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Amendment No. 4 dated January 17, 2019 to the Pricing Supplement dated January 22, 2018
to the Prospectus dated April 27, 2017 and

the Series D Senior Medium-Term Notes Prospectus Supplement dated April 27, 2017

Issued by Bank of Montreal

US$160,000,000 MicroSectors™ FANG+™ Index 3X Leveraged ETNs due January 8, 2038*

This pricing supplement relates to the MicroSectors™ FANG+™ Index 3X Leveraged Exchange Traded Notes due January 8, 2038 (the "notes") that Bank of Montreal may issue from time to time. The return on the notes is linked to a three times leveraged participation in the daily performance of the NYSE FANG+™ Index, total return (the "Index"), as described in this pricing supplement. The Index is an equal-dollar weighted index designed to represent a segment of the technology and consumer discretionary sectors consisting of highly-traded growth stocks of technology and tech-enabled companies. The Index currently has 10 constituents. The notes are unsecured and unsubordinated obligations of Bank of Montreal. The notes do not guarantee any return of principal at maturity, call or upon early redemption, and do not pay interest. Instead, you will receive a cash payment in U.S. dollars at maturity, call or redemption based on a three times leveraged participation in the performance of the Index, less a Daily Investor Fee, the Daily Financing Charge and, if upon early redemption, the redemption fee amount. You may lose some or all of your principal.

The notes are intended to be daily trading tools for sophisticated investors to manage daily trading risks as part of an overall diversified portfolio. They are designed to achieve their stated investment objectives on a daily basis. The notes are designed to reflect a 3x leveraged long exposure to the performance of the Index on a daily basis (before taking into account the negative effect of the Daily Investor Fee and the Daily Financing Charge, and the Redemption Fee Amount, if applicable), but, due to leverage, the returns on the notes over different periods of time can, and most likely will, differ significantly from three times the return on a direct long investment in the Index. Their performance over longer periods of time can differ significantly from their stated daily objectives. The notes are riskier than securities that have intermediate- or long-term investment objectives, and may not be suitable for investors who plan to hold them for a period other than one day or who have a "buy and hold" strategy. Also, the Index is potentially volatile as it includes only a small number of constituents (10, as of the date of this pricing supplement); any Index volatility would be magnified by the

leverage. Accordingly, the notes should be purchased only by knowledgeable investors who understand the potential consequences of investing in the Index and of seeking daily compounding leveraged investment results. Investors should actively and continuously monitor their investments in the notes, even intra-day. ***It is possible that you will suffer significant losses in the notes even if the long-term performance of the Index is positive.*** **You should proceed with extreme caution in considering an investment in the notes. Any payment on the notes is subject to the credit risk of Bank of Montreal.**

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

Investing in the notes involves risks, including those described in the "Risk Factors" section beginning on page PS-12 of this pricing supplement, and the "Risk Factors" sections beginning on page S-1 of the prospectus supplement and on page 8 of the prospectus.

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 Deposit Insurance Fund, the Canada Deposit Insurance Corporation or any other governmental agency or instrumentality or other entity.

The principal terms of the notes are as follows:

Issuer:	Bank of Montreal
Principal Amount:	$50 per note
Initial Trade Date:	January 22, 2018
Initial Issue Date:	January 25, 2018
Term:	20 years, subject to your right to require us to redeem your notes on any Redemption Date, our call right or our right to extend the maturity date, each as described below.

BMO CAPITAL MARKETS *(cover continued on next page)*

Maturity Date*:	January 8, 2038, which is scheduled to be the third Business Day following the last Index Business Day in the Final Measurement Period. The Maturity Date may be extended at our option for up to two additional 5-year periods, as described herein. The Maturity Date is also subject to adjustment as described herein and under “Specific Terms of the Notes — Market Disruption Events.”
Listing:	The notes are listed on the NYSE Arca, Inc. (the “NYSE”) under the ticker symbol listed below. The CUSIP and ISIN numbers, and the Intraday Indicative Value ticker symbol, for the notes are:

Ticker Symbol	**CUSIP Number**	**ISIN Number**	**Intraday Indicative Value Symbol**
FNGU	063679872	US0636798722	FNGUIV

	If an active secondary market develops, we expect that investors will purchase and sell the notes primarily in this secondary market.
Index:	The return on the notes is linked to a three times leveraged participation in the performance of the NYSE FANG+™ Index, total return, compounded daily, minus the applicable fees. The Index is an equal-dollar weighted index designed to represent a segment of the technology and consumer discretionary sectors consisting of highly-traded growth stocks of technology and tech-enabled companies. The Index currently has 10 constituents.
Payment at Maturity/Cash Settlement Amount:	If you hold your notes to maturity, you will receive a cash payment in U.S. dollars at maturity in an amount equal to the arithmetic mean of the closing Indicative Note Values on each Index Business Day in the Final Measurement Period. This amount will not be less than zero.
Indicative Note Value:	On the Initial Trade Date, the Indicative Note Value of each note was equal to the Principal Amount of $50. On any subsequent Exchange Business Day until maturity, call or redemption of the notes, the closing Indicative Note Value will equal (a) the Long Index Amount on such Exchange Business Day *minus* (b) the Financing Level on such Exchange Business Day; provided that if such calculation results in a value equal to or less than $0, the closing Indicative Note Value will be $0. If the closing Indicative Note Value is $0 on any Exchange Business Day or the Intraday Indicative Value at any time during an Exchange Business Day is equal to or less than $0, then the Indicative Note Value on all future Exchange Business Days will be $0. ***If the Indicative Note Value is zero, the Cash Settlement Amount will be zero.***
Long Index Amount:	On the Initial Trade Date, the Long Index Amount was equal to the Daily Leverage Factor *times* the principal amount, which was equal to $150. On any subsequent Exchange Business Day until maturity, call or redemption of the notes, the Long Index Amount will equal the product of (a) the closing Indicative Note Value on the immediately preceding Exchange Business Day *times* (b) the Daily Leverage Factor *times* (c) the Index Performance Factor on such Exchange Business Day.

Financing Level:	On the Initial Trade Date, the Financing Level was equal to the Long Index Amount *minus* the principal amount on the Initial Trade Date, which was equal to $100. On any subsequent Exchange Business Day until maturity, call or redemption of the notes, the Financing Level will equal (a) the closing Indicative Note Value on the immediately preceding Exchange Business Day *times* the Daily Financing Factor *plus* (b) the Daily Financing Charge on such Exchange Business Day *plus* (c) the Daily Investor Fee on such Exchange Business Day.
Daily Leverage Factor:	3
Daily Financing Factor:	2

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Index Performance Factor:	On the Initial Trade Date, the Index Performance Factor was 1. On any subsequent Exchange Business Day until maturity, call or redemption of the notes, the Index Performance Factor will equal (a) the Index Closing Level on such Exchange Business Day (or, if such day is not an Index Business Day, the Index Closing Level on the immediately preceding Index Business Day) *divided by* (b) the Index Closing Level on the immediately preceding Index Business Day, as determined by the Calculation Agent. If a Market Disruption Event occurs or is continuing on any Index Business Day, the Calculation Agent will determine the Index Performance Factor for the notes on each such Index Business Day using an appropriate closing level of the Index for each such Index Business Day taking into account the nature and duration of such Market Disruption Event. Furthermore, if a Market Disruption Event occurs and is continuing with respect to the notes on any Index Business Day or occurred or was continuing on the immediately preceding Index Business Day, the calculation of the Index Performance Factor will be modified so that the applicable leveraged exposure does not reset until the first Index Business Day on which no Market Disruption Event with respect to the notes is continuing.
Daily Financing Charge:	On the Initial Trade Date, the Daily Financing Charge was $0. On any subsequent Exchange Business Day until maturity, call or redemption of the notes, the Daily Financing Charge will equal the product of (a) the closing Indicative Note Value on the immediately preceding Exchange Business Day *times* (b) the Daily Financing Factor *times* (c) the Daily Financing Rate *divided by* (d) 365 *times* (e) the number of calendar days since the last Exchange Business Day. Because the Daily Financing Charge is calculated and added to the Financing Level on a daily basis, the net effect of the Daily Financing Charge accrues over time.
Daily Financing Rate:	The Daily Financing Rate will equal (a) the most recent US Federal Funds Effective Rate *plus* (b) 1.00%. The US Federal Funds Effective Rate is an interest rate that represents the rate at which U.S. banks may lend reserve balances to other depository institutions overnight, on an uncollateralized basis. The rate is released by the NY Federal Reserve each day at approximately 9:00 a.m. EST for the prior business day and published on Bloomberg L.P. (including any successor, "Bloomberg") page "FEDL01 Index".
Daily Investor Fee:	On the Initial Trade Date, the Daily Investor Fee was $0. On any subsequent Exchange Business Day until maturity, call or redemption of the notes, the Daily Investor Fee will equal the product of (a) the Indicative Note Value at the close of the immediately preceding Exchange Business Day *times* (b) the Fee Rate *divided by* (c) 365 *times* (d) the number of calendar days since the last Exchange Business Day. Because the Daily Investor Fee is calculated as part of the Financing Level through which it is subtracted from the closing Indicative Note Value on a daily basis, the net effect of the Daily Investor Fee accumulates over time and is subtracted at a rate per year equal to the Fee Rate specified below. Because the net effect of the Daily Investor Fee is a fixed percentage of the value of the notes, the aggregate effect of the Daily Investor Fee will increase or decrease in a manner directly proportional to the value of the notes and the amount of notes that are held.
Fee Rate:	0.95% per annum
Call Right:	On any Index Business Day on or after July 25, 2018 through and including the Maturity Date (the "Call Settlement Date"), we may redeem all, but not less than all, of the issued and outstanding notes. To exercise our call right, we must provide notice to the holders not less than 14 calendar days prior to the Call Settlement Date. If we exercise our Call Right, you will receive a cash payment equal to the Call Settlement Amount, which will be paid on the Call Settlement Date.

