

Hybrid Income Funds



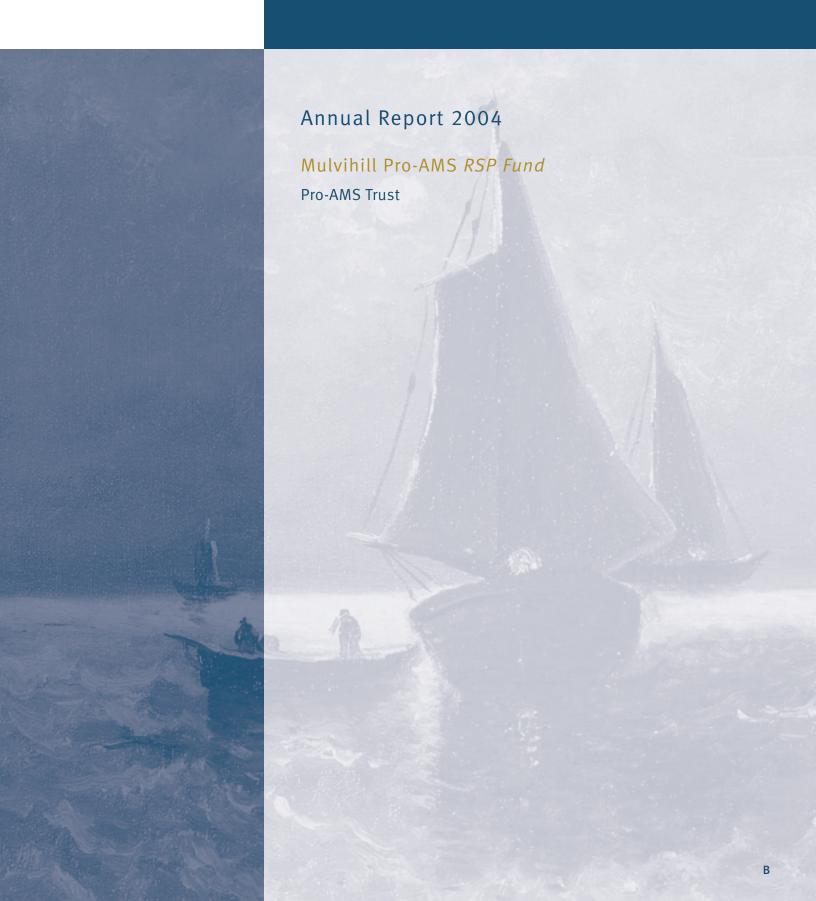


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Mulvihill Pro-AMS RSP Fund [PR.UN]

Equity markets continued the positive performance they established in 2003, outperforming both bonds and cash instruments through 2004. In U.S. dollars, the S&P 500 Index recorded a 10.9 percent return for the year, while the NASDAQ advanced by 9.2 percent. However, the declining value of the U.S. dollar during the year reduced these gains to 2.8 and 1.2 percent respectively in Canadian currency. The S&P/TSX Composite Index rose by 14.5 percent.

Rising commodity prices and the prospect of higher interest rates depressed markets somewhat during the first half of the year, causing them to hit lows in August. However, conditions improved in the second half as interest rates remained low and oil prices eased down from their peak of US\$56 a barrel, allowing markets in both Canada and the U.S. to rebound strongly. The Canadian economy has performed well despite the rising U.S. dollar, though it is now showing some signs of deceleration.

Huge federal budget and current account deficits are continuing to undermine the foreign exchange value of U.S. currency, making commodities priced in U.S. dollars progressively cheaper in other world markets, such as Japan and Europe. China and India are now major influences on global commodity demand, and pressure is growing for China to revalue its currency, which is now pegged to the declining U.S. dollar.

Energy stocks were the strongest performers in both Canadian and U.S. equity markets, but there were major differences between the two countries in other sectors. In the U.S., utilities, telecommunications and industrial stocks were the next best performers, while in Canada, the leading sectors after energy were financial services, telecommunications and information technology. Health care was the weakest sector in both countries. Volatility declined to an eight year low throughout the year, but remained sufficient to maintain option-writing programs.

Looking ahead, moderate economic growth and continuing low inflation should maintain a positive environment for equities through 2005. Corporate profits will continue to improve, but not by as large a margin as they did in 2004. The Canadian economy will benefit from the strong U.S. recovery, but the relative strength of the Canadian dollar will have a dampening effect in some sectors. Since the positive expectations of investors are already reflected in many stock prices, equity markets are unlikely to make gains in 2005 as large as those of last year. Bond yields will likely head higher in the U.S., where the Federal Reserve is expected to continue gradually raising interest rates. By contrast, the Bank of Canada may have to cut rates here to help moderate the strength of the Canadian dollar.

Financial statements and a summary of the Fund's investments are included in this annual report. We would like to take this opportunity to thank each of the Fund's unitholders for their continuing support.

John P. Mulvihill

Chairman & President

Joh Marin

Mulvihill Capital Management Inc.

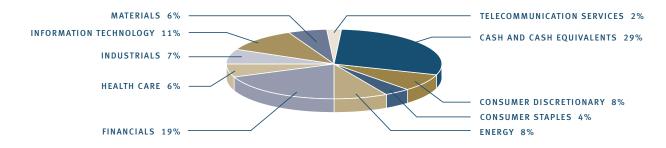
Investment Objectives

The Fund's investment objectives are to provide unitholders of the Fund with a stable stream of monthly distributions, to return at a minimum the original issue price of the units to unitholders upon termination of the Fund on December 31, 2012, and to preserve the value of the Fund's managed portfolio which will provide Unitholders with capital appreciation above the original issue price.

Investment Strategy

To provide the Fund with the means to return the original issue price on termination, the Fund has entered into a "Forward Agreement" with the Royal Bank of Canada ("RBC") whereby RBC will pay the Fund \$25.00 for each unit outstanding on the Termination Date in exchange for delivery of the Fund's fixed portfolio. The Fund achieves its investment objectives by investing in a diversified portfolio consisting primarily of common shares issued by corporations selected from the S&P/TSX 60 Index and the S&P 500 Index, with a market capitalization in excess of \$5.0 billion. To generate additional returns above the dividend income generated by the portfolio, the Fund may write covered call options in respect of all or part of the securities in the managed portfolio. From time to time, the Fund may hold a portion of its assets in cash equivalents, which may be utilized to provide cover in respect of the writing of cash covered put positions.

