



Nuveen Asset Management, LLC

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March 31, 2011

This brochure provides information about the qualifications and business practices of Nuveen Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (312) 917-7700. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Nuveen Asset Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

This section currently is not applicable. This Brochure dated March 31, 2011, has been prepared in accordance with new regulatory requirements. As a result, it is different in structure and content from our previous Form ADV, Part II.

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ITEM 4 ADVISORY BUSINESS

Nuveen Asset Management, LLC (“NAM”) provides investment advisory services to a broad range of individual and institutional clients, including open-end and closed-end investment companies registered under the Investment Company Act of 1940, as amended (the “1940 Act”) and other pooled investment vehicles (each, a “Fund” and collectively, “Funds”).

NAM also provides investment advisory services to institutional separate accounts under both direct advisory and sub-advisory mandates (“Institutional Separate Accounts”). In addition, NAM provides investment advisory services to clients through managed account programs (wrap fee and dual contract) sponsored by broker-dealers and other financial intermediaries (“SMA Accounts”). Although most services are provided on a discretionary basis, NAM also provides certain services on a non-discretionary and model portfolio basis.

NAM is the successor to the direct portfolio management business of Nuveen Asset Management (now known as Nuveen Fund Advisors, Inc.) and also includes the long-term asset management business of FAF Advisors, Inc., which was acquired by NAM’s indirect parent company, Nuveen Investments, Inc. (“Nuveen Investments”), from U.S. Bancorp on December 31, 2010. Although NAM was launched as a new firm on January 1, 2011, it succeeds a business first established in 1989. NAM’s indirect parent company, Nuveen Investments, traces its roots in financial services back to 1898.

NAM is a wholly-owned subsidiary of Nuveen Fund Advisors, Inc., which is a wholly-owned subsidiary of Nuveen Investments. Nuveen Investments is an indirect subsidiary of a holding company formed by equity investors led by Madison Dearborn Partners, LLC (“MDP”). MDP private equity funds (specifically, MDCP Holdco (Windy), LLC, which is indirectly controlled by Madison Dearborn Partners V-A&C, L.P.) comprise the ultimate principal owner of NAM. See Item 10.

Types of Advisory Services

As discussed above, NAM provides investment advisory or sub-advisory services to Institutional Separate Accounts, SMA Accounts and a variety of Funds. NAM offers investment advice that spans multiple asset classes, including equity securities and taxable and municipal fixed income securities. To the extent permitted by applicable law, NAM also may appoint investment sub-advisers to provide advisory services to one or more Funds, or delegate a portion of its investment advisory duties to sub-advisers.

General

NAM provides advisory services to individuals and institutions through separate accounts. NAM’s investment advisory services are provided based on the stated objectives and guidelines of a client account. NAM generally offers its separate account services for fees based on a percentage of assets under management as described below.

NAM provides separate account investment advisory services in municipal securities, taxable fixed income, preferred securities, cash management, equity strategies, and other strategies. Municipal securities strategies include limited maturity, intermediate term, long term, high-yield, total return, taxable municipal bond (including Build America Bonds) and other strategies. Taxable fixed income strategies include short term, intermediate term, core, core plus, government, inflation protected, high yield, mortgage-backed strategies, currency strategies, preferred securities and other strategies. Equity strategies include large cap, mid cap, small cap, multi cap, real estate, global infrastructure, index and enhanced equity index strategies, as well as strategies that focus on special equity or quantitative equity mandates that may include the use of options or derivatives, and other strategies. Certain strategies may include an allocation to funds that may be affiliated with NAM. NAM also provides asset allocation strategies that include

the use of underlying affiliated and unaffiliated funds. Certain strategies include elements of other strategies, and may be customized to meet the individualized needs of its clients. See Item 8.

NAM's portfolio managers are responsible for the investment decisions with respect to an investment strategy selected by an advisory account, including identification and selection of specific securities and investments to be purchased in light of current and anticipated economic and market conditions, taking into account guidelines, limitations and information relating to the client, legal restrictions and NAM internal strategy guidelines. NAM provides its services in single strategy accounts, and together with certain affiliated advisers, in combined and multi-strategy accounts.

NAM maintains contact with a variety of broker-dealer firms that provide NAM with information relating to the price and availability of securities meeting the parameters of client and internal guidelines. Utilizing this information, NAM, as investment adviser, seeks to determine and make appropriate purchases and sales on behalf of client accounts.

