

**TOP 10 SPLIT TRUST**

**NOTICE OF SPECIAL MEETING OF HOLDERS OF CAPITAL UNITS  
AND HOLDERS OF PREFERRED SECURITIES**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**February 15, 2011**

**Meeting to be held at 8:30 a.m.  
Tuesday, March 15, 2011  
1 First Canadian Place  
Suite 6300  
100 King Street West  
Toronto, Ontario**

## **TOP 10 SPLIT TRUST**

**121 King Street West  
Standard Life Centre  
Suite 2600  
Toronto, Ontario  
M5H 3T9**

February 15, 2011

Dear Securityholders:

You are invited to a Special Meeting (the “Meeting”) of holders of Capital Units and Preferred Securities of Top 10 Split Trust (the “Fund”) to be held on March 15, 2011 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario.

The purpose of the Meeting is to consider and vote upon an extraordinary resolution to extend the term of the Fund for an additional five years after the scheduled redemption date of March 31, 2011. If the extension is approved, securityholders will be given a special right to retract their Capital Units or Preferred Securities at net asset value (“NAV”) per Capital Unit or at the repayment price of the Preferred Securities, respectively, on March 31, 2011.

Since the reorganization in December 2005 when the Capital Units and Preferred Securities were issued, the Fund has paid holders of its Capital Units regular distributions of \$3.34 per Capital Unit. Distributions on Capital Units have generally been characterized and treated as returns of capital to holders of Capital Units. The Fund has also paid holders of Preferred Securities all interest payments to which they are entitled, for a total of \$3.96 per Preferred Security.

The Fund believes that the five-year extension and the other terms of the reorganization described in the attached management information circular (the “Circular”) will provide the following benefits to securityholders.

Holders of Capital Units are expected to benefit from:

- (a) ongoing leveraged exposure to a high quality portfolio consisting principally of common shares of Bank of Montreal, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, National Bank of Canada, Royal Bank of Canada, The Toronto-Dominion Bank, Great-West Lifeco Inc., Industrial Alliance Insurance and Financial Services Inc., Manulife Financial Corporation and Sun Life Financial Inc.; and
- (b) attractive quarterly cash distributions on the Capital Units. Currently the Fund is paying quarterly distributions at a rate of 7.5% per annum of the NAV of the Fund.

Holders of Preferred Securities are expected to benefit from:

- (a) fixed quarterly cash interest payments equal to 6.25% per annum on the \$12.50 principal amount of a Preferred Security; and
- (b) an attractive five year term.

The Fund is also proposing other changes described in more detail in the Circular including changing the monthly retraction prices for the Capital Units and the Preferred Securities so that they are calculated by reference to market price in addition to NAV and changing the dates by which notice of monthly retractions needs to be provided and by which the retraction amount will be paid.

The reorganization must be approved by a two-thirds majority of votes cast at the Meeting by holders of Capital Units and Preferred Securities voting separately as a class.

Attached is a Notice of Special Meeting of Securityholders and the Circular which contain important information relating to the proposed reorganization. You are urged to read the Circular carefully. If you are in doubt as to how to deal with the matters described in the Circular, you should consult your advisors.

If you wish to continue your investment in the Fund after March 31, 2011, you should submit a voting instruction form in favour of the extraordinary resolution as soon as possible, and in any event no later than 5:00 p.m. (Toronto time) on March 11, 2011. All holders of Capital Units and Preferred Securities are encouraged to attend the Meeting.

**The Board of Directors of Mulvihill Capital Management Inc. (“MCM”), as manager of the Fund, has determined that the proposed reorganization is in the best interests of the Fund and of the holders of Capital Units and Preferred Securities. Accordingly, the Board of Directors of MCM recommends that holders of Capital Units and Preferred Securities vote in favour of the extraordinary resolution to be considered at the Meeting.**

Sincerely,

*“John P. Mulvihill”*

JOHN P. MULVIHILL  
President and Chief Executive Officer, MCM

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## NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS

**TAKE NOTICE** that a Special Meeting (the “Meeting”) of holders of Capital Units and Preferred Securities of Top 10 Split Trust (the “Fund”) will be held on March 15, 2011 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario for the following purposes:

1. to consider and, if thought advisable, approve an extraordinary resolution (the “Extraordinary Resolution”) to:
  - (a) in respect of Capital Units and Preferred Securities:
    - (i) extend the term of the Fund for an additional five years by changing the redemption date of the Capital Units and the maturity date of the Preferred Securities to March 31, 2016. The redemption date and the maturity date will automatically be extended for successive five-year terms thereafter and securityholders will be able to retract their Capital Units or Preferred Securities at net asset value (“NAV”) per Capital Unit or at the Repayment Price, respectively, prior to any such additional extension;
    - (ii) provide a special retraction right (the “Special Retraction Right”) to enable holders of Capital Units and Preferred Securities to retract their securities on March 31, 2011 on the same terms that would have applied had the Fund redeemed or repaid all Capital Units and Preferred Securities in accordance with the existing terms of such securities; and
    - (iii) change the monthly retraction prices for the Capital Units and the Preferred Securities so that they are calculated by reference to market price in addition to NAV and change the notice period and payment period for the exercise of such rights and the payment of the retraction amount relating thereto;
  - (b) in respect of the Capital Units:
    - (i) acknowledge that the Fund intends to continue to pay quarterly cash distributions on the Capital Units in an amount targeted to be 7.5% per annum of the NAV of the Fund; and
    - (ii) in connection with the Special Retraction Right, in order to maintain the same number of Capital Units and Preferred Securities outstanding, authorize the Fund to consolidate the Capital Units;
  - (c) in respect of the Preferred Securities:
    - (i) in connection with the Special Retraction Right, in order to maintain the same number of Capital Units and Preferred Securities outstanding, provide the Fund with the ability to redeem Preferred Securities on a *pro rata* basis;
  - (d) make other changes consequential to the foregoing, all as more fully described in the accompanying management information circular; and

2. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

As required by National Instrument 81-107 – *Independent Review Committee for Investment Funds*, Mulvihill Capital Management Inc., the manager of the Fund, has presented the Extraordinary Resolution to the independent review committee of the Fund for a recommendation. The independent review committee has reviewed the Extraordinary Resolution and recommended that the Extraordinary Resolution be put to securityholders for their consideration on the basis that it achieves a fair and reasonable result for the Fund.