Asset Mix
December 31, 2004



Distribution History

INCEPTION DATE: MARCH 2001	REGULAR DISTRIBUTION		
Total for 2001	\$ 1.81200		
Total for 2002	1.60419		
Total for 2003	0.99996		
January 2004	0.08333		
February 2004	0.08333		
March 2004	0.08333		
April 2004	0.08333		
May 2004	0.08333		
June 2004	0.08333		
July 2004	0.08333		
August 2004	0.06000		
September 2004	0.06000		
October 2004	0.06000		
November 2004	0.06000		
December 2004	0.06000		
Total for 2004	0.88331		
Total Distributions to Date	\$ 5.29946		

For complete distribution history and income tax information, please see our website www.mulvihill.com.

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Top 10 Holdings

- Exxon Mobil Corporation
- American Express Company
- Morgan Stanley
- · Barrick Gold Corp.
- Medtronic Inc.

- · Viacom Inc., Class B
- · Clear Channel Communications, Inc.
- · Baker Hughes Incorporated
- The Toronto-Dominion Bank
- American International Group Inc.

Trading History

March 2, 2001 to December 31, 2004



Commentary

As of December 31, 2004, the net assets of the Fund were \$306.1 million, or \$20.14 per unit, down from net assets of \$586.1 million, or \$19.88 per unit, at the end of 2003. Total net asset value has declined sharply while unit value has risen marginally because of a large number of unit redemptions during the year including units redeemed under the special retraction privileges. Listed on the Toronto Stock Exchange as PR.UN, the Fund's units closed on December 31 trading at \$19.34, little changed from the closing price of \$19.15 at the end of 2003.

Unitholders received regular monthly distributions through the year totalling \$0.88331 per unit, which also contributed to the decline in asset value. Capital losses from previous years are still being carried forward, and are sufficient to shelter 2004 distributions from current taxation, as well as some future gains. These non-taxable distributions effectively reduce the investment cost base for all unitholders.

The broad market rally that began in 2003 slowed to a standstill in the first half of 2004, but then regained momentum to finish the year with all sectors showing advances except health care. The S&P 500 Index was up 10.9 percent and the S&P/TSX Composite Index was up 14.5 percent, with most of the gains coming in the latter part of the year.

As new highs were reached in the second half, the Fund reduced its cash and overwritten positions in order to increase investment in the rising market. Energy stocks were the best performers, lifting that sector by more than 31 percent in the U.S and over 30 percent in Canada. The technology sector, the star performer of 2003, made only a modest overall gain, as strength in software and computers was largely offset by weakness in semiconductors and electronics. Some sectors showed sharp differences on either side of the Canada/U.S. border. Financials rose 20 percent in Canada, but only 10.9 percent in the U.S., and industrials in the U.S. rose 18 percent, while that sector remained virtually flat at 1.4 percent in Canada.

The Fund held overweight positions for most of the year in energy and financial stocks, while being underweight in health care. Market volatility declined by more than 25 percent from the previous year's level, but the downward trend is now slowing.

The Canadian dollar has risen almost 25 percent from its 2002 low to a 12 year high against its U.S. counterpart. This has hindered the Fund's performance, since it has a high exposure to U.S. dollar assets. Approximately 85 percent of the Fund's managed portfolio is in U.S. equities, with the balance in Canadian equities. The Fund hedged varying amounts of its U.S. dollar exposure throughout the year and as a result was able to reduce the full impact of the U.S. dollar decline on the Fund's net asset value.

The following table presents the financial highlights of the Fund for the most recent four-year period since inception.

Financial Highlights

Years ended December 31

Unaudited

Unaudited				
	2004	2003	2002	2001*
DATA PER UNIT				
Net Asset Value, Beginning of Year	\$ 19.88	\$ 19.94	\$ 21.87	\$ 23.61**
INCOME (LOSS) FROM INVESTMENT OPERATIONS				
Net investment loss	(0.42)	(0.40)	(0.34)	(0.18)
Net gain on sale of investments	1.56	1.34	0.01	0.25
Total from Investment Operations	1.14	0.94	(0.33)	0.07
DISTRIBUTIONS TO UNITHOLDERS				
From net investment income	_	-	_	(0.02)
From net realized gain on sale of investments	_	-	_	(0.77)
Non-taxable distributions	(0.88)	(1.00)	(1.60)	(1.02)
Total Distributions	(0.88)	(1.00)	(1.60)	(1.81)
Net Asset Value, End of Year	\$ 20.14	\$ 19.88	\$ 19.94	\$ 21.87
RATIOS/SUPPLEMENTAL DATA				
Total net assets, end of year (\$millions)	\$ 306.12	\$ 586.07	\$ 769.87	\$ 988.47
Average net assets (\$millions)	\$ 548.21	\$ 732.62	\$ 899.93	\$1,004.65
Management expense ratio	1.95%	1.94%	1.95%	1.93% ***
Portfolio turnover rate	12.1%	43.1%	31.6%	100.2%
Annual rate of return	5.7%	4.7%	(1.5)%	N/A

^{*} For the period from inception on March 2, 2001 to December 31, 2001.

Net asset value per unit is the difference between the aggregate value of the assets of the Fund and the aggregate value of the liabilities of the Fund on that date divided by the number of units then outstanding.

Net investment income (loss) per unit is calculated based on the weighted average number of units outstanding during the year.

Net gain (loss) on investments per unit includes the impact of timing of unitholder transactions.

Distributions to unitholders are based on the number of units outstanding on the record date for each distribution.

Management expense ratio is the ratio of all fees and expenses charged to the Fund to average net assets.

Portfolio turnover rate is calculated based on the lesser of purchases or sales of investments, divided by the average portfolio value of securities, excluding short-term investments. The Fund employs an option overlay strategy which can result in higher portfolio turnover by virtue of option exercises, when compared to a conventional equity mutual fund.

Annual rate of return represents the historical annual total rate of return of an investment in a unit for the year, assuming reinvestment of current year distributions. Returns are not reported in the year that the Fund was established.

^{**} Net of agent fees.

^{***}Annualized



Management's Responsibility for Financial Reporting

The accompanying financial statements of Pro-AMS Trust (operating as Mulvihill Pro-AMS RSP Fund) (the "Fund") and all the information in this annual report are the responsibility of the management of Mulvihill Fund Services Inc., (the "Manager"), and have been reviewed by the Board of Advisors (the "Board").

The financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles and include certain amounts that are based on estimates and judgments. Management has ensured that the other financial information presented in this annual report is consistent with the financial statements. The significant accounting policies which management believes are appropriate for the Fund are described in Note 3 of the financial statements.

The Manager is also responsible for maintaining a system of internal controls designed to provide reasonable assurance that assets are safeguarded and that accounting systems provide timely, accurate and reliable financial information.

The Board meets periodically with management and external auditors to discuss internal controls, the financial reporting process, various auditing and financial reporting issues, and to review the annual report, the financial statements and the external auditors' report. Deloitte & Touche LLP has full and unrestricted access to the Board.

John P. Mulvihill

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Director

Mulvihill Fund Services Inc.

February 25, 2005

Sheila S. Szela

Director

Mulvihill Fund Services Inc.

To the Unitholders Mulvihill Pro-AMS RSP Fund

We have audited the accompanying statement of investments of Pro-AMS Trust (operating as Mulvihill Pro-AMS RSP Fund) (the "Fund") as at December 31, 2004, the statements of net assets as at December 31, 2004 and 2003, and the statements of financial operations, of changes in net assets, and of gain on sale of investments for the years then ended. These financial statements are the responsibility of the Fund's Manager. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Manager, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Fund and its investments as at the dates indicated above, and the results of its operations, the changes in its net assets, and the gain on sale of investments for years indicated above in accordance with Canadian generally accepted accounting principles.

Deloitte & Touche LAP

Chartered Accountants Toronto, Ontario February 25, 2005

Statements of Net Assets

December 31, 2004 and 2003

	2004	2003
ASSETS		
Investments - Fixed portfolio at market value (cost - \$220,188,217; 2003 - \$480,120,240) (Note 4)	\$ 267,214,675	\$ 540,924,954
Investments - Managed portfolio at market value (cost - \$49,958,789; 2003 - \$129,040,875)	45,443,288	125,584,780
Short-term investments - Managed portolio (cost - \$19,081,371; 2003 - \$14,971,344)	18,728,535	14,744,735
Cash	52,257	13,295
Interest receivable	19,998	17,661
Dividends receivable	66,454	108,320
Due from brokers	161,045,696	32,875,687
TOTAL ASSETS	492,570,903	714,269,432
LIABILITIES		
Redemptions payable	175,940,341	119,747,328
Accrued management fees (Note 6)	10,341,193	7,998,911
Futures margin payable	98,420	_
Due to brokers	51,509	_
Accrued liabilities	22,729	451,245
TOTAL LIABILITIES	186,454,192	128,197,484
NET ASSETS, REPRESENTED BY UNITHOLDERS' EQUITY	\$ 306,116,711	\$ 586,071,948
Number of Units Outstanding (Note 5)	15,196,591	29,473,662

On Behalf of the Manager, Mulvihill Fund Services Inc.

John P. Mulvihill, Director

Sheila S. Szela, Director

Statements of Financial Operations

Years ended December 31, 2004 and 2003

	:	2004		2003	
REVENUE					
Dividends	\$ 1,21	7,309	\$	1,725,669	
Interest, net of foreign exchange	(1,88	4,787)		(1,788,009)	
Withholding taxes	(15	6,853)		(208,833)	
TOTAL REVENUE	(82	4,331)		(271,173)	
EXPENSES (Note 6)					
Management fees	6,70	4,621		9,072,143	
Forward agreement fee (Note 4)	3,03	2,121		4,019,457	
Custodian and other expenses	43	5,529		486,666	
Goods and services tax	498,548		667,732		
TOTAL EXPENSES	10,670,819		14,245,998		
Net Investment Loss	(11,49	(11,495,150)		(14,517,171)	
Gain on sale of investments	55,68	6,838		46,459,546	
Change in unrealized appreciation/depreciation of investments	(15,25	7,363)		(475,981)	
Net Gain on Investments	40,42	9,475		45,983,565	
TOTAL RESULTS OF FINANCIAL OPERATIONS	\$ 28,93	4,325	\$	31,466,394	
Net Investment Loss per Unit	\$ (0.	.4183)	\$	(0.3930)	
Net Gain on Investments per Unit	1.	4713		1.2447	
TOTAL RESULTS OF FINANCIAL OPERATIONS PER UNIT					
(based on weighted average number of units outstanding during					
the year of 27,478,998; 2003 - 36,942,773)	\$ 1.	.0530	\$	0.8517	

Statements of Changes in Net Assets

Years ended December 31, 2004 and 2003

	2004	2003
NET ASSETS, BEGINNING OF YEAR	\$ 586,071,948	\$ 769,865,404
Total Results of Financial Operations	28,934,325	31,466,394
Unit Transactions		
Amount paid for units redeemed	(284,684,075)	(171,460,300)
Normal course issuer bids and cancellations (Note 5)	_	(7,474,114)
Gain on normal course issuer bid units purchased and cancelled (Note 5)	-	355,198
	(284,684,075)	(178,579,216)
Distributions to Unitholders (Note 7)		
Non-taxable distributions	(24,205,487)	(36,680,634)
Changes in Net Assets during the Year	(279,955,237)	(183,793,456)
NET ASSETS, END OF YEAR	\$ 306,116,711	\$ 586,071,948

Statements of Gain on Sale of Investments

Years ended December 31, 2004 and 2003

	2004	2003
Proceeds from Sale of Investments	\$ 443,370,698	\$ 432,743,292
Cost of Investments		
Cost of investments, beginning of year	609,161,115	760,116,710
Cost of investments purchased	48,669,751	235,328,151
	657,830,866	995,444,861
Cost of Investments, End of Year	(270,147,006)	(609,161,115)
	387,683,860	386,283,746
GAIN ON SALE OF INVESTMENTS	\$ 55,686,838	\$ 46,459,546

December 31, 2004

	% of Portfolio	Par Value/ Number of Shares	Average Cost	Market Value
SHORT-TERM INVESTMENTS - MANAGED PORTFOLIO				
Treasury Bills				
Government of Canada - February 24, 2005*		500,000	\$ 497,015	\$ 497,015
Government of Canada - April 7, 2005		1,380,000	1,370,087	1,370,087
Total Treasury Bills	10.0 %		1,867,102	1,867,102
Discount Commercial Paper				
Canadian Wheat Board, USD - February 22, 2005		1,450,000	1,725,294	1,728,876
Canadian Wheat Board, USD - April 18, 2005		1,200,000	1,462,341	1,426,202
Export Development Corporation, USD - January 21, 2005		2,000,000	2,448,334	2,390,825
Province of British Columbia, USD - April 12, 2005		7,100,000	8,657,633	8,439,970
Total Discount Commercial Paper	74.6 %		14,293,602	13,985,873
Term Deposit				
Royal Bank of Canada Term Deposit 2.25%, USD - January 5, 2005	15.3 %	2,400,000	2,920,667	2,875,560
	99.9 %		19,081,371	18,728,535
Accrued Interest	0.1 %			19,998
TOTAL SHORT-TERM INVESTMENTS - MANAGED PORTFOLIO	100.0 %		\$ 19,081,371	\$ 18,748,533

^{*\$500,000} par value of this short-term debt instrument has been segregated and is pledged as collateral for the futures contracts sold by the Fund.

