

**Amended and Restated Prospectus Supplement To Short Form Base Shelf Prospectus
dated September 23, 2009.**

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement together with the short form base shelf prospectus dated September 23, 2009 to which it relates, as amended or supplemented, and each document incorporated by reference into such prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities to be issued hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America or for the account or benefit of U.S. persons. See "Plan of Distribution".

New Issue

November 4, 2009



Royal Bank of Canada

\$5,000,000,000

Covered Bond Programme

We may at various times until October 22, 2011 offer debt securities constituting unsubordinated indebtedness (“**Covered Bonds**”) under the covered bond programme (the “**Covered Bond Programme**”) described in this prospectus supplement in an aggregate amount of up to \$5,000,000,000 (or its equivalent in non-Canadian currencies or currency units) calculated on the basis of the principal amount of the Covered Bonds issued, in the case of interest bearing Covered Bonds, or on the basis of the gross proceeds received by us, in the case of non-interest bearing Covered Bonds or Covered Bonds bearing interest at a rate that at the time of issue is below market rates. The specific terms of each series or tranche of Covered Bonds issued hereunder, which will be established at the time of the offering and sale of such Covered Bonds, will be set out in a prospectus supplement and pricing supplement delivered together with the short form base shelf prospectus of the Bank dated September 23, 2009 (the “**base shelf prospectus**”) and this prospectus supplement to purchasers of the Covered Bonds. The aggregate amount of Covered Bonds that may be offered hereunder may be subject to reduction as a result of the sale by us of other securities pursuant to one or more other prospectus supplements under the base shelf prospectus. This prospectus supplement amends and restates our prospectus supplement dated October 29, 2009 in respect of the issuance of Covered Bonds in its entirety and supersedes such October 29, 2009 prospectus supplement in its entirety.

The Covered Bonds will be our direct unsecured obligations which, if we become insolvent or are wound up, will rank equally with our other unsubordinated indebtedness, including deposit liabilities, other than certain governmental claims in accordance with applicable law.

RBC Covered Bond Guarantor Limited Partnership (the “**Guarantor LP**”) has agreed to guarantee payments of interest and principal under the Covered Bonds pursuant to a direct and, following the occurrence of a Covered Bond Guarantee Activation Event (as defined in the European Prospectus), unconditional and irrevocable guarantee which is secured by the assets of the Guarantor LP, including the Covered Bond Portfolio (as defined in the European Prospectus). Recourse against the Guarantor LP under the Covered Bond guarantee is limited to the aforementioned assets and the Guarantor LP will not have any other source of funds available to meet its obligations under the Covered Bond Guarantee.

An investment in Covered Bonds involves certain risks. See “Risk Factors”.

The Covered Bonds will not be deposits insured under the *Canada Deposit Insurance Corporation Act*.

The Covered Bonds will be offered severally by one or more of RBC Dominion Securities Inc. (“**RBC DS**”) and CIBC World Markets Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., Scotia Capital Inc., TD Securities Inc., Merrill Lynch Canada Inc., HSBC Securities (Canada) Inc., J.P. Morgan Securities Canada Inc., Laurentian Bank Securities Inc. and Manulife Securities Incorporated and other dealers that may be appointed from time to time each of whom will be a Dealer (as defined in the European Prospectus, and herein referred to individually as a “**Dealer**” and collectively as “**Dealers**”) in respect of the Covered Bonds offered hereunder. Under a dealer agreement dated November 4, 2009 between us and the Dealers, the Covered Bonds may be purchased or offered at various times by any of the Dealers, as agent, underwriter or principal, at prices and commissions to be agreed upon, for sale to the public at prices to be negotiated with purchasers. Sale prices may vary during the distribution period and as between purchasers. We may also offer the Covered Bonds to purchasers directly, pursuant to applicable law, at prices and on terms to be negotiated. The applicable Final Terms (as defined herein) set out in a pricing supplement will identify each Dealer engaged in connection with the offering and sale of

any Covered Bonds, and will also set forth the terms of the offering of such Covered Bonds including the net proceeds to us and, to the extent applicable, any fees payable to the Dealers. RBC DS will be involved in the decision to distribute Covered Bonds hereunder and in the determination of the terms of each particular offering of Covered Bonds. **RBC DS is our wholly owned subsidiary. Consequently, we are a related and connected issuer of RBC DS within the meaning of applicable securities legislation.** See “Plan of Distribution” in this prospectus supplement.