Call Settlement Amount:	If we exercise our Call Right, for each note, you will receive on the Call Settlement Date a cash payment equal to the arithmetic mean of the closing Indicative Note Values on each Index Business Day in the Call Measurement Period.

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Early Redemption:	Subject to your compliance with the procedures described under "Specific Terms of the Notes — Early Redemption at the Option of the Holders," upon early redemption, you will receive per note a cash payment on the relevant Redemption Date equal to (a) Indicative Note Value as of the Redemption Measurement Date *minus* (b) the Redemption Fee Amount. We refer to this cash payment as the "Redemption Amount."
Redemption Fee Amount:	As of any Redemption Date, an amount per note in cash equal to the product of (a) 0.125% and (b) the Indicative Note Value.
Initial Index Level:	2,466.45, which was the Index Closing Level on the Initial Trade Date.
Index Closing Level:	On any Index Business Day, the closing level of the Index as reported on Bloomberg under the symbol "NYFANGT <Index>", subject to adjustment as described under "Specific Terms of the Notes — Market Disruption Events."
Intraday Indicative Value:	The Intraday Indicative Value of the notes at any time during an Exchange Business Day will equal (a) the Intraday Long Index Amount *minus* (b) the Financing Level; provided that if such calculation results in a value equal to or less than $0, the Intraday Indicative Value will be $0. If the Intraday Indicative Value is equal to or less than $0 at any time on any Exchange Business Day, then both the Intraday Indicative Value and the closing Indicative Note Value on that Exchange Business Day, and on all future Exchange Business Days, will be $0.
Intraday Long Index Amount:	The Intraday Long Index Amount will equal the product of (a) the closing Indicative Note Value on the immediately preceding Exchange Business Day *times* (b) the Daily Leverage Factor *times* (c) the Intraday Index Performance Factor.
Intraday Index Performance Factor:	The Intraday Index Performance Factor will equal (a) the most recently published level of the Index *divided by* (b) the Index Closing Level on the immediately preceding Index Business Day.
Calculation Agent:	BMO Capital Markets Corp.
No Conversion into Common Shares:	The notes will not be subject to conversion into our common shares or the common shares of any of our affiliates under subsection 39.2(2.3) of the Canada Deposit Insurance Corporation Act (the "CDIC Act").

The notes are designed to reflect a 3x leveraged long exposure to the performance of the Index on a daily basis, but the returns on the notes over different periods of time can, and most likely will, differ significantly from three times the return on a direct long investment in the Index. Also, the Index is potentially volatile as it includes only a small number of constituents (10, as of the date of this pricing supplement); any Index volatility would be magnified by the leverage. Accordingly, the notes should be purchased only by knowledgeable investors who understand the potential consequences of investing in the Index and of seeking daily

compounding leveraged investment results. Investors should actively and continuously monitor their investments in the notes, even intra-day.

Because your investment in the notes is three times leveraged, any decrease in the level of the Index will result in a significantly greater decrease in the Cash Settlement Amount, Call Settlement Amount or Redemption Amount, as applicable, (before taking into account the Daily Investor Fee and the Daily Financing Charge) and you may receive less than your original investment in the notes at maturity, call or upon redemption or if you sell your notes in the secondary market. Due to leverage, the notes are very sensitive to changes in the level of the Index and the path of such changes. Moreover, because the Daily Investor Fee and Daily Financing Charge may substantially reduce the amount of your return at maturity, call or upon redemption, the level of the Index must increase significantly in order for you to receive at least the principal amount of your investment at maturity, call or upon redemption or if you sell your notes. If the level of the Index decreases or does not increase sufficiently to offset the negative effect of the Daily Investor Fee and Daily Financing Charge, you will receive less than the principal amount of your investment at maturity, call or upon redemption, or if you sell your notes.

On and after the Initial Trade Date, we sold an aggregate of $160,000,000 in principal amount of the notes to BMO Capital Markets Corp. ("BMOCM"). We may sell from time to time a portion of the notes at market prices prevailing at the time of sale, at prices related to market prices or at negotiated prices. We will receive proceeds equal to 100% of the price at which the notes are sold to the public less any commissions paid to BMOCM. BMOCM may charge normal commissions in connection with any purchase or sale of the notes. Please see "Supplemental Plan of Distribution (Conflicts of Interest)" for more information.

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 the notes after their initial sale. ***Unless we or our agent informs you otherwise in the confirmation of sale or in a notice delivered at the same time as the confirmation of sale, this pricing supplement is being used in a market-making transaction.***

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Pricing Supplement

Prospectus Supplement

Prospectus

You should read this pricing supplement together with the prospectus supplement dated April 27, 2017 and the prospectus dated April 27, 2017. **This pricing supplement, together with the documents listed below, contains the terms 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.** We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the notes. The contents of any website referred to in this pricing supplement are not incorporated by reference in this pricing supplement, the accompanying prospectus supplement or prospectus.

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):

- Prospectus supplement dated April 27, 2017: https://www.sec.gov/Archives/edgar/data/927971/000119312517142764/d381374d424b5.htm
- Prospectus dated April 27, 2017: https://www.sec.gov/Archives/edgar/data/927971/000119312517142728/d254784d424b2.htm

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

The notes described in this pricing supplement are not appropriate for all investors, and involve important legal and tax consequences and investment risks, which should be discussed with your professional advisers. You should be aware that the regulations of the Financial Industry Regulatory Authority, Inc., or FINRA, and the laws of certain jurisdictions (including regulations and laws that require brokers to ensure that investments are suitable for their customers) may limit the availability of the notes. This pricing supplement and the accompanying prospectus supplement and prospectus do not constitute an offer to sell or a solicitation of an offer to buy the notes in any circumstances in which such offer or solicitation is unlawful.

SUMMARY

The following is a summary of terms of the notes, as well as a discussion of factors you should consider before purchasing the notes. The information in this section is qualified in its entirety by the more detailed explanations set forth elsewhere in this pricing supplement and in the accompanying prospectus supplement and accompanying prospectus.

What are the notes?

The notes are senior unsecured medium-term notes issued by Bank of Montreal with a return linked to a three times leveraged participation in the performance of the Index, compounded daily, less a Daily Investor Fee, the Daily Financing Charge and, if applicable, the Redemption Fee Amount. The Index is an equal-dollar weighted index designed to represent a segment of the technology and consumer discretionary sectors consisting of highly-traded growth stocks of technology and tech-enabled companies. The Index has 10 constituents as of the date of this pricing supplement. The Index is a total return index. For a detailed description of the Index, see "The Index."

We refer to the securities included in the Index as the "Index constituents" and the issuers of those securities as the "constituent issuers."

The notes do not guarantee any return of principal at, or prior to, maturity or call, or upon early redemption. Instead, at maturity, you will receive a cash payment equal to the arithmetic mean of the closing Indicative Note Values on each Index Business Day in the Final Measurement Period. We refer to this cash payment as the "Cash Settlement Amount." This amount will not be less than zero. **You may lose some or all of your investment at maturity. Because the Daily Investor Fee and the Daily Financing Charge reduce your final payment, the level of the Index will need to have increased over the term of the notes by an amount**, after giving effect to the daily leverage and the compounding effect thereof, sufficient to offset **the decrease in principal amount represented by the Daily Investor Fee and the Daily Financing Charge in order for you to receive an aggregate amount over the term of the notes equal to at least the principal amount of your notes.** Due to leverage, the notes are very sensitive to changes in the level of the Index and the path of such changes. **If the increase in the level of the Index, measured as a component of the closing Indicative Note Value during the Final Measurement Period, is insufficient to offset the cumulative negative effect of the Daily Investor Fee and the Daily Financing Charge, you will lose some or all of your investment at maturity. This loss may occur even if the Index Closing Level at any time during the Final Measurement Period is greater than the Index Closing Level on the Initial Trade Date.** See "Risk Factors—*The notes are not suitable for all investors. In particular, the notes should be purchased only by sophisticated investors who do not intend to hold the notes as a buy and hold investment, who are willing to actively and continuously monitor their investment and who understand the consequences of investing in and of seeking daily* *resetting leveraged investment results.*" **In addition, if the closing Indicative Note Value or the Intraday Indicative Value of the notes is** equal to or less than $0**, then the notes will be permanently worth $0** and the Cash Settlement Amount will be zero **(a total loss of value).**

The notes seek to approximate the returns that might be available to investors through a leveraged "long" investment in the Index (for example, through a leveraged position in the Index constituents). A leveraged "long" investment strategy involves the practice of borrowing money from a third party lender at an agreed-upon rate of interest and using the borrowed money together with investor capital to purchase assets. A leveraged long investment strategy terminates with the sale of the underlying assets and repayment of the third party lender, provided that the proceeds of the sale of underlying assets are sufficient to repay the loan. By implementing a leveraged strategy, the leveraged investor seeks to benefit from an anticipated increase in the value of the assets between the purchase and sale of such assets, and assumes that the increase in value of the underlying assets will exceed the cumulative interest due to the third party lender over the term of the loan. A leveraged investor will incur a loss if the value of the assets does not increase sufficiently to cover payment of the interest charges.