INVESTMENTS - MANAGED PORTFOLIO

Wal-Mart Stores, Inc.

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Total Consumer Discretionary

Canadian Common Shares				
Financials				
Manulife Financial Corporation		17,800	\$ 965,959	\$ 986,120
The Toronto-Dominion Bank		35,000	1,673,700	1,747,200
Total Financials	0.9 %		2,639,659	2,733,320
Materials				
Barrick Gold Corp.		77,000	2,404,690	2,233,000
Inco Limited		18,000	847,729	792,000
Total Materials	0.9 %		3,252,419	3,025,000
Telecommunication Services				
BCE Inc.	0.4 %	40,500	1,178,772	1,171,260
Total Canadian Common Shares	2.2 %		\$ 7,070,850	\$ 6,929,580
United States Common Shares				
Consumer Discretionary				
Clear Channel Communications, Inc.		47,500	\$ 2,719,479	\$ 1,905,987
Viacom Inc., Class B		45,700	2,403,491	1,992,551

Mulvihill Hybrid Income Funds Annual Report 2004

1.6 %

16,200

1,225,539

6,348,509

1,025,238

4,923,776

December 31, 2004

	% of Portfolio	Number of Shares	Average Cost	Market Value
INVESTMENTS - MANAGED PORTFOLIO (continued)				
United States Common Shares (continued)				
Consumer Staples				
PepsiCo Inc.		22,200	1,633,806	1,388,464
Procter & Gamble Co.		20,700	1,452,930	1,366,078
Total Consumer Staples	0.9 %		3,086,736	2,754,542
Energy				
Baker Hughes Incorporated		34,800	1,878,279	1,779,152
Exxon Mobil Corporation		52,000	3,156,422	3,193,693
Total Energy	1.6 %		5,034,701	4,972,845
Financials				
American Express Company		40,100	2,369,933	2,708,343
American International Group Inc.		22,000	2,146,879	1,731,015
Citigroup Inc.		25,700	1,789,773	1,483,580
Morgan Stanley		35,000	2,443,659	2,328,245
The Hartford Financial Services Group, Inc.		17,000	1,365,918	1,411,744
Total Financials	3.1 %		10,116,162	9,662,927
Health Care				
HCA Inc.		35,500	1,984,641	1,699,672
Medtronic Inc.		36,400	2,449,312	2,166,241
Total Health Care	1.2 %		4,433,953	3,865,913
Industrials Control Floatic Company		28 000	2.050.270	1 //1 02/
General Electric Company		38,000	3,059,379	1,661,834
Honeywell International Inc.		34,000 17,400	1,616,266	1,442,501
Northrop Grumman Corp. Tyco International Ltd.		17,400	1,207,302 432,240	1,133,287 445,348
Total Industrials	1.5 %	10,400	6,315,187	4,682,970
Information Technology				
Cisco Systems Inc.		58,500	1,710,970	1,352,771
Dell Inc.		27,500	1,258,479	1,388,476
Intel Corporation		43,500	1,193,052	1,219,076
Microsoft Corporation		44,000	1,746,346	1,408,114
Oracle Corporation		77,500	1,150,684	1,273,993
Total Information Technology	2.1 %	77,300	7,059,531	6,642,430
Materials				
Alcoa Inc.	0.3 %	22,600	970,342	850,797
Total United States Common Shares	12.3 %		\$ 43,365,121	\$ 38,356,200

December 31, 2004

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	% of Portfolio	Market Value
INVESTMENTS - MANAGED PORTFOLIO (continued)		
Forward Exchange Contracts		
Sold USD \$3,425,000, Bought CAD \$4,343,911 @ 0.788460 - January	5, 2005	\$ 240,099
Sold USD \$3,180,000, Bought CAD \$3,883,590 @ 0.818830 - January	12, 2005	73,153
Sold USD \$2,147,000, Bought CAD \$2,682,677 @ 0.800320 - January	19, 2005	109,909
Sold USD \$4,700,000, Bought CAD \$5,703,884 @ 0.824000 - January	26, 2005	71,566
Sold USD \$2,638,000, Bought CAD \$3,155,653 @ 0.835960 - Februar	, 2, 2005	(5,748)
Sold USD \$3,356,000, Bought CAD \$4,033,557 @ 0.832020 - Februar	9, 2005	11,649
Sold USD \$1,688,000, Bought CAD \$1,995,461 @ 0.845920 - Februar	<i>y</i> 16 2005	(27,501)
Sold USD \$6,409,000, Bought CAD \$7,628,854 @ 0.840100 - Februar	/ 23 2005	(52,114)
Sold USD \$2,515,000, Bought CAD \$2,988,356 @ 0.841600 - March 2	, 2005	(25,822)
Sold USD \$2,174,000, Bought CAD \$2,673,948 @ 0.813030 - March 9	, 2005	68,452
Sold USD \$3,317,000, Bought CAD \$4,078,195 @ 0.813350 - March 9	, 2005	102,836
Total Forward Exchange Contracts	0.2 %	\$ 566,479