**DATED** at Toronto, Ontario as of the 15<sup>th</sup> day of February, 2011.

BY ORDER OF THE BOARD OF DIRECTORS  
OF MULVIHILL CAPITAL MANAGEMENT  
INC.

*“John P. Mulvihill”*

JOHN P. MULVIHILL  
Chairman and 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, it is requested that you complete and sign the enclosed form of proxy or voting instruction form and return it in the enclosed prepaid envelope provided for that purpose. Voting instruction forms sent by Broadridge Financial Solutions, Inc. may be completed by telephone or through the internet at [www.proxyvote.com](http://www.proxyvote.com).

## THE FUND

Top 10 Split Trust (the “Fund”), formerly First Premium U.S. Income Trust, is an investment trust established under the laws of the Province of Ontario pursuant to a trust agreement dated as of January 22, 1997, as amended from time to time (the “Trust Agreement”) between Mulvihill Capital Management Inc. (“MCM”, “Manager” or “Investment Manager”) (as successor by amalgamation with Mulvihill Fund Services Inc. on September 1, 2010), as manager, and RBC Dexia Investor Services Trust (the “Trustee”), as trustee. The principal office of each of the Fund and MCM is located at 121 King Street West, Standard Life Centre, Suite 2600, Toronto, Ontario.

For further information relating to the management of the Fund, see “Appendix II – Additional Information Regarding Management of the Fund”.

The Fund’s investment objectives are:

- (a) Capital Units — (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 Fund’s 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 per Capital Unit; and
- (b) Preferred Securities — (i) to pay holders of Preferred Securities fixed quarterly cash interest payments equal to 6.25% 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 the maturity date.

The Fund invests in a portfolio consisting of securities of: (a) the six largest Canadian banks and (b) the four largest Canadian life insurance companies. The Fund will generally invest not less than 5% and not more than 15% of the Fund’s assets in each of the companies in the portfolio.

The portfolio is actively managed by MCM. To generate additional returns above the dividend income earned on the portfolio, the Fund will, from time to time, write covered call options in respect of all or part of the securities in the portfolio. In addition, the Fund may hold a portion of its assets in cash equivalents which may be used to provide cover in respect of the writing of cash covered put options in respect of securities in which the Fund is permitted to invest. The composition of the portfolio, the securities which are subject to call options and put options and the terms of such options will vary, from time to time, based upon MCM’s assessment of market conditions.

On February 3, 1997, the Fund completed its initial public offering of 12,500,000 units (“Units”) at a price of \$25.00 per Unit. On February 28, 1997, the Fund completed an additional offering of 900,000 Units at a price of \$25.00 per Unit pursuant to the exercise of an over-allotment option granted to the Fund’s agents in connection with the Fund’s initial public offering. The Trust Agreement was amended on July 28, 1999 to permit the Fund to write cash covered put options and was further amended on November 30, 2005 to effect a reorganization (the “2005 Reorganization”) of the Fund. The 2005 Reorganization involved a number of changes to the Fund, including but not limited to: (a) a change in the name of the Fund to “Top 10 Split Trust” and (b) a change in the capital structure of the Fund to a “split trust” structure to allow the Fund to issue new securities consisting of capital units (“Capital Units”) and preferred securities (“Preferred Securities”).

In connection with the 2005 Reorganization, on December 2, 2005, the Units of the Fund were consolidated such that after giving effect to the consolidation, the net asset value (“NAV”) per Unit was

\$25.00. Securityholders then received for each Unit held: (a) one Capital Unit of the Fund with an initial NAV of \$12.50 and (b) \$12.50 which was automatically invested in one Preferred Security of the Fund with a principal amount of \$12.50. On December 2, 2005, 1,659,931 Capital Units and 1,659,931 Preferred Securities were issued.

On February 15, 2006, the Fund completed a follow-on offering of 2,500,000 Capital Units at a price of \$13.10 per Capital Unit and 2,500,000 Preferred Securities at a price of \$12.50 per Preferred Security. On March 14, 2006, the Fund completed an additional offering of 220,000 Capital Units at a price of \$13.10 per Capital Unit and 220,000 Preferred Securities at a price of \$12.50 per Preferred Security pursuant to the exercise of an over-allotment option granted to the Fund’s agents in connection with the follow-on offering described above.

The redemption date for the Capital Units and the repayment date for the Preferred Securities of the Fund is March 31, 2011. The Fund proposes to implement a reorganization (“Reorganization”) that will allow securityholders to maintain their investment in the Fund for at least five more years and will better position the Fund to achieve its investment objectives through the extended term of the Capital Units and Preferred Securities.

### **HISTORICAL PERFORMANCE OF THE CAPITAL UNITS AND PREFERRED SECURITIES**

Between December 2, 2005 and December 31, 2010, the Fund paid holders of its Capital Units regular distributions of \$3.34 per Capital Unit. Between December 2, 2005 and December 31, 2010, the Fund paid holders of Preferred Securities all cash interest payments to which they were entitled, for a total of \$3.96 per Preferred Security. Distributions on Capital Units have generally been characterized and treated as return of capital distributions that are generally not subject to tax, but which reduce the adjusted cost base of Capital Units. The table below sets out in more detail information relating to the distributions paid to holders of Capital Units and interest paid to holders of Preferred Securities.

<b>Historical Distributions</b>			
<b>Year</b>	<b>Regular Distributions per Capital Unit</b>	<b>Regular Distributions per Preferred Security</b>	<b>Total Distributions</b>
2005 .....	\$0.698560	\$0.060420	\$0.758980
2006 .....	\$0.842870	\$0.777430	\$1.620300
2007 .....	\$0.826500	\$0.781240	\$1.607740
2008 .....	\$0.481880	\$0.781240	\$1.263120
2009 .....	\$0.215260	\$0.781240	\$0.996500
2010 .....	\$0.279200	\$0.781240	\$1.060440
<b>Total</b>	\$3.344270	\$3.962810	\$7.307080

### **DETAILS OF THE PROPOSAL**

Holders of Capital Units and Preferred Securities are being asked to pass the Extraordinary Resolution in the form attached hereto as Appendix I to approve the following amendments to the Trust Agreement and the Trust Indenture.

