

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

TORONTO – December 8, 2006 (RPA.PR.A) - The Board of Directors of ROC Pref II Corp. (“the Company”) has 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 29, 2006 to holders of record at the close of business on December 20, 2006.

ROC Pref II Corp. is a mutual fund corporation that issued 5.25-year redeemable, retractable cumulative P-1 (Low) rated Preferred Shares which mature on or about December 31, 2009. 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 142 companies that were rated investment grade at inception.

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

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