	% of Portfolio	Number of Contracts	Procee	ds	Market Value
OPTIONS					
Written Cash Covered Put Options (100 shares per contract)					
Manulife Financial Corporation - January 2005 @ \$55		(80)	\$ (5,0	\$	(1,186)
Verizon Communications Inc January 2005 @ \$41		(120)	(5,2	29)	(7,021)
Total Written Cash Covered Put Options	0.0 %		(10,2	69)	(8,207)
Written Covered Call Options (100 shares per contract)					
Alcoa Inc January 2005 @ \$32		(113)	(10,2	90)	(4,337)
American Express Company - January 2005 @ \$56		(210)	(15,9)	70)	(5,933)
American International Group Inc January 2005 @ \$67		(220)	(20,3	90)	(13,774)
Baker Hughes Incorporated - January 2005 @ \$43		(348)	(43,3	04)	(12,620)
Barrick Gold Corp January 2005 @ \$29		(385)	(27,5	28)	(5,365)
Citigroup Inc January 2005 @ \$47		(211)	(15,5	58)	(43,881)
Clear Channel Communications, Inc January 2005 @ \$34		(238)	(22,1	92)	(2,245)
Exxon Mobil Corporation - January 2005 @ \$50		(520)	(53,1	24)	(12,208)
General Electric Co January 2005 @ \$37		(190)	(11,2	26)	(7,865)
HCA Inc January 2005 @ \$42		(355)	(35,2	34)	(170)
Honeywell International Inc January 2005 @ \$37		(340)	(29,0	93)	(2,172)

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Statement of Investments

December 31, 2004

	% of Portfolio	Number of Contracts	Proceeds	Market Value
INVESTMENTS - MANAGED PORTFOLIO (continued)				
OPTIONS (continued)				
Written Covered Call Options (100 shares per contract) (continued)				
Manulife Financial Corporation - January 2005 @ \$56		(60)	(4,566)	(1,367)
Manulife Financial Corporation - January 2005 @ \$57		(45)	(2,880)	(1,332)
Medtronic Inc January 2005 @ \$49		(364)	(35,209)	(55,492)
Microsoft Corporation - January 2005 @ \$27		(220)	(7,644)	(4,409)
Morgan Stanley - January 2005 @ \$53		(175)	(21,044)	(57,547)
Northrop Grumman Corp January 2005 @ \$57		(174)	(15,153)	(286)
PepsiCo Inc January 2005 @ \$53		(147)	(9,282)	(6,008)
Procter & Gamble Co January 2005 @ \$56		(120)	(9,462)	(4,678)
The Hartford Financial Services Group, Inc January 2005 @ \$66		(170)	(24,615)	(63,091)
The Toronto-Dominion Bank - January 2005 @ \$49		(350)	(15,750)	(49,513)
Viacom Inc., Class B - January 2005 @ \$37		(228)	(17,758)	(21,091)
Wal-Mart Stores, Inc January 2005 @ \$53		(162)	(19,591)	(25,380)
Total Written Covered Call Options	(0.1)%		(466,913)	(400,764)
TOTAL OPTIONS	(0.1)%		\$ (477,182)	\$ (408,971)
TOTAL INVESTMENTS - MANAGED PORTFOLIO	14.6 %		\$ 49,958,789	\$ 45,443,288
	% of Portfolio	Number of Shares	Average Cost	Market Value
INVESTMENTS - FIXED PORTFOLIO				
Canadian Common Shares				
Energy Precision Drilling Corporation	10.1 %	419,268	\$ 26,627,148	\$ 31,663,119
Treesion Diming corporation	10.1 /0	417,200	\$ 20,027,140	\$ 51,005,117
Health Care				
Angiotech Pharmaceuticals, Inc.		393,057	12,135,635	8,733,727
Biovail Corporation		178,439	11,519,955	3,531,308
Patheon Inc.		1,692,390	22,694,950	14,486,858
QLT Inc.		882,624	19,844,296	16,972,860
Total Health Care	14.0 %		66,194,836	43,724,753
Industrials				
Nortel Networks Corporation	2.9 %	2,204,105	29,337,448	9,169,077

December 31, 2004

	% of Portfolio	Number of Shares	Average Cost	Market Value
INVESTMENTS FIXED PORTFOLIO (continued)				
Canadian Common Shares (continued)				
Information Technology				
ATI Technologies Inc.		1,072,143	6,513,443	24,938,046
Celestica Inc.		153,903	10,036,285	2,600,961
Cognos Inc.		602,271	21,177,720	31,811,954
Zarlink Semiconductor Inc.		941,872	11,877,480	2,882,128
Total Information Technology	19.9 %		49,604,928	62,233,089
Materials				
Meridian Gold Inc.		1,103,288	19,318,573	25,088,769
Tembec Inc.		2,238,868	29,105,284	16,142,238
Total Materials	13.2 %		48,423,857	41,231,007
Total Canadian Common Shares	60.1 %		\$220,188,217	\$188,021,045
Forward Agreement (Note 4)	25.3 %			79,193,630
TOTAL INVESTMENTS - FIXED PORTFOLIO	85.4 %		\$220,188,217	\$267,214,675
TOTAL INVESTMENTS	100.0 %		\$270,147,006	\$312,657,963
Short-Term Investments - Managed Portfolio				18,728,535
Futures Margin Payable (Schedule 1)				(98,420)
Other Assets Less Liabilities				(25,171,367)
NET ASSETS				\$306,116,711
TOTAL MANAGED PORTFOLIO			\$ 69,040,160	\$ 64,171,823
TOTAL FIXED PORTFOLIO			220,188,217	267,214,675
TOTAL INVESTMENT PORTFOLIO			\$289,228,377	\$ 331,386,498

SCHEDULE 1 FUTURES CONTRACTS

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	Number of Contracts	Notional Average Cost	Market Value	Mar	Futures gin Payable
Ten-Year Government of Canada Bond Futures Cash withdrawn from (held as) margin	(259)	\$(28,778,190)	\$ (29,049,440)	\$	(271,250) 172,830
FUTURES MARGIN PAYABLE				\$	(98,420)

1. Establishment of the Fund

Pro-AMS Trust (operating as Mulvihill Pro-AMS RSP Fund) (the "Fund") is an investment trust established under the laws of the Province of Ontario on February 15, 2001. The Fund began operations on March 2, 2001 and will terminate on December 31, 2012 and its assets will be distributed to unitholders unless unitholders determine to continue the Fund by a majority vote at a meeting called for such purpose.

The manager of the Fund is Mulvihill Fund Services Inc. (the "Manager") and the Fund's investment manager is Mulvihill Capital Management Inc. (the "Investment Manager"). The Royal Trust Company (the "Trustee") is the trustee and acts as custodian of the assets of the Fund.

The Fund operates under the registered name Mulvihill Pro-AMS RSP Fund.