A client or NAM may generally terminate its agreement at any time by providing thirty (30) days written notice. For wrap accounts, termination provisions may vary by wrap fee program. Fees paid in advance are refunded on a pro-rata basis if the service is terminated within the payment period.

NAM may manage multiple accounts with different investment objectives, guidelines and policies, and with different fee structures. For example, certain accounts may be long-only while other accounts may be long-short. Further, certain accounts may pay performance fees. The management of these accounts may give rise to potential conflicts of interest because NAM has an incentive to favor one account over another. See Item 6.

In periods of market volatility, NAM may be unable to invest new money contributed to an account, or proceeds from the sale of securities, as quickly as it might have been able to do under normal market conditions. Similarly, NAM may be unable to sell securities to raise cash, or to accommodate a terminating client's request to sell securities, as quickly, or at favorable prices, as it might have been able to do under normal market conditions. Depending on market movements, such delays could have an adverse impact on client accounts. In such periods of market volatility, for SMA Accounts, NAM, when deemed advisable, also may deviate from its normal trading practices with respect to sequencing and allocation of transactions.

Institutional Separate Accounts

NAM provides advisory services to institutional clients including pension funds, profit sharing funds, charitable institutions, banks and thrift institutions, trust accounts, corporations, and insurance companies, and public entities, including municipalities, states and related agencies. The fees and services for each such arrangement are individually negotiated, depending on factors such as asset class, pre-existing relationship, portfolio complexity, client type, and account size or other special circumstances.

SMA Accounts

NAM provides investment advisory services to SMA Accounts through wrap fee and dual contract managed account programs. In traditional wrap fee programs, NAM provides its advisory services pursuant to an advisory agreement with the wrap fee program sponsor. Wrap fee programs typically include comprehensive custody, financial advisory and certain trading (provided by the program sponsor) and investment advisory services (provided by the manager) for a bundled fee payable to the sponsor ("wrap").

In a dual contract program, NAM provides its advisory services pursuant to an advisory agreement directly with the client. A client may separately arrange with one or more third parties for custody, financial advisory and certain trading services to be provided on a partially-bundled

or unbundled basis. In a partially-bundled program, certain of such services (typically custody, financial advisory, and certain trading) are provided for a bundled fee arrangement. In an unbundled arrangement, such services are contracted, provided and paid for separately.

For SMA Accounts, NAM is appointed to act as an investment adviser through a process generally administered or assisted by the program sponsor. Clients participating in a program, generally with assistance from the sponsor, may select NAM to provide investment advisory services for their account (or a portion thereof) for a particular strategy. NAM provides investment advisory services based upon the particular needs of the program client as reflected in information provided to NAM by the sponsor, and will generally make its representatives available for communication as reasonably requested by clients and/or sponsors.

Clients are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of an investment manager for a particular strategy and participating in a wrap or other managed account program. In the course of providing services to SMA Accounts who have financial advisors, NAM may rely on information or directions communicated by the financial advisor acting with apparent authority on behalf of its client.

NAM seeks to commence management of an account as soon as practicable after review of the account documentation, acceptance of its appointment as adviser and contribution of assets to the client's account. The time required to commence management may vary depending on the time required to complete these steps, the efficiency of the program sponsor and/or other third parties, and the time required to establish an appropriate portfolio. For some strategies, such as municipal bonds, it may take six weeks or longer to fully invest a client account.

In most instances, NAM expects that clients will authorize and direct the custodian selected by the client to automatically invest all cash in a money market fund (unaffiliated with NAM or its affiliated advisers) selected by the client or its financial advisor.

NAM maintains procedures for executing specific transactions in a client's account for tax reasons. Under these procedures, NAM will generally follow the directions of a client or its financial advisor regarding harvesting tax losses or gains, subject to certain scope, amount and timing limitations. Generally, the directions entail a repurchase of the sold security after the "wash sale" (thirty (30) day) period. NAM may rely in good faith on directions communicated by a financial advisor acting with apparent authority on behalf of its client.

In providing such directions, the client and its financial advisor are responsible for understanding the merits and consequences of the directions in light of the client's particular tax situation. Daily market fluctuations may affect the dollar amount of gain or loss with respect to certain investment decisions. The monetary benefit derived from tax loss selling, for example, may not exceed the risk of not being fully invested during that time. Executing tax sales (and repurchases) may adversely affect performance. NAM is not a tax advisor, and therefore clients should consult with their tax specialist to review their particular tax situation.