In order to seek to replicate a leveraged “long” investment strategy in the Index, the terms of the notes provide that, on each Exchange Business Day, an amount equal to the closing Indicative Note Value on the immediately preceding Exchange Business Day (“$x”) is leveraged through a notional loan of an amount equal to the Financing Level on the immediately preceding Exchange Business Day (“$y”). Investors are thus considered to have notionally borrowed $y, which, together with the initial $x investment, represents a notional investment of $x + $y (represented by the Long Index Amount) in the Index on the Exchange Business Day. During the term of the notes, the leveraged portion of the notional investment, $y (represented by the Financing Level), accrues a Daily Financing Charge for the benefit of the Issuer, the cumulative effect of which is reflected, together with the applicable Daily Investor Fee, in the applicable Financing Level. The Daily Financing Charge seeks to represent the amount of interest, calculated by reference to the applicable Financing Rate, that leveraged investors might incur if they sought to borrow funds at a similar rate from a third party lender. A portion of the Financing Level also reflects the incremental cost attributable to the Daily Investor Fee. Upon maturity, call or redemption, the investment in the Index is notionally sold at the then current value of the Index, and the investor then notionally repays the Issuer an amount equal to the principal of the notional loan plus accrued interest and investor fees. The payment at maturity, call or redemption under the notes, therefore, generally represents the profit or loss that the investor would receive by applying a leveraged “long” investment strategy, after taking into account, and making assumptions for, the accrued financing charges that are commonly present in such leveraged “long” investment strategies, as well as applicable investor fees.

The notes provide a daily long leveraged exposure to the performance of the Index. The return on the notes is three times leveraged. Because the return is leveraged, if the Index level *increases* on any day the notes will *increase* by three times the daily return of the Index (before taking into account the Daily Investor Fee, the Daily Financing charge and any Redemption Fee Amount). However, any *decrease* in the level of the Index will result in a significantly greater *decrease* in the Cash Settlement Amount, Call Settlement Amount or Redemption Amount, as applicable (before taking into account any the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount), and you may receive less than your original investment in the notes at maturity, call or upon redemption. Moreover, because the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount may substantially reduce the amount of your return at maturity, call or upon redemption, the level of the Index must increase significantly in order for you to receive at least the principal amount of your investment at maturity, call or upon redemption. If the level of the Index decreases or does not increase sufficiently to offset the cumulative negative effect of the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount, you will receive less than the principal amount of your investment at maturity, call or upon redemption.

The returns on the notes are path dependent. The notes are designed to reflect a leveraged exposure to the performance of the Index on a daily basis; their returns over different periods of time can, and most likely will, differ significantly from three times the performance of the Index over such other periods of time. The notes are very sensitive to changes in the level of the Index, and returns on the notes may be negatively affected in complex ways by the volatility of the Index on a daily or intraday basis. Also, the Index is potentially volatile as it includes only a small number of constituents (10, as of the date of this pricing supplement); any Index volatility would be magnified by the leverage. Accordingly, the notes should be purchased only by knowledgeable investors who understand the potential consequences of investing in the Index and of seeking daily compounding leveraged investment results. It is possible that you will suffer significant losses in the notes even if the long-term performance of the Index is flat or positive (before taking into account the negative effect of the Daily Investor Fee and the Daily Financing Charge, and the

Redemption Fee Amount, if applicable). Investors should actively and continuously monitor their investments in the notes.

The Daily Investor Fee accrues at a rate of 0.95% per annum. Because the Daily Investor Fee is calculated as part of the Financing Level through which it is subtracted from the closing Indicative Note Value on a daily basis, the net effect of the Daily Investor Fee accumulates over time and is subtracted at a rate per year equal to the Fee Rate. Because the net effect of the Daily Investor Fee is a fixed percentage of the value of the notes, the aggregate effect of the Daily Investor Fee will increase or decrease in a manner directly proportional to the value of the notes and the amount of notes that are held.

On the Initial Trade Date, the Index Performance Factor was 1. On any subsequent Exchange Business Day until maturity, call or redemption of the notes, the Index Performance Factor will equal (a) the Index Closing Level on such Exchange Business Day (or, if such day is not an Index Business Day, the Index Closing Level on the immediately preceding Index Business Day) divided by (b) the Index Closing Level on the immediately preceding Index Business Day, as determined by the Calculation Agent. If a Market Disruption Event occurs or is continuing on any Index Business Day, the Calculation Agent will determine the Index Performance Factor for the notes on each such Index Business Day using an appropriate closing level of the Index for each such Index Business Day taking into account the nature and duration of such Market Disruption Event. Furthermore, if a Market Disruption Event occurs and is continuing with respect to the notes on any Index Business Day or occurred or was continuing on the immediately preceding Index Business Day, the calculation of the Index Performance Factor will be modified so that the applicable leveraged exposure does not reset until the first Index Business Day on which no Market Disruption Event with respect to the notes is continuing.

"Business Day" means a Monday, Tuesday, Wednesday, Thursday or Friday that is neither a legal holiday nor a day on which banking institutions are authorized or obligated by law or executive order to close in New York City or Toronto.

"Exchange Business Day" means any day on which the primary exchange or market for trading of the notes is scheduled to be open for trading.

"Index Business Day" means any day on which the Index Sponsor (as defined below) publishes the Index Closing Level.

The scheduled Maturity Date is January 8, 2038, which is the third Business Day following the last Index Business Day in the Final Measurement Period, subject to adjustment as described herein and under "Specific Terms of the Notes — Market Disruption Events." The Maturity Date may be extended at our option for up to two additional five-year periods. We may only extend the scheduled Maturity Date for five years at a time. If we exercise our option to extend the maturity, we will notify The Depository Trust Company ("DTC") (the holder of the global note for the notes) and the trustee at least 45 but not more than 60 calendar days prior to the then scheduled Maturity Date. We will provide that notice to DTC and the trustee in respect of each five-year extension of the scheduled Maturity Date.

Unlike ordinary debt securities, the notes do not guarantee any return of principal at maturity or call, or upon early redemption. The notes do not pay any interest.

For a further description of how your payment at maturity or call, or upon early redemption, will be calculated, see "Specific Terms of the Notes — Cash Settlement Amount at Maturity," "— Call Right" and "— Early Redemption at the Optic the Holders."

Path Dependence and Daily Leverage Reset. Because the leverage of the notes is generally only reset once each day, it is likely that due to intra-day changes in the level of the Index, the leverage at any point during an Index Business Day can be higher or lower than the target leverage of 3.0.

The performance of the notes is path-dependent. This means that the value of the notes will depend not only upon the level of the Index at maturity, call or redemption, but also on the performance of the Index over each day that you hold your notes. In other words, the value of the notes will be affected by not only the increase or decrease in the level of the Index over a given time period but also the volatility of the level of the Index over such time period. For example, a sharp spike or sharp decline in the level of the Index at the end of a particular time period will not result in the same return as a gradual uptick or gradual decline in the Index over the same time period, even if the level of the Index at the end of the applicable time period is the same in each scenario. Accordingly, the return on the notes may not correlate with the return on the Index over periods longer than one day.

As a general matter, it is expected that the notes will have better returns if the Index trends from one level to another over multiple Index Business Days, rather than experiencing significant changes in opposite directions over multiple Index Business Days. Consequently, volatility of the Index level may have a significant negative effect on the value of the notes.

In addition, the performance of the notes is path dependent, insofar as their value at any time depends not only on the level of the Index at such time but also on the Index's level at any prior time. As a result, the value of your investment in the notes may diverge significantly from the value you might expect on the basis of the leverage strategy of the notes and changes in the level of the Index over the period that you hold them. See "Hypothetical Examples."

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Early Redemption

You may elect to require us to redeem your notes (subject to a minimum redemption amount of at least 25,000 notes) on any Business Day commencing on the first Redemption Date (which was January 26, 2018) and ending on the final Redemption Date (which will be the last scheduled Index Business Day prior to the Calculation Date or Call Calculation Date, as applicable). If you elect to have your notes redeemed and have done so under the redemption procedures described in “Specific Terms of the Notes —Early Redemption at the Option of the Holders — Redemption Procedures,” you will receive a cash payment on the Redemption Date equal to the Redemption Amount, as defined below. You must comply with the redemption procedures described below in order to redeem your notes. To satisfy the minimum redemption amount, your broker or other financial intermediary may bundle your notes for redemption with those of other investors to reach this minimum amount of 25,000 notes; however, there can be no assurance that they can or will do so. We may from time to time in our sole discretion reduce this minimum requirement in whole or in part. Any such reduction will be applied on a consistent basis for all holders of the notes at the time the reduction becomes effective.