2. Investment Objectives of the Fund

The Fund's investment objectives are (i) to return at least the original issue price of \$25.00 per unit to the unitholders upon termination of the Fund and (ii) to provide unitholders with a stable stream of monthly distributions. To achieve the first objective, the Fund has entered into a forward purchase and sale agreement (the "Forward Agreement") pursuant to which the counterparty will pay to the Fund an amount equal to the original issue price for each unit outstanding on the termination date in exchange for the Fund delivering to the counterparty certain equity securities which it purchased with approximately 55 percent of the gross proceeds from the initial offering of units (the "Fixed Portfolio"). The balance of the net proceeds of the initial offering has been invested in a diversified portfolio (the "Managed Portfolio") consisting principally of equity securities of companies selected from the S&P/TSX 60 and of companies with a market capitalization in excess of U.S. \$5.0 billion selected from the S&P 500 Index.

To generate additional returns, the Fund may, from time to time, write covered call options in respect of all or part of the securities in the Managed Portfolio. In addition, the Fund may write cash covered put options in respect of securities in which the Fund is permitted to invest. Additionally, the Fund may purchase call options with the effect of closing out existing call options written by the Fund and may also purchase put options to preserve the value of the portfolio where appropriate. The Fund may enter into trades to close out positions in such permitted derivatives.

From time to time the Fund may hold a portion of its assets in cash equivalents.

3. Summary of Significant Accounting Policies

These financial statements have been prepared in accordance with accounting principles generally accepted in Canada, which include estimates and assumptions by management that may affect the reported amounts of assets, liabilities, income and expenses during the reported periods. Actual results may differ from estimates. The significant accounting policies of the Fund are as follows:

Valuation of Investments

Investments are recorded in the financial statements at their fair market value at the end of the period, determined as follows:

Securities are valued at fair market value, which is determined by the closing sale price on the recognized stock exchange on which the securities are listed or principally traded. If no sale has taken place on that day, valuation will be at the average of the bid and the asked price.

Short-term investments are valued at cost plus accrued interest, which approximates market value.

Listed options are valued at market values as reported on recognized exchanges. Over the counter options are valued using an appropriate valuation model.

The value of a forward contract (including the Forward Agreement) shall be the gain or loss with respect thereto that would be realized if, on the Valuation Date, the position in the forward contract were to be closed out. The valuation of the Forward Agreement may be postponed for up to five business days if trading in the shares of an issuer in the Fixed Portfolio is suspended from trading at such time.

Futures contracts are valued at the gain or loss that would be realized if the positions was closed on the valuation date.

Investment Transactions and Income

Investment transactions are accounted for on a trade date basis. Realized gains and losses on the sale of investments and change in unrealized appreciation (depreciation) of investments are determined on an average cost basis. Realized gains and losses relating to written options may arise from:

- Expiration of written options whereby realized gains are equivalent to the premium received;
- (ii) Exercise of written covered call options whereby realized gains or losses are equivalent to the premium received in addition to the realized gain or loss from disposition of the related investments at the exercise price of the option; and
- (iii) Closing of written options whereby realized gains or losses are equivalent to the cost of purchasing options to close the positions, net of any premium received.

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December 31, 2004 and 2003

Realized gains and losses related to options are included in gain (loss) on sale of investments.

Option premiums received are reflected as deferred credits in investments so long as the options are outstanding. Any difference resulting from revaluation is included in change in unrealized appreciation (depreciation) of investments. Premiums received on written put options that are exercised are included in the cost of the security purchased.

Unrealized gains or losses on open futures contracts are included in change in unrealized appreciation (depreciation) of investments. Gains or losses realized upon closure of futures contracts are included in gain (loss) on sale of investments.

Dividend income is recorded on the ex-dividend date. Interest income is recorded daily as it is earned.

Foreign Currency Translation

Assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the prevailing rate of exchange on each valuation date. Purchases and sales of investments, and income derived from investments, are translated at the rate of exchange prevailing on the respective dates of such transactions.

Foreign exchange gains (losses) on short-term investments are reflected as interest income (loss). Other foreign exchange gains (losses) are recorded as realized or unrealized gain (loss) on investments, as appropriate.

Generally Accepted Accounting Principles

The Canadian Institute of Chartered Accountants ("CICA") issued Section 1100, "Generally Accepted Accounting Principles ("GAAP")", which describes what constitutes GAAP and its sources. Since Section 1100 applies for fiscal years beginning on or after October 1, 2003, certain disclosures previously considered GAAP by virtue of general use in the investment funds industry, are no longer considered GAAP. This section primarily impacts the presentation of financial highlights and net income per unit. These disclosures have no impact on the valuation of the Fund or in the calculation of the net asset value per unit of the Fund.

4. Forward Agreement

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The Fund has entered into a Forward Agreement with Royal Bank of Canada ("RBC") pursuant to which RBC will pay the Fund an amount equal to \$25.00 for each unit outstanding on the termination date in exchange for the Fund delivering to RBC the equity securities included in the Fixed Portfolio.

Securities in the Fixed Portfolio have been pledged to RBC as security for the obligations of the Fund under the Forward Agreement. The Forward Agreement is a direct obligation of RBC, a company with a credit rating of Moody's-Aa2 and DBRS-AA (low). The Forward Agreement may be physically or cash settled at the option of the Fund. In order to permit the Fund to fund periodic redemptions of units, the Forward Agreement may be settled in whole or in part in respect of any valuation date by the Fund tendering to RBC securities of the Fixed Portfolio at a price equal to the current market value of the tendered securities and the value of the portion of the Forward Agreement attributable to such securities.

In entering into the Forward Agreement, the Fund will be exposed to the credit risk associated with the counterparty (RBC) and as well as the risk that the counterparty (RBC) will not satisfy its obligations under the Forward Agreement on a timely basis or at all. Since, depending upon the performance of the Fixed Portfolio, the mark-to-market value of the Forward Agreement may represent a significant portion of the value of the assets of the Fund, the Fund's exposure to the credit risk associated with the counterparty (RBC) is significant.

The Fund's NAV may be highly sensitive to interest rate fluctuations because the value of the Forward Agreement will fluctuate based on interest rates. In addition, any decrease in the NAV of the Fund resulting from an increase in interest rates may also negatively affect the market price of the Units. Unitholders who wish to redeem or sell their Units prior to the Termination Date will therefore be exposed to the risk that NAV per Unit or the market price of the Units will be negatively affected by interest rate fluctuations. The remaining term to maturity of the forward agreement is 8 years.

A yearly fee of 0.448 percent is payable by the Fund on the guaranteed value of the Forward Agreement. Fees are accrued and payable every quarter.

5. Unitholders' Equity

The Fund is authorized to issue an unlimited number of transferable, redeemable trust units of one class, each of which represents an equal, undivided interest in the net assets of the Fund.

