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Our Matter Number: 1034079

June 17, 2004

Division of Corporation Finance  
SECURITIES AND EXCHANGE COMMISSION  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington D.C. 20549

Attention: Office of International Corporate Finance

Ladies and Gentlemen:

Re: **National Bank of Canada (the "Bank")**  
**Exemption pursuant to Rule 12g3-2(b)**  
**under the Securities Exchange Act of 1934 (the "Exchange Act")**

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

On behalf of the Bank, we hereby submit pursuant to Rule 12g3-2(b)(1)(iii) copies of documents that the Bank has made public or has distributed to its security holders since May 5, 2004. For your convenience, a list of these documents is provided in the attached schedule.

In accordance with Rule 12g3-2(b)(4), all information and documents included herewith are being furnished under Rule 12g3-2(b)(1) with the understanding that such information and documents will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Bank is subject to the Exchange Act.

Please acknowledge receipt of this letter by stamping the enclosed receipt copy and returning it in the enclosed pre-paid envelope to our messenger who has been instructed to wait.

If you have any questions or comments regarding this letter, feel free to contact the undersigned at the coordinates noted in the heading.

Yours very truly,

François Janson

FJ:sl

cc: Ms. Mary Cascio (without attachments)  
Ms. Vanessa Fontana (with attachments)

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**SCHEDULE**  
**(06/15/04)**

**NATIONAL BANK OF CANADA**

**INDEX OF DOCUMENTS FURNISHED PURSUANT TO RULE 12g3-2(b)(1)(iii)**

Note: The documents enclosed herewith are presented in reverse chronological order according to the categories of disclosure requirements set forth in Schedule A attached to our letter dated September 26, 2003 requesting an exemption from the registration and reporting requirements of the Exchange Act pursuant to Rule 12g3-2(b) under the Exchange Act.

	Document type	Date of filing	
		SEDAR	Schedule "A" reference number
<b>4. INFORMATION RELATING TO CHANGES IN SHARE CAPITAL AND MATERIAL TRANSACTIONS</b>			
1.	Prospectus Supplement No. 7 dated May 21, 2004 - English	May 20, 2004	4.4
2.	Form 52-109F2 – Certification of Interim Filings - CEO	May 27, 2004	2.1
3.	Form 52-109F2 – Certification of Interim Filings - CFO	May 27, 2004	2.1
4.	Interim Financial Statements – English	May 27, 2004	2.1
5.	MD&A – English	May 27, 2004	2.1
6.	Preliminary Short Form Prospectus	May 28, 2004	4.4
7.	Acceptance of Prospectus Supplement	May 28, 2004	4.4
8.	News release – English	May 28, 2004	2.1
9.	MRRS Decision Document (Preliminary)	May 31, 2004	4.4
10.	Confirmation of the Sending of Quarterly Report to all Registered Holders	June 2, 2004	2.1
11.	Preliminary Receipt	June 11, 2004	4.4
12.	Acceptance of Prospectus Supplement	June 16, 2004	4.4