

Item 1: FORM ADV PART 2A: FIRM BROCHURE

BMO CAPITAL MARKETS CORP

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This brochure provides information about the qualifications and business practices of BMO Capital Markets Corp. (“**BMOCMC**”). If you have any questions about the content of this brochure, please contact the BMOCMC Chief Compliance Officer at (212) 702-1981. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Registration as an investment adviser does not imply that BMOCMC or any of our principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Additional information about BMOCMC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

BMOCMC does not have any material changes from prior filings to report.

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Item 4: Advisory Business

BMOCMC is a Delaware corporation incorporated in 1988. BMOCMC is a direct, wholly-owned subsidiary of BMO Financial Corp., which is itself a wholly-owned subsidiary of Bank of Montreal, a Canadian chartered bank.

BMOCMC is registered with the SEC as a U.S. securities broker-dealer and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"), the Securities Investor Protection Corporation ("SIPC") and various securities exchanges. BMOCMC has been registered with the SEC as an investment adviser since 2013, but previously provided investment advisory services pursuant to the "fewer than 15 clients" exemption from registration.

This Brochure relates to the receipt from certain customers of cash compensation, other than or in addition to brokerage commissions, markups and markdowns, for the provision to certain customers of (i) our proprietary equity research reports, which are prepared and published by our Research department, (ii) access to the research analysts who prepare such research reports, and (iii) equity trading recommendations by certain of our Equity Sales personnel (collectively, the "Client Services"). The Client Services are not specially tailored for particular clients. If a customer chooses to execute any transactions through BMOCMC, BMOCMC will be acting solely as a broker-dealer and not an investment adviser.

BMOCMC also provides similar investment advisory services to its affiliate, BMO Nesbitt Burns Inc. ("NBI"), in connection with NBI's management of designated assets of its clients participating in NBI's BluePrint Program and Architect Program (together, the "Programs"). BMOCMC assists NBI by providing certain investment advisory services, including, (a) the initial definition of one or more model portfolio of securities and other assets (the "Portfolios") based upon the investment objectives and strategies specified by NBI and (b) the ongoing provision of investment advice with respect to each Portfolio based upon such investment objections and strategies referred to in (c) above (collectively, the "Program Services" and, together with the Client Services, the "Services"). All trades executed resulting from the Program Services are executed by NBI.

BMOCMC does not provide retail investment advisory services, maintain investment advisory accounts for any clients, provide discretionary advisory services or manage client assets in connection with the Services. BMOCMC's advisory services are limited to the Services and are completed upon the delivery of the Services.

In addition to the Services described herein, BMOCMC provides investment advisory and portfolio management services to its affiliate, BMO Asset Management Inc., in connection with the portfolio of a mutual fund organized under the laws of Canada and regulated under Canadian law. Details regarding those advisory services are disclosed in a separate brochure, which also is available on the SEC's website at www.adviserinfo.sec.gov.

Please refer to that brochure for more information about the foregoing investment advisory

and portfolio management services.

As of December 31, 2019, BMOCMC had discretionary management authority with respect to approximately \$290 million of assets under management as a result of BMOCMC's sub-advisory services as it relates to the BMO U.S. Equity Plus Fund. BMOCMC had no non-discretionary assets under management.

Item 5: Fees and Compensation

Client Services

There is no basic fee schedule for the Client Services. Compensation for Client Services is negotiated on a client-by-client basis and may be renegotiated at any time. The Client Services may constitute eligible research under the safe harbor of Section 28(e) of the Securities Exchange Act of 1934, as amended, for use in connection with a client's investment making decisions. Such clients may compensate us for Client Services through third party soft dollar arrangements.

Clients generally pay for the Client Services on a quarterly basis in arrears. These arrangements may be terminated by either the client or BMOCMC at any time or, in certain instances, after a specified notice period.

Program Services

In connection with the Program Services, BMOCMC receives fees from NBI on a quarterly basis in arrears equal to 0.163% of the average market value of the assets in those client accounts of NBI that are managed by NBI and participate in the Programs¹. This fee was negotiated with NBI and will be paid from the fees NBI receives from its clients in connection with the management of such clients' accounts and the execution of all portfolio transactions and custodial services by NBI.