All units have equal rights and privileges. Each whole unit is entitled to one vote at all meetings of unitholders and is entitled to participate equally with respect to any and all distributions made by the Fund, including distributions of net income and net realized capital gains, and distributions upon the termination of the Fund. Units are issued only as fully paid and are non-assessable. Fractions of units are proportionately entitled to all of these rights except voting rights.

Units may be surrendered at any time for redemption but will be redeemed only on a monthly valuation date. Unitholders whose units are redeemed on a December valuation date will be entitled to receive a redemption price per unit equal to the net asset value per unit.

Unitholders whose units are redeemed on any other valuation date will be entitled to receive a redemption price per unit equal to the net asset value per unit less the lesser of (i) 4 percent of such net asset value per unit and (ii) \$1.00. Under the terms of a Recirculation Agreement, the Fund may, but is not obligated to, require the Recirculation Agent to use its best efforts to find purchasers for any units tendered for redemption.

On April 2, 2004, the unitholders approved a special resolution to: (i) permit unitholders to switch to other Mulvihill Funds from time to time by adding further retractions rights at 100% of the net asset value per unit; and (ii) to provide the Fund the ability to use interest rate hedging strategies in order to reduce some of the impact of rising interest rates on the net asset value. Costs of the special resolution were borne by the Investment Manager.

Unitholders were provided with two special retraction privileges via switches into capital of Premium Income Corp. in September 2004 and

into MCM Split Share Corp. in November 2004. 3,470,422 Units valued at \$68,797,025 were switched out of the Fund under these special retraction privileges.

The following are the unit transactions for the year:

	2004	2003
Units outstanding, beginning of year	29,473,662	38,600,579
Units redeemed	(14,277,071)	(8,744,017)
Units purchased for cancellation	_	(382,900)
Units outstanding, end of year	15,196,591	29,473,662

Under the term's of the Fund's normal course issuer bid that was renewed in June 2004, the Fund proposes to purchase, if considered advisable, up to a maximum of 2,762,100 units (2003 – 3,673,703 units), 10 percent of its public float as determined in accordance with the rules of the Toronto Stock Exchange. Purchases would be made in the open market through the facilities of the Exchange. The normal course issuer bid will remain in effect until the earlier of June 27, 2005 or until the Fund has purchased the maximum number of units permitted under the bid. As at December 31, 2004, no units (2003 – 382,900) have been purchased by the Fund.

Unitholders may obtain a copy of the Notice of intention to make a normal course issuer bid, without charge, by writing to Investor Relations at: Mulvihill Pro-AMS RSP Fund, Investor Relations, 121 King Street West, Suite 2600, Toronto, Ontario, M5H 3T9.

Net Asset Value

Net asset value per unit is the difference between the aggregate value of the assets of the Fund and the aggregate value of the liabilities of the Fund on that date divided by the number of units then outstanding. The following are the net asset values of a unit at December 31 for the most recent four-year period since inception:

200	200	3 2002	2001
\$ 20.1	\$ 19.8	\$ \$ 19.94	\$ 21.87

On December 31, 2004 units on the TSX closed at \$19.34 (2003 - \$19.15).

Management Fees, Expenses and Mangement Expense Ratios

The Fund is responsible for all ongoing trustee, manager, legal, accounting and audit fees as well as all other expenses incurred by the Trustee and Manager in the ordinary course of business relating to the Fund's operations. The Fund is also responsible for commissions and other costs of portfolio transactions and any extraordinary expenses of the Fund which may be incurred from time to time.

Fees are payable to the Manager under the terms of the trustee agreement and to the Investment Manager under the terms of an investment management agreement. The fees are payable at annual rates of 0.10 percent and 1.15 percent, respectively, of the Fund's net asset value calculated and payable monthly, plus applicable taxes.

The Investment Manager voluntarily agreed to defer payment of a portion its management fees. Management fees for the year were paid at an annual rate of 0.53 percent of the Fund's net asset value from January 2004 until July 2004 and then at 0.50 percent from August 2004. These deferrals in the management fees represent decreases in direct proportion to the decline in targeted distribution rates, to a minimum annual management fee rate of 0.50 percent of the Fund's net asset value. The Investment Manager may choose at any time to require payment of its full investment management fees and all or any portion of those in arrears.

Management Expense Ratio

The management expense ratio is the ratio of all fees and expenses charged to the Fund to average net assets. The following are the management expense ratios for the years ended December 31 for the most recent four-year period since inception:

2004	2003	2002	2001
1.95	% 1.94%	1.95%	1.93%*

^{*} Annualized

7. Distributions

Distributions per unit paid during the year were allocated as follows:

	2004	2003
Non-taxable distributions	\$ 0.88	\$ 1.00

The Fund endeavours to make monthly cash distributions to unitholders of net income, net realized capital gains and option premiums on the last day of each month in each year.

The non-taxable distributions received by unitholders reduce the adjusted cost base of the unit for tax purposes.

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8. Income Taxes

The Fund is a "mutual fund trust" as defined in the Income Tax Act (Canada) (the "Act"). The Fund is subject to tax in each taxation year under Part I of the Act on the amount of its income for the year, including net realized taxable capital gains, less the portion thereof that it claims in respect of the amount paid or payable to unitholders in the year. Income tax paid by the Fund on any net realized capital gains not paid or payable is recoverable by the Fund to the extent and in the circumstances provided in the Act.

Given the investment and distribution policies of the Fund and taking into account expenses, the Fund does not expect to bear any appreciable non-refundable income tax.

No amount is payable on account of income taxes in 2004 or 2003.

Accumulated non-capital losses of approximately \$25.5 million (2003 - \$21.9 million) and capital losses of approximately \$111.2 million (2003 - \$104.1 million) are available for utilization against net investment income and realized gains on sale of investments, respectively, in future years. The non-capital losses have expiration dates extending to 2015 and capital losses can be carried forward indefinitely.

Issue costs of approximately \$14.7 million (2003 - \$27.3 million) remain undeducted for tax purposes at year end.

9. Commission Charges

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Total commissions paid in 2004 in connection with portfolio transactions were \$210,830 (2003 - \$243,721).

10. Comparative Figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

11. Financial Instruments and Risk Management

The Fund's financial statements consist of cash, investments and certain derivative contracts (options, forward exchange contracts, futures contracts and forward agreement).

