

**FOR IMMEDIATE RELEASE**

**October 1, 2004**

**ROC PEF II CORP. ANNOUNCES SUCCESSFUL CLOSING OF \$300 MILLION INITIAL PUBLIC OFFERING OF PREFERRED SHARES**

**TORONTO – October 1<sup>st</sup>, 2004 (TSX:RPA.PR.A)- Connor, Clark & Lunn Capital Markets Inc.** is pleased to announce that ROC Pref II Corp. (the “Company”) has successfully completed its initial public offering of 12,000,000 redeemable, retractable cumulative preferred shares (the “Preferred Shares”) at a price of \$25.00 per Unit for aggregate gross proceeds of \$300,000,000.

The Preferred Shares commenced trading today on the Toronto Stock Exchange under the symbol “RPA.PR.A”.

The Preferred Shares have been assigned a preliminary rating of P-1 (low) by Standard & Poor’s, a division of The McGraw Hill Companies, Inc. (“S&P”). The Company’s investment objectives with respect to the Preferred Shares are (i) to pay to holders of Preferred Shares, on or about December 31, 2009, an amount per Preferred Share equal to the original subscription price of \$25.00 per Preferred Share and (ii) to provide holders with quarterly fixed cumulative preferential distributions of \$0.290625 per Preferred Share (\$1.1625 per annum to yield 4.65% on the subscription price of \$25.00 per Preferred Share). Preferred Share distributions will consist primarily of returns of capital.

The Company will invest the net proceeds of the offering of Preferred Shares in order to provide exposure to a credit-linked note, which has been assigned a preliminary rating of A- by S&P. The credit-linked note will be issued by HSBC Bank Canada. The return of the credit-linked note will be linked to the number of defaults experienced over the term thereof among the companies in an equally-weighted globally diversified portfolio of 140 companies, all of which are currently rated investment grade by S&P.

The offering was made through a syndicate of agents, led by Scotia Capital Inc. and including BMO Nesbitt Burns Inc., CIBC World Markets Inc., National Bank Financial Inc., TD Securities Inc., Desjardins Securities Inc., HSBC Securities (Canada) Inc., Canaccord Capital Corporation, First Associates Investments Inc., Raymond James Ltd., Berkshire Securities Inc., and Wellington West Capital Inc.

“We are very pleased with the strong market acceptance of ROC Pref II Corp. and look forward to launching additional innovative investment products into the Canadian marketplace.” said Neil Murdoch, CEO of Connor, Clark & Lunn Capital Markets Inc. (“CC&LCM”). A developer and manager of structured investments for the Canadian retail market, CC&LCM has approximately \$900 million in assets under management and is part of the Connor, Clark & Lunn Financial Group of companies, which manage over \$19 billion in financial assets.

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