notes linked to DIA, and $911.80 per $1,000 in principal amount as to the notes linked to FEZ. As discussed in more detail in this pricing supplement, the actual value of each of the notes at any time will reflect many factors and cannot be predicted with accuracy.

BMO CAPITAL MARKETS

Key Terms for Each of the Notes:

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|---|---|
| General: | This pricing supplement relates to two separate offerings of notes. Each offering is a separate offering of notes linked to one, and only one, Underlying Asset. If you wish to participate in both offerings, you must purchase each of the notes separately. The notes offered by this pricing supplement do not represent notes linked to a basket of the Underlying Assets. |
| Payment at Maturity: | If the Percentage Change is positive, then the amount that the investors will receive at maturity for each $1,000 in principal amount of the notes will equal:<br><br>Principal Amount + [Principal Amount × (Percentage Change x Upside Leverage Factor)]<br><br>If the Percentage Change is less than or equal to zero, but is not less than the Barrier Percentage, then the amount that the investors will receive at maturity for each $1,000 in principal amount of the notes will equal:<br><br>Principal Amount + [Principal Amount x (-1 x Percentage Change)]<br><br>In this case, subject to our credit risk, investors will receive a positive return on the notes up to the applicable Maximum Downside Redemption Amount, even though the price of the applicable Underlying Asset has declined since the Pricing Date.<br><br>If the Percentage Change is less than the Barrier Percentage, then the amount that the investors will receive at maturity for each $1,000 in principal amount of the notes will equal:<br><br>Principal Amount + (Principal Amount × Percentage Change)<br><br>In this case, investors will lose all or a portion of the principal amount of the notes. |
| Initial Level: | The closing price of one share of the applicable Underlying Asset on the Pricing Date, as indicated below in the summary of the final terms for each Underlying Asset. |
| Final Level: | The closing price of one share of the applicable Underlying Asset on the Valuation Date. |
| Percentage Change: | $\frac{\text{Final Level} - \text{Initial Level}}{\text{Initial Level}}$, expressed as a percentage |

| | |
|---|---|
| Pricing Date: | August 27, 2014. |
| Settlement Date: | August 29, 2014 |
| Valuation Date: | August 27, 2020 |
| Maturity Date: | August 31, 2020 |
| Automatic Redemption: | Not applicable. |
| Calculation Agent: | BMOCM |
| Selling Agent: | BMOCM |

Key Terms of the Notes Linked to the SPDR® Dow Jones® Industrial Average ETF:

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|---|---|
| Underlying Asset: | SPDR® Dow Jones® Industrial Average ETF (NYSE Arca symbol: DIA). See the section below entitled “The Underlying Assets” for additional information about this Underlying Asset. |
| Upside Leverage Factor: | 105% |
| Barrier Percentage: | -30% |
| Initial Level: | 171.01 |
| Barrier Level: | 119.71, which is 70% of the Initial Level. |
| Maximum Downside Redemption Amount: | $1,300 |
| CUSIP: | 06366RVP7 |

Key Terms of the Notes Linked to the SPDR® EURO STOXX 50® ETF:

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|---|---|
| Underlying Asset: | SPDR® EURO STOXX 50® ETF (NYSE Arca symbol: FEZ). See the section below entitled “The Underlying Assets” for additional information about this Underlying Asset. |
| Upside Leverage Factor: | 111% |
| Barrier Percentage: | -40% |
| Initial Level: | 41.20 |
| Barrier Level: | 24.72, which 60% of the Initial Level |
| Maximum Downside Redemption Amount: | $1,400 |
| CUSIP: | 06366RVN2 |

We may use this pricing supplement in the initial sale of the notes. In addition, BMOCM or another of our affiliates may use this pricing supplement in market-making transactions in any notes after their initial sale. Unless our agent or we inform you otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.

Additional Terms of the Notes

You should read this pricing supplement together with the product supplement dated June 30, 2014, the prospectus supplement dated June 27, 2014 and the prospectus dated June 27, 2014. This pricing supplement, together with the documents listed below, contains the terms of each of the notes and supersedes all other prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, fact sheets, brochures or other educational materials of ours or the agent. You should carefully consider, among other things, the matters set forth in “Additional Risk Factors Relating to the Notes” in the product supplement, as the notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the notes.

