

FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND

Form DEF 14A

April 23, 2007

As filed with the Securities and Exchange Commission on April 23, 2007.

1933 Act File No. 333-135791
1940 Act File No. 811-21876

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the registrant [X]
Filed by a party other than the registrant [ ]

Check the appropriate box:

- [ ] Preliminary proxy statement.
[ ] Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2)).
[X] Definitive proxy statement.
[ ] Definitive additional materials.
[ ] Soliciting material pursuant to Section 240.14a-12

FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

- [X] No fee required.
[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND

1001 WARRENVILLE ROAD  
SUITE 300  
LISLE, ILLINOIS 60532

April 23, 2007

Dear Shareholder:

The accompanying materials relate to the Annual Meeting (the "Meeting") of preferred shareholders of the First Trust Tax-Advantaged Preferred Income Fund (the "Fund"). The Meeting will be held at the offices of First Trust Advisors L.P., 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, on Friday, May 11, 2007 at 4:00 p.m. Central time.

At the Meeting, you will be asked to vote on a proposal to elect Trustees of your Fund and to transact such other business as may properly come before the Meeting and any adjournments thereof. The proposal is described in the accompanying Notice of Annual Meeting of Preferred Shareholders and Proxy Statement.

YOUR PARTICIPATION AT THE MEETING IS VERY IMPORTANT. If you cannot attend the Meeting, you may participate by proxy. As a shareholder, you may cast one vote for each share of the Fund that you own and a proportionate fractional vote for any fraction of a share that you own. Please take a few moments to read the enclosed materials and then cast your vote on the enclosed proxy card.

Voting takes only a few minutes. Each shareholder's vote is important.

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Your prompt response will be much appreciated.

After you have voted on the proposal, please be sure to sign your proxy card and return it in the enclosed postage-paid envelope.

We appreciate your participation in this important Meeting. Thank you.

Sincerely,

/s/ James A. Bowen

James A. Bowen  
Chairman of the Board

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IF YOU NEED ANY ASSISTANCE, HAVE ANY QUESTIONS REGARDING HOW TO VOTE YOUR SHARES  
OR WISH TO VOTE BY TELEPHONE, PLEASE CALL (877) 456-6399 WEEKDAYS FROM 9:00 A.M.  
TO 8:00 P.M. EASTERN TIME.  
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## INSTRUCTIONS FOR SIGNING PROXY CARDS

The following general rules for signing proxy cards may be of assistance to you and avoid the time and expense to the Fund involved in validating your vote if you fail to sign your proxy card properly.

1. Individual Accounts: Sign your name exactly as it appears in the registration on the proxy card.

2. Joint Accounts: Either party may sign, but the name of the party signing should conform exactly to the name shown in the registration.

3. All Other Accounts: The capacity of the individual signing the proxy should be indicated unless it is reflected in the form of registration. For example:

## REGISTRATION VALID SIGNATURE

### CORPORATE ACCOUNTS

(1)	ABC Corp.	ABC Corp.
(2)	ABC Corp.	John Doe, Treasurer
(3)	ABC Corp. c/o John Doe, Treasurer	John Doe
(4)	ABC Corp. Profit Sharing Plan	John Doe, Trustee

### TRUST ACCOUNTS

(1)	ABC Trust	Jane B. Doe, Trustee
(2)	Jane B. Doe, Trustee u/t/d 12/28/78	Jane B. Doe

### CUSTODIAL OR ESTATE ACCOUNTS

(1)	John B. Smith, Cust. f/b/o John B. Smith, Jr., UGMA	John B. Smith
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(2) John B. Smith

John B. Smith, Jr., Executor

FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND

1001 WARRENVILLE ROAD  
SUITE 300  
LISLE, ILLINOIS 60532

NOTICE OF ANNUAL MEETING  
TO BE HELD ON MAY 11, 2007

April 23, 2007

To the Preferred Shareholders of First Trust Tax-Advantaged Preferred Income Fund:

Notice is hereby given that the Annual Meeting (the "Meeting") of preferred shareholders of the First Trust Tax-Advantaged Preferred Income Fund (the "Fund"), a Massachusetts business trust, will be held at the offices of First Trust Advisors L.P., 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, on Friday, May 11, 2007, at 4:00 p.m. Central time, for the following purposes:

1. The election of Trustees of the Fund.
2. The transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Board of Trustees has fixed the close of business on February 12, 2007 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting.

By order of the Board of Trustees,

/s/ W. Scott Jardine

W. Scott Jardine  
Secretary

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SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING ARE REQUESTED TO PROMPTLY COMPLETE, SIGN, DATE AND RETURN THE PROXY CARD IN THE ENCLOSED ENVELOPE WHICH DOES NOT REQUIRE POSTAGE IF MAILED IN THE CONTINENTAL UNITED STATES. INSTRUCTIONS FOR THE PROPER EXECUTION OF PROXIES ARE SET FORTH ON THE INSIDE COVER. IF YOU NEED ANY ASSISTANCE, HAVE ANY QUESTIONS REGARDING HOW TO VOTE YOUR SHARES OR WISH TO VOTE BY TELEPHONE, PLEASE CALL (877) 456-6399 WEEKDAYS FROM 9:00 A.M. TO 8:00 P.M. EASTERN TIME.  
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FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND

ANNUAL MEETING  
MAY 11, 2007

1001 WARRENVILLE ROAD  
SUITE 300  
LISLE, ILLINOIS 60532

PROXY STATEMENT  
APRIL 23, 2007

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Trustees of First Trust Tax-Advantaged Preferred Income Fund (the "Fund"), a Massachusetts business trust, for use at the Annual Meeting (the "Meeting") of preferred shareholders of the Fund to be held on Friday, May 11, 2007, at 4:00 p.m. Central time, at the offices of First Trust Advisors L.P., 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, and at any adjournments thereof. A Notice of Annual Meeting and a proxy card accompany this Proxy Statement.

Proxy solicitations will be made, beginning on or about April 23, 2007, primarily by mail, but such solicitations may also be made by telephone or personal interviews conducted by (i) officers of the Fund; (ii) First Trust Advisors L.P. ("First Trust Advisors" or the "Adviser"), the investment adviser of the Fund; (iii) PFPC Inc. ("PFPC"), the administrator, accounting agent and transfer agent of the Fund and a subsidiary of The PNC Financial Services Group Inc.; or (iv) any affiliates of those entities.

THE FUND'S MOST RECENT ANNUAL AND SEMI-ANNUAL REPORTS ARE AVAILABLE UPON REQUEST, WITHOUT CHARGE, BY WRITING TO THE ADVISER AT 1001 WARRENVILLE ROAD, SUITE 300, LISLE, ILLINOIS 60532 OR BY CALLING (800) 988-5891. THIS PROXY STATEMENT AND THE ENCLOSED PROXY CARD WILL FIRST BE MAILED TO SHAREHOLDERS ON OR ABOUT APRIL 23, 2007.

The costs incurred in connection with the preparation of this Proxy Statement and its enclosures will be paid by the Adviser. The Adviser will also reimburse brokerage firms and others for their expenses in forwarding solicitation material to the beneficial owners of Fund shares.

If the enclosed proxy card is properly executed and returned in time to be voted at the Meeting, the shares represented thereby will be voted in accordance with the instructions marked thereon. If no instructions are marked on the enclosed proxy card, shares represented thereby will be voted in the discretion of the persons named on the proxy card. Accordingly, unless instructions to the contrary are marked thereon, a proxy will be voted FOR the election of the nominees as Trustees and FOR or AGAINST any other matters as deemed appropriate. Any shareholder who has given a proxy has the right to revoke it at any time prior to its exercise either by attending the Meeting and voting his or her shares in person, or by submitting a letter of revocation or a later-dated proxy to the Fund at the above address prior to the date of the Meeting. Shareholders who intend to attend the Meeting will need to show valid identification and proof of share ownership to be admitted to the Meeting.