Upon early redemption, you will receive per note a cash payment on the relevant Redemption Date equal to (a) the Indicative Note Value as of the Redemption Measurement Date minus (b) the Redemption Fee Amount. We refer to this cash payment as the “Redemption Amount.” This amount will not be less than zero. You may lose some or all of your investment upon early redemption. Because the cumulative negative effect of the Daily Investor Fee and the Daily Financing Charge, and the Redemption Fee Amount, reduce your final payment, the level of the Index will need to have increased over the term of the notes by an amount, after giving effect to the daily leverage and the compounding effect thereof, sufficient to offset the decrease in principal amount represented by the Daily Investor Fee, the Daily Financing Charge and the Redemption Fee Amount in order for you to receive an aggregate amount upon redemption equal to at least the principal amount. Due to leverage, the notes are very sensitive to changes in the level of the Index and the path of such changes. See “—Path Dependence and Daily Leverage Reset” above. If the increase in the level of the Index, as measured on the Redemption Measurement Date, is insufficient to offset such a negative effect, you will lose some or all of your investment upon early redemption. It is possible that you will suffer significant losses in the notes upon redemption even if the long-term performance of the Index is flat or positive (before taking into account the negative effect of the Daily Investor Fee, the Daily Financing Charge and the Redemption Fee Amount).

Redemption Fee Amount: As of any Redemption Measurement Date, 0.125% of the Indicative Note Value.

For a detailed description of the redemption procedures applicable to an early redemption, see “Specific Terms of the Notes —Early Redemption at the Option of the Holders — Redemption Procedures.”

Call Right

On any Index Business Day on or after July 25, 2018 through and including the Maturity Date (the “Call Settlement Date”), we may at our option redeem all, but not less than all, of the issued and outstanding notes. To exercise our Call Right, we must provide notice to the holders of the notes not less than 14 calendar days prior to the Call Settlement Date specified by us. In the event we exercise this right, you will receive a cash payment equal to the arithmetic mean of the closing Indicative Note Values on each Index Business Day in the Call Measurement Period. We refer to this cash payment as the “Call Settlement Amount.” If we issue a call notice on any calendar day, the “Call Calculation Date” will be the next Index Business Day after the call notice is issued.

The Call Settlement Date will be the fifth Business Day following the last Index Business Day in the Call Measurement Period.

Call Measurement Period: The five Index Business Days from and including the Call Calculation Date, subject to adjustment as described under "Specific Terms of the Notes — Market Disruption Events."

Understanding the Value of Notes

The initial offering price of the notes was determined at the inception of the notes. The initial offering price and the Intraday Indicative Value are not the same as the trading price, which is the price at which you may be able to sell your notes in the secondary market, or the Redemption Amount, which is the amount that you will receive from us in the event that you choose to have your notes repurchased by us. An explanation of each type of valuation is set forth below.

Initial Offering Price to the Public. The initial offering price to the public was equal to the Principal Amount of the notes. The initial offering price reflects the value of the notes only on the Initial Trade Date.

Intraday Indicative Value. The Intraday Indicative Value for the notes at any point in time of an Exchange Business Day will equal (a) the Intraday Long Index Amount minus (b) the Financing Level; provided that if such calculation results in a value equal to or less than $0, the Intraday Indicative Value will be $0. If the Intraday Indicative Value of the notes is equal to or less than $0 at any time on any Exchange Business Day, then both the Intraday Indicative Value of the notes and the closing Indicative Note Value on that Exchange Business Day, and on all future Exchange Business Days, will be $0. The Intraday Long Index Amount will equal the product of (a) the closing Indicative Note Value on the immediately preceding Exchange Business Day *times* (b) the Daily Leverage Factor *times* (c) the Intraday Index Performance Factor. The Intraday Index Performance Factor will equal (a) the most recently published level of the Index *divided by* (b) the Index Closing Level on the immediately preceding Index Business Day.

The Intraday Indicative Value is not the same as, and may differ from, the amount payable upon an early redemption, call or at maturity and the trading price of the notes in the secondary market. Because the Intraday Indicative Value uses an intraday Index level for its calculation, a variation in the intraday level of the Index from the previous Index Business Day's Index Closing Level may cause a significant variation between the closing Indicative Note Value and the Intraday Indicative Value on any date of determination. The Intraday Indicative Value also does not reflect intraday changes in the leverage; it is based on the constant Daily Leverage Factor of 3.0. Consequently, the Intraday Indicative Value may vary significantly from the previous or next Index Business Day's closing Indicative Note Value or the price of the notes purchased intraday. See "Risk Factors — The notes are subject to intraday purchase risk" and "— The Indicative Note Value is reset daily, and the leverage of the notes during any given Index Business Day may be greater or less than 3.0" and "—The notes are subject to intraday purchase risk." The Intraday Indicative Value for the notes will be published every 15 seconds on Bloomberg under the ticker symbol indicated herein.

Trading Price. The market value of the notes at any given time, which we refer to as the trading price, is the price at which you may be able to buy or sell your notes in the secondary market, if one exists. The trading price may vary significantly from the Intraday Indicative Value, because the market value reflects investor supply and demand for the notes.

Redemption Amount. The Redemption Amount is the price per note that we will pay you to redeem the notes upon your request. The Redemption Amount is calculated according to the formula set forth above. The Redemption Amount may vary significantly from the Intraday Indicative Value and the trading price of the notes.

Because the Redemption Amount is based on the Index Closing Level at the end of the Index Business Day after a notice of redemption is received, you will not know the Redemption Amount you will receive at the time you elect to request that we redeem your notes.

Ticker Symbols

Trading price:	FNGU
Intraday indicative value:	FNGUIV
Intraday Index value:	NYFANGT<Index>

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Selected Risk Considerations

An investment in the notes involves risks. Selected risks are summarized here, but we urge you to read the more detailed explanation of risks described under "Risk Factors" beginning on page PS-12.

- **You may lose some or all of your principal** — The notes do not guarantee any return on your initial investment. The notes are leveraged notes, which means they are exposed to three times the risk of any decrease in the level of the Index, compounded daily. Due to leverage, the notes are very sensitive to changes in the level of the Index and the path of such changes. Because the Daily Investor Fee and the Daily Financing Charge reduce your final payment, the level of the Index, measured as a component of the closing Indicative Note Value during the Final Measurement Period or Call Measurement Period, or on a Redemption Measurement Date, will need to increase by an amount at least equal to the percentage of the Principal Amount represented by the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount in order for you to receive an aggregate amount at maturity, upon a call or redemption, or if you sell your notes, that is equal to at least the Principal Amount. If the increase in the level of the Index during the Final Measurement Period or Call Measurement Period, or on a Redemption Measurement Date, is insufficient to offset the cumulative negative effect of the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount you will lose some or all of your investment at maturity or call, or upon early redemption. This loss may occur even if the Index Closing Levels during the Final Measurement Period or Call Measurement Period, on a Redemption Measurement Date, or when you elect to sell your notes, are greater than the Initial Index Level.

- **Correlation and compounding risk** — A number of factors may affect the notes' ability to achieve a high degree of correlation with the performance of the Index, and there is a significant possibility that the notes will not achieve a high degree of correlation with the performance of the Index over periods longer than one day. The leverage is reset daily, the return on the notes is path dependent and you will be exposed to compounding of daily returns. As a result, the performance of the notes for periods greater than one Index Business Day may be either greater than or less than three times the Index performance, before accounting for the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount. Further, significant adverse performances of the notes may not be offset by subsequent beneficial performances of equal magnitude.

  - **Daily reset** — Because the leverage of the notes is generally only reset once each day, it is likely that due to intra-day changes in the level of the Index, the leverage at any point during an Index Business Day can be higher or lower than the target leverage, which is 3.0.

- **Path dependence** — The return on the notes will be highly path dependent. Accordingly, even if the level of the Index increases or decreases over the term of the notes, or over the term which you hold the notes, the value of the notes will increase or decrease not only based on any change in the level of the Index over a given time period but also based on the volatility of the Index over that time period. The value of the notes will depend not only upon the level of the Index at maturity, upon call or upon early redemption, but also on the performance of the Index over each day that you hold the notes. It is possible that you will suffer significant losses in the notes, even if the long-term performance of the Index is positive. Accordingly, the returns on the notes may not correlate with returns on the Index over periods of longer than one day.