## **Extension**

The Trust Agreement and the Trust Indenture of the Fund currently provide that the Capital Units and Preferred Securities shall be redeemed or repaid, as the case may be, by the Fund on March 31, 2011. Securityholders are being asked to extend the term of the Fund for an additional five years by changing the redemption date of the Capital Units and the repayment date of the Preferred Securities to March 31, 2016. The redemption date and the repayment date will be further extended for successive five-year terms thereafter and securityholders will be able to retract their Capital Units or Preferred Securities at NAV per Capital Unit or at the repayment price of \$12.50 principal amount per Preferred Security plus all accrued and unpaid interest thereon (the "Repayment Price") prior to any such additional extension. In such circumstances, the Fund will provide at least 60 days' notice to securityholders of the retraction date by way of press release.

The Fund proposes to extend the redemption date and the repayment date to March 31, 2016, with possible additional extensions of the term of the Fund, so that it may continue to provide securityholders with the opportunity to participate in the performance of the Portfolio. However, the repayment date for the Preferred Securities will not be extended beyond March 31, 2031.

## **Distributions**

### ***Capital Units***

Currently, the Fund is paying quarterly cash distributions on the Capital Units calculated as 7.5% per annum of the NAV per Capital Unit subject to the prior rights of holders of Preferred Securities to receive cash interest payments (as described in greater detail below). The most recent quarterly distribution paid on December 31, 2010 was \$0.07 (\$0.29 annualized). The Fund intends to continue to pay distributions calculated on the basis of NAV per Capital Unit.

### ***Preferred Securities***

Following the Reorganization, the Fund will continue to pay holders of Preferred Securities cash interest payments of 6.25% per annum on the \$12.50 original issue price. Following the next repayment date, the Board of Directors would be permitted to change the interest rate on the Preferred Security for the next five-year term. Any such change would be announced by way of press release issued in connection with such extension of the term of the Fund.

## **Redemption and Retraction Privileges**

### ***Special Retraction Date***

To preserve the rights that were originally provided to holders of Capital Units and Preferred Securities, the Fund proposes to amend the terms of such securities to permit holders of such securities to retract such securities (the "Special Retraction Right") on March 31, 2011 (the "Special Retraction Date") on the terms on which such securities would have been redeemed or repaid had the March 31, 2011 redemption date and maturity date not been extended.

Retraction payments for Capital Units and Preferred Securities tendered pursuant to the Special Retraction Right will be made no later than 10 business days after the Special Retraction Date, provided that such securities have been surrendered for retraction on or prior to 5:00 p.m. (Toronto time) on March 18, 2011. Capital Units and Preferred Securities will be irrevocably surrendered for such retraction upon delivery of written notice to CDS Clearing and Depository Services Inc. ("CDS") through a participant in CDS (a "CDS Participant").

The retraction price per Capital Unit to be received by a holder of Capital Units under the Special Retraction Right will be equal to the Net Asset Value per Capital Unit. Holders of Preferred Securities who wish to exercise the Special Retraction Right will be entitled to receive the Repayment Price.

Any declared and unpaid distributions payable on or before the Special Retraction Date in respect of Capital Units tendered for retraction on the Special Retraction Date will also be paid on the retraction payment date.

If more Capital Units than Preferred Securities are retracted under the Special Retraction Right, the Fund will redeem Preferred Securities (the "Call Right") on a *pro rata* basis to ensure an equal number of Capital Units and Preferred Securities remain outstanding from and after the effective date of the Reorganization. If more Preferred Securities than Capital Units are retracted under the Special Retraction Right, the Fund will consolidate the Capital Units on a basis that will maintain an equal number of Capital Units and Preferred Securities outstanding.

If Preferred Securities are to be redeemed by the Fund, notice of redemption will be provided to CDS on or before March 22, 2011 so that it may notify CDS Participants holding Preferred Securities on behalf of beneficial owners of such redemption. Redemption payments for Preferred Securities so redeemed will be made no later than 10 business days after March 31, 2011. Any Preferred Securities redeemed by the Fund on March 31, 2011 pursuant to the Call Right will be redeemed at a price equal to the Repayment Price (which includes any declared and unpaid interest payments payable on such Preferred Securities).

### ***Monthly Retraction Privileges***

#### **Notice and Payment Dates**

The Extraordinary Resolution contemplates a change in the periods during which Capital Units and Preferred Securities may be tendered for redemption. Currently, Capital Units and Preferred Securities may be surrendered at any time for retraction by the Fund but will be retracted only on the last day of a month (a "Valuation Date"). Capital Units or Preferred Securities surrendered for retraction by a holder thereof at least five business days prior to a Valuation Date will be retracted on such Valuation Date and such holder will receive payment within five business days after the Valuation Date. If the Reorganization is approved and implemented, Capital Units or Preferred Securities will have to be surrendered for retraction by a holder of Capital Units or Preferred Securities at least 10 business days prior to a Valuation Date in order to be retracted on such Valuation Date and such securityholder will receive payment on or before the tenth business day following such Valuation Date. Such changes in the notice and payment periods for the exercise of retractions rights bring the terms of the Fund in line with those of more recently offered funds.

## Retraction Prices

Currently, securityholders whose Capital Units are retracted on a Valuation Date will be entitled to receive a retraction price per Capital Unit (“Capital Unit Retraction Price”) equal to the amount, if any, by which 95% of the sum of the Net Asset Value per Capital Unit and Repayment Price (the “Combined Value”), determined as of such Valuation Date exceeds the aggregate of: (i) the price paid by the Fund for one Preferred Security in the market and (ii) \$0.50. A holder of Capital Units who surrenders one Preferred Security together with each Capital Unit redeemed under a Regular Monthly Retraction will be entitled to receive an amount per Combined Security equal to 95% of the Combined Value determined as of such Valuation Date minus \$0.50. Any declared and unpaid distributions payable on or before a Valuation Date in respect of Capital Units tendered for retraction on such Valuation Date will also be paid on the retraction payment date.

Under the Reorganization, the monthly retraction prices for the Capital Units will be changed and securityholders whose Capital Units are retracted on a Valuation Date will be entitled to receive a retraction price per Capital Unit equal to 95% of the lesser of:

- (a) the Combined Value less the aggregate cost to purchase a Preferred Security in the market and \$0.50; and
- (b) the Capital Unit Market Price.

Under the Reorganization, the monthly retraction price for the Capital Units and Preferred Securities concurrently redeemed will be changed and holders whose Capital Units and Preferred Securities are retracted on a Valuation Date will be entitled to receive a retraction price per Combined Security equal to 95% of the lesser of:

- (a) the Combined Value less \$0.50; and
- (b) the Combined Security Market Price.