Under the By-Laws of the Fund, a quorum is constituted by the presence in person or by proxy of the holders of thirty-three and one-third percent (33-1/3%) of the voting power of the outstanding class of shares entitled to vote on a matter. For the purposes of establishing whether a quorum is present, all shares present and entitled to vote, including abstentions and broker non-votes (i.e., shares held by brokers or nominees as to which (i) instructions have not been received from the beneficial owners or the persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter), shall be counted. Any meeting of shareholders may be postponed prior to the meeting with notice to the shareholders entitled to vote at that meeting. Any meeting of shareholders may, by action of the chairman of the meeting, be adjourned without further notice with respect to one or more matters to be considered at such meeting to a designated time and place, whether or not a quorum is present with respect to such matter. In addition, upon motion of the chairman of the meeting, the question of adjournment may be submitted to a vote of the shareholders, and in that case, any adjournment with respect to one or more matters must be approved by the vote of holders of a majority of the shares present and entitled to vote with respect to the matter or matters adjourned, and without further notice. Unless a proxy is otherwise limited in this regard, any shares present and entitled to vote at a meeting that are represented by broker non-votes, may, at the discretion of the proxies named therein, be voted in favor of such an adjournment or adjournments.

For the Fund, the affirmative vote of a plurality of the shares present and entitled to vote will be required to elect the Trustees of the Fund.

For purposes of determining the approval of the proposal to elect nominees for the Fund, abstentions and broker non-votes will have no effect.

The close of business on February 12, 2007 has been fixed as the record date (the "Record Date") for the determination of shareholders entitled to notice of and to vote at the Meeting and any adjournments or postponements thereof.

The Fund has two classes of shares of beneficial interest, par value \$0.01 per share, known as common shares and Series M Auction Preferred Shares ("Preferred Shares"). The annual meeting for the holders of the Fund's common shares was held on April 16, 2007 for shareholders of record on February 12, 2007.

On the Record Date, the Fund had 2,970,712 common shares and 880 Preferred Shares, (collectively, the "Shares") outstanding.

Common shares of the Fund are listed on the American Stock Exchange under the ticker symbol FPI. The Preferred Shares of the Fund are not listed on a national stock exchange.

Shareholders of record on the Record Date are entitled to one vote for each Share the shareholder owns and a proportionate fractional vote for any fraction of a Share the shareholder owns. To the knowledge of the Board of Trustees, as of April 18, 2007, no single shareholder or "group" (as that term is used in Section 13(d) of the Securities Exchange Act of 1934 (the "1934 Act")) beneficially owned more than 5% of the Fund's outstanding Shares. Information as to beneficial ownership is based on reports filed with the Securities and Exchange Commission ("SEC") by such holders as of April 18, 2007.

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In order that your Shares may be represented at the Meeting, you are requested to:

o indicate your instructions on the proxy card; o date and sign the proxy

- card;
- o mail the proxy card promptly in the enclosed envelope which requires no postage if mailed in the continental United States; and
  - o allow sufficient time for the proxy to be received BY 5:00 P.M. EASTERN TIME, on THURSDAY, MAY 10, 2007.

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PROPOSAL: ELECTION OF TRUSTEES

The Proposal relates to the election of Trustees of the Fund. Management proposes the election of five Trustees: James A. Bowen, Richard E. Erickson, Thomas R. Kadlec, Robert F. Keith and Niel B. Nielson. Each Trustee has indicated his willingness to continue to serve if elected. If elected, each nominee will hold office for the term specified below or until his successor is elected and qualified, or until he resigns, retires or is otherwise removed. Each nominee's term is in accordance with the structure of the staggered Board of the Fund, pursuant to an amendment to the Fund's By-Laws, which was approved by the Board of the Fund on December 10, 2006. As a result of the amendment to the Fund's By-Laws, three classes of Trustees were established: Class I Trustees serve for a term of one year, Class II Trustees serve for a term of two years and Class III Trustees serve for a term of three years. As a result of the establishment by the Fund of a staggered Board, a change in the majority of a Fund's Board of Trustees may be delayed, which may limit the ability of certain entities or persons to acquire control of the Fund.

Each of the nominees was elected to the Fund's Board by the Fund's initial shareholder on the Fund's organizational date, except for Trustee Keith, who was appointed to the Board of the Fund on June 12, 2006 by the Trustees.

For the Fund:

- i. Three (3) Trustees are to be elected by holders of common and Preferred Shares of the Fund, voting together as a single class. Trustee Erickson is a nominee for election as a Class II Trustee by holders of common and Preferred Shares of the Fund for a two-year term; Trustees Bowen and Nielson are nominees for election as Class III Trustees by holders of common and Preferred Shares of the Fund for three-year terms. On April 16, 2007, common shareholders of the Fund at an Annual Meeting of the common shareholders of the Fund, voted to approve each of the nominees for election; and
- ii. Two (2) Trustees are to be elected by holders of Preferred Shares of the Fund, voting as a single class. Trustee Keith is a nominee for election as a Class I Trustee by holders of Preferred Shares of the Fund for a one-year term; and Trustee Kadlec is a nominee for election as a Class II Trustee by holders of Preferred Shares of the Fund for a two-year term.

Required Vote: The Trustees, including those who are not "interested persons" of the Fund ("Independent Trustees") as that term is defined in the Investment Company Act of 1940, as amended (the "1940 Act"), shall be elected by the affirmative vote of the holders of a plurality of the Shares of the Fund cast in person or by proxy and entitled to vote thereon, provided a quorum is present. Abstentions and broker "non-votes" will have no effect on the approval of the proposal. Proxies cannot be voted for a greater number of persons than the number of nominees named.

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Unless you give contrary instructions on the enclosed proxy card, your Shares will be voted FOR the election of the nominees listed if your proxy card has been properly executed and timely received by the Fund. If any of the nominees should withdraw or otherwise become unavailable for election, your Shares will be voted FOR such other nominee or nominees as management may recommend.

THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE PROPOSAL.

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ADDITIONAL INFORMATION

MANAGEMENT OF THE FUND

The management of the Fund, including general supervision of the duties performed for the Fund under the investment management agreement between the Fund and the Adviser, is the responsibility of the Board of Trustees. There are five Trustees of the Fund, one of whom is an "interested person" (as the term "interested person" is defined in the 1940 Act) and four of whom are Independent Trustees. During the past five years, no Independent Trustee has been a trustee, director or employee of, or consultant to, the Adviser, the sub-adviser described below under "INVESTMENT ADVISER, SUB-ADVISER AND ADMINISTRATOR," or any of their affiliates. The Trustees of the Fund set broad policies for the Fund, choose the Fund's officers, and hire the Fund's investment adviser and sub-adviser. The officers of the Fund manage the day-to-day operations and are responsible to the Fund's Board of Trustees. The following is a list of Trustees and officers of the Fund and a statement of their present positions, principal occupations during the past five years, the number of portfolios the Trustees oversee, and the other directorships the Trustees hold, if applicable.

BOARD NOMINEES

Interested Trustee

NAME, ADDRESS, AND DATE OF BIRTH	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (2)	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS	NUMBER OF PORTFOLIOS FUNDS COM OVERSEEN TRUSTEE
James A. Bowen(1) 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 9/55	President, Chairman of the Board, Chief Executive Officer and Trustee	Class III  Since Inception	President, First Trust Advisors L.P. and First Trust Portfolios L.P.; Chairman of the Board, BondWave LLC and Stonebridge Advisors LLC	33

Independent Trustees

Richard E. Erickson c/o First Trust Advisors L.P.	Trustee	Class II	Physician; President, Wheaton Orthopedics; Co-owner and Co-Director, Sports	33
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1001 Warrenville Road  
Suite 300  
Lisle, IL 60532  
DOB: 4/51

Since  
Inception

Med Center for  
Fitness; Limited  
Partner, Gundersen  
Real Estate Partnership

Thomas R. Kadlec  
c/o First Trust  
Advisors L.P.  
1001 Warrenville Road  
Suite 300  
Lisle, IL 60532  
DOB: 11/57

Trustee

Class II

Since  
Inception

President, ADM  
Derivatives, Inc.  
(May 2005 to present);  
Vice President and  
Chief Financial  
Officer, ADM Investor  
Services, Inc.  
(Futures Commission  
Merchant) (1990 to  
present); Registered  
Representative,  
Segerdahl & Company,  
Inc., a NASD member

33

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NAME, ADDRESS, AND DATE OF BIRTH	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (2)	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS	NUMBER OF PORTFOLIO FUND COM OVERSEEN TRUSTEE
Robert F. Keith c/o First Trust Advisors L.P. 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 11/58	Trustee	Class I  Since Inception	(Broker-Dealer) (2000 to present) President, Hibs Enterprises (Financial and Management Consulting) (2003 to present); Aramark Service Master Management (2001 to 2003); President and Chief Operating Officer, Service Master Management Services (1998 to 2003)	25
Niel B. Nielson c/o First Trust Advisors L.P. 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 3/54	Trustee	Class III  Since Inception	President, Covenant College (June 2002 to present); Associate Pastor, College Church in Wheaton (1997 to June 2002)	33