NAM may invest in exchange traded funds (ETFs) or other pooled vehicles (including during the wash sale period). ETFs and other funds have certain imbedded costs, including management fees, of which the client account will bear a proportionate share while it is invested in the ETF or other fund.

NAM may provide or make available at no charge various reports or materials to certain managed account program sponsors and other financial intermediaries who typically use NAM services and products. These reports may analyze a prospective client's current holdings or show the effect of performance of a NAM composite over a particular time period in a manner directed by the sponsor or intermediary. Such reports are not intended to constitute investment advice, research or recommendations.

Advisory Services to Funds

NAM also provides investment management services to a variety of Funds. In connection with its advisory services to a Fund, NAM or its related persons providing services to such Fund may receive advisory, administration, co-administration and/or distribution fees from the Fund and/or from investment advisers to the Fund. Clients should carefully review the Funds' prospectuses or other offering documents for more detailed information regarding a Fund advised or sub-advised by NAM.

Non-Discretionary Accounts and Model Portfolio Advice

NAM may provide certain non-discretionary investment services to clients who may include banks, broker-dealers and other financial services firms, and their clients. Such services include asset allocation advice, equity and fixed income research and model portfolio recommendations for a variety of investment styles. Model portfolios may relate to the same strategies that are also offered or utilized through discretionary accounts.

The recommendations implicit in the model portfolios provided to the sponsor or overlay manager may reflect recommendations being made by NAM contemporaneously to, or investment advisory decisions made contemporaneously for, similarly situated discretionary clients of NAM. As a result, NAM may have already commenced trading before the sponsor or overlay manager has received or had the opportunity to evaluate or act on NAM's recommendations. In this circumstance, trades ultimately placed by the sponsor or overlay manager for its clients may be subject to price movements, particularly with large orders or where the securities are thinly traded, that may result in model-based program clients receiving prices that are less favorable than the prices obtained by NAM for its discretionary client accounts. On the other hand, the sponsor or overlay manager may initiate trading based on NAM's recommendations before or at the same time NAM is also trading for its discretionary client accounts. Particularly with large orders or where the securities are thinly traded, this could result in NAM's discretionary clients receiving prices that are less favorable than prices that might otherwise have been obtained absent the sponsor or overlay manager's trading activity. Because NAM does not control the sponsor or overlay manager's execution of transactions for the sponsor or overlay manager's client accounts, NAM cannot control the market impact of such transactions to the same extent that it would for its discretionary client accounts.

Where NAM participates in model-based managed accounts programs, the model-based program sponsor or overlay manager is responsible for investment decisions and performing many other services and functions typically handled by NAM in a traditional discretionary managed account program. Depending on the particular facts and circumstances, NAM may or may not have an advisory relationship with model-based program clients. To the extent that this Form ADV Part 2A is delivered to program clients with whom NAM has no advisory relationship, or under circumstances where it is not legally required to be delivered, it is provided for informational purposes only. Furthermore, because a model-based program sponsor or overlay manager generally exercises investment discretion and, in many cases, brokerage discretion, performance and other information relating to NAM's services for which it exercises investment and/or brokerage discretion is generally provided for informational purposes only, and may not be representative of model-based program client results or experience. NAM is not responsible for overseeing the provision of services by a model-based program sponsor and cannot assure the quality of its services.

Investment Restrictions

Separate Accounts

NAM's discretionary authority over an account may be subject to directions, guidelines and limitations imposed by the client or, in the case of an SMA Account, the program sponsor. NAM

will endeavor to follow reasonable directions, investment guidelines and limitations. Although NAM seeks to provide individualized investment advice to its discretionary client accounts, NAM will not be able to accommodate investment restrictions that are unduly burdensome or materially incompatible with NAM's investment approach, and may decline to accept, or may terminate, client accounts with such restrictions. In addition, NAM may decline to permit any account restriction that affects more than a stated percentage of the account.

Funds and Other Pooled Investment Vehicles

When NAM exercises discretionary authority with respect to a Fund's assets, it seeks to do so in a manner that is consistent with the Fund's investment objectives, strategies and limitations as disclosed in the Fund's registration statement or other applicable disclosure documents. NAM's discretion is also subject to the oversight of the Fund's governing body (e.g., board of directors) and may be subject to the oversight of another investment adviser.