In compliance with applicable Canadian securities laws, we have filed an undertaking with the securities regulators in each province and territory of Canada that we will not distribute any Covered Bonds that are considered novel specified derivatives (as such terms are defined under applicable Canadian securities laws) at the time of distribution without preclearing with such securities regulators the disclosure contained in the prospectus supplements or pricing supplements pertaining to such Covered Bonds. If the Issuer decides to offer Covered Bonds that are considered derivatives in Québec, it will comply with the applicable provisions of the Derivatives Act (Québec). This Prospectus does not qualify the distribution in Québec of Covered Bonds that are derivatives under Québec law.

Pursuant to exemptive relief that the Issuer obtained from the Canadian securities regulatory authorities, the Issuer is not required to prepare separate audited annual and unaudited interim financial statements for the Guarantor LP or to provide certain other financial disclosure prescribed by applicable securities law for a “credit supporter”.

It is not currently anticipated that the Covered Bonds will be listed on or traded over any stock exchange or quotation system and, consequently, there is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus supplement in the secondary market. This may affect the pricing of the securities, transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “Risk Factors”.

In this prospectus supplement, unless otherwise specified, all dollar amounts are expressed in Canadian dollars.

Any offering of Covered Bonds is subject to approval of certain legal matters on our behalf by Ogilvy Renault LLP and on behalf of the Dealers by McCarthy Tétrault LLP.

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In this prospectus supplement, unless the context otherwise indicates, the “Bank,” “we,” “us” or “our” means Royal Bank of Canada together, where the context requires, with its subsidiaries.

Prospectus for Covered Bonds

Each series or tranche of Covered Bonds issued under our Covered Bond Programme will be described in four separate documents: (1) the base shelf prospectus, (2) this prospectus supplement which establishes the Covered Bond Programme for purposes of distributions in Canada, (3) a prospectus supplement (the “**program supplement**”) which includes extracts from the Bank’s European Prospectus for Covered Bonds (the “**European Prospectus**”) and (4) the specific terms of each series or tranche of Covered Bonds (including pricing information) to be described in a pricing supplement. In respect of any particular Covered Bonds we may offer under our Covered Bond Programme, the base shelf prospectus and this prospectus supplement together with the applicable program supplement and pricing supplement will collectively constitute the “prospectus” for such Covered Bonds. Since the specific terms of Covered Bonds that we may offer described in the applicable pricing supplement may differ from the general information provided in the base shelf prospectus, this prospectus supplement and the applicable program supplement, in all cases you should rely on the information in the applicable pricing supplement where it differs from that in the base shelf prospectus, this prospectus supplement or the applicable program supplement.

Documents Incorporated by Reference

This prospectus supplement is deemed to be incorporated by reference into the base shelf prospectus solely for the purpose of our Covered Bond Programme and the Covered Bonds issued hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the base shelf prospectus and reference should be made to the base shelf prospectus for full particulars.

Any statement contained in a document incorporated or deemed to be incorporated by reference in the base shelf prospectus or this prospectus supplement is deemed to be modified or superseded, for purposes of this prospectus supplement, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in the base shelf prospectus or this prospectus supplement modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

Caution Regarding Forward-Looking Statements

See “Caution Regarding Forward-Looking Statements” in the applicable pricing supplement for any Covered Bonds offered.

Eligibility For Investment

Unless otherwise disclosed in the applicable pricing supplement, in the opinion of our counsel, Ogilvy Renault LLP, Covered Bonds issued under our Covered Bond Programme, if issued on the date of this prospectus supplement, would be qualified investments under the *Income Tax Act* (Canada) (the “**Tax Act**”) and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, deferred profit sharing plans and tax-free savings accounts (other than trusts governed by deferred profit sharing plans for which any employer is the Bank, or a corporation with which we do not deal at arm’s length within the meaning of the Tax Act). Investors should consult their own advisors as to whether the Covered Bonds will be prohibited investments under the Tax Act for a tax-free savings account in their particular circumstances.

Use of Proceeds

The Covered Bonds will be sold in the normal course of our business and the net proceeds used for general banking purposes.