For this purpose, the cost of the purchase of a Preferred Security or a Capital Unit in the market will include the purchase price of the security, commission and such other costs, if any, related to the liquidation of any portion of the Portfolio to fund the purchase. Any declared and unpaid distributions or accrued interest payable on or before a Valuation Date in respect of Capital Units or Preferred Securities, respectively, tendered for retraction on such Valuation Date will also be paid on the retraction payment date. In addition, the following terms have the meanings set forth below.

***Capital Unit Market Price*** means the weighted average trading price of the Capital Units on the principal stock exchange on which the Capital Units are listed (or, if the Capital Units are not listed on any stock exchange, on the principal market on which the Capital Units are quoted for trading) for the 10 trading days immediately preceding the applicable Valuation Date.

***Preferred Security Market Price*** means the weighted average trading price of the Preferred Securities on the principal stock exchange on which the Preferred Securities are listed (or, if the Preferred Securities are not listed on any stock exchange, on the principal market on which the Preferred Securities are quoted for trading) for the 10 trading days immediately preceding the applicable Valuation Date.

**Combined Security Market Price** means the sum of the Capital Unit Market Price and the Preferred Security Market Price.

## **Other Matters**

The Board of Directors of MCM has determined that, if the Extraordinary Resolution is approved and the Reorganization is completed, it may wish, and only if the Board of Directors determines it is necessary, to change the auditors of the Fund without obtaining the prior approval of securityholders. In such circumstances, the independent review committee of the Fund would be required to approve the change and securityholders would be sent a written notice at least 60 days before the effective date of the change.

In addition, subject to applicable law, the Fund may wish to undertake a reorganization with, or transfer its assets to, another mutual fund, without the prior approval of securityholders. Pre-approval of securityholders would not be required under applicable securities law if: (a) the Fund ceases to continue after the reorganization or transfer of assets and (b) the transaction results in securityholders of the Fund becoming securityholders of the other mutual fund, provided that the independent review committee of the Fund approves the transaction pursuant to National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“NI 81-107”), the reorganization or transfer complies with certain requirements of NI 81-107 and National Instrument 81-102 – *Mutual Funds* (“NI 81-102”), securityholders are sent a written notice at least 60 days before the effective date of the change and securityholders have the ability to retract their Capital Units at NAV per Capital Unit and their Preferred Securities at the Repayment Price prior to such transaction.

The foregoing processes for appointing auditors and conducting certain reorganizations are consistent with the requirements of NI 81-102 and bring the terms of the Fund in line with those of more recently offered funds.

## **RECOMMENDATION OF THE BOARD OF DIRECTORS**

The Board of Directors has reviewed the Extraordinary Resolution, has determined that the Reorganization is in the best interests of the Fund and unanimously recommends that holders of Capital Units and Preferred Securities vote in favour of the Extraordinary Resolution.

In arriving at this determination, consideration was given to the following factors:

- (a) in respect of Capital Units:
  - (i) holders of Capital Units will continue to benefit from the potential for leveraged capital appreciation in a high quality portfolio consisting principally of common shares of the 6 largest Canadian banks and 4 largest life insurance companies; and
  - (ii) holders of Capital Units will continue to receive attractive quarterly distributions in an amount targeted to be 7.5% per annum of the Fund’s NAV;
- (b) in respect of Preferred Securities:
  - (i) the extension of the scheduled redemption date of the Preferred Securities will enable holders of Preferred Securities to enjoy fixed quarterly cash interest

payments at a rate of 6.25% per annum on the original issue price of the Preferred Securities; and

- (ii) the Preferred Securities will have an attractive term of five years;
- (c) in respect of both classes of securities:
  - (i) the extended term of the Fund permits holders of Capital Units and Preferred Securities to maintain their investment and benefit from a portfolio of common shares with attractive current yields which the Fund believes are well positioned to deliver strong returns to investors;
  - (ii) the implementation of the Reorganization will provide holders of Capital Units and Preferred Securities with a Special Retraction Right that will allow such holders to retract their securities at a retraction price determined on the same basis as the redemption price that would have been available to them had the Reorganization not been effected; and
  - (iii) the extension of the redemption date for the Capital Units and of the repayment date for the Preferred Securities and the other amendments to the provisions of such securities will not result in a disposition of Capital Units or Preferred Securities. Any capital gains tax liability that would have otherwise been realized on the redemption of Capital Units or the repayment of the Preferred Securities or any capital loss will be deferred until such time as the Capital Units or Preferred Securities are either sold or retracted by a securityholder or redeemed or repaid by the Fund on or after March 31, 2016.

As required by NI 81-107, MCM has presented the Extraordinary Resolution to the independent review committee of the Fund for a recommendation. The independent review committee has reviewed the Extraordinary Resolution and recommended that the Extraordinary Resolution be put to securityholders for their consideration on the basis that the Reorganization achieves a fair and reasonable result for the Fund.

### **EXPENSES OF THE REORGANIZATION**

Whether or not the Extraordinary Resolution is approved, all costs associated with the Reorganization will be borne by the Fund and therefore, in effect, by the holders of Capital Units. These costs (not including the fees discussed below) are estimated to be \$70,000.

If the Reorganization is approved and implemented, a solicitation fee will be paid to properly designated soliciting brokers equal to (a) 1.50% of the NAV of the Capital Units that are voted in favour of the Extraordinary Resolution and not retracted on the Special Retraction Date and (b) 0.50% of the Repayment Price of the Preferred Securities that are voted in favour of the Extraordinary Resolution and not retracted on the Special Retraction Date.

If the Reorganization is completed, all costs of the Reorganization, consisting primarily of the fees described above, will be borne by the holders of Capital Units that remain outstanding. Assuming that (a) 40% of the Capital Units and Preferred Securities are voted at the Meeting and are voted in favour of the Extraordinary Resolution, (b) all Capital Units remain outstanding after the Reorganization, and (c) NAV remains constant, the estimated cost per Capital Unit outstanding will be \$0.03.

## TERMINATION OF THE PROPOSAL

The Reorganization may, at any time before or after the holding of the Meeting but no later than the effective date of the Reorganization, be terminated by the Board of Directors of MCM without further notice to, or action on the part of, holders of Capital Units or Preferred Securities if the Board of Directors of MCM determines in its sole judgment that it would be inadvisable for the Fund to proceed with the Reorganization.