Risks of these contracts arise from the potential inability of the counterparties to meet the terms of their contracts and from future movement in currency, stock values and interest rates. The maximum credit risk exposure is the aggregate of all contracts with a positive value as disclosed on the statement of investments. The Fund manages these risks through the use of various risk limits and trading strategies.

Investments and derivative contracts are carried at fair market values. Other instruments are carried at cost, which approximates fair value.

Refer to Note 4 for the interest rate and credit risks relating to the Forward Agreement.

12. Statement of Portfolio Transactions

The Fund will provide, without charge, a Statement of Portfolio Transactions (unaudited) upon written request by any unitholder to the Fund at 121 King Street West, Suite 2600, Toronto, Ontario, M5H 3T9.

Mulvihill Capital Management Inc.

Mulvihill Capital Management is a leading independent investment manager responsible for managing more than \$3.3 billion in segregated and pooled funds on behalf of institutional and high net worth clients. Founded by Canada Trust in 1985, Mulvihill Capital Management emerged in 1995 as an independent company. Today, Mulvihill is managed by a cohesive team of senior managers and owners who have worked together for more than a decade. Our scale and independent structure allow us to provide our clients with a uniquely customized approach to asset management.

Mulvihill Capital Management operates three main lines of business:

- Mulvihill Institutional Asset Management —> provides asset growth management of pension funds, corporations, management companies, endowment foundations and mutual funds with a wide variety of investment mandates. Our reputation has been built on the ability to provide customized portfolios that meet the stated needs of our clients.
- Mulvihill Wealth Management

 offers a comprehensive specialized approach tailored to a
 client's personal investment strategies. Personalized service and customized reporting ensure
 that our clients are fully aware of the progress they are making.
- Mulvihill Structured Products is responsible for the development and management of Mulvihill
 Hybrid Income Funds tailored to meet very specific investment objectives. Assets are generally
 managed to meet absolute rather than relative returns.

Mulvihill's Hybrid Income Funds are exchange-traded, equity-based funds that are enhanced by virtue of their broad distribution, special structure and performance characteristics. The Hybrid Income Funds are prime examples of our customized approach to asset management.

MULVIHILL HYBRID INCOME FUNDS	SYMBOL	HIGH	LOW	
		For the year ended December 31, 200		
MULVIHILL PLATINUM				
Mulvihill Pro-AMS U.S. Fund	PAM.UN	\$ 21.52	\$ 19.65	
Mulvihill Pro-AMS RSP Fund	PR.UN	\$ 20.03	\$ 18.36	
Mulvihill Pro-AMS 100 Plus (Cdn \$) Fund	PRC.UN	\$ 19.93	\$ 15.56	
Mulvihill Pro-AMS 100 Plus (U.S. \$) Fund	PRU.U	\$ 18.25 USD	\$ 13.60 USD	
Mulvihill Pro-AMS RSP Split Share Fund	SPL.A/SPL.B	\$ 10.03/\$ 17.49	\$ 8.98/\$ 12.00	
MULVIHILL PREMIUM				
Mulvihill Premium Canadian Fund	FPI.UN	\$ 22.25	\$ 18.55	
Mulvihill Premium U.S. Fund	FPU.UN	\$ 16.00	\$ 10.10	
Mulvihill Premium Oil & Gas Fund	FPG.UN	\$ 10.85	\$ 9.18	
Mulvihill Premium 60 Plus Fund	SIX.UN	\$ 23.00	\$ 18.35	
Mulvihill Premium Global Plus Fund	GIP.UN	\$ 14.24	\$ 11.50	
Mulvihill Premium Canadian Bank Fund	PIC.A/PIC.PR.A	\$ 13.75/\$ 17.12	\$ 11.23/\$ 15.65	
Mulvihill Premium Split Share Fund	MUH.A/MUH.PR.A	\$ 12.30/\$ 16.75	\$ 9.15/\$ 15.43	
Mulvihill Premium Global Telecom Fund	GT.A/GT.PR.A	\$ 1.90/\$ 12.60	\$ 0.32/\$ 11.00	
Mulvihill World Financial Split Fund	WFS/WFS.PR.A	\$ 15.00/\$ 11.09	\$ 10.83/\$ 10.00	
MULVIHILL SUMMIT				
Mulvihill Summit Digital World Fund	DWT.UN	\$ 4.20	\$ 3.08	

Mulvihill Summit Digital World Fund DWT.UN \$ 4.20 \$ 3.08

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Mulvihill Hybrid Income Funds 19

Mulvihill Pro-AMS RSP Fund [PR.UN]

Board of Advisors

John P. Mulvihill

Chairman & President, Mulvihill Capital Management Inc.

Sheila S. Szela

Vice President, Finance & CFO, Mulvihill Capital Management Inc.

Michael M. Koerner Corporate Director

Robert W. Korthals Corporate Director

C. Edward Medland

President, Beauwood Investments Inc.

Information

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Transfer Agent:

Computershare Investor Service Inc. 100 University Avenue, 8th Floor Toronto, Ontario M5J 2Y1

Shares Listed:

Toronto Stock Exchange trading under PR.UN

Trustee:

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Royal Trust
Royal Trust Tower
77 King Street West, 11th Floor
Toronto, Ontario M5W 1P9

Visit our website at www.mulvihill.com for additional information on all Mulvihill Hybrid Income Funds.

Hybrid Income Funds Managed by Mulvihill Structured Products

Mulvihill Platinum

Mulvihill Pro-AMS *U.S. Fund*Mulvihill Pro-AMS *RSP Fund*Mulvihill Pro-AMS *100 Plus (Cdn \$) Fund*Mulvihill Pro-AMS *100 Plus (U.S. \$) Fund*Mulvihill Pro-AMS *RSP Split Share Fund*

Mulvihill Premium

Mulvihill Premium Canadian Fund
Mulvihill Premium U.S. Fund
Mulvihill Premium Oil & Gas Fund
Mulvihill Premium 60 Plus Fund
Mulvihill Premium Global Plus Fund
Mulvihill Premium Canadian Bank Fund
Mulvihill Premium Split Share Fund
Mulvihill Premium Global Telecom Fund
Mulvihill World Financial Split Fund

Mulvihill Summit

Mulvihill Summit Digital World Fund

Mutual Funds Managed by Mulvihill Capital Management

Mulvihill Canadian Money Market Fund Mulvihill Canadian Bond Fund Mulvihill Global Equity Fund Premium Global Income Fund

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Contact your broker directly for address changes.





www.mulvihill.com

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