You may access these documents on the SEC website at www.sec.gov as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC website):

- Product supplement dated June 30, 2014: http://www.sec.gov/Archives/edgar/data/927971/000121465914004753/c627140424b5.htm

- Prospectus supplement dated June 27, 2014: http://www.sec.gov/Archives/edgar/data/927971/000119312514254915/d750935d424b5.htm

- Prospectus dated June 27, 2014: http://www.sec.gov/Archives/edgar/data/927971/000119312514254905/d749601d424b2.htm

Our Central Index Key, or CIK, on the SEC website is 927971. As used in this pricing supplement, the “Company,” “we,” “us” or “our” refers to Bank of Montreal.

Selected Risk Considerations

An investment in the notes involves significant risks. Investing in the notes is not equivalent to investing directly in the applicable Underlying Asset. These risks are explained in more detail in the “Additional Risk Factors Relating to the Notes” section of the product supplement.

- Your investment in the notes may result in a loss. — You may lose some or all of your investment in the notes. The payment at maturity will be based on the applicable Final Level. If the applicable Percentage Change is less than the applicable Barrier Percentage, you will lose 1% of the principal amount for each 1% decrease in the price of the applicable Underlying Asset. Accordingly, you could lose some or all of the principal amount of your notes.

- Your investment is subject to the credit risk of Bank of Montreal. — Our credit ratings and credit spreads may adversely affect the market value of the notes. Investors are dependent on our ability to pay the amount due at maturity, and therefore investors are subject to our credit risk and to changes in the market’s view of our creditworthiness. Any decline in our credit ratings or increase in the credit spreads charged by the market for taking our credit risk is likely to adversely affect the value of the notes.

- Potential conflicts. — We and our affiliates play a variety of roles in connection with the issuance of the notes, including acting as calculation agent. In performing these duties, the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the notes. We or one or more of our affiliates may also engage in trading of shares of the Underlying Assets or securities held by the Underlying Assets on a regular basis as part of our general broker-dealer and other businesses, for proprietary accounts, for other accounts under management or to facilitate transactions for our customers. Any of these activities could adversely affect the prices of the Underlying Assets and, therefore, the market value of the notes. We or one or more of our affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to changes in the performance of the Underlying Assets. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could adversely affect the market value of the notes.

- Our initial estimated value of the notes is lower than the price to public. — Our initial estimated value of each of the notes is only an estimate, and is based on a number of factors. The price to public of each of the notes exceeds our initial estimated value, because costs associated with offering, structuring and hedging the notes are included in the price to public, but are not included in the estimated value. These costs include the agent’s commission, and the profits that we and our affiliates expect to realize for assuming the risks in hedging our obligations under the notes and the estimated cost of hedging these obligations.

- Our initial estimated value does not represent any future value of the notes, and may also differ from the estimated value of any other party. — Our initial estimated value of the notes as of the date of this pricing supplement is derived using our internal pricing models. This value is based on market conditions and other relevant factors, which include volatility of the applicable Underlying Asset, dividend rates and interest rates. Different pricing models and assumptions could provide values for the notes that are greater than or less than our initial estimated value. In addition, market conditions and other relevant factors after the Pricing Date are expected to change, possibly rapidly, and our assumptions may prove to be incorrect. After the Pricing Date, the value of each of the notes could change dramatically due to changes in market conditions, our creditworthiness, and the other factors set forth in this pricing supplement and the product supplement. The value of each of the notes after the Pricing Date is not expected to correlate with one another. These changes are likely to impact the price, if any, at which we or BMOCM would be willing to purchase the notes from you in any secondary market transactions. Our initial estimated values do not represent a minimum price at which we or our affiliates would be willing to buy your notes in any secondary market at any time.