Officers

Mark R. Bradley  
1001 Warrenville Road

Treasurer,  
Controller,

Indefinite

Chief Financial Officer,  
First Trust Advisors  
L.P. and First Trust

N/A

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Suite 300 Lisle, IL 60532 DOB: 11/57	Chief Financial Officer and Chief Accounting Officer	Since Inception	Portfolios L.P.; Chief Financial Officer, BondWave LLC and Stonebridge Advisors LLC	
Kelley Christensen 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 9/70	Vice President	Indefinite  Since December 2006	Assistant Vice President, First Trust Portfolios L.P. and First Trust Advisors L.P.	N/A
James M. Dykas 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 1/66	Assistant Treasurer	Indefinite  Since Inception	Vice President, First Trust Advisors L.P. and First Trust Portfolios L.P. (January 2005 to present); Executive Director of Van Kampen Asset Management and Morgan Stanley Investment Management (1999 to January 2005)	N/A
Christopher Fallow 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 4/79	Assistant Vice President	Indefinite  Since December 2006	Assistant Vice President, First Trust Advisors L.P. (Since January 2005); Municipal Bond Trader, BondWave LLC (July 2001 to January 2005)	N/A
W. Scott Jardine 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 5/60	Secretary and Chief Compliance Officer ("CCO")	Indefinite  Secretary and CCO Since Inception	General Counsel, First Trust Advisors L.P. and First Trust Portfolios L.P.; Secretary, BondWave LLC and Stonebridge Advisors LLC	N/A

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NAME, ADDRESS, AND DATE OF BIRTH	POSITION(S) HELD WITH FUND	TERM OF OFFICE AND LENGTH OF TIME SERVED (2)	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS	NUMBER OF PORTFOLIO FUND COM OVERSEEN TRUSTEE
Daniel J. Lindquist 1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 2/70	Vice President	Indefinite  Since Inception	Senior Vice President, First Trust Advisors L.P. and First Trust Portfolios L.P. (September 2005 to Present); Vice President, First Trust Advisors L.P. and First	N/A

			Trust Portfolios L.P. (April 2004 to September 2005); Chief Operating Officer, Mina Capital Management, LLC (January 2004 to April 2004); Chief Operating Officer, Samaritan Asset Management Services, Inc. (April 2000 to January 2004)	
Kristi A. Maher	Assistant Secretary	Indefinite	Assistant General Counsel, First Trust Advisors L.P. and First Trust Portfolios L.P. (March 2004 to present); Associate, Chapman and Cutler LLP (1995-2004)	N/A
1001 Warrenville Road Suite 300 Lisle, IL 60532 DOB: 12/66		Since Inception		

- (1) Mr. Bowen is deemed an "interested person" of the Fund due to his position as President of First Trust Advisors L.P., investment adviser of the Fund
- (2) On December 10, 2006, the Fund's Nominating and Governance Committee and Board approved the implementation of a staggered Board, which required certain amendments to the Fund's By-Laws. If approved by shareholders, Robert F. Keith, as a Class I Trustee, would serve a one-year term for the Fund, Richard E. Erickson and Thomas R. Kadlec, as Class II Trustees, would each serve a two-year term for the Fund, and James A. Bowen and Niel B. Nielson, as Class III Trustees, would each serve a three-year term for the Fund. Officers of the Fund have an indefinite term.

In addition to the Fund, the First Trust Fund Complex includes: First Defined Portfolio Fund, LLC, an open-end management investment company with 8 portfolios advised by First Trust Advisors; Macquarie/First Trust Global Infrastructure/Utilities Dividend & Income Fund, Energy Income and Growth Fund, First Trust/Fiduciary Asset Management Covered Call Fund, First Trust/Aberdeen Global Opportunity Income Fund, First Trust/FIDAC Mortgage Income Fund, First Trust Strategic High Income Fund, First Trust Strategic High Income Fund II, First Trust Strategic High Income Fund III, First Trust/Aberdeen Emerging Opportunity Fund, First Trust Value Line(R) 100 Fund, First Trust/Four Corners Senior Floating Rate Income Fund and First Trust/Four Corners Senior Floating Rate Income Fund II, closed-end funds advised by First Trust Advisors; and First Trust Exchange-Traded Fund, an open-end investment company and an exchange-traded index fund with 12 operating portfolios advised by First Trust Advisors.

Messrs. Bowen, Erickson, Kadlec and Nielson are Trustees of First Defined Portfolio Fund, LLC; Messrs. Bowen, Erickson, Kadlec, Keith and Nielson are Trustees of Macquarie/First Trust Global Infrastructure/Utilities Dividend & Income Fund, Energy Income and Growth Fund, First Trust/Fiduciary Asset Management Covered Call Fund, First Trust/Aberdeen Global Opportunity Income Fund, First Trust/FIDAC Mortgage Income Fund, First Trust Strategic High Income Fund, First Trust Strategic High Income Fund II, First Trust Strategic High Income Fund III, First Trust/Aberdeen Emerging Opportunity Fund, First Trust Value Line(R) 100 Fund, First Trust/Four Corners Senior Floating Rate Income Fund, First Trust/Four Corners Senior Floating Rate Income Fund II and First Trust Exchange-Traded Fund. During the past five years, none of the Independent Trustees, or any of their immediate family members, has ever been a director, officer, general partner or employee of, or consultant to, First Trust Advisors, First Trust Portfolios L.P., any sub-adviser or any of their affiliates.

In addition, Mr. Bowen, chief executive officer of the Fund, and the other officers of the Fund, hold the same positions with First Defined Portfolio Fund, LLC, Macquarie/First Trust Global Infrastructure/Utilities Dividend & Income Fund, Energy Income and Growth Fund, First Trust/Fiduciary Asset Management Covered Call Fund, First Trust/Aberdeen Global Opportunity Income Fund, First Trust/FIDAC Mortgage Income Fund, First Trust Strategic High Income Fund, First Trust Strategic High Income Fund II, First Trust Strategic High Income Fund III, First Trust/Aberdeen Emerging Opportunity Fund, First Trust Value Line(R) 100 Fund, First Trust/Four Corners Senior Floating Rate Income Fund, First Trust/Four Corners Senior Floating Rate Income Fund II and First Trust Exchange-Traded Fund, as they hold with the Fund, except for Christopher Fallow, who is not an officer of First Defined Portfolio Fund, LLC, First Trust Exchange-Traded Fund or First Trust Value Line 100(R) Fund.

BENEFICIAL OWNERSHIP OF SHARES HELD IN THE FUND BY EACH NOMINEE FOR ELECTION AS TRUSTEE

The table below sets forth the dollar range and number of equity securities beneficially owned by the Trustees in the Fund and the total of all funds in the First Trust Fund Complex, including the Fund, as of December 31, 2006:

DOLLAR RANGE OF EQUITY SECURITIES IN THE FUND (NUMBER OF SHARES HELD)				
	INTERESTED TRUSTEE	INDEPENDENT TRUSTEES		
	James A. Bowen	Richard E. Erickson	Thomas R. Kadlec	Robert F. Keith
FUND				
FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND	\$0 (0 Shares)	\$0 (0 Shares)	\$0 (0 Shares)	\$0 (0 Shares)
AGGREGATE DOLLAR RANGE OF EQUITY SECURITIES IN ALL REGISTERED INVESTMENT COMPANIES OVERSEEN BY TRUSTEE IN FUND COMPLEX (NUMBER OF SHARES HELD)	Over \$100,000 (11,750 Shares)	\$50,001-\$100,000 (4,367 Shares)	Over \$100,000 (9,249 Shares)	Over \$100,000 (5,418 Shares)

As of December 31, 2006, the Independent Trustees and their immediate family members did not own, beneficially or of record, any class of securities of First Trust Advisors or any sub-adviser or principal underwriter of the Fund or any person, other than a registered investment company, directly or indirectly controlling, controlled by, or under common control with First Trust Advisors or any sub-adviser or principal underwriter of the Fund, nor, since the

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beginning of the most recently completed fiscal year of the Fund, did any Independent Trustee purchase or sell securities of First Trust Advisors, any sub-adviser or their parents or subsidiaries.