Long holding period risk—The notes are intended to be daily trading tools for sophisticated investors and are designed to reflect a leveraged long exposure to the performance of the Index on a daily basis, but their returns over different periods of time can, and most likely will, differ significantly from three times the return on a direct long investment in the Index. The notes are very sensitive to changes in the level of the Index, and returns on the notes may be negatively affected in complex ways by volatility of the Index on a daily or intraday basis. Also, the Index is potentially volatile as it includes only a small number of constituents (10, as of the date of this pricing supplement); any Index volatility would be magnified by the leverage. Accordingly, the notes should be purchased by knowledgeable investors who understand the potential consequences of investing in the Index and of seeking daily compounding leveraged long investment results. Investors should actively and frequently monitor their investments in the notes, even intra-day. **It is possible that you will suffer significant losses in the notes even if the long-term performance of the Index is positive (before taking into account the negative effect of the Daily Investor Fee and the Daily Financing Charge, and the Redemption Fee Amount, if applicable).**

- **Potential total loss of value** — If the closing Indicative Note Value of the notes is equal to or less than $0 on any Exchange Business Day, then the Indicative Note Value on all future Exchange Business Days will be $0. If the Intraday Indicative Value of the notes is equal to or less than $0 at any time on any Index Business Day, then both the Intraday Indicative Value of the notes and the closing Indicative Note Value on that Exchange Business Day, and on all future Exchange Business Days, will be $0. ***If the Indicative Note Value is zero, the Cash Settlement Amount will be zero.***

- **Leverage risk** — The notes are three times leveraged and, as a result, the notes will benefit from three times any positive, but will decline based on three times any negative, daily performance of the Index. However, the leverage of the notes may be greater or less than 3.0 during any given Index Business Day if the level of the Index on any Exchange Business Day has increased or decreased from the Index Closing Level on the preceding Index Business Day. Volatility of the Index level may have a significant negative effect on the value of the notes.

- **Market risk** — The return on the notes, which may be positive or negative, is linked to a three times leveraged participation in the performance of the Index, compounded daily, as measured by the Index Performance Factor, and which, in turn, is affected by a variety of market and economic factors affecting the Index constituents, such as interest rates in the markets and economic, financial, political, regulatory, judicial or other events that affect the markets generally.

- **Credit of issuer** — The notes are senior unsecured debt obligations of the issuer, Bank of Montreal, and are not, either directly or indirectly, an obligation of any third party. Any payment to be made on the notes, including any payment at maturity, call or upon early redemption, depends on the ability of Bank of Montreal to satisfy its obligations as they come due. As a result, the actual and perceived creditworthiness of Bank of Montreal will affect the market value, if any, of the notes prior to maturity, call or early redemption. In addition, in the event Bank of Montreal was to default on its obligations, you may not receive any amounts owed to you under the terms of the notes.

- **The Index has a limited actual performance history** — The Index was launched on September 26, 2017. Because the Index is of recent origin and limited actual historical performance data exists with respect to it, your investment in the notes may involve a greater risk than investing in securities linked to one or more indices with a more established record of performance.

- **The Index lacks diversification and is concentrated in two sectors, and has a limited number of Index constituents** — All of the stocks included in the Index are issued by companies whose primary lines of business are in the technology and consumer discretionary sectors. As a result, the notes will not benefit from the diversification that could result from an investment linked to an index of companies that operate in multiple sectors. Each of the Index constituents represents 10% of the weight of the Index as of each quarterly rebalancing date (based on the current 10 Index constituents). Any reduction in the market price of any of those stocks is likely to have a substantial adverse impact on the Index Closing Level and the value of the notes. Giving effect to leverage, negative changes in the performance of one Index constituent will be magnified and have a material adverse effect on the value of the notes.

- **A trading market for the notes may not develop** — Although the notes are listed on the NYSE, a trading market for the notes may not develop. Certain of our affiliates may engage in limited purchase and resale transactions in the notes, although they are not required to and may stop at any time. We are not required to maintain any listing of the notes on the NYSE or any other exchange. In addition, we are not obliged to, and may not, sell the full aggregate principal amount of the notes. We may suspend or cease sales of the notes at any time, at our discretion. Therefore, the liquidity of the notes may be limited.

- **The Intraday Indicative Value is not the same as the trading price of the notes in the secondary market** —The Intraday Indicative Value of the notes is calculated by ICE Data Indices, LLC ("ICE Data") and published every 15 seconds on each Exchange Business Day during normal trading hours on Bloomberg under the ticker symbol FNGUIV so long as no Market Disruption Event has occurred or is continuing and will be disseminated over the consolidated tape, or other major market vendor. The Intraday Indicative Value calculation uses, for the Intraday Index Performance Factor, the intraday Index level as of the time of calculation, which could adversely affect the value of the notes. The Intraday Indicative Value also does not reflect intraday changes in the leverage. See "Intraday Value of the Index and the Notes — Intraday Indicative Note Values." The trading price of the notes at any time is the price at which you may be able to sell your notes in the secondary market at such time, if one exists. The trading price of the notes at any time may vary significantly from the Intraday Indicative Value of the notes at such time.

- **Paying a premium purchase price over the Intraday Indicative Value of the notes could lead to significant losses in the event one sells such notes at a time when such premium is no longer present in the market place or the notes are called** — Paying a premium purchase price over the Intraday Indicative Value of the notes could lead to significant losses in the event one sells the notes at a time when such premium is no longer present in the market place or if the notes are called, in which case investors will receive a cash payment in an amount based on the arithmetic mean of the closing Indicative Note Value of the notes on each Index Business Day during the Call Measurement Period. We may, without providing you notice or obtaining your consent, create and issue notes in addition to those offered by this pricing supplement having the same terms and conditions as the notes. However, we are under no obligation to sell additional notes at any time, and we may suspend issuance of new notes at any time and for any reason without providing you notice or obtaining your consent. If we limit, restrict or stop sales of additional notes, or if we subsequently resume sales of such additional notes, the price and liquidity of the notes could be materially and adversely affected, including an increase or decline in the premium purchase price of the notes over the Intraday Indicative Value. Before trading in the secondary market, you should compare the Intraday Indicative Value with the then-prevailing trading price 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 an agent of the issuer for the offering of the notes, making certain calculations and determinations that may affect the value of the notes and hedging our obligations under the notes. Any profit in connection with such hedging activities will be in addition to any other compensation that we and our affiliates receive for the sale of the notes, which creates an additional incentive to sell the notes to you. Our affiliates will, among other things, calculate the arithmetic mean of the closing Indicative Note Values and the Redemption Fee Amount, where applicable, make determinations with respect to Market Disruption Events, splits and reverse splits of the notes and the replacement of the Index with a successor index. Any exercise by us of our Call Right could present a conflict between your interest in the notes and our interests in determining whether to call the notes. We have no obligation to ensure that investors will not lose all or a portion of their investment in the notes upon a call. In performing these activities, our economic interests and those of our affiliates are potentially adverse to your interests as an investor in the notes.

- **Call right** — We may elect to redeem all outstanding notes at any time on or after July 25, 2018, as described under "Specific Terms of the Notes — Call Right." If we exercise our Call Right, the Call Settlement Amount may be less than the Principal Amount of your notes.

- **Minimum redemption amount** — You must elect to redeem at least 25,000 notes for us to repurchase your notes, unless we determine otherwise or your broker or other financial intermediary bundles your notes for redemption with those of other investors to reach this minimum requirement, and there can be no assurance that they can or will do so. Therefore, the liquidity of the notes may be limited.

- **Your redemption election is irrevocable** — You will not be able to rescind your election to redeem your notes after your redemption notice is received by us. Accordingly, you will be exposed to market risk if the level of the Index decreases after we receive your offer and the Redemption Amount is determined on the Redemption Measurement Date. You will not know the Redemption Amount at the time that you submit your irrevocable redemption notice.

- **Owning the notes is not the same as owning any of the Index constituents** — The return on the notes may not reflect the return you would realize if you actually owned any of the Index constituents.

- **Uncertain tax treatment** — Significant aspects of the tax treatment of the notes are uncertain. You should consult your own tax advisor about your own tax situation.

The notes may be a suitable investment for you if:

· You seek a short-term investment with a return linked to a three times leveraged participation in the performance of the Index, compounded daily, in which case you are willing to accept the risk of fluctuations in the technology and consumer discretionary sectors.

· You understand (i) leverage risk, including the risks inherent in maintaining a constant three times daily leverage, and (ii) the consequences of seeking leveraged investment results generally.

· You believe the level of the Index will increase during the term of the notes by an amount, after giving effect to the daily leverage and the compounding effect thereof, sufficient to offset the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount.

· You are a sophisticated investor, understand path dependence of investment returns and you seek a short-term investment in order to manage daily trading risks.

· You understand that the notes are designed to achieve their stated investment objective on a daily basis, but their performance over different periods of time can differ significantly from their stated daily objective.

· You are willing to accept the risk that you may lose some or all of your investment.

· You are willing to hold securities that may be redeemed early by us, under our call right, on or after July 25, 2018.

· You are willing to forgo dividends or other distributions paid to holders of the Index constituents, except as reflected in the level of the Index.

· You understand that the trading price of the notes at any time may vary significantly from the Intraday Indicative Value of the notes at such time and that paying a premium purchase price over the Intraday Indicative Value of the notes could lead to significant losses in the event you sell the notes at a time when such premium is no longer

The notes may *not* be a suitable investment for you if:

· You believe that the level of the Index will decrease during the term of the notes or the level of the Index will not increase by an amount, after giving effect to the daily leverage and the compounding effect thereof, sufficient to offset the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount.