Wrap Fee Programs

The services provided by NAM to SMA Accounts may differ from the services provided to its Institutional Separate Accounts and other clients who do not participate in wrap fee programs. The investment strategies NAM uses in managing SMA Accounts are similar to those offered to its other clients, but may involve fewer securities holdings due to smaller account sizes. Also, strategies vary among programs. In consideration for providing investment management services to SMA Accounts, NAM receives a portion of the wrap fee paid by program participants.

In wrap programs that permit NAM to trade away from the wrap sponsor or its broker-dealer affiliate when such sponsor or its affiliate cannot provide best price or execution under the circumstances, NAM may trade away from such parties. In such cases, clients may incur transaction and other costs and fees in addition to the wrap fee. Wrap fee clients in municipal bond and taxable fixed income strategies generally incur mark-ups and mark-downs in securities transactions in addition to the wrap fee payable to the wrap sponsor.

Depending upon the level of the wrap fee charged by a wrap sponsor, the amount of portfolio activity in a client's account, the value of the custodial and other services that are provided under a wrap arrangement and other factors, a wrap fee client should consider whether the wrap fee would exceed the aggregate cost of such services if they were to be provided separately and if NAM were free to negotiate dealer spreads or other costs. Similarly, a non-wrap fee program client paying separate fees should consider whether the fees charged by different parties for custody, advisory services, portfolio management services, securities execution and other services would exceed the aggregate cost of such services if they were provided in a wrap fee arrangement. Some broker-dealers serving as custodian charge fees for settling transactions executed through other broker-dealers.

SMA Account clients should review all materials relating to their program (including the program brochure) regarding the program's terms, conditions and fees, and consider the advantages, disadvantages and overall appropriateness of the program in light of the client's particular circumstances.

Assets Under Management

As of January 31, 2011, NAM's total assets under management (AUM) were approximately \$100 billion (comprised of \$95.7 billion in discretionary assets and \$4.2 billion in non-discretionary assets). Total AUM excludes a single fixed-fee arrangement for model portfolio services and research reports.

ITEM 5 FEES AND COMPENSATION

Generally, NAM's advisory fees are based on a percentage of assets under its management. For eligible client accounts, performance-based fees also may be negotiated in appropriate circumstances. Other than with respect to a single pre-existing arrangement for model portfolio services and research reports, NAM generally does not charge fixed fees except in special situations.

Fees and services may be negotiable based on factors such as client type, asset class, pre-existing relationship, portfolio complexity and account size or other special circumstances or requirements. Some existing clients may pay higher or lower fees than new clients. Related accounts may be aggregated for fee calculation purposes in certain circumstances.

When NAM calculates fees, valuations of account assets are determined in accordance with NAM's valuation procedures, which generally rely on third party pricing services, but may permit the use of other valuation methodologies in certain circumstances. NAM's determinations may differ from valuations reflected in a client's custodial statements.

Advisory Fees for Institutional Separate Accounts

Advisory fees for Institutional Separate Accounts are generally determined based upon the following schedules. However, fees may fall outside of the stated ranges, or may be negotiated.

Assets Under Management	Annual Fee Schedule
Equity Strategies (with institutional minimums):	
<u>Large Cap</u>	
First \$25 million	0.60%
Next \$25 million	0.50%
Next \$ 50 million	0.45%
Next \$150 million	0.40%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$5 million
Minimum Annual Fee	\$30,000
<u>Mid Cap</u>	
First \$25 million	0.75%
Next \$25 million	0.65%
Next \$ 50 million	0.55%
Next \$150 million	0.50%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$5 million
Minimum Annual Fee	\$37,500
<u>Small Cap</u>	

Assets Under Management	Annual Fee Schedule
First \$25 million	0.95%
Next \$25 million	0.80%
Next \$ 50 million	0.70%
Next \$150 million	0.65%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$5 million
Minimum Annual Fee	\$47,500
<u>Multi Cap</u>	
First \$25 million	0.85%
Next \$25 million	0.75%
Next \$ 50 million	0.70%
Next \$150 million	0.65%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$5 million
Minimum Annual Fee	\$42,500
<u>Real Estate</u>	
First \$25 million	0.70%
Next \$25 million	0.65%
Next \$ 50 million	0.50%
Next \$150 million	0.45%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$10 million
Minimum Annual Fee	\$70,000
<u>Global Infrastructure</u>	
First \$50 million	1.00%
Next \$50 million	0.85%
Next \$150 million	0.70%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$20 million
Minimum Annual Fee	\$200,000