Conflicts of Interest

BMOCMC may receive compensation for the sale of securities in its capacity as a registered broker-dealer if a client places securities transactions with BMOCMC in its capacity as a registered broker-dealer. This may present a potential conflict of interest in so far as it may give BMOCMC an incentive to recommend securities to its advisory clients based on potential future brokerage compensation rather than client needs. This potential conflict of interest, however, is strongly mitigated by each client's ability to place its brokerage transactions with the broker-dealer of its choice. Clients are neither required to act on any of the information provided through the Services, nor are they required to transact business with BMOCMC. Each of our clients has full discretion to determine whether, and to what extent and how, it will use the Services obtained from us.

¹ This fee applies to all of the funds for which BMOCMC provides Program Services, except BMOCMC receives fees from NBI on a quarterly basis in arrears equal to 0.13% of the average market value of the assets in those client accounts of NBI that are managed by NBI and participate in the North American Dividend Growth Portfolio or the Canadian ex MEF Portfolio.

BMOCMC does not reduce its fees for Services to offset any brokerage commissions or markups.

Item 6: Performance-Based Fees and Side-By-Side Management

BMOCMC does not collect a performance-based fee from clients with respect to the Services.

Item 7: Types of Clients

BMOCMC provides Services to institutional clients only.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

In preparing research reports, our research analysts arrive at an investment viewpoint by studying the industry and the company, preparing a financial model of the company's business, and running historical and forecasted results through a financial model. Valuation is arrived at by using various methodologies, such as a sum-of-the-parts analysis, a discounted cash flow analysis or a comparable company's analysis. When analyzing a company, the analyst also assesses various other factors, including the strength of the management team, the company's industry, its competitors and any litigation. With regard to sources of information, analysts may, among other things, speak with company officers, review regulatory filings, press releases, earnings announcements and news articles, listen to earnings conference calls, and conduct channel checks and discussions with suppliers, customers and other industry sources.

In making their trading recommendations, our Equity Sales personnel base their trading recommendations only on public information, including research reports, market or price movements, press releases, recent news stories and other events.

Investing in securities involves risk of loss that clients should be prepared to bear. The Services are provided on a stand-alone basis and do not take into account the other research reports or trading recommendations that may have been provided to the client. The Services are not specially tailored to meet the objectives or needs of specific clients or accounts. No assurances can be made that reliance on the Services by any client will generate positive returns.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of

BMOCMC or the integrity of BMOCMC's management. Below are summaries of material disciplinary actions involving BMOCMC. Descriptions of additional disciplinary actions that are not required to be disclosed in this brochure can be found in Part 1A of BMOCMC's Form ADV, which is available at www.adviserinfo.sec.gov.

On September 20, 2012, BMOCMC submitted to FINRA a Letter of Acceptance, Waiver and Consent ("AWC") in which BMOCMC, without admitting or denying the allegations contained therein, consented to a censure, a monetary fine of \$90,000 and the entry of findings that (1) from June 15, 2007 through April 30, 2008, it submitted short interest position reports to FINRA that were incorrect, (2) it failed to report to FINRA its short interest in positions totaling over 72 million shares for the months of June 2007 through April 2008 and (3) its supervisory system did not provide for supervision reasonably designed to achieve compliance with applicable securities laws, regulations and NASD rules concerning short interest reporting.

On October 11, 2017, BMOCMC submitted a FINRA Letter of Acceptance, Waiver and Consent ("AWC") in which BMOCMC, without admitting or denying the allegations contained therein, consented to a censure and a total monetary fine of \$350,000 to be paid across various options exchanges and the entry of findings that (1) the Firm had entered over 2,000 option orders with incorrect origin codes and sent those orders to multiple options exchanges, (2) the Firm failed to properly expose the customer side of a crossing order to allow for the possible of price improvement in approximately 101 instances on multiple exchanges and (3) its supervisory system did not provide for supervision reasonably designed to achieve compliance with applicable exchange origin code and order exposure requirements.

Item 10: Other Financial Industry Activities and Affiliations

BMOCMC is a registered broker-dealer and a member of FINRA and SIPC. Certain BMOCMC employees are registered representatives of BMOCMC in its capacity as a broker-dealer. BMOCMC offers corporate, institutional and government clients access to a complete range of investment and corporate banking products and services. BMOCMC is a direct, wholly-owned subsidiary of BMO Financial Corp., which is itself a wholly-owned subsidiary of Bank of Montreal. The Services provided to clients do not include any securities trading activity on a discretionary basis or otherwise.