Description of the Covered Bonds

The Covered Bonds will be issued under the base shelf prospectus, this prospectus supplement, the applicable program supplement and the applicable pricing supplement which will contain the Final Terms (as defined in the European Prospectus, and referred to herein as the “**Final Terms**”).

The Conditions (as defined and set forth in the European Prospectus) will apply to Covered Bonds issued pursuant to this prospectus as supplemented, modified or replaced by the applicable Final Terms.

Unless otherwise indicated in any applicable Final Terms, the Covered Bonds will be issued in “book-entry only” form and must be purchased or transferred through participants in the depository service of CDS Clearing and Depository Services Inc. See “Book-Entry Only Securities” in the base shelf prospectus.

The Bank will provide information to holders of Covered Bonds in the form of Investor Reports, which will be available on the Bank’s website at www.rbc.com/investorrelations/fixed_income/covered-bonds.html and on SEDAR. The then most recently published Investor Report will be referenced in the applicable pricing supplement.

Other than regulatory capital requirements applicable to us, there is no limit on the amount of indebtedness we may issue. In the case of covered bonds, there is a regulatory capital requirement that the amount of all such covered bonds issued by us cannot exceed 4% of our total assets.

Plan of Distribution

The Covered Bonds will be offered severally by one or more of the Dealers. Under a dealer agreement dated November 4, 2009, as may be amended or supplemented from time to time, between us, the Guarantor LP and the Dealers, the Covered Bonds may be purchased or offered at various times by certain of the Dealers, as agent, underwriter or principal at prices and commissions to be agreed upon, for sale to the public at prices to be negotiated with purchasers. Sale prices may vary during the distribution period and between purchasers. We may also offer the Covered Bonds to purchasers directly, pursuant to applicable law, at prices and terms to be negotiated. At the same time that a Dealer or Dealers offers the Covered Bonds, we may issue other debt securities.

Our wholly owned subsidiary, RBC DS, is one of the Dealers. **We are a related and connected issuer of RBC DS within the meaning of applicable securities legislation in connection with any offering of Covered Bonds hereunder.** RBC DS is expected to be involved in any decision to distribute Covered Bonds hereunder and in determining the terms of each particular offering of Covered Bonds. The terms of an offering of Covered Bonds will be settled by RBC DS as our agent. The pricing supplement applicable to each offering of Covered Bonds under our Covered Bond Programme will identify the specific Dealers, if any, offering the Covered Bonds and will specify at least one Dealer, other than RBC DS, that will have participated in the due diligence performed in respect of, but may not have participated in the structuring and pricing of, the offering of such Covered Bonds.

We or RBC DS, as agent on our behalf, may enter into arrangements to hedge our risks associated with our obligations under the Covered Bonds. We may agree that RBC DS may retain all or a portion of any profits, and may be required to compensate us for all or a portion of any losses, resulting from such hedging arrangements. RBC DS may also undertake to facilitate a secondary market for the Covered Bonds, if so specified in the applicable pricing supplement, including by purchasing Covered Bonds as principal and reselling such acquired Covered Bonds. RBC DS may receive a commission for acting as a Dealer in connection with the distribution of Covered Bonds hereunder and may earn a profit in connection with the acquisition or disposition of Covered Bonds acting as principal. In addition, RBC DS may receive a structuring fee in connection with structuring particular Covered Bonds, such fee to be specified in the applicable pricing supplement.

In connection with the offering of Covered Bonds, the Dealers may over-allot or effect transactions which stabilize or maintain the market price of the Covered Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

We may withdraw, cancel or modify the offer made hereby without notice and may reject orders in whole or in part (whether placed directly with us or through the Dealers). Each Dealer may, in its discretion reasonably exercised, reject in whole or in part any order to purchase Covered Bonds received by it.

The Covered Bonds are not, and will not be, registered under the United States Securities Act of 1933, as amended, and the Dealers have agreed not to (1) buy or offer to buy, (2) sell or offer to sell, or (3) solicit any offer to buy any notes as part of any distribution hereunder in the United States, its territories, its possessions and other areas subject to its jurisdiction or to, or for the account of, a U.S. person, except pursuant to exemptions from the United States Securities Act of 1933, as amended. In addition, except as described in any applicable Final Terms, the selling restrictions set out under “*Subscription and Sale and Transfer and Selling Restrictions*” in the applicable program supplement will apply to each offering of Covered Bonds.