James A. Bowen sold three limited partnership units of Grace Partners of DuPage L.P., the limited partner of First Trust Advisors, on May 31, 2006 for a price of \$750,000 per unit, for an aggregate purchase price of \$2,250,000.

As of December 31, 2006, the Trustees and Fund officers as a group beneficially owned 34,119 shares of the funds in the First Trust Fund Complex (less than 1% of the shares outstanding). As of December 31, 2006, the Trustees and Fund officers as a group beneficially owned none of the Shares of the Fund.

COMPENSATION

Effective January 1, 2007, the Trustees approved a revised compensation plan. Under the revised plan, each Trustee who is not an officer or employee of First Trust Advisors, any sub-adviser or any of their affiliates is paid an annual retainer of \$10,000 per investment company for the first 14 investment companies in the First Trust Fund Complex and an annual retainer of \$7,500 per investment company for each subsequent investment company added to the First Trust Fund Complex. The annual retainer is allocated equally among each of the investment companies. No additional meeting fees are paid in connection with board or committee meetings. Additionally, Mr. Kadlec is paid \$10,000 annually to serve as the Lead Trustee and Mr. Nielson is paid \$5,000 annually to serve as Chairman of the Audit Committee, with such compensation paid by the investment companies in the First Trust Fund Complex and divided among those investment companies. Trustees are also reimbursed by the investment companies in the First Trust Fund Complex for travel and out-of-pocket expenses in connection with all meetings. The Trustees adopted the revised plan because the increase in the number of funds in the First Trust Fund Complex had the effect of rapidly increasing their compensation under the previous arrangements. Prior to January 1, 2007, the Fund paid each Trustee who is not an officer or employee of First Trust Advisors, any sub-adviser or any of their affiliates an annual retainer of \$10,000, which included compensation for all board and committee meetings. The Board of Trustees of the Fund held five meetings during the fiscal year ended October 31, 2006. Each of the Trustees attended all of the meetings of the Board of Trustees of the Fund. The aggregate fees and expenses to be paid to the Trustees by the Fund for the fiscal year ended October 31, 2006 (including reimbursement for travel and out-of-pocket expenses) amounted to \$10,041.

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The following table sets forth certain information regarding the compensation of the Fund's Trustees. The Fund has no retirement or pension plan.

TRUSTEE COMPENSATION				
	INTERESTED TRUSTEE	INDEPENDENT TRUSTEES		
	James A. Bowen	Richard E. Erickson	Thomas R. Kadlec	Niel B. Nielson
FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND (1)	\$0	\$9,833	\$9,833	\$9,833

TOTAL COMPENSATION	\$0	\$148,538	\$153,538	\$148,538
FROM THE FUND COMPLEX((2))				

- (1) The Fund commenced operations during its fiscal year, and as a result, aggregate fees and expenses (excluding reimbursement for travel and out-of-pocket expenses) paid to the Trustees have been estimated to reflect payments for the current fiscal year.
- (2) For year ended December 31, 2006.

The total compensation paid to Messrs. Erickson, Kadlec, Keith and Nielson, Independent Trustees of each fund in the First Trust Fund Complex, includes compensation for their services as Trustees to First Defined Portfolio Fund, LLC, Macquarie/First Trust Global Infrastructure/Utilities Dividend & Income Fund, Energy Income and Growth Fund, First Trust/Fiduciary Asset Management Covered Call Fund, First Trust/Aberdeen Global Opportunity Income Fund, First Trust/FIDAC Mortgage Income Fund, First Trust Strategic High Income Fund, First Trust Strategic High Income Fund II, First Trust/Aberdeen Emerging Opportunity Fund, First Trust Value Line(R) 100 Fund, First Trust Value Line(R) Dividend Fund, First Trust/Four Corners Senior Floating Rate Income Fund, First Trust Value Line(R) & Ibbotson Equity Allocation Fund, First Trust/Four Corners Senior Floating Rate Income Fund II, First Trust Exchange-Traded Fund and the Fund, except for Mr. Keith, whose total compensation does not include compensation from First Defined Portfolio Fund, LLC.

The officers and the interested Trustee of the Fund receive no compensation from the Fund for serving in such capacity.

COMMITTEES

AUDIT COMMITTEE

The Board of Trustees has an Audit Committee, which consists of Messrs. Erickson, Kadlec, Keith and Nielson, all of whom are "independent" as defined in the listing standards of the American Stock Exchange and the New York Stock Exchange. Mr. Kadlec and Mr. Keith serve as Audit Committee Financial Experts. The Audit Committee is responsible for overseeing the Fund's accounting and financial reporting process, the system of internal controls, audit process and evaluating and appointing the independent registered public accounting firm (subject also to Board approval). For the fiscal year ended October 31, 2006, the Audit Committee met two times for the Fund. Each of the Trustees attended all of the meetings of the Audit Committee of the Board of Trustees of the Fund.

In carrying out its responsibilities, the Audit Committee pre-approves all audit services for the Fund and permitted non-audit services (including the fees and terms thereof) to be performed for the Fund and the Adviser by Deloitte & Touche LLP ("Deloitte & Touche"), the Fund's independent registered public accounting firm ("independent auditors"). The Chairman of the Audit Committee is authorized to give such pre-approvals on behalf of the Audit Committee for engagements of less than \$25,000. Any decisions by the Chairman to grant pre-approvals are reported to the full Audit Committee at the next regularly scheduled meeting.

AUDIT COMMITTEE REPORT

The role of the Audit Committee is to assist the Board of Trustees in its oversight of the Fund's accounting and financial reporting process. The Audit Committee operates pursuant to a charter (the "Charter") that was most recently reviewed and approved by the Board of Trustees on December 10, 2006, a copy of which is attached as Exhibit A hereto, and is available on the Fund's website located at <http://www.ftportfolios.com>. As set forth in the Charter, management of the Fund is responsible for maintaining appropriate systems for accounting and internal controls and the audit process. The Fund's independent auditors are responsible for planning and carrying out proper audits of the Fund's financial statements and expressing an opinion as to its conformity with accounting principles generally accepted in the United States of America.

In performing its oversight function, the Audit Committee reviewed and discussed with management and the independent auditors, Deloitte & Touche, the audited financial statements of the Fund for the fiscal year ended October 31, 2006 at a meeting held on December 10, 2006 and discussed the audit of such financial statements with the independent auditors and management.

In addition, the Audit Committee discussed with the independent auditors the accounting principles applied by the Fund and such other matters brought to the attention of the Audit Committee by the independent auditors required by Statement on Auditing Standards No. 61, Communications with Audit Committees, as currently modified or supplemented. The Audit Committee also received from the independent auditors the written disclosures and letter required by Independent Standards Board Standard No. 1, Independence Discussions with Audit Committees, delineating relationships between the independent auditors and the Fund and discussed the impact that any such relationships may have on the objectivity and independence of the independent auditors.

The members of the Fund's Audit Committee are not full-time employees of the Fund and are not performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. Members of the Fund's Audit Committee necessarily rely on the information provided to them by Fund management and the independent auditors. Accordingly, the Audit Committee's considerations and discussions referred to above do not assure that the audit of the Fund's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that the independent auditors are in fact "independent."

Based on its consideration of the Fund's audited financial statements and the discussions referred to above with Fund management and Deloitte & Touche, and subject to the limitations on the responsibilities and role of the Audit Committee as set forth in the Charter and discussed above, the Audit Committee recommended to the Board the inclusion of the Fund's audited financial statements for the year ended October 31, 2006 in its Annual Report dated October 31, 2006.

Submitted by the Audit Committee of the Fund:  
Richard E. Erickson  
Thomas R. Kadlec  
Robert F. Keith  
Niel B. Nielson

INDEPENDENT AUDITORS' FEES

Deloitte & Touche has been selected to serve as the independent auditors for the Fund for the fiscal year ending October 31, 2007. Deloitte & Touche acted as the independent auditors for the Fund for the fiscal year ended October 31, 2006. Deloitte & Touche has advised the Fund that, to the best of its knowledge and belief, Deloitte & Touche professionals did not have any direct or material indirect ownership interest in the Fund inconsistent with independent professional standards pertaining to independent registered public accounting firms. It is expected that representatives of Deloitte & Touche will be present at the Meeting to answer any questions that may arise and will have the opportunity to make a statement if they desire to do so. In reliance on Rule 32a-4 under the 1940 Act, the Fund is not seeking shareholder ratification of the selection of Deloitte & Touche as independent auditors.