· You are not willing to accept the risk that you may lose some or all of your investment.

· You are not willing to hold securities that may be redeemed early by us, under our call right, on or after July 25, 2018.

· You do not seek a short-term investment with a return linked to a three times leveraged participation in the performance of the Index, compounded daily, in which case you are not willing to accept the risk of fluctuations in the technology and consumer discretionary sectors.

· You do not understand (i) leverage risk, including the risks inherent in maintaining a constant three times daily leverage, and (ii) the consequences of seeking leveraged investment results generally.

· You are not a sophisticated investor, do not understand path dependence of investment returns and you seek an investment for purposes other than managing daily trading risks.

· You do not understand that the trading price of the notes at any time may vary significantly from the Intraday Indicative Value of the notes at such time and that paying a premium purchase price over the Intraday Indicative Value of the notes could lead to significant losses in the event you sell the notes at a time when such premium is no longer present in the market place or the notes are called.

· You are not willing to forgo dividends or other distributions paid to holders of the Index constituents, except as reflected in the level of the Index.

· You are not willing to actively and frequently monitor your investment in the notes.

present in the market place or the notes are called.

· You are willing to actively and frequently monitor your investment in the notes.

· You are willing to accept the risk that the price at which you are able to sell the notes may be significantly less than the amount you invested.

· You do not seek a pre-determined amount of current income from your investment.

· You are not willing to accept the risk that the price at which you are able to sell the notes may be significantly less than the amount you invested.

· You prefer the lower risk and therefore accept the potentially lower returns of fixed-income investments with comparable maturities and credit ratings.

· You seek an investment for which there will be an active secondary market.

· You are not seeking an investment for which there will be an active secondary market.

· You are comfortable with the creditworthiness of Bank of Montreal, as issuer of the notes.

· You are not comfortable with the creditworthiness of Bank of Montreal as issuer of the notes.

About the Index

The level of the Index is calculated and published by ICE Data Indices, LLC (the "Index Calculation Agent" and "Index Sponsor") and disseminated by Bloomberg approximately every fifteen seconds (assuming the level of the Index has changed within such fifteen-second interval) from 9:30 a.m. to 6:00 p.m., New York City time. A daily Index Closing Level is published at approximately 4:30 p.m., New York City time, on each Index Business Day. Index information, including the Index level, is available from Bloomberg under the symbol "NYFANGT<Index>". The historical performance of the Index is not indicative of the future performance of the Index or the level of the Index during the Final Measurement Period or on the applicable Redemption Measurement Date or Call Calculation Date, as the case may be.

Tax Consequences

For important information about tax consequences, please see the section entitled "Supplemental Tax Considerations."

Conflicts of Interest

BMOCM is an affiliate of Bank of Montreal and, as such, has a "conflict of interest" in this offering within the meaning of the Financial Industry Regulatory Authority, Inc. ("FINRA") Rule 5121. Consequently, the offering is being conducted in compliance with the provisions of Rule 5121.

RISK FACTORS

Your investment in the notes will involve certain risks. The notes are not secured debt and do not guarantee any return of principal at, or prior to, maturity, call or upon early redemption. As described in more detail below, the trading price of the notes may vary considerably before the maturity date. Investing in the notes is not equivalent to investing directly in the Index constituents or any securities of the constituent issuers. In addition, your investment in the notes entails other risks not associated with an investment in conventional debt securities. ***In addition to the risk factors beginning on page S-1 of the prospectus supplement and page 8 of the prospectus, you should consider carefully the following discussion of risks before you decide that an investment in the notes is suitable for you.***

Risks Relating to the Notes Generally

The notes do not guarantee the return of your investment.

The notes may not return any of your investment. The amount payable at maturity, call or upon early redemption, will reflect a three times leveraged participation in the performance of the Index *minus* the Daily Investor Fee, the Daily Financing Charge and, in the case of an early redemption, the Redemption Fee Amount. These amounts will be determined as described in this pricing supplement. Because the Daily Investor Fee, the Daily Financing Charge and any Redemption Fee Amount reduce your final payment, the Index Closing Levels, measured as a component of the closing Indicative Note Value during the Final Measurement PeriodE=2>81,953$170,000 and higher $31,581 $47,372 $63,162 $78,953 $83,203 $87,453

Defined Benefit Pension Plan. In 1994, the Rockland Trust Retirement Plan (the "Defined Benefit Plan") formula was amended for participants who retired in 1995 and subsequent years of service. The annual normal retirement benefit under the Defined Benefit Plan is equal to (a) 2.0% of final average compensation less (b) .65% of covered compensation as defined for Social Security purposes ("Covered Compensation") times (c) years of service to 25. For participants who had completed 20 or more years of service at December 31, 1994 an additional benefit of .5% times final average compensation times service in excess of 25 years, but not exceeding ten additional years, is provided.

Examples of approximate annual benefits at normal retirement under the formula are shown above using the 2001 Covered Compensation amount of $37,212 for the offset percentages of the Defined Benefit Plan.

Benefits for 2001 consider only the first $170,000 of compensation earned by an executive. As of December 31, 2001, Messrs. Philipsen, Driscoll, Kelley, Seksay, and Sheahan had approximately 11, 11, 10, 1, and 5 years of service, respectively.

The Defined Benefit Plan benefit formula for service prior to 1994 is equal to (a) $1^1/_2$% of a participant's final average compensation times his credited service up to 10 years; plus (b) 2% of his final average compensation times his credited service in excess of 10 years (provided that not more than 20 years of service shall be considered); plus (c) $^1/_2$% of his final average compensation times his credited service in excess of 30 years (provided that no more than 5 years of service over 30 years shall be considered), less the smaller of (i) or (ii) described as follows: (i) .65% times the participant's years of service up to 35, times the lesser of his average annual compensation or his Covered Compensation; or (ii) $^1/_2$ the sum of (a), (b) and (c) above, substituting the lesser of average annual compensation or Covered Compensation for final average compensation, if less. Defined Benefit Plan participants are eligible at normal retirement for the benefit derived from the current formula or, if greater, the benefit for service under the prior Defined Benefit Plan formula.

In January 1997, the Defined Benefit Plan was joined with The Financial Institutions Retirement Fund. This merger has provided significant expense reductions which began impacting Rockland Trust in 1997 while continuing to provide the benefit structure discussed above.

VIII. ***Ownership Of Common Stock And Related Matters***

A. *Common Stock Beneficially Owned By Any Entity With 5% Or More Of Common Stock And Owned By Directors And Executive Officers*

The following table sets forth the beneficial ownership of the Common Stock as of February 1, 2002, with respect to (i) any person or entity who is known to the Company to be the beneficial owner of more than 5% of the Common Stock, (ii) each Director, (iii) each of the current executive officers, and (iv) all Directors and executive officers of the Company as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
Credit Suisse Asset Management, L.L.C.	844,385(2)	5.88%
John Hancock Advisors, Inc.	750,000	5.23%
Richard S. Anderson	22,516(3)	
W. Paul Clark	177,186(4)	1.23%
Robert L. Cushing	76,600(5)	
Alfred L. Donovan	42,091(6)	
Richard F. Driscoll,* Executive Vice President	100,334(7)	
Raymond G. Fuerschbach,* Senior Vice President and Human Resource Officer	49,700(8)	
Benjamin A. Gilmore, II	11,742(9)	
E. Winthrop Hall	22,210(10)	
Kevin J. Jones	78,385(11)	
Ferdinand T. Kelley,* Executive Vice President	87,895(12)	
Lawrence M. Levinson	216,239(13)	1.50%
Douglas H. Philipsen,* Chairman of the Board, President and Chief Executive Officer	231,959(14)	1.61%
Edward H. Seksay,* General Counsel	29,600(15)	
Denis K. Sheahan,* Chief Financial Officer and Treasurer	35,417(16)	

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
Richard H. Sgarzi	146,947(17)	1.02%
William J. Spence	200,907(18)	1.40%

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Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
John H. Spurr, Jr.	330,686(19)	2.30%
Robert D. Sullivan	33,786(20)	
Brian S. Tedeschi	90,398(21)	
Thomas J. Teuten	327,939(22)	2.28%
Directors and executive officers of the Company as a group (20 Individuals)	2,312,537(23)	16.11%

*
Executive Officer of the Company and/or Rockland Trust

(1)
Percentages are not reflected for individuals whose holdings represent less than 1%. The information contained herein is based on information provided by the respective individuals and filings pursuant to the Securities Exchange Act of 1934, as amended ("Exchange Act"). Shares are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or to direct the disposition of the shares. Unless otherwise indicated, all shares are beneficially owned by the respective individuals. Shares of Common Stock which are subject to stock options exercisable within 60 days of January 31, 2002 are deemed to be outstanding for the purpose of computing the amount and percentage of outstanding Common Stock owned by such person. See section entitled "Summary Compensation Table And Stock Option Grants."

(2)
In addition, pursuant to a Form 13-F filing dated February 14, 2002, Credit Suisse First Boston, Inc., an affiliate of Credit Suisse Asset Management, LLC, disclosed that it owns 147,700 shares of the Company. Credit Suisse First Boston and Credit Suisse Asset Management, LLC are both subsidiaries of the Credit Suisse Group, a Swiss company.