Bank of Montreal was established in 1817. Together with its affiliates, Bank of Montreal is known as BMO Financial Group (TSX, NYSE: BMO), a highly diversified financial services organization. BMO Financial Group provides a broad range of retail banking, wealth management and investment banking products and solutions.

BMOCMC and its management persons do not have any relationship or arrangement with any related person that BMOCMC believes is material to the Services. BMOCMC does not recommend or select other investment advisers for its clients.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

Pursuant to the requirements of the Investment Advisers Act of 1940, BMOCMC has implemented a code of ethics (the “Code of Ethics”) and various other policies and procedures designed to identify and control certain types of personal securities and other transactions that may create a potential or actual conflict of interest. Every employee of BMOCMC must receive, read and annually acknowledge in writing compliance with these policies and procedures. For example, we have policies and procedures that, among other things:

1. Place limitations on personal trading by employees and impose pre-clearance and reporting obligations with respect to personal trading, such as prohibiting employees from:
 - Trading a security if it is on BMOCMC’s restricted list;
 - Trading in the securities of an issuer if the employee is in possession of material non-public information concerning such issuer or security;
 - Depriving client orders of priority, precedence or best execution as a result of personal trading; and
 - Engaging in transactions that represent a potential conflict of interest with BMOCMC or any client.
2. Require employees to maintain accounts at designated brokers and provide initial and monthly reports of securities holdings and transaction reports;
3. Prohibit employees from violating applicable laws; and
4. Require employees to promptly report any violations of these policies and procedures to the Chief Compliance Officer (“CCO”).

BMOCMC employees may open and retain personal trading accounts in accordance with these policies and procedures. Under no circumstances can an employee of BMOCMC purchase any shares in an initial public offering. In addition, BMOCMC employees must obtain pre-approval from the CCO, or his/her designee, before engaging in any outside business activity.

Any employee who violates the Code of Ethics may be subject to disciplinary actions, including dismissal.

A copy of the Code of Ethics is available to any client or prospective client upon request.

Principal and Agency Transactions

Purchasing or selling securities on a principal, agency or agency cross basis with advisory clients may raise certain conflicts of interest. For example, advice regarding securities owned by us or a related entity could cause clients to buy from us or our affiliates such

securities, thereby allowing us or an affiliate to reduce the inventory we or one of our affiliates hold in the securities. Even where we or our affiliates do not transact on a principal basis with clients, the provision of advice on securities can create certain conflicts of interest. For example, we might have an incentive to recommend securities transactions in a manner that causes the price of the securities to move in a direction that benefits us. Thus, we may have an incentive to recommend securities transactions in securities which we or our affiliates hold in inventory.

Even if we or our affiliates do not hold in inventory securities that are the subject of advice provided to clients, we or our affiliates may derive financial benefits from our recommendations. For instance, the advice may serve to increase the brokerage business we or our related entities perform for advisory and brokerage clients. Thus, we may have an incentive to recommend securities transactions in which we act as agent and/or cross transactions with other brokerage clients.

To address any potential conflicts of interest regarding our research reports, BMOCMC has established information barriers designed to prevent personnel outside of its research group from obtaining advance knowledge of any pending changes in ratings, price targets or estimates by its research analysts. In addition, we have established policies and procedures that generally prohibit research analysts from owning, purchasing or selling any securities with respect to which such analyst provides research coverage.

Item 12: Brokerage Practices

In providing Services to clients, BMOCMC does not select or recommend broker-dealers for client transactions.

Item 13: Review of Accounts

BMOCMC does not maintain client advisory accounts in connection with the Services and thus does not conduct periodic reviews of a client's accounts or financial plans.

Item 14: Client Referrals and Other Compensation

BMOCMC does not receive any economic benefit from third parties for providing Services to BMOCMC clients. BMOCMC does not compensate any non-supervised persons for client referrals.

Item 15: Custody

In providing Services to clients, BMOCMC does not maintain custody of client funds or securities.

Item 16: Investment Discretion

In providing Services to clients, BMOCMC does not have discretionary authority to manage securities accounts on behalf of clients.

Item 17: Voting Client Securities

In providing Services to clients, BMOCMC does not have authority to vote securities owned by the clients.

Item 18: Financial Information

BMOCMC does not require or solicit prepayment for Services. BMOCMC does not have discretionary authority or custody of client funds or securities.

Item 19: Requirements for State-Registered Advisers

Not applicable.