Set forth in the table below are fees billed by Deloitte & Touche to the Fund and the Adviser for the period since the Fund's inception of June 27, 2006 through October 31, 2006:

	AUDIT FEES 2006	AUDIT RELATED FEES 2006	TAX FEES 2006	ALL OTHER FEES 2006
First Trust Tax-Advantaged Preferred Income Fund	\$35,000	\$0	\$0	\$0
First Trust Advisors	N/A	\$0	\$0	\$0

Set forth in the table below are the aggregate non-audit fees shown in the previous table billed by Deloitte & Touche to the Fund and the Adviser for the period since the Fund's inception of June 27, 2006 through October 31, 2006:

AGGREGATE NON-AUDIT FEES	
	2006
First Trust Tax-Advantaged Preferred Income Fund	\$0
First Trust Advisors	\$25,000

Pursuant to its charter, amended as of December 10, 2006, and its Audit and Non-Audit Services Pre-Approval Policy, amended as of March 12, 2007, the Audit Committee of the Fund is responsible for the pre-approval of all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Fund by its independent auditors. The Chairman of the Audit Committee is authorized to give such pre-approvals on behalf of the Audit Committee up to \$25,000 and report any such pre-approval to the full Audit Committee.

The Audit Committee is also responsible for the pre-approval of the independent auditor's engagements for non-audit services with the Fund's Adviser



(not including a sub-adviser whose role is primarily portfolio management and is sub-contracted or overseen by another investment adviser) and any entity controlling, controlled by or under common control with the Adviser that provides ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund, subject to the de minimis exceptions for non-audit services described in Rule 2-01 of Regulation S-X.

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If the independent auditor has provided non-audit services to the Fund's Adviser (other than any sub-adviser whose role is primarily portfolio management and is sub-contracted with or overseen by another investment adviser) and any entity controlling, controlled by or under common control with the Adviser that provides ongoing services to the Fund that were not pre-approved pursuant to its policies, the Audit Committee will consider whether the provision of such non-audit services is compatible with the auditor's independence.

None of the Audit Fees, Audit Related Fees, Tax Fees, and All Other Fees and Aggregate Non-Audit Fees for the Fund and the Adviser disclosed in the tables previously set forth that were required to be pre-approved by the Audit Committee pursuant to its pre-approval policies were pre-approved by the Audit Committee pursuant to the pre-approval exceptions included in Regulation S-X.

The Audit Committee of the Fund has determined that the provision of non-audit services that were rendered to the Fund's Adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the Adviser that provides ongoing services to the Fund that were not pre-approved pursuant to paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

#### OTHER COMMITTEES

The Board of Trustees of the Fund has three other standing committees: the Executive Committee (Dividend and Pricing Committee), the Nominating and Governance Committee and the Valuation Committee. The Executive Committee, which meets between Board meetings, is authorized to exercise all powers of and to act in the place of the Board of Trustees to the extent permitted by the Fund's Declaration of Trust and By-Laws. The members of the Executive Committee also serve as a special committee of the Board of Trustees known as the Dividend and Pricing Committee which is authorized to exercise all of the powers and authority of the Board in respect of the declaration and setting of dividends and the issuance and sale, through an underwritten public offering, of the Shares of the Fund and all other such matters relating to such financing, including determining the price at which such Shares are to be sold and approval of the final terms of the underwriting agreement, including approval of the members of the underwriting syndicate. Messrs. Bowen and Kadlec are members of the Executive Committee. The Executive Committee serving as the Dividend and Pricing Committee for the Fund met a total of two times during the fiscal year ended October 31, 2006. The Fund's Executive Committee met to authorize the Fund's dividend declarations and to authorize the initial public offering of the Fund.

The Fund's Nominating and Governance Committee (the "Committee") is composed entirely of Independent Trustees who are also "independent directors" within the meaning of the listing standards of the American and New York Stock Exchanges. Messrs. Erickson, Kadlec, Keith and Nielson are members of the Committee. The purpose of the Committee is to oversee matters related to the nomination of trustees and, as necessary, the corporate governance of the Fund. The Committee is responsible for, among other things, seeking, identifying and nominating qualified candidates for election or appointment as trustees in the

event of a vacancy, consistent with criteria approved by the Board, for the next annual meeting of shareholders; evaluating Board performance and processes; reviewing Board committee assignments; and, to the extent necessary or desirable, establishing corporate governance guidelines and procedures. The Committee operates under a written charter adopted and approved by the Board,

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copy of which is available on the Fund's website at [www.ftportfolios.com](http://www.ftportfolios.com). During the fiscal year ended October 31, 2006, the Committee for the Fund met two times.

If there is no vacancy on the Board, the Board will not actively seek recommendations from other parties, including shareholders. When a vacancy on the Board occurs, the Committee may seek recommendations for candidates from those sources it deems appropriate in its discretion, including shareholders of the Fund. The Committee may retain a search firm to identify candidates.

Any proposal to elect any person nominated by shareholders for election as trustee may only be brought before an annual meeting of the Fund if timely written notice (the "Shareholder Notice") is provided to the Secretary of the Fund. In accordance with the advance notice provisions included in the Fund's By-Laws, unless a greater or lesser period is required under applicable law, to be timely, the Shareholder Notice must be delivered to or mailed and received at the Fund's address, 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, Attn: W. Scott Jardine, not later than the close of business on the forty-fifth (45th) day nor earlier than the close of business on the sixtieth (60th) day prior to the first anniversary date of the date of the release of the proxy statement for the preceding year's annual meeting of shareholders; provided, however, if and only if the annual meeting is not scheduled to be held within a period that commences thirty (30) days before the first anniversary date of the annual meeting for the preceding year and ends thirty (30) days after such anniversary date (an annual meeting date outside such period being referred to herein as an "Other Annual Meeting Date"), such Shareholder Notice must be given in the manner provided herein by the later of the close of business on (i) the date forty-five (45) days prior to such Other Annual Meeting Date or (ii) the tenth (10th) business day following the date such Other Annual Meeting Date is first publicly announced or disclosed.

Any shareholder submitting a nomination of any person or persons (as the case may be) for election as a trustee or trustees of the Fund shall deliver, as part of such Shareholder Notice: (i) a statement in writing setting forth: (A) the name, age, date of birth, business address, residence address and nationality of the person or persons to be nominated; (B) the class or series and number of all shares of the Fund owned of record or beneficially by each such person or persons, as reported to such shareholder by such nominee(s); (C) any other information regarding each such person required by paragraphs (a), (d), (e) and (f) of Item 401 of Regulation S-K or paragraph (b) of Item 22 of Rule 14a-101 (Schedule 14A) under the 1934 Act (or any successor provision thereto); (D) any other information regarding the person or persons to be nominated that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitation of proxies for election of trustees or directors pursuant to Section 14 of the 1934 Act and the rules and regulations promulgated thereunder; and (E) whether such shareholder believes any nominee is or will be an "interested person" of the Fund (as defined in the 1940 Act) and, if not an "interested person," information regarding each nominee that will be sufficient for the Fund to make such determination; and (ii) the written and signed consent of any person nominated to be named as a nominee and to serve as a trustee if elected. In addition, the Trustees may require any proposed nominee to furnish such other information as they may reasonably require or deem necessary to determine the eligibility of such proposed nominee to serve as a trustee.

Without limiting the foregoing, any shareholder who gives a Shareholder Notice of any matter proposed to be brought before a shareholder meeting (whether or not involving nominees for trustees) shall deliver, as part of such Shareholder Notice: (i) the description of and text of the proposal to be

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presented; (ii) a brief written statement of the reasons why such shareholder favors the proposal; (iii) such shareholder's name and address as they appear on the Fund's books; (iv) any other information relating to the shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with the solicitation of proxies with respect to the matter(s) proposed pursuant to Section 14 of the 1934 Act; (v) the class or series and number of all shares of the Fund owned beneficially and of record by such shareholder; (vi) any material interest of such shareholder in the matter proposed (other than as a shareholder); (vii) a representation that the shareholder intends to appear in person or by proxy at the shareholder meeting to act on the matter(s) proposed; (viii) if the proposal involves nominee(s) for trustees, a description of all arrangements or understandings between the shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by the shareholder; and (ix) in the case of a shareholder (a "Beneficial Owner") that holds shares entitled to vote at the meeting through a nominee or "street name" holder of record, evidence establishing such Beneficial Owner's indirect ownership of, and entitlement to vote, shares at the meeting of shareholders. Shares "beneficially owned" means all shares which such person is deemed to beneficially own pursuant to Rules 13d-3 and 13d-5 under the 1934 Act.