## INTERESTS OF MANAGEMENT AND OTHERS IN THE REORGANIZATION

MCM is the manager and investment manager of the Fund. MCM receives a fee for providing management and investment management services from the Fund as described in “Appendix II – Additional Information Regarding Management of the Fund”.

## CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Fund, the following is a summary of the principal Canadian federal income tax considerations relating to the Reorganization that are generally applicable to holders of Capital Units and Preferred Securities who, at all relevant times, for purposes of the *Income Tax Act* (Canada) (the “Tax Act”), are resident or are deemed to be resident in Canada, hold their Capital Units and Preferred Securities as capital property and deal at arm’s length with and are not affiliated with the Fund. Certain holders whose Capital Units or Preferred Securities might not otherwise qualify as capital property may be entitled to make the irrevocable election in the circumstances permitted by subsection 39(4) of the Tax Act to deem such securities (and all other Canadian securities owned by the holder) to be capital property. Capital Units or Preferred Securities held by certain “financial institutions” (as defined in the Tax Act) will generally not be capital property to such holders and will be subject to special rules in the Tax Act applicable to securities held by financial institutions. These rules are not discussed in this summary and holders of Capital Units or Preferred Securities to whom these rules may be relevant should consult their own tax advisors.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the “Regulations”), all specific proposals to amend the Tax Act and Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and counsel’s understanding of the current administrative policies and assessing practices of Canada Revenue Agency (“CRA”). This summary is not exhaustive of all possible Canadian federal income tax considerations and, except as mentioned above, does not anticipate any changes in the relevant laws, whether by judicial, governmental or legislative action or decision, nor any changes in the administrative policies or assessing practices of CRA, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein. This summary also relies on advice from the Fund relating to certain factual matters.

**This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder of Capital Units or Preferred Securities, and no representations with respect to the income tax consequences to any particular holder of Capital Units or Preferred Securities are made. Accordingly, holders of Capital Units or Preferred Securities should consult their own tax advisors for advice with respect to the tax consequences to them of the Reorganization.**

The Fund currently meets and expects to continue to meet certain minimum requirements in respect of the public distribution of its securities, including after the Reorganization, if approved. The

Reorganization will not affect the status of the Fund as a “mutual fund trust” and a “financial intermediary corporation” under the Tax Act.

The changes to the provisions of the Capital Units and the Preferred Securities set forth in the Extraordinary Resolution will not constitute a disposition of the Capital Units or Preferred Securities if the Reorganization is completed.

## **VOTING SECURITIES AND PRINCIPAL SECURITYHOLDERS**

As of January 31, 2011, there were 2,309,243 Capital Units and 2,309,243 Preferred Securities outstanding.

As of January 31, 2011, to the knowledge of the directors and officers of MCM, as manager of the Fund, no person owned of record more than 10% of the outstanding Capital Units or 10% of the outstanding Preferred Securities of the Fund other than CDS & Co., the nominee of CDS, which holds all of the Capital Units and all of the Preferred Securities as registered owner for various brokers and other persons on behalf of their clients and others. The names of the beneficial owners of such Capital Units and Preferred Securities are not known to the Fund.

## **GENERAL PROXY INFORMATION**

### **Management Information Circular**

This Circular is furnished in connection with the solicitation of proxies by management of the Fund to be used at a meeting of securityholders (the “Meeting”) for the purposes set out in the Notice of Special Meeting of Securityholders (the “Notice”) accompanying this Circular or at any adjournment thereof. The Meeting will be held on March 15, 2011 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario. Solicitation of proxies will be by mail, and may be supplemented by telephone or other personal contact by representatives or agents of the Fund.

### **Proxy Information, Record Date, Voting Rights and Quorum**

To be used at the Meeting, a proxy must be deposited with Computershare Investor Services Inc. (“Computershare”) by delivery to its principal offices in Toronto at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department at any time up to 5:00 p.m. (Toronto time) on March 11, 2011 or with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or the day of any adjournment of the Meeting.

Only securityholders of record at the close of business on February 8, 2011 will be entitled to receive notice of the Meeting and to vote in respect of the matters to be voted at the Meeting or any adjournment thereof, including the Extraordinary Resolution.

With respect to each matter properly before the Meeting, a securityholder shall be entitled to one vote for each Capital Unit or Preferred Security registered in the name of such securityholder. In order to become effective, the Extraordinary Resolution must be approved by 66⅔% of holders of Capital Units and 66⅔% of holders of Preferred Securities, each voting separately as a class.

Pursuant to the Trust Agreement and the Trust Indenture, a quorum at the Meeting will consist of securityholders present in person or represented by proxy holding not less than 10% of the outstanding Capital Units and 10% of the outstanding Preferred Securities of the Fund. If the quorum requirement is not satisfied within one-half hour of the scheduled time for the Meeting, then the Meeting will be

adjourned by the Chair of the Meeting. If adjourned, the Meeting will be rescheduled to 9:00 a.m. (Toronto time) on March 22, 2011. At the adjourned Meeting, the business of the Meeting will be transacted by those holders of Capital Units and Preferred Securities present in person or represented by proxy.

### **Appointment of Proxy Holders**

Securityholders who are unable to be present at the Meeting may still vote through the use of proxies. If you are a securityholder, you should complete, execute and return the enclosed proxy form. By completing and returning the enclosed proxy form, you can participate in the Meeting through the person or persons named on the form. Please indicate the way you wish to vote and your vote will be cast accordingly. **If you do not indicate a preference, the Capital Units or Preferred Securities represented by the enclosed proxy form, if the same is executed in favour of the management appointees named in the proxy form and deposited as provided in the Notice, will be voted in favour of all matters identified in the Notice.**

### **Discretionary Authority of Proxies**

The proxy form confers discretionary authority upon the management appointees named therein with respect to such matters, including, without limitation, amendment or variation to the Extraordinary Resolution, as, though not specifically set forth in the Notice, may properly come before the Meeting. Management does not know of any such matter which may be presented for consideration at the Meeting. However, if such a matter is presented, the proxy will be voted on the matter in accordance with the best judgment of the management appointees named in the proxy form.

On any ballot that may be called for at the Meeting, all securities in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the securityholder signing the proxy form. If no such specification is made, the securities will be voted in favour of all matters identified in the Notice.