(3)
Includes 10,000 shares which Mr. Anderson has a right to acquire immediately through the exercise of stock options granted pursuant to the Company's 1996 Non-Employee Directors' Stock Option Plan (the "Directors' Option Plan").

(4)
Includes 44,752 shares owned by Paul Clark, Inc. and 5,556 shares owned by Paul Clark Trust, as to which Mr. Clark has sole voting and investment power, and 19,729 shares owned by Mr. Clark's wife, as to which shares Mr. Clark has shared voting and investment power. Includes 10,000 shares which Mr. Clark has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(5)
Includes 3,200 shares owned by Mr. Cushing and his wife, jointly, and 7,200 shares owned by his wife, individually. Mr. Cushing shares voting and investment power with respect to such shares. Includes 20,000 shares owned by a non-profit organization of which Mr. Cushing is an officer and a director. Mr. Cushing has voting and dispositive power with respect to such shares. Includes 10,000 shares which Mr. Cushing has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(6)
Includes 10,000 shares which Mr. Donovan has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan. Includes 2,674 shares held by Ellien L. Donovan Trust of which Mr. Donovan is a Trustee.

(7)
Includes 7,500 shares owned by Mr. Driscoll and his wife, jointly, and 2,196 shares owned by his wife, individually. Mr. Driscoll shares voting and investment power with respect to such shares.

Includes 47,046 shares which Mr. Driscoll has a right to acquire within 60 days of January 31, 2002 through the exercise of stock options granted pursuant to the 1987 Plan and the 1997 Plan.

(8)
Includes 34,450 shares which Mr. Fuerschbach has a right to acquire within 60 days of January 31, 2002 through the exercise of stock options granted pursuant to the 1987 Plan and the 1997 Plan.

(9)
Includes 850 shares owned by Mr. Gilmore and his wife, jointly, and 556 shares owned by his wife, individually. Mr. Gilmore shares voting and investment power with respect to such shares. Includes 5,000 shares which Mr. Gilmore has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(10)
Includes 10,000 shares which Mr. Hall has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(11)
Includes 6,691 shares owned by his wife, individually and 30,000 shares owned by his children. Includes 5,000 shares owned by Plumbers' Supply Company, of which Mr. Jones is Treasurer. Mr. Jones shares voting and investment power with respect to such shares. Includes 9,000 shares which Mr. Jones has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(12)
Includes 112 shares owned by Mr. Kelley and his wife jointly, and 62,742 shares which Mr. Kelley has a right to acquire within 60 days of January 31, 2002 through the exercise of stock options granted pursuant to the 1987 Plan and the 1997 Plan

(13)
Includes 10,668 shares held in a charitable trust, as to which Mr. Levinson is sole trustee and, as such, has sole voting and investment power with respect to such shares. Includes 2,412 shares owned by Mr. Levinson's wife, individually, and 4,008 shares owned by Mr. Levinson's children. Mr. Levinson shares voting and investment power with respect to the shares owned by his children but not with respect to the shares owned by his wife. Includes 10,000 shares which Mr. Levinson has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(14)
Includes 25,519 shares owned by Mr. Philipsen's wife, as to which Mr. Philipsen may be deemed to have shared voting and investment power, and 86,466 shares which Mr. Philipsen has a right to acquire within 60 days of January 31, 2002 through the exercise of stock options granted pursuant to the 1987 Plan and the 1997 Plan.

(15)
Includes 10,451 shares which Mr. Seksay has a right to acquire within 60 days of January 31, 2002 through the exercise of stock options granted pursuant to the 1997 Plan.

(16)
Includes 20,009 shares which Mr. Sheahan has a right to acquire within 60 days of January 31, 2002 through the exercise of stock options granted pursuant to the 1987 Plan and the 1997 Plan.

(17)
Includes 10,000 shares which Mr. Sgarzi has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(18)
Includes 51,090 shares owned by Mr. W. Spence's wife. Mr. W. Spence may be deemed to have shared investment and voting power with respect to such shares. Mr. W. Spence disclaims beneficial ownership of such shares. Includes 10,000 shares which Mr. W. Spence has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(19)
Includes 12,995 shares held in various trusts, as to which Mr. Spurr is a trustee and, as such, has voting and investment power with respect to such shares. Includes 536 shares owned by Mr. Spurr's wife, individually and 300,613 shares owned of record by A. W. Perry Security Corporation, of which Mr. Spurr is Executive Vice President and Treasurer.

(20)
Includes 27,828 shares held in various trusts, as to which Mr. Sullivan is a trustee and, as such, has voting and investment power with respect to such shares. Includes 5,000 shares which

Mr. Sullivan has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(21)
Includes 1,200 shares owned by Mr. Tedeschi's wife individually. Includes 10,000 shares which Mr. Tedeschi has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(22)
Includes 8,106 shares owned by Mr. Teuten's wife individually, 1,500 shares held in a trust of which Mr. Teuten is a co-trustee and his wife is a beneficiary, 4,000 shares held in a trust over which Mr. Teuten has investment power and his wife is a remainderman, and 300,613 shares owned of record by A.W. Perry Security Corporation, of which Mr. Teuten is President and a Director. Mr. Teuten shares investment and voting power with respect to such shares. Includes 10,000 shares which Mr. Teuten has a right to acquire immediately through the exercise of stock options granted pursuant to the Directors' Option Plan.

(23)
This total has been adjusted to eliminate any double counting of shares beneficially owned by more than one member of the group.

B. *Compliance With Section 16(a) Of The Securities Exchange Act of 1934*

Section 16(a) of the Exchange Act requires the Company's executive officers and directors to file reports on Forms 3, 4, and 5 to indicate ownership and changes in ownership of Common Stock with the Securities and Exchange Commission and to furnish the Company with copies of such reports.

Based solely upon a review of the copies of such forms and amendments thereto and upon written representations that no Forms 5 were required to be filed, the Company believes that during the year ending December 31, 2001, the Company has complied with all Section 16(a) filing requirements applicable to the Company's executive officers and directors.

C. *Comparative Stock Performance Graph*

The stock performance graph below compares the cumulative total stockholder return of the Common Stock from December 31, 1996 to December 31, 2001 with the cumulative total return of the NASDAQ Market Index (U.S. Companies) and the NASDAQ Bank Stock Index. The lines in the table below represent monthly index levels derived from compounded daily returns that include all dividends. If the monthly interval, based on the fiscal year end was not a trading day, the preceding trading day was used. The index level for all series was set to 100.0 on December 31, 1996.

IX. ***Submission Of Stockholder Proposals For The 2003 Annual Meeting***

Any stockholder who wishes to present a proposal for consideration by all of the Company's stockholders at the next annual meeting will be required, pursuant to Rule 14a-8 under the Exchange Act, to deliver the proposal to the Company on or prior to November 8, 2002. In the event the Company receives notice of a stockholder proposal to take action at next year's annual meeting of stockholders that is not submitted for inclusion in the Company's proxy material, or is submitted for inclusion but is properly excluded from the proxy material, the persons named in the proxy sent by the Company to its stockholders intend to exercise their discretion to vote on the stockholder proposal in accordance with their best judgment if notice of the proposal is not received at the Company's principal executive offices by January 24, 2003. Please forward any stockholder proposals to the Clerk, Independent Bank Corp., 288 Union Street, Rockland, Massachusetts 02370.

X. ***Expenses Of Solicitation***

The Company will bear the cost of preparing, assembling, and mailing the Notice Of Annual Stockholders Meeting, this Proxy Statement, and form of proxy for the Annual Meeting. Solicitation of proxies will be made primarily through the use of mails, but regular employees of Rockland Trust may solicit proxies by personal interview or by telephone without additional compensation therefor. The Company will also provide persons, firms, banks and corporations holding shares in their names, or in the names of their nominees, which in either case are beneficially owned by others, proxy material for transmittal to such beneficial owners and reimburse such record holders for their reasonable expenses in so doing. In addition, the Company has retained Georgeson Shareholder Communications, Inc., Carlstadt, New Jersey, a professional proxy solicitation firm, to assist in the solicitation of proxies. The fee for such services is at least $4,000 plus certain additional charges and reimbursement for out-of-pocket expenses.

XI. ***Annual Report And Form 10-K***

A copy of the Company's Annual Report to Stockholders for the year ended December 31, 2001, which includes the Company's Annual Report to the SEC on Form 10-K for the year ended December 31, 2001 (without attached exhibits), is being mailed with this Proxy Statement to all stockholders of the Company. The Form 10-K is not part of the proxy solicitation material.

By Order of the Board of Directors

Linda M. Campion
Clerk

Dated: March 1, 2002

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Annex A

INDEPENDENT BANK CORP./ROCKLAND TRUST COMPANY

JOINT AUDIT COMMITTEE CHARTER

May 10, 2001

The Joint Audit Committee is the principal vehicle through which the Board of Directors fulfills its responsibility to oversee audit coverage for Independent Bank Corp. and Rockland Trust Company and to monitor the accounting, financial reporting, data processing, regulatory and internal control environments. The Audit Committee will meet quarterly. The Committee has the authority to engage legal counsel, independent of the Company and the Company's outside counsel, without first obtaining permission of the Company's Board of Directors or its management.