If a recommendation is received with satisfactorily completed information regarding a candidate during a time when a vacancy exists on the Board or during such other time as the Committee is accepting recommendations, the recommendation will be forwarded to the Chairman of the Committee and outside counsel to the Independent Trustees. Recommendations received at any other time will be kept on file until such time as the Committee is accepting recommendations at which point they may be considered for nomination.

In recruiting new trustees, the Committee seeks to recruit and retain qualified independent trustees of high integrity, whose skills and experience will enhance the Board's ability to effectively represent the interests of the Fund's shareholders and oversee the wide range of regulatory and business issues affecting the Fund. A candidate for trustee must meet certain basic requirements, including relevant skills and experience, time availability and if qualifying as a non-"interested person" candidate, independence from the Fund, investment adviser or other service providers. The qualifications of a particular candidate, however, may vary depending on the current composition of the Board and the mix of skills and backgrounds of the incumbent trustees since the Committee seeks to establish an effective Board with an appropriate range of skills and experience, in the aggregate. In addition to relevant skills and experience, all candidates must possess high standards of personal integrity that are assessed on the basis of personal interviews, recommendations, or direct knowledge by Committee members. The review process may include, without limitation, personal interviews, background checks, written submissions by the candidates and third party references. Under no circumstances shall the Committee evaluate persons recommended by a shareholder of the Fund on a basis substantially different than that used for other persons recommended for the same election or appointment of trustees. The Committee reserves the right to make the final selection regarding the nomination of any trustees.

The Valuation Committee is responsible for the oversight of valuation procedures of the Fund. Messrs. Erickson, Kadlec, Keith and Nielson are members of the Valuation Committee. The Valuation Committee for the Fund met a total of

two times during the fiscal year ended October 31, 2006.

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#### ATTENDANCE AT THE ANNUAL SHAREHOLDER MEETING

The policy of the Board is to have as many Trustees as possible in attendance at the annual meeting of shareholders. The policy of the Nominating and Governance Committee relating to attendance by Trustees at annual meetings is contained in the Fund's Nominating and Governance Committee Charter, which is available on the Fund's website located at [www.ftportfolios.com](http://www.ftportfolios.com).

#### INVESTMENT ADVISER, SUB-ADVISER AND ADMINISTRATOR

First Trust Advisors L.P., 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, serves as the Fund's investment adviser. Stonebridge Advisors LLC, 187 Danbury Road, Wilton, Connecticut 06897, serves as the investment sub-adviser to the Fund and is an affiliate of First Trust Advisors L.P.

PFPC acts as the Fund's administrator and accounting agent and is located at 4400 Computer Drive, Westborough, Massachusetts 01581. PFPC is a leading provider of full service mutual fund shareholder and record keeping services. In addition to its mutual fund transfer agent and record keeping service, PFPC provides other services through its own subsidiary business units.

#### SECTION 30(h) AND SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 30(h) of the 1940 Act and Section 16(a) of the 1934 Act require the Fund's officers and Trustees, certain persons affiliated with First Trust Advisors and any sub-adviser and persons who beneficially own more than 10% of the Fund's Shares to file reports of ownership and changes of ownership with the SEC, the American Stock Exchange or the New York Stock Exchange, as applicable, and to furnish the Fund with copies of all Section 16(a) forms they file. Based solely upon a review of copies of such forms received by the Fund and certain written representations, the Fund believes that during the fiscal year ended October 31, 2006, all such filing requirements applicable to such persons were met except as noted below. On November 15, 2006, First Trust Advisors made a late Form 3 filing for the Fund on behalf of Joseph McDermott. Mr. McDermott became Chief Compliance Officer of First Trust Advisors on July 10, 2006. Upon discovery of this oversight, a Form 3 was filed on Mr. McDermott's behalf for the Fund on November 15, 2006. In the late Form 3 filing mentioned above, no person was purchasing or selling Shares of the Fund.

#### SHAREHOLDER PROPOSALS

To be considered for presentation at the Annual Meeting of Shareholders of the Fund to be held in 2008, a shareholder proposal submitted pursuant to Rule 14a-8 of the 1934 Act must be received at the offices of the Fund at 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, not later than November 17, 2007.

The Fund's advance notice provision by-laws require that in order to nominate persons to the Fund's Board or to present a proposal for action by shareholders at an annual meeting of shareholders, a shareholder must provide advance written notice to the Secretary of the Fund, which notice must be delivered to or mailed and received at the Fund's principal executive offices not later than the close of business on the 45th day nor earlier than the close of business on the 60th day prior to the first anniversary date of the Fund's proxy statement released to shareholders for the prior year's annual meeting of

shareholders; provided that in the event that the date of the annual meeting to

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which such shareholder's notice relates is more than 30 days before or more than 30 days after such anniversary date, for notice by the shareholder to be timely it must be so delivered not later than the close of business on the later of the 45th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such annual meeting is first made by the Fund. The shareholder's notice must contain detailed information specified in the Fund's by-laws.

Timely submission of a proposal does not mean that such proposal will be included in a proxy statement.

#### SHAREHOLDER COMMUNICATIONS

Shareholders of the Fund who want to communicate with the Board of Trustees or any individual Trustee should write the Fund to the attention of the Fund Secretary, W. Scott Jardine. The letter should indicate that you are a Fund shareholder. If the communication is intended for a specific Trustee and so indicates, it will be sent only to that Trustee. If a communication does not indicate a specific Trustee it will be sent to the chair of the Nominating and Governance Committee and the outside counsel to the Independent Trustees for further distribution as deemed appropriate by such persons.

#### FISCAL YEAR

The fiscal year end for the Fund was October 31, 2006.

#### ANNUAL REPORT DELIVERY

Annual reports will be sent to shareholders of record of the Fund following the Fund's fiscal year end. The Fund will furnish, without charge, a copy of its annual report and/or semi-annual report as available upon request. Such written or oral requests should be directed to the Fund at 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532 or by calling (800) 988-5891.

Please note that only one annual report or proxy statement may be delivered to two or more shareholders of the Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual report or proxy statement, or for instructions as to how to request a separate copy of such documents or as to how to request a single copy if multiple copies of such documents are received, shareholders should contact the Fund at the address and phone number set forth above. Pursuant to a request, a separate copy will be delivered promptly.

#### GENERAL

A list of shareholders entitled to be present and to vote at the Meeting will be available at the offices of the Fund, 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, for inspection by any shareholder during regular business hours beginning ten days prior to the date of the Meeting.

Failure of a quorum to be present at the Meeting will necessitate adjournment and will subject the Fund to additional expense. The persons named in the enclosed proxy may also move for an adjournment of the Meeting to permit further solicitation of proxies with respect to the proposal if they determine that adjournment and further solicitation is reasonable and in the best interests of the shareholders. Under the Fund's By-Laws, any meeting of

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shareholders may, by action of the Chairman of the meeting, be adjourned without further notice with respect to one or more matters to be considered at such meeting to a designated time and place, whether or not a quorum is present with respect to such matter.

OTHER MATTERS TO COME BEFORE THE MEETING

No business other than the matters described above is expected to come before the Meeting, but should any other matter requiring a vote of shareholders arise, including any question as to an adjournment or postponement of the Meeting, the persons named on the enclosed proxy card will vote thereon according to their best judgment in the interests of the Fund.