### **Alternate Proxy**

**A securityholder has the right to appoint a person to represent them at the Meeting other than the management appointees designated on the accompanying proxy form by crossing out the printed names and inserting the name of the person he or she wishes to act as proxy in the blank space provided or by completing another proxy form. Proxy forms that appoint persons other than the management appointees whose names are printed on the form should be submitted to the Fund and the person so appointed should be notified. A person acting as proxy need not be a securityholder.**

On any ballot that may be called for at the Meeting, all Capital Units or Preferred Securities in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the securityholder signing the proxy form. If the securityholder specifies a choice with respect to any matter to be acted upon, the Capital Units or Preferred Securities will be voted accordingly. If no such specification is made, the Capital Units or Preferred Securities may be voted in accordance with the best judgement of the person named in the proxy form. Furthermore, the person named in the proxy form will have discretionary authority with respect to any amendments to the matters set forth in the Notice and with respect to any other matters that may properly come before the Meeting, and will vote on such amendments and other matters in accordance with the best judgment of the person named in the proxy form.

## **Revocation of Proxies**

If the accompanying form of proxy is executed and returned, the proxy may nevertheless be revoked by an instrument in writing executed by the securityholder or his or her attorney authorized in writing, as well as in any other manner permitted by law. Any such instrument revoking a proxy must either be deposited (a) at the principal offices of Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department no later than 5:00 p.m. (Toronto time) on the day before the day of the Meeting or (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof. If the instrument of revocation is deposited with the Chair on the day of the Meeting or any adjournment thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to that proxy.

## **Solicitation of Proxies**

In addition to solicitation by mail, officers and directors of MCM, as manager of the Fund, may, without additional compensation, solicit proxies personally or by telephone.

## **Advice to Beneficial Holders of Capital Units and Preferred Securities**

The information set forth in this section is of significant importance to beneficial holders of Capital Units and Preferred Securities (“Beneficial Holders”). All of the Capital Units and the Preferred Securities are held in book-entry form in the name of CDS & Co., the nominee of CDS, and not in the name of Beneficial Holders. Beneficial Holders should note that only proxies deposited by securityholders whose names appear on the records of the Fund as the registered holders of Capital Units or Preferred Securities can be recognized and acted upon at the Meeting. Capital Units or Preferred Securities held by brokers, dealers or their nominees through CDS & Co. can only be voted upon the instructions of the Beneficial Holder. Without specific instructions, CDS & Co. and brokers, dealers and their nominees are prohibited from voting shares for their clients. The Fund does not know for whose benefit the Capital Units and Preferred Securities registered in the name of CDS & Co. are held. Therefore, Beneficial Holders cannot be recognized at the Meeting for purposes of voting their Capital Units or Preferred Securities in person or by way of proxy unless they comply with the procedures described below.

Applicable regulatory policy requires brokers, dealers and other intermediaries to seek voting instructions from Beneficial Holders in advance of the Meeting. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Holders in order to ensure that their Capital Units or Preferred Securities are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Holder by its intermediary is identical to that provided to registered securityholders. However, its purpose is limited to instructing the registered securityholders how to vote on behalf of the Beneficial Holders. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge typically prepares a voting instruction form that it mails to the Beneficial Holders and asks Beneficial Holders to complete and return directly to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Holder receiving a voting instruction form cannot use that form to vote Capital Units or Preferred Securities directly at the Meeting. Rather, the voting instruction form must be returned to Broadridge well in advance of the Meeting to have the Capital Units or Preferred Securities voted.**

**If you are a Beneficial Holder and wish to vote in person at the Meeting, please contact your broker, dealer or other intermediary well in advance of the Meeting to determine how you can do**

**so. Voting instruction forms sent by Broadridge may be completed by telephone or through the internet at [www.proxyvote.com](http://www.proxyvote.com).**

If you are a holder of Capital Units or Preferred Securities and wish to continue your investment in the Fund, you should submit a voting instruction form in favour of the Extraordinary Resolution well in advance of the 5:00 p.m. (Toronto time) deadline on March 11, 2011 for the deposit of proxies.

### **FORWARD-LOOKING STATEMENTS**

Certain statements in this Circular are forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend” and similar expressions to the extent they relate to the Fund or MCM. Forward-looking statements are not historical facts but reflect the current expectations of the Fund or MCM regarding future results or events. Such forward-looking statements reflect the Fund’s or MCM’s current beliefs and are based on information currently available to them. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described under the heading “Risk Factors” in the annual information form of the Fund dated March 30, 2010 (the “Annual Information Form”). Although the forward-looking statements contained in this Circular are based upon assumptions that the Fund and MCM believe to be reasonable, neither the Fund nor MCM can assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein were prepared for the purpose of providing securityholders with information about the Fund and may not be appropriate for other purposes. Neither the Fund nor MCM assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Additional information relating to the Capital Units and Preferred Securities, the Fund and the risks associated with an investment therein are described in the Annual Information Form, which is specifically incorporated by reference into, and forms an integral part of, this Circular. Any statement contained herein or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Circular to the extent that a statement contained herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Circular. Information on any website maintained by the Fund or MCM does not constitute a part of this Circular. 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 it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

The Annual Information Form is available on SEDAR at [www.sedar.com](http://www.sedar.com). Upon request, the Manager will promptly provide a copy of the Annual Information Form free of charge to securityholders of the Fund. See “Additional Information”.

### **ADDITIONAL INFORMATION**

Financial information about the Fund is available in the Fund’s comparative financial statements and management report of fund performance for its most recently completed financial year. These documents and other information about the Fund are available on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of

these documents will be promptly provided by the Manager free of charge upon request. To make such a request, call toll-free at 1-800-725-7172, write to Investor Relations, Mulvihill Capital Management Inc., 121 King Street West, Standard Life Centre, Suite 2600, Toronto, Ontario, M5H 3T9, e-mail [info@mulvihill.com](mailto:info@mulvihill.com) or visit the Fund's website at [www.mulvihill.com](http://www.mulvihill.com).

**Approval by the Board of Directors**

The Board of Directors of MCM has approved the contents and the sending of this Circular to holders of Capital Units and Preferred Securities of the Fund.