- The terms of the notes are not determined by reference to the credit spreads for our conventional fixed-rate debt. — To determine the terms of the notes, we will use an internal funding rate that represents a discount from the credit spreads for our conventional fixed-rate debt. As a result, the terms of the notes are less favorable to you than if we had used a higher funding rate.

- Certain costs are likely to adversely affect the value of the notes. — Absent any changes in market conditions, any secondary market prices of the notes will likely be lower than the price to public. This is because any secondary market prices will likely take into account our then-current market credit spreads, and because any secondary market prices are likely to exclude all or a portion of the agent's commission and the hedging profits and estimated hedging costs that are included in the price to public of the notes and that may be reflected on your account statements. In addition, any such price is also likely to reflect a discount to account for costs associated with establishing or unwinding any related hedge transaction, such as dealer discounts, mark-ups and other transaction costs. As a result, the price, if any, at which BMOCM or any other party may be willing to purchase the notes from you in secondary market transactions, if at all, will likely be lower than the price to public. Any sale that you make prior to the Maturity Date could result in a substantial loss to you.

- Owning the notes is not the same as owning shares of the applicable Underlying Asset or a security directly linked to the applicable Underlying Asset. — The return on your notes will not reflect the return you would realize if you actually owned shares of the applicable Underlying Asset or a security directly linked to the performance of the applicable Underlying Asset and held that investment for a similar period. Your notes may trade quite differently from the applicable Underlying Asset. Changes in the price of the applicable Underlying Asset may not result in comparable changes in the market value of your notes. Even if the price of the applicable Underlying Asset increases during the term of the notes, the market value of the notes prior to maturity may not increase to the same extent. It is also possible for the market value of the notes to decrease while the price of the applicable Underlying Asset increases. In addition, any dividends or other distributions paid on the applicable Underlying Asset will not be reflected in the amount payable on the notes.

- You will not have any shareholder rights and will have no right to receive any shares of the applicable Underlying Asset at maturity. — Investing in your notes will not make you a holder of any shares of the applicable Underlying Asset or any securities held by the applicable Underlying Asset. Neither you nor any other holder or owner of the notes will have any voting rights, any right to receive dividends or other distributions, or any other rights with respect to the applicable Underlying Asset or such other securities.

- Changes that affect the applicable Underlying Index will affect the market value of the notes and the amount you will receive at maturity. — The policies of S&P Dow Jones Indices LLC (the "SPDJI"), the sponsor of the Dow Jones Industrial AverageTM and STOXX Limited ("STOXX"), the sponsor (each, an "Index Sponsor") of the EURO STOXX 50® Index (each, an "Underlying Index"), concerning the calculation of the applicable Underlying Index, additions, deletions or substitutions of the components of the applicable Underlying Index and the manner in which changes affecting those components, such as stock dividends, reorganizations or mergers, may be reflected in the applicable Underlying Index and, therefore, could affect the price of the applicable Underlying Asset, the amount payable on the notes at maturity, and the market value of the notes prior to maturity. The amount payable on the notes and their market value could also be affected if an Index Sponsor changes these policies, for example, by changing the manner in which it calculates the applicable Underlying Index, or if an Index Sponsor discontinues or suspends the calculation or publication of the applicable Underlying Index.

- We have no affiliation with any Index Sponsor and will not be responsible for any actions taken by any Index Sponsor. — No Index Sponsor is an affiliate of ours or will be involved in the offerings of the notes in any way. Consequently, we have no control over the actions of any Index Sponsor, including any actions of the type that would require the calculation agent to adjust the payment to you at maturity. No Index Sponsor has any obligation of any sort with respect to the notes. Thus, no Index Sponsor has any obligation to take your interests into consideration for any reason, including in taking any actions that might affect the value of the notes. None of our proceeds from any issuance of the notes will be delivered to any Index Sponsor.

- Adjustments to the applicable Underlying Asset could adversely affect the notes. — SSgA Funds Management, Inc. ("SSFM"), in its role as the advisor of the Underlying Assets, is responsible for calculating and maintaining each of the Underlying Assets. SSFM can add, delete or substitute the stocks comprising the applicable Underlying Asset or make other methodological changes that could change the share price of the applicable Underlying Asset at any time. If one or more of these events occurs, the calculation of the amount payable at maturity may be adjusted to reflect such event or events. Consequently, any of these actions could adversely affect the amount payable at maturity and/or the market value of the applicable notes.