Assets Under Management	Annual Fee Schedule
<u>Index</u>	
First \$25 million	0.15%
Next \$25 million	0.11%
Next \$50 million	0.09%
Next \$150 million	0.05%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$5 million
Minimum Annual Fee	\$37,500
<u>Enhanced Equity Index</u>	
First \$50 million	0.30%
Next \$50 million	0.25%
Next \$150 million	0.20%
Over \$250 million	Negotiated
New Client Minimum Account Size	\$5 million
Minimum Annual Fee	\$15,000
Taxable Fixed Income Strategies (with institutional minimums):	
<u>Core</u>	
First \$50 million	0.30%
Next \$50 million	0.25%
Next \$150 million	0.17%
Next \$250 million	0.15%
Next \$500 million	0.12%
Over \$1 billion	Negotiated
New Client Minimum Account Size	\$25 million
Minimum Annual Fee	\$75,000
<u>Core Plus</u>	
First \$50 million	0.35%
Next \$50 million	0.25%
Next \$150 million	0.20%
Next \$250 million	0.17%
Next \$500 million	0.15%
Over \$1 billion	Negotiated

Assets Under Management	Annual Fee Schedule
New Client Minimum Account Size	\$50 million
Minimum Annual Fee	\$175,000
<u>Short Duration</u>	
First \$50 million	0.25%
Next \$50 million	0.20%
Next \$150 million	0.15%
Next \$250 million	0.12%
Next \$500 million	0.10%
Over \$1 billion	Negotiated
New Client Minimum Account Size	\$25 million
Minimum Annual Fee	\$62,500
<u>Intermediate and Long Duration</u>	
First \$50 million	0.30%
Next \$50 million	0.22%
Next \$150 million	0.20%
Next \$250 million	0.18%
Next \$500 million	0.15%
Over \$1 billion	Negotiated
New Client Minimum Account Size	\$25 million
Minimum Annual Fee	\$75,000
<u>Inflation Protected</u>	
First \$50 million	0.15%
Next \$50 million	0.10%
Next \$100 million	0.08%
Next \$200 million	Negotiated
New Client Minimum Account Size	\$25 million
Minimum Annual Fee	\$37,500
<u>High Yield</u>	
First \$50 million	0.50%
Next \$50 million	0.45%

Assets Under Management	Annual Fee Schedule
Next \$150 million	0.40%
Next \$250 million	0.37%
Next \$500 million	0.35%
Over \$1 billion	Negotiated
New Client Minimum Account Size	\$25 million
Minimum Annual Fee	\$125,000
Tax Exempt Fixed Income Strategies (with institutional minimums):	
<u>Tax Exempt Investment Grade</u>	
First \$50 million	0.30%
Next \$50 million	0.25%
Next \$150 million	0.20%
Next \$250 million	0.18%
Next \$500 million	0.15%
Over \$1 billion	Negotiated
New Client Minimum Account Size	\$10 million
Minimum Annual Fee	\$30,000
<u>Tax Exempt High Yield</u>	
All Assets	0.60%
New Client Minimum Account Size	\$50 million
Minimum Annual Fee	\$300,000
Preferred Strategies (with institutional minimums):	
First \$50 million	0.45%
Over \$50 million	0.40%
New Client Minimum Account Size	\$50 million
Minimum Annual Fee	\$300,000
Tax Exempt Fixed Income Strategies (with retail minimums):	
<u>Tax Exempt Investment Grade</u>	
First \$2 million	0.50%
Next \$2 million	0.40%
Next \$6 million	0.30%
Over \$10 million	0.25%
New Client Minimum Account Size	\$1 million

Assets Under Management	Annual Fee Schedule
Preferred Strategies (with retail minimums):	
First \$1 million	0.50%
Over \$1 million	0.45%
New Client Minimum Account Size	\$1 million

Breakpoints are generally applied on a blended basis.