**DATED** as of the 15<sup>th</sup> day of February, 2011.

*“John P. Mulvihill”*

JOHN P. MULVIHILL  
Chairman and President

**APPENDIX I  
TOP 10 SPLIT TRUST  
EXTRAORDINARY RESOLUTION**

Capitalized terms used but not defined in this Appendix shall have the meanings attributed to them in the Trust Agreement of Top 10 Split Trust (the “Trust”) dated January 22, 1997, as amended from time to time (the “Trust Agreement”) and the Trust Indenture of the Trust dated December 2, 2005, as amended from time to time (the “Trust Indenture”).

**BE IT RESOLVED AS AN EXTRAORDINARY RESOLUTION THAT:**

1. The Trust Agreement be amended as follows:

***Retraction Privileges – Special Retraction Date***

- (a) by adding the following new sections immediately following Section 5.2 and re-numbering the sections following such section as required:

**“5.3 Special Retraction**

Each holder of Capital Units shall be entitled, subject to and upon compliance with the provisions hereof, to surrender at any time prior to 5:00 p.m. (Toronto time) on March 18 in each year in which there is a Special Retraction Date, all or any part of the Capital Units registered in the name of such holder for redemption by the Trust on the Special Retraction Date in that year, with payment to be made on the Special Retraction Payment Date at a price per Capital Unit equal to Net Asset Value per Capital Unit determined as of the Special Retraction Date. For purposes of determining Net Asset Value per Capital Unit in respect of the initial Special Retraction Date, the costs and expenses of the Trust’s reorganization described in its management information circular dated February 15, 2011 shall not be included as a liability in the calculation of Net Asset Value Per Capital Unit.

The Trustee shall, on the Special Retraction Payment Date, make, or arrange for the Transfer Agent to make, payment of the Net Asset Value per Capital Unit in respect of the Capital Units redeemed together with any unpaid distribution in respect of such Capital Units which became payable on or before such Special Retraction Date less any amount required to be withheld therefrom under applicable law. Payment shall be made in accordance with Section 5.2 hereof.

In connection with a retraction of Capital Units in accordance with this Section 5.3, following the initial Special Retraction Date, the Trust shall, at least 60 days prior to the Special Retraction Date, provide notice to holders of Capital Units of the Special Retraction Date by way of press release. Such notice shall set out the Special Retraction Date and the manner in which Capital Units may be retracted on such date.

**5.4 Consolidation**

To the extent that the number of Preferred Securities retracted on a Special Retraction Date exceeds the number of Capital Units retracted on the Special Retraction Date, the Capital Units shall be automatically consolidated on the Special Retraction Date or as soon as practicable thereafter such that the number of Capital Units outstanding will be equal to the number of

Preferred Securities outstanding after giving effect to the redemption of Preferred Securities pursuant to Section 4.4 of the Trust Indenture.

## 5.5 Monthly Retraction Prices

Capital Units retracted on a Valuation Date shall be entitled to an amount per Capital Unit equal to 95% of the lesser of:

- (i) the Capital Unit Retraction Price; and
- (ii) the Capital Unit Market Price.

A Capital Unit retracted concurrently with a Preferred Security on a Valuation Date shall be entitled to amount per Combined Security equal to 95% of the lesser of:

- (i) the Combined Value less \$0.50; and
- (ii) the Combined Security Market Price.

The cost of the purchase of a Preferred Security or a Capital Unit in the market will include the purchase price of the security, commission and such other costs, if any, related to the liquidation of any portion of the Portfolio to fund the purchase. Any declared and unpaid distributions or accrued interest payable on or before a Valuation Date in respect of Capital Units or Preferred Securities, respectively, tendered for retraction on such Valuation Date will also be paid on the retraction payment date.”;

- (b) Section 1.1 of the Trust Agreement is hereby amended by adding the following new definitions to Section 1.1:

“ **“Capital Unit Market Price”** means the weighted average trading price of the Capital Units on the principal stock exchange on which the Capital Units are listed (or, if the Capital Units are not listed on any stock exchange, on the principal market on which the Capital Units are quoted for trading) for the 10 trading days immediately preceding the applicable Valuation Date;”;

“ **“Capital Unit Retraction Price”** means the amount, if any, by which the Combined Value exceeds the aggregate of (i) the price paid by the Trust for one Preferred Security in the market and (ii) \$0.50;”;

“ **“Combined Security Market Price”** means the sum of the Capital Unit Market Price and the Preferred Security Market Price;”;

“ **“Potential Redemption Date”** means March 31, 2016 and, thereafter, the day that is the fifth anniversary date of the immediately preceding Potential Redemption Date;”;

“ **“Preferred Security Market Price”** means the weighted average trading price of the Preferred Securities on the principal stock exchange on which the Preferred Securities are listed (or, if the Preferred Securities are not listed on any stock exchange, on the principal market on which the Preferred Securities are quoted for trading) for the 10 trading days immediately preceding the applicable Valuation Date;”;

“**Redemption Date**” means the Potential Redemption Date determined by the Board of Directors of the Manager as the date on which all of the then outstanding Capital Units shall be redeemed;”;

“**Special Retraction Date**” means each Potential Redemption Date, other than the Redemption Date;”;

“**Special Retraction Payment Date**” means the date on or before the tenth business day following a Special Retraction Date;”

***Monthly Retraction Privileges – Notice and Payment Dates***

- (c) Section 5.1 is hereby amended by deleting “5” in the third line of such section and substituting it with “10”;
- (d) Section 5.2 is hereby amended by deleting “five” in the first line of the fifth paragraph of such section and substituting it with “10”;

***Extension of Termination Date***

- (e) Section 17.1 is hereby amended by deleting Section 17.1 and substituting the following:  
“The Trust will terminate on the Redemption Date.”.

2. The Trust Indenture be amended as follows:

***Retraction Privileges – Special Retraction Date***

- (a) Article 4 is hereby amended by adding the following new sections:

**“4.4 Special Retraction**

Each holder of Preferred Securities shall be entitled, subject to and upon compliance with the provisions hereof, to surrender at any time prior to 5:00 p.m. (Toronto time) on March 18 in each year in which there is a Special Retraction Date, all or any part of the Preferred Securities registered in the name of such holder for repayment by the Trust on the Special Retraction Date in that year, on payment by the Trust of the Repayment Price in respect of each Preferred Security tendered for repayment, with payment to be made in accordance with Section 5.2 of the Trust Agreement and the Indenture Trustee shall have no obligations with respect to such payment.

