

**ROC Pref II Corp. Declares Quarterly Distribution**

TORONTO - December 9, 2005 (RPA.PR.A) - The Board of Directors of ROC Pref II Corp. (“the Company”) has today declared a cash distribution of \$0.290625 per Preferred Share consisting of a return of capital on such Preferred Shares equal to \$0.290625 per share payable on December 30, 2005 to holders of record at the close of business on December 21, 2005.

ROC Pref II Corp. is a mutual fund corporation that issued 5.25-year redeemable, retractable cumulative P-1 (Low) rated Preferred Shares. The Company used the proceeds to gain exposure, by way of an equity forward sale agreement, to an A- rated structured note that offers credit exposure to an equally weighted portfolio of 140 investment grade rated companies.

The Preferred Shares are listed for trading on the Toronto Stock Exchange under the symbol RPA.PR.A.

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