- We and our affiliates do not have any affiliation with the investment advisor of the Underlying Assets and are not responsible for its public disclosure of information. — We and our affiliates are not affiliated with SSFM in any way and have no ability to control or predict its actions, including any errors in or discontinuance of disclosure regarding its methods or policies relating to any of the Underlying Assets. SSFM is not involved in the offerings of the notes in any way and has no obligation to consider your interests as an owner of the applicable notes in taking any actions relating to the applicable Underlying Asset that might affect the value of those notes. Neither we nor any of our affiliates has independently verified the adequacy or accuracy of the information about SSFM or any of the Underlying Assets contained in any public disclosure of information. You, as an investor in the applicable notes, should make your own investigation into the applicable Underlying Asset.

- The correlation between the performance of the applicable Underlying Asset and the performance of the applicable Underlying Index may be imperfect. — The performance of the applicable Underlying Asset is linked principally to the performance of the applicable Underlying Index. However, because of the potential discrepancies identified in more detail in the product supplement, the return on the applicable Underlying Asset may correlate imperfectly with the return on the applicable Underlying Index.

- The applicable Underlying Asset is subject to management risks. — The applicable Underlying Asset is subject to management risk, which is the risk that the investment advisor's investment strategy, the implementation of which is subject to a number of constraints, may not produce the intended results. For example, the investment advisor may invest a portion of the applicable Underlying Asset's assets in securities not included in the relevant industry or sector but which the investment advisor believes will help the applicable Underlying Asset track the relevant industry or sector.

- An investment in the notes linked to the SPDR® EURO STOXX 50® ETF is subject to risks associated with foreign securities markets. — The SPDR® EURO STOXX 50® ETF tracks the value of certain European equity securities. You should be aware that investments in securities linked to the value of foreign equity securities involve particular risks. The foreign securities markets comprising this Underlying Asset may have less liquidity and may be more volatile than U.S. or other securities markets and market developments may affect foreign markets differently from U.S. or other securities markets. Direct or indirect government intervention to stabilize these foreign securities markets, as well as cross-shareholdings in foreign companies, may affect trading prices and volumes in these markets. Also, there is generally less publicly available information about foreign companies than about those U.S. companies that are subject to the reporting requirements of the U.S. Securities and Exchange Commission, and foreign companies are subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies.

Prices of securities in Europe are subject to political, economic, financial and social factors that apply in that market. These factors, which could negatively affect those securities markets, include the possibility of recent or future changes in European economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to European companies or investments in European equity securities and the possibility of fluctuations in the rate of exchange between currencies, the possibility of outbreaks of hostility and political instability and the possibility of natural disaster or adverse public health development in the region. Moreover, European economies may differ favorably or unfavorably from the U.S. economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

- An investment in the notes linked to the SPDR® EURO STOXX 50® ETF is subject to foreign currency exchange rate risk. — The share prices of the SPDR® EURO STOXX 50® ETF will fluctuate based upon its net asset value, which will in turn depend in part upon changes in the value of the euro against the U.S. dollar. Accordingly, investors in the notes will be exposed to currency exchange rate risk with respect to the euro. An investor's net exposure will depend on the extent to which the euro strengthens or weakens against the U.S. dollar. If the dollar strengthens against the euro, the net asset value of the SPDR® EURO STOXX 50® ETF will be adversely affected and the price of this Underlying Asset may decrease.

- Lack of liquidity. — The notes will not be listed on any securities exchange. BMOCM may offer to purchase the notes in the secondary market, but is not required to do so. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. Because other dealers are not likely to make a secondary market for the notes, the price at which you may be able to trade the notes is likely to depend on the price, if any, at which BMOCM is willing to buy the notes.

- Hedging and trading activities. — We or any of our affiliates have carried out or may carry out hedg