In connection with a retraction of Preferred Securities and in accordance with this Section 4.4, following the initial Special Retraction Date, the Trust shall, at least 60 days prior to the Special Retraction Date, provide notice to holders of Preferred Securities of the Special Retraction Date by way of press release. Such notice shall set out the Special Retraction Date and the manner in which Preferred Securities may be surrendered for repayment on such date.

**4.5 Special Redemption**

The Preferred Securities shall be redeemable at the option of the Trust on each Special Retraction Date to the extent that the number of Capital Units retracted on the Special Retraction Date exceeds the number of Preferred Securities surrendered for repayment on the Special Retraction Date. Any such Preferred Securities shall be redeemed by the Trust on the Special Retraction

Date on the payment by the Trust of the Repayment Price in respect of each Preferred Security to be redeemed. If less than all of the outstanding Preferred Securities are to be redeemed pursuant to this Section 4.5, the Preferred Securities to be so redeemed shall be redeemed *pro rata* or in such other manner as the Board of Directors of the Manager in its sole discretion shall by resolution determine.

In connection with a redemption of Preferred Securities in accordance with this Section 4.5, the Trust shall, on or before the 30<sup>th</sup> business day prior to the Special Retraction Date, provide notice to holders of Preferred Securities to be redeemed of the intention of the Trust to redeem such Preferred Securities by way of press release. Such notice shall set out the date for redemption and the manner and place or places within Canada at which such Preferred Securities will be redeemed. Payment for Preferred Securities redeemed in accordance with this Section 4.5 shall be made in accordance with the terms and conditions set forth in the Trust Agreement and the Indenture Trustee shall have no obligations with respect to such payment.”;

(b) The definition of “Maturity Date” in Section 1.1 is hereby deleted and substituted with the following:

“ **“Maturity Date”** means the Redemption Date (as defined in the Trust Agreement), being the Potential Redemption Date determined by the Board of Directors of the Manager as the date on which all of the then outstanding Capital Units shall be redeemed, provided that the Maturity Date shall be no later than March 31, 2031;”

(c) The definitions of “**Repayment Date**” and “**Repayment Notice**” in Section 1.1 are hereby deleted; and

(d) The following definition is hereby added to Section 1.1:

“ **“Special Retraction Date”** means each Potential Redemption Date, other than the Redemption Date (as each such term is defined in the Trust Agreement);”.

3. The directors and officers of MCM are hereby authorized and directed to take such action and to execute and deliver such documentation as may be necessary or desirable for the implementation of this Extraordinary Resolution.

4. Notwithstanding the provisions hereof, the directors of MCM may revoke this Extraordinary Resolution at any time prior to the implementation of the Reorganization giving effect hereto without further approval of the securityholders of the Trust.

**APPENDIX II  
ADDITIONAL INFORMATION REGARDING  
MANAGEMENT OF THE FUND**

Capitalized terms used but not defined in this Appendix shall have the meanings attributed to them in the accompanying management information circular of Top 10 Split Trust.

**The Manager and Investment Manager**

Pursuant to the Trust Agreement, MCM (as successor by amalgamation on September 1, 2010 of Mulvihill Fund Services Inc. and MCM) is the manager of the Fund. Pursuant to the investment management agreement (“Investment Management Agreement”) dated February 22, 1997 as amended on November 30, 2005, MCM (as successor by amalgamation on September 1, 2010 as described above) is also the Fund’s investment manager. MCM is controlled by John P. Mulvihill.

The services provided by MCM as manager of the Fund include, without limitation: authorizing the payment of operating expenses incurred on behalf of the Fund; preparing financial statements and financial and accounting information as required by the Fund; ensuring that Securityholders are provided with financial statements and other reports as are required by applicable law from time to time; ensuring that the Fund complies with regulatory requirements and applicable stock exchange listing requirements; preparing the Fund’s reports to Securityholders and the Canadian securities regulatory authorities; providing the Trustee with information and reports necessary for it to fulfill its fiduciary responsibilities; determining the amount of distributions to be made by the Fund; and negotiating contractual agreements with third-party providers of services, including registrars, transfer agents, auditors and printers.

The services provided by MCM as investment manager of the Fund include managing the Fund in a manner consistent with the investment objectives, strategy and criteria of the Fund pursuant to the Investment Management Agreement.

The name and municipality of residence of each of the directors and officers of MCM and their respective position held with MCM are as follows:

<b><u>Name and Municipality of Residence</u></b>	<b><u>Office or Position with the Manager</u></b>
John P. Mulvihill Toronto, Ontario	Chairman, President, Chief Executive Officer, Secretary and Director
David E. Roode Toronto, Ontario	President, Fund Services and Director
John D. Germain Toronto, Ontario	Senior Vice-President, Chief Financial Officer and Director
Aaron Ho Toronto, Ontario	Vice-President
Supriya Kapoor Toronto, Ontario	Vice-President
Peggy Shiu Toronto, Ontario	Vice-President

<b><u>Name and Municipality of Residence</u></b>	<b><u>Office or Position with the Manager</u></b>
Jack Way Toronto, Ontario	Vice-President
Jeff Dobson Toronto, Ontario	Vice-President

Each of the foregoing individuals has held his or her current office or has held a similar office with MCM or an affiliate during the five years preceding the date hereof, other than David E. Roode. In May 2010, Mr. Roode joined MCM from the Brompton Group where he had been since 2002, most recently as Senior Vice-President of Brompton Funds since 2005. John D. Germain joined MCM in March 1997, became Senior Vice-President on May 1, 2009 and Chief Financial Officer on October 8, 2010. Mr. Germain was made a director on September 1, 2010.

MCM is entitled to fees for its services of 1.10% per annum of net asset value, plus applicable taxes, and will be reimbursed for all reasonable costs and expenses incurred by MCM on behalf of the Fund. In addition, MCM and each of its directors, officers, employees and agents will be indemnified by the Fund for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced or other claim that is made against MCM or any of its officers, directors, employees or agents in the exercise of its duties as manager, except those resulting from MCM's wilful misconduct, bad faith, negligence or breach of its obligations under the Trust Agreement.

MCM may resign upon 60 days' notice to Securityholders and the Fund. If Mulvihill resigns it may appoint its successor, but its successor must be approved by Securityholders unless it is an affiliate of MCM. If MCM is in material default of its obligations under the Trust Agreement and such default has not been cured within 30 days after notice of the same has been given to MCM, the Fund shall give notice thereof to Securityholders and the Securityholders may remove MCM and appoint a successor manager.