

The Depository Trust Company
IMPORTANT

B#: 9509-06
DATE: April 05, 2006
TO: ALL PARTICIPANTS
CATEGORY: Settlement/Underwriting
FROM: Denise Russo, Director, Underwriting Department
ATTENTION: Managing Partners/Officer, Cashiers, and Underwriting Managers
SUBJECT: Section 3(c)(7) restrictions for RBCF L.P. US\$525,000,000
Floating Rate Notes due April 6, 2011

(A) CUSIP Number	74926EAB1
(B) Security Description	RBCF L.P. Floating Rate Notes due April 6, 2011
(C) Offer Amount	\$525,000,000
(D) Managing Underwriter	.Morgan Stanley & Co. International Limited, Royal Bank of Canada Europe Limited, Banc of America Securities LLC
(E) Paying Agent	HSBC Bank USA, National Association
(F) Closing Date	April 5, 2006

Special Instructions:

See Attached Important Instructions from the Issuer.

RBCF L.P.

Floating Rate Note due April 6, 2011

CUSIP: 74926E AB 1

The Issuer, the Guarantor (as defined below), Morgan Stanley & Co. International Limited (“Morgan Stanley”) and Royal Bank of Canada Europe Limited (“RBC Capital Markets”) are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above-referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) of the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), offers, sales and resales of the Floating Rate Note due April 6, 2011 (the “Securities”), guaranteed by Royal Bank of Canada (the “Guarantor”), may only be made to “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A that are also “qualified purchasers” (“QPs”) within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Securities represents to and agrees with the Issuer, the Guarantor, Morgan Stanley and RBC Capital Markets that (a) the purchaser is a QIB who is a QP (a “QIB/QP”); (b) in purchasing Securities, it is acting for its own account, or the account of another QIB/QP; (c) it acknowledges that the Issuer has not been and will not be registered under the Investment Company Act and the Securities have not been and will not be registered under the Securities Act. The purchaser also represents and agrees that the purchaser and each account for which it is purchasing (i) is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities in unaffiliated issuers; (ii) is not a participant-directed employee plan, such as a 401(k) plan, as referred to in paragraph (a)(1)(i)(D) or (a)(1)(i)(E) of Rule 144A, or a trust fund referred to in paragraph (a)(1)(i)(F) of Rule 144A that holds the assets of such a plan; (iii) was not formed for the purpose of investing in the Issuer; (iv) will hold and transfer at least US\$5,000,000 principal amount of the Securities and multiples of US\$100,000 in excess thereof; (v) will provide notice of the transfer restrictions described herein to any subsequent transferee; (vi) acknowledges that the Issuer or the Guarantor may receive a list of participants holding positions in the Securities from one or more book-entry depositaries, and (vii) may not transfer the Securities or beneficial interests therein except to a transferee who can make the same representation and agreements set forth herein. The restrictions on transfer required by the Issuer outlined above in this paragraph will be reflected under the notation “3c7” in DTC’s User Manuals and in upcoming editions of DTC’s Reference Directory. Any transfer in breach of the transfer restrictions set forth herein will be of no force and effect, will be void *ab initio*, and will not operate to transfer any rights to the transferee, notwithstanding any instructions to the contrary to the Issuer, the Guarantor or any intermediary.

Any questions or comments regarding this subject may be directed to Kimberly Wagner at (302) 892-5903.