Advisory Fees for SMA Accounts Offered through Wrap Fee and Dual Contract Programs

For SMA Accounts offered through wrap fee programs, NAM's fee is determined by agreement between the sponsor and NAM, and may be up to .40%. Total annual fees charged by wrap sponsors, which include NAM's fee, are generally up to 2% (in the case of fixed income) and 3% (in the case of equity) annually of the client's assets in the wrap program. For dual contract accounts, NAM and sponsors each charge their fees separately. Fees charged to dual contract accounts are individually negotiated between NAM and the client.

Advisory Fees for Funds

Fees for advisory services provided to Funds are separately negotiated between NAM and the third-party or affiliated investment adviser and/or Fund. Fees may be performance-based, or based on a percentage of assets under management.

Advisory Fees for Non-Discretionary Accounts and Model Portfolio Advice

These services are furnished for a negotiated fee paid by the purchaser.

NAM's fees are generally payable quarterly or at such other times as may be agreed upon by the parties involved based upon the market value of assets in the account on the date of valuation, the average of the market value of the assets in the account during the billing period, or the calendar quarter-end market value. For Institutional Separate Accounts and dual contract SMA Accounts, payment arrangements, including the timing (in advance or in arrears) and billing procedures (which may include sending an invoice and deduction of fees), will be agreed upon by NAM and the client. In the case of wrap fee SMA Accounts and certain dual contract SMA Accounts, payment methods generally will be determined by the program sponsor. Wrap program sponsors typically collect the total wrap fee and remit NAM's fee to NAM. Certain dual contract program sponsors may collect and remit NAM's fee to NAM.

Generally, if an account is opened or closed during a billing period, the advisory fees are pro-rated for that portion of the billing period during which the account was open.

See also Item 15.

Other Fees and Expenses

On behalf of its Institutional Separate Account, SMA Account, and certain Fund clients, NAM may invest in closed-end funds, open-end funds, exchange traded funds (ETFs), exchange traded notes (ETNs), and other pooled investment vehicles. When NAM invests client assets in funds, unless otherwise agreed and where permitted by law, the client will bear its proportionate share of fees and expenses as an investor in the fund in addition to NAM's investment advisory fees.

In addition, NAM may invest client assets or recommend that clients invest in shares or other interests in certain Funds advised or administered by NAM or its affiliates. To the extent that NAM invests client assets in an affiliated Fund, NAM may, depending on the arrangement with the program sponsor or Institutional Separate Account client and any legal requirements, waive

investment advisory fees on the assets invested in such investment company, credit the account for the fees paid by the Fund to NAM's related persons, avoid or limit the payment of duplicative fees to NAM and its related persons through other means, or charge fees both at the investment company level and separate account level.

NAM's clients generally will incur brokerage and other transaction costs either separately or through a bundled fee. In wrap programs that permit NAM to trade away from the wrap sponsor or its broker-dealer affiliate when such sponsor or its affiliate cannot provide best price or execution under the circumstances, NAM may trade away from such parties. In such cases, clients may incur transaction and other costs and fees in addition to the wrap fee. Program clients should review all materials available from a third party sponsor concerning the program, sponsor and the program's terms, conditions and fees. Additional information about NAM's brokerage practices and brokerage costs can be found under Item 12.

From time to time, a client may instruct NAM to suspend investment management services for their accounts for a period of time. NAM may charge standard fees for all or a portion of such time to reflect the administrative costs associated with implementing such instructions.

To the extent a client's investment management agreement for an Institutional Separate Account or dual contract SMA account provides that NAM's fees are to be paid in advance, the unearned portion of such fees will be refunded to the client upon termination of the service. For wrap fee program agreements that provide that NAM's fees are to be paid in advance, NAM will refund any prepaid, but unearned fees to the program sponsor. The sponsor is then responsible for refunding fees, as applicable, to the client upon termination of the service. The refunded amount will be determined on a pro-rata basis if the service is terminated within the payment period.

NAM supervised persons and related sales personnel typically market NAM's investment capabilities to various prospects and intermediaries. NAM's investment capabilities may be available directly through provision of investment advisory services (through Institutional Separate Accounts and SMA Accounts), or indirectly by investment in Nuveen Funds advised or subadvised by NAM. NAM supervised persons and related sales personnel may be internally compensated for successful marketing or selling activities with respect to NAM's investment advisory services. Prospective clients are encouraged to consult their own financial, tax and legal advisors regarding any investment decision regarding NAM's investment