Audit Committee Structure and Membership Requirements

All Audit Committee members must be able to understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. At least one committee member must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a chief executive or financial officer or other senior officer with financial oversight responsibilities. The members of the Audit Committee shall be appointed by the Board of Directors on the recommendation of the Executive Committee.

Audit Committee Member Independence

A committee member will not be considered "independent" if they have:

Been employed by the corporation or its affiliates in the current or past three years

Accepted any compensation from the corporation or its affiliates in excess of $60,000 during the previous fiscal year (except for board service, retirement plan benefits, or non-discretionary compensation);

An immediate family member who is, or has been in the past three years, employed by the corporation or its affiliates as an executive officer;

Been a partner, controlling shareholder or an executive officer of any for-profit business to which the corporation made, or from which it received, payments (other than those which arise solely from investments in the corporation's securities) that exceed five percent of the consolidated gross revenues of the for-profit business for that year, or $200,000, whichever is more, in any of the past three years; or

Been employed as an executive of another entity where any of the company's executives serve on that entity's compensation committee.

The activities of the Audit Committee are:

1. Appraise the effectiveness of the internal and external audit efforts through meetings with the internal auditors, the independent public accountants and management.

2. Review the reports (or summaries thereof) of the Chief Internal Auditor, Compliance Officer, independent loan review consultant, and the independent public accountants that describe accounting, compliance and loan issues; organizational, operational and data processing control weaknesses; and determine if appropriate corrective action has been taken by management.

3. Evaluate the adequacy and effectiveness of the Corporation's accounting policies and procedures, financial reporting structure, compliance procedures, data processing, and related security policies and procedures through discussions with the Chief Internal Auditor, Compliance Officer, independent public accountants, independent loan review consultant, legal counsel, and management.

4. Review the annual audited financial statements with management, including major issues regarding accounting and auditing principals and practices as well as the adequacy of internal controls that could significantly affect the financial statements.

5. Review interim financial statements prior to the bank filing the 10-Q in accordance with SAS 71 as required by the SEC.

6. Assure that relevant matters are discussed with the independent auditor. This discussion and communication will include matters related to the conduct of the audit such as the selection of and changes in significant accounting policies, the methods used to account for significant unusual transactions, the effect of significant accounting policies in controversial or emerging areas, the process used by management in formulating sensitive accounting estimates, and the basis for the auditor's conclusions regarding the reasonableness of these estimates. Also review significant adjustments arising from the audit, disagreements with management over the application of accounting principles, the basis for management's accounting

estimates and the disclosures in the financial statements. Discuss the quality, not just acceptability, of the Company's accounting principles on a quarterly basis.

7. Obtain a written statement from the independent auditors regarding relationships and services which may affect objectivity and independence. The statement should disclose all non-attest services provided by the independent auditors. Recommend that the full Board take appropriate action to ensure the independence of the external auditors. The independent auditor is ultimately accountable to the Board of Directors and the Audit Committee.

8. Review and reassess the adequacy of the Audit Committee Charter and the independence of the Audit Committee members on an annual basis. The annual Proxy Statement will include a discussion of the independence of Audit Committee members and the guidance provided to the Audit Committee by a written Charter. A copy of the Charter will be included in the Proxy Statement at least once every three years. The Audit Committee will review the Audit Committee Report that is included in the annual proxy statement.

9. Review the Company's regulatory examination reports and ensure that appropriate actions have been taken by management.

10. Review assessment of compliance with laws and regulations as presented by the Compliance Officer and ensure that appropriate actions have been taken by management.

11. Review management assertion and external auditor attestation report required by FDICIA Section 112, prior to submission to the Federal Deposit Insurance Corporation.

12. Direct special projects or investigations considered necessary by the Committee or the Board of Directors.

13. Report to the Board of Directors on a quarterly basis.

14. Monitor compliance with the Corporate Code of Ethics and Insider Trading Policy on a quarterly basis.

15. Review management's plans for engaging the Company's independent public accountants to perform significant management advisory services in order to preclude potential conflicts of interest.

16. The Committee has the authority and responsibility to select, evaluate and replace the outside independent auditor, subject to approval of Board of Directors. Also, approve the independent public accountant's engagement letter and fee schedule.

17. Review and approve the overall audit plans of the independent public accountants and internal auditors.

18. Periodically review and approve the Internal Audit Department Charter.

19. Provide input to the Chief Internal Auditor on Committee meeting agenda items.

20. Perform annual performance review of the Chief Internal Auditor.

RECOMMENDED BY THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

INDEPENDENT BANK CORP./ROCKLAND TRUST COMPANY

DATE: May 10, 2001

John H. Spurr, Jr.
Chairman, Audit Committee
Independent Bank Corp.

DATE: May 10, 2001

Robert D. Sullivan
Chairman, Audit Committee
Rockland Trust Company

APPROVED BY THE BOARD OF DIRECTORS
INDEPENDENT BANK CORP./ROCKLAND TRUST COMPANY

DATE: May 10, 2001

Douglas H. Philipsen
Chairman, Board of Directors
Independent Bank Corp.

DATE: May 10, 2001

Douglas H. Philipsen
Chairman, Board of Directors
Rockland Trust Company

DETACH HERE

INDEPENDENT BANK CORP.

THIS PROXY IS SOLICITED BY THE INDEPENDENT BANK CORP. BOARD OF DIRECTORS

The undersigned stockholder, having received a Notice of Meeting and Proxy Statement of the Board of Directors dated March 8, 2002 (hereinafter the "Proxy Statement"), hereby appoint(s) Douglas H. Philipsen, Linda M. Campion, and Tara M. Villanova or any one or more of them, attorneys or attorney of the undersigned (with full power of substitution in them and in each of them), for and in the name(s) of the undersigned to attend the Annual Meeting of Stockholders of Independent Bank Corp. to be held at the Plimoth Plantation, 137 Warren Avenue on Route 3A, Plymouth, Massachusetts on Thursday, April 11, 2002, at 3:30 p.m and any adjournment or adjournments thereof, and there to vote and act in regard to all powers the undersigned would possess, if personally present, and especially (but without limiting the general authorization and power hereby given) to vote and act in accordance with the instructions set forth below. Attendance at the Annual Meeting or any adjournments thereof will not be deemed to revoke this proxy unless the undersigned shall, prior to the voting of shares, give written notice to the Clerk of the Company of his or her intention to vote in person. If a fiduciary capacity is attributed to the undersigned, this proxy is signed in that capacity.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHLDERS VOTE "FOR ALL NOMINEES" ON PROPOSAL 1, WITH RESPECT TO THE REELECTION OF CLASS III DIRECTORS ALFRED L. DONOVAN, E. WINTHROP HALL, DOUGLAS H. PHILIPSEN, ROBERT D. SULLIVAN, AND BRIAN S. TEDESCHI TO THE INDEPENDENT BANK CORP. BOARD OF DIRECTORS. IF NO INSTRUCTIONS ARE INDICATED, YOUR VOTE WILL BE CAST "FOR ALL NOMINEES" ON PROPOSAL 1.

The undersigned hereby confer(s) upon Douglas H. Philipsen, Linda M. Campion, and Tara M. Villanova, and each of them, discretionary authority to vote (a) on any other matters or proposals not known at the time of solicitation of this proxy which may properly come before the Annual Meeting, and (b) with respect to the selection of directors in the event any nominee for director is unable to stand for election due to death, incapacity or other unforeseen emergency.

SEE REVERSE SIDE	**CONTINUED AND TO BE SIGNED ON REVERSE SIDE**	**SEE REVERSE SIDE**

DETACH HERE

/x/ Please mark votes as in this example.

1.

Reelection of Class III Directors nominated By Independent Bank Corp. Board of Directors.

Whether to reelect (01) Alfred L. Donovan, (02) E. Winthrop Hall, (03) Douglas H. Philipsen, (04) Robert D. Sullivan, and (05) Brian S. Tedeschi to serve as Class III Directors, each for a term of three years and until their successors have been elected and qualified. **The Independent Bank Corp. Board of Directors recommends that you vote "FOR ALL NOMINEES".**

FOR ALL NOMINEES / /

WITHHELD FROM ALL NOMINEES / /

FOR ALL EXCEPT / /

NOTE: If you do not wish your shares voted "For" a particular nominee, Mark the "FOR ALL EXCEPT" box and strike a line through the name(s) of any nominee(s) you do not wish to vote for. Your shares will be voted for the remaining nominee(s).

INDEPENDENT BANK CORP.

2.

To consider and act upon any matters incidental to any of the foregoing purposes, and any other business which may properly come before the Annual Meeting or any other adjournments thereof.

PLEASE VOTE, DATE, SIGN AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

MARK HERE FOR ADDRESS CHANGE AND NOTE AT LEFT / /

Please be sure to sign and date this Proxy.

NOTE: Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

Signature:____________________ Date:__________ Signature:____________________ Date:__________

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