April 23, 2007

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING ARE THEREFORE URGED TO COMPLETE, SIGN, DATE AND RETURN THE PROXY CARD AS SOON AS POSSIBLE IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

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IF YOU NEED ANY ASSISTANCE, HAVE ANY QUESTIONS REGARDING HOW TO VOTE YOUR SHARES OR WISH TO VOTE BY TELEPHONE, PLEASE CALL (877) 456-6399 WEEKDAYS FROM 9:00 A.M. TO 8:00 P.M. EASTERN TIME.  
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EXHIBIT A

AUDIT COMMITTEE CHARTER

I. PURPOSE.

The Audit Committee (the "Committee") is appointed by the Boards of Trustees (the "Boards") of investment companies (the "Funds") advised by First Trust Advisors L.P. ("Fund Management") for the following purposes:

A. to oversee the accounting and financial reporting processes of each Fund and its internal controls and, as the Audit Committee deems appropriate, to inquire into the internal controls of certain third-party service providers;

B. to oversee the quality and integrity of each Fund's financial statements and the independent audit thereof;

C. to oversee, or, as appropriate, assist Board oversight of, each Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal controls and independent audits; and

D. to approve, prior to the appointment, the engagement of each Fund's independent auditor and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Fund's independent auditor.

II. COMMITTEE ORGANIZATION AND COMPOSITION.

A. Size and Membership Requirements

1. The Committee shall be composed of at least three members, all of whom shall be trustees of the Funds. Each member of the Committee, and a Committee chairperson, shall be appointed by the Board on the recommendation of the Nominating and Governance Committee.

2. Each member of the Committee shall be independent of the Fund and must be free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member. With respect to the Funds which are closed-end funds or open-end exchange-traded funds ("ETFs"), each member must meet the independence and experience requirements of the New York Stock Exchange or the American Stock Exchange or the NASDAQ Stock Market (as applicable), and Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10A-3 thereunder, and other applicable rules and regulations of the Securities and Exchange Commission ("SEC"). Included in the foregoing is the requirement that no member of the Committee be an "interested person" of the Funds within the meaning of Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act"), nor shall any Committee member accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Funds (except in the capacity as a Board or committee member).

3. At least one member of the Committee shall have been determined by the Board, exercising its business judgment, to qualify as an "audit committee financial expert" as defined by the SEC.

4. With respect to Funds that are closed-end funds whose shares are listed on the New York Stock Exchange, each member of the Committee shall have been determined by the Board, exercising its business judgment, to be

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"financially literate" as required by the New York Stock Exchange. In addition, at least one member of the Committee shall have been determined by the Board, exercising its business judgment, to have "accounting or financial management expertise," as required by the New York Stock Exchange. Such member may, but need not be, the same person as the Funds' "audit committee financial expert." With respect to Funds that are closed-end funds or ETFs whose shares are listed on the American Stock Exchange or the NASDAQ Stock Market, each member of the Committee shall be able to read and understand fundamental financial statements, including a Fund's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee shall have been determined by the Board, exercising its business judgment, to be "financially sophisticated," as required by the American Stock Exchange and the NASDAQ Stock Market. A member whom the Board determines to be the Fund's "audit committee financial expert" shall be presumed to qualify as financially sophisticated.

5. With respect to Funds that are closed-end funds, Committee members shall not serve simultaneously on the audit committee of more than two public companies, in addition to their service on the Committee.

B. Frequency of Meetings.

The Committee will ordinarily meet once for every regular meeting of the Board. The Committee may meet more or less frequently as appropriate, but no less than twice per year.

C. Term of Office.

Committee members shall serve until they resign or are removed or replaced by the Board.

III. RESPONSIBILITIES.

A. With respect to Independent Auditors:

1. The Committee shall be responsible for the appointment or replacement (subject if applicable, to Board and/or shareholder ratification), compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Funds ("External Auditors"). The External Auditors shall report directly to the Committee.

2. The Committee shall meet with the External Auditors and Fund Management to review the scope, fees, audit plans and staffing of the proposed audits for each fiscal year. At the conclusion of the audit, the Committee shall review such audit results, including the External Auditor's evaluation of the Fund's financial and internal controls, any comments or recommendations of the External Auditors, any audit problems or difficulties and Fund Management's response, including any restrictions on the scope of the External Auditor's activities or on access to requested information, any significant disagreements with Fund Management, any accounting adjustments noted or proposed by the auditor but not made by the Fund, any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement, any significant changes required from the originally planned audit programs and any adjustments to the financial statements recommended by the External Auditors.

3. The Committee shall meet with the External Auditors in the absence of Fund Management, as necessary.

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4. The Committee shall pre-approve all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Fund by its External Auditors. The Chairman of the Committee is authorized to give such pre-approvals on behalf of the Committee, and shall report any such pre-approval to the full Committee.

5. The Committee shall pre-approve the External Auditor's engagements for non-audit services to Fund Management and any entity controlling, controlled by or under common control with Fund Management that provides ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund, subject to the de minimis exceptions for non-audit services described in Rule 2-01 of Regulation S-X. The Chairman of the Committee is authorized to give such pre-approvals on behalf of the Committee, and shall report any such pre-approval to the full Committee.

6. If the External Auditors have provided non-audit services to Fund Management and any entity controlling, controlled by or under common control with Fund Management that provides ongoing services to the Fund that were not



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pre-approved pursuant to the de minimis exception, the Committee shall consider whether the provision of such non-audit services is compatible with the External Auditor's independence.

7. The Committee shall obtain and review a report from the External Auditors at least annually (including a formal written statement delineating all relationships between the auditors and the Fund consistent with Independence Standards Board Standard No. 1 as may be amended, restated, modified or replaced) regarding (a) the External Auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by an inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) the External Auditor's independence, including all relationships between the External Auditors and the Fund and its affiliates; and evaluating the qualifications, performance and independence of the External Auditors, including their membership in the SEC practice section of the AICPA and their compliance with all applicable requirements for independence and peer review, and a review and evaluation of the lead partner, taking into account the opinions of management and discussing such reports with the External Auditors. The Committee shall present its conclusions with respect to the External Auditors to the Board.

8. The Committee shall review reports and other information provided to it by the External Auditors regarding any illegal acts that the External Auditors should discover (whether or not perceived to have a material effect on the Fund's financial statements), in accordance with and as required by Section 10A(b) of the Exchange Act.

9. The Committee shall ensure the rotation of the lead (or concurring) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, and further considering the rotation of the independent auditor firm itself.

10. The Committee shall establish and recommend to the Board for ratification a policy of the Funds with respect to the hiring of employees or former employees of the External Auditors who participated in the audits of the Funds' financial statements.

11. The Committee shall take (and, where appropriate, recommend that the Board take) appropriate action to oversee the independence of the External Auditors.

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12. The Committee shall report regularly to the Board on the results of the activities of the Committee, including any issues that arise with respect to the quality or integrity of the Funds' financial statements, the Funds' compliance with legal or regulatory requirements, the performance and independence of the Funds' External Auditors, or the performance of the internal audit function, if any.

### B. With respect to Fund Financial Statements:

1. The Committee shall meet to review and discuss with Fund Management and the External Auditors the annual audited financial statements of the Funds, major issues regarding accounting and auditing principles and practices, and

the Funds' disclosures under "Management's Discussion and Analysis," and shall meet to review and discuss with Fund Management the semi-annual financial statements of the Funds and the Funds' disclosures under "Management's Discussion and Analysis."

2. The Committee shall review and discuss reports, both written and oral, from the External Auditors or Fund Management regarding (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") for policies and practices that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the External Auditors; (c) other material written communications between the External Auditors and management, such as any management letter or schedule of unadjusted differences; and (d) all non-audit services provided to any entity in the investment company complex (as defined in Rule 2-01 of Regulation S-X) that were not pre-approved by the Committee.

3. The Committee shall review disclosures made to the Committee by the Funds' principal executive officer and principal financial officer during their certification process for the Funds' periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Funds' internal controls.

4. The Committee shall discuss with the External Auditors the matters required to be discussed by Statement of Auditing Standards ("SAS") No. 90, Audit Committee Communications (which amended SAS No. 61, Communication with Audit Committees), that arise during the External Auditor's review of the Funds' financial statements.

5. The Committee shall review and discuss with management and the External Auditors (a) significant financial reporting issues and judgments made in connection with the preparation and presentation of the Funds' financial statements, including any significant changes in the Funds' selection or application of accounting principles and any major issues as to the adequacy of the Funds' internal controls and any special audit steps adopted in light of material control deficiencies, and (b) analyses prepared by Fund Management or the External Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

6. The Committee shall review and discuss with management and the External Auditors the effect of regulatory and accounting initiatives on the Funds' financial statements.

7. The Committee shall discuss with Fund Management the Funds' press releases regarding financial results and dividends, as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made. The

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Chairman of the Committee shall be authorized to have these discussions with Fund Management on behalf of the Committee, and shall report to the Committee

regarding any such discussions.

