

## NOTICE OF SPECIAL MEETING OF UNITHOLDERS

**TAKE NOTICE THAT** a Special Meeting (the “Meeting”) of the holders (“Unitholders”) of units (“Units”) of First Premium U.S. Income Trust (the “Trust”) will be held at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario on November 21, 2005, at the hour of 8:30 a.m. (Toronto time) for the following purposes:

To consider and, if thought advisable, approve a special resolution (the “Special Resolution”) to:

- amend the investment strategy and investment restrictions of the Trust. The Trust will invest exclusively in the six largest Canadian banks and the four largest Canadian life insurance companies by market capitalization (the “Financial Portfolio”);
- extend the termination date of the Trust to March 31, 2011 from January 1, 2007;
- change the capital structure of the Trust to a “split trust” structure. Under this proposal, existing Units would first be consolidated such that after giving effect to the consolidation, net asset value (“NAV”) per Unit would be approximately \$25.00 (Units are expected to be consolidated on an approximate 2.3 to 1 basis). Unitholders would receive for each Unit held: (i) one capital unit of the Trust (a “Capital Unit”) with an initial NAV of approximately \$12.50 and (ii) one preferred security of the Trust (a “Preferred Security”) with a principal amount of \$12.50;
- in connection with the Special Resolution, if approved, Mulvihill Fund Services Inc., as manager, and Mulvihill Capital Management Inc., as investment manager, will reduce their fees by approximately 37% from a total of 1.75% per annum of NAV to 1.10% per annum of the Trust’s total assets from and after the effective date of the Special Resolution and the Trust will change its name to Top 10 Split Trust to reflect better its new investment strategy;
- amend the investment objectives of the Trust. The Trust’s investment objectives for the Capital Units will be (i) to provide holders of Capital Units, upon redemption, with the benefit of any capital appreciation in the market price of the securities in the Financial Portfolio and (ii) to pay quarterly distributions to holders of Capital Units in an amount targeted to be 7.5% per annum of the NAV of the Trust. The Trust’s investment objectives for the Preferred Securities will be (i) to pay holders of Preferred Securities fixed quarterly cash interest payments at least equal to 6.00% per annum on the \$12.50 principal amount of a Preferred Security and (ii) to repay the principal amount of \$12.50 per Preferred Security on termination of the Trust on March 31, 2011;
- move the redemption right available to Unitholders at 100% of NAV per Unit from December 31, 2005 to November 30, 2005 in order to give Unitholders an opportunity to exit earlier should they wish not to participate in the Trust going forward. As a result of this change, there would be no December 31, 2005 redemption right for securityholders;
- permit the Trust to issue additional Capital Units and Preferred Securities on a non-dilutive basis; and
- provide for the payment of an annual service fee of 0.40% of the value of the Capital Units to investment dealers whose clients hold Capital Units if the Trust completes a public offering of additional Capital Units and Preferred Securities after the Special Resolution has been approved,

all as more fully described in the accompanying Management Information Circular.

A copy of the Special Resolution is attached as Appendix I to the accompanying Management Information Circular.

Dated at Toronto, Ontario this 25th day of October, 2005.

By Order of the Board of Directors of  
Mulvihill Fund Services Inc., as Manager of the Trust

A handwritten signature in black ink, appearing to read "John Mulvihill", written in a cursive style.

JOHN P. MULVIHILL  
President

**Note: Reference should be made to the accompanying Management Information Circular for details of the above matters. If you are unable to be present in person at the Meeting you are requested to complete and sign the enclosed voting instruction form and to return it in the enclosed envelope provided for that purpose.**