Risk Factors

The terms and conditions of Covered Bonds that may be offered under our Covered Bond Programme may introduce specific risks and investor concerns which a potential investor should carefully consider before reaching an investment decision. In addition to the risks described in the base shelf prospectus under the heading “Risk Factors”, risks specific to any Covered Bonds offered will be described under similar headings in the applicable prospectus supplement or pricing supplement. Potential investors should, in consultation with their own financial and legal advisers, carefully consider, among other matters, such risks before deciding whether an investment in the Covered Bonds is suitable. The Covered Bonds are not a suitable investment for a prospective purchaser who does not understand their terms or the risks involved in holding the Covered Bonds.

Secondary Market for Covered Bonds

Unless otherwise indicated in any applicable Final Terms, the Covered Bonds will not be listed on any securities exchange. Each of the Dealers may from time to time purchase and sell Covered Bonds in the secondary market, but no Dealer is obligated to do so, and there is no assurance that there will be a secondary market for the Covered Bonds or liquidity in the secondary market if one develops. From time to time, each of the Dealers may make a market in the Covered Bonds, but the Dealers are not obligated to do so and may discontinue any market-making activity at any time.

Material Contracts

Copies of all material contracts, including the applicable Transaction Documents (as defined in the European Prospectus) and the dealer agreement dated November 4, 2009 referenced herein, entered into in connection with Covered Bonds issued under this prospectus, may be viewed on SEDAR at www.sedar.com.

Legal Matters

Certain legal matters in connection with the offering of any Covered Bonds will be passed upon on our behalf by Ogilvy Renault LLP and on behalf of the Dealers by McCarthy Tétrault LLP. Designated professionals of each of Ogilvy Renault LLP and McCarthy Tétrault LLP, as a group, own beneficially, directly and indirectly, as of the date hereof, less than 1% of securities of the same class of the Bank.

Certificate of the Dealers

Dated: November 4, 2009

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of all provinces and territories of Canada.

RBC DOMINION SECURITIES INC.

(Signed) "*Peter Hawkrigg*"

CIBC WORLD MARKETS INC.

(Signed) "*Shannan Levere*"

NATIONAL BANK FINANCIAL INC.

(Signed) "*Darin E. Deschamps*"

TD SECURITIES INC.

(Signed) "*Jonathan Broer*"

HSBC SECURITIES (CANADA) INC.

(Signed) "*Catherine J. Code*"

LAURENTIAN BANK SECURITIES INC.

(Signed) "*Thomas Berky*"

BMO NESBITT BURNS INC.

(Signed) "*Jim Halliday*"

SCOTIA CAPITAL INC.

(Signed) "*Mary Robertson*"

MERRILL LYNCH CANADA INC.

(Signed) "*M. Marianne Harris*"

J.P. MORGAN SECURITIES CANADA INC.

(Signed) "*Sara Collins*"

MANULIFE SECURITIES INCORPORATED

(Signed) "*David MacLeod*"

Consent of Independent Registered Chartered Accountants

We have read the amended and restated prospectus supplement dated November 4, 2009 relating to the offering of up to \$5,000,000,000 Covered Bonds, to the short form base shelf prospectus dated September 23, 2009 relating to the offering of up to \$15,000,000,000 Debt Securities (Unsubordinated Indebtedness), Debt Securities (Subordinated Indebtedness) and First Preferred Shares of Royal Bank of Canada (the “**Bank**”) (collectively, the “**Prospectus**”). We have complied with Canadian generally accepted standards for an auditor’s involvement with offering documents.

We consent to the use, through incorporation by reference in the above-mentioned Prospectus, of our report to the Shareholders of the Bank on the consolidated balance sheets of the Bank as at October 31, 2008 and 2007 and the consolidated statements of income, comprehensive income, changes in shareholders’ equity and cash flows for each of the years in the two-year period ended October 31, 2008. Our report is dated December 4, 2008.

(signed) “*Deloitte & Touche LLP*”
Independent Registered Chartered Accountants
Licensed Public Accountants

Toronto, Canada
November 4, 2009