8. The Committee shall discuss with Fund Management the Funds' major financial risk exposures and the steps Fund Management has taken to monitor and control these exposures, including the Funds' risk assessment and risk management policies and guidelines. In fulfilling its obligations under this paragraph, the Committee may, as applicable, review in a general manner the processes other Board committees have in place with respect to risk assessment and risk management.

C. With respect to serving as a Qualified Legal Compliance Committee:

I. The Committee shall serve as the Funds' "qualified legal compliance committee" ("QLCC") within the meaning of the rules of the SEC and, in that regard, the following shall apply.

i. The Committee shall receive and retain, in confidence, reports of evidence of (a) a material violation of any federal or state securities laws, (b) a material breach of a fiduciary duty arising under any federal or state laws or (c) a similar material violation of any federal or state law by a Fund or any of its officers, trustees, employees or agents (a "Report of Material Violation"). Reports of Material Violation may be addressed to the Funds, attention W. Scott Jardine, at the address of the principal offices of the Funds, which currently is 1001 Warrenville Road, Suite 300, Lisle, Illinois 60532, who shall forward the Report of Material Violation to the Committee.

ii. Upon receipt of a Report of Material Violation, the Committee shall (a) inform the Fund's chief legal officer and chief executive officer (or the equivalents thereof) of the report (unless the Committee determines it would be futile to do so), and (b) determine whether an investigation is necessary.

iii. After considering the Report of a Material Violation, the Committee shall do the following if it deems an investigation necessary:

- o Notify the full Board;
- o Initiate an investigation, which may be conducted either by the chief legal officer (or the equivalent thereof) of the Fund or by outside attorneys; and
- o Retain such additional expert personnel as the Committee deems necessary.

iv. At the conclusion of any such investigation, the Committee shall:

- o Recommend, by majority vote, that the Fund implement an appropriate response to evidence of a material violation; and
- o Inform the chief legal officer and the chief executive officer (or the equivalents thereof) and the Board of the results of any such investigation and the appropriate remedial measures to be adopted.

2. The Committee shall take all other action that it deems appropriate in the event that the Fund fails in any material respect to implement an appropriate response that the Committee, as the QLCC, has recommended the Fund take.

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D. Other Responsibilities:

1. The Committee shall receive, retain and handle complaints received by the Funds regarding accounting, internal accounting controls, or auditing matters from any person, whether or not an employee of the Funds or Fund Management, and shall receive submissions of concerns regarding questionable accounting or auditing matters by employees of the Funds and Fund Management, administrator, principal underwriter, or any other provider of accounting-related services for the Funds. All such complaints and concerns shall be handled in accordance with the Committee's procedures for operating as a QLCC, outlined in III.C above.

2. The Committee shall review, with fund counsel and independent legal counsel, any legal matters that could have significant impact on the Fund's financial statements or compliance policies and the findings of any examination by a regulatory agency as they relate to financial statement matters.

3. The Committee shall review and reassess the adequacy of this charter on an annual basis, if necessary, and provide a recommendation to the Board for approval of any proposed changes deemed necessary or advisable by the Committee.

4. The Committee shall evaluate on an annual basis the performance of the Committee.

5. The Committee shall review with the External Auditors and with Fund Management the adequacy and effectiveness of the Funds' internal accounting and financial controls.

6. The Committee shall discuss with Fund Management and the External Auditors any correspondence with regulators or governmental agencies that raise material issues regarding the Funds' financial statements or accounting policies.

7. The Committee shall obtain any reports from Fund Management with respect to the Funds' policies and procedures regarding compliance with applicable laws and regulations. The Committee shall perform other special reviews, investigations or oversight functions as requested by the Board and shall receive and review periodic or special reports issued on exposure/controls, irregularities and control failures related to the Funds.

8. The Committee shall prepare any report of the Committee required to be included in a proxy statement for a Fund.

9. The Committee may request any officer or employee of a Fund or Fund Management, independent legal counsel, fund counsel and the External Auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

10. The Committee shall maintain minutes of its meetings.

11. The Committee shall perform such other functions and have such powers as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities.

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IV. AUTHORITY TO ENGAGE ADVISERS.

The Committee may engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Funds' External Auditors shall have unrestricted accessibility at any time to Committee members.

V. FUNDING PROVISIONS.

A. The Committee shall determine the:

1. Compensation to any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for a Fund; and

2. Compensation to any advisers employed by the Committee.

B. The expenses enumerated in this Article V and all necessary and appropriate administrative expenses of the Committee shall be paid by the applicable Fund or Fund Management.

VI. MANAGEMENT AND EXTERNAL AUDITOR'S RESPONSIBILITIES.

A. Fund Management has the primary responsibility for establishing and maintaining systems for accounting, reporting, disclosure and internal controls. The External Auditors have the primary responsibility to plan and implement an audit, with proper consideration given to the accounting, reporting and internal controls. All External Auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Funds shall report directly to the Committee. The External Auditors' ultimate accountability is to the Board and the Committee, as representatives of shareholders.

B. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Funds' financial statements are complete and accurate and are in accordance with GAAP, nor is it the duty of the Committee to assure compliance with laws and regulations and/or the Funds' Code of Ethics.

C. In discharging its responsibilities, the Committee and its members are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers of a Fund; (2) legal counsel, public accountants, or other persons as to matters the Committee member reasonably believes are within the person's professional or expert competence; or (3) a Board committee of which the Committee member is not a member.

Amended: June 13, 2005

Amended: December 11, 2006

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PROXY CARD

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BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

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Proxy -- FIRST TRUST TAX-ADVANTAGED PREFERRED INCOME FUND  
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PROXY SOLICITED BY THE BOARD OF TRUSTEES  
ANNUAL MEETING ON MAY 11, 2007

The undersigned holder of Preferred shares of the First Trust Tax-Advantaged Preferred Income Fund (the "Fund"), a Massachusetts business trust, hereby appoints W. Scott Jardine, Mark R. Bradley and Kristi A. Maher as attorneys and proxies for the undersigned, with full powers of substitution and revocation, to represent the undersigned and to vote on behalf of the undersigned all shares of the Fund that the undersigned is entitled to vote at the Annual Meeting of Preferred Shareholders of the Fund (the "Meeting") to be held at the offices of First Trust Advisors L.P., 1001 Warrenville Road, Suite 300, Lisle, IL 60532, at 4:00 p.m. Central time on the date indicated above, and any adjournment or adjournments thereof. The undersigned hereby acknowledges receipt of the Notice of the Annual Meetings of Preferred Shareholders and Proxy Statement dated April 23, 2007, and hereby instructs said attorneys and proxies to vote said shares as indicated hereon. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting. A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given.

PLEASE VOTE, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE  
ENCLOSED ENVELOPE.

FIRST TRUST TAX-ADVANTAGED  
PREFERRED INCOME FUND

Using a BLACK INK pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas. [X]

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 Annual Meeting Proxy Card  
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PLEASE FOLD ALONG THE PERFORMANCE, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.  
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A Proposal -- The Board of Trustees recommends a vote FOR all the nominees listed.

1. Election of Trustees

To elect Trustees for the terms specified by holders of Common and Preferred Shares, voting together as a single class.

	For	Withhold		For	Withhold	
(01) Richard E. Erickson Class II (Expiring 2009)	[ ]	[ ]	(02) James A. Bowen Class III (Expiring 2010)	[ ]	[ ]	(03)

To elect Trustees for the terms specified by holders of Preferred Shares, voting separately as a single class.

	For	Withhold		For	Withhold
(04) Robert F. Keith Class I (Expiring 2008)	[ ]	[ ]	(05) Thomas R. Kadlec Class II (Expiring 2009)	[ ]	[ ]

This proxy, if properly executed, will be voted in the manner directed by the undersigned shareholder. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH NOMINEE SET FORTH.

B Authorized Signatures -- This section must be completed for your vote to be counted. -- Date and Sign Below

Please sign exactly as your name appears on this Proxy. If joint owners, EITHER may sign this proxy. When signing as attorney, executor, administrator, trustee, guardian or corporate officer, please give full title.

Date (mm/dd/yyyy) -- Please print date below.

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Signature 1 -- Please keep signature within the box.

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Signature 2 -- Please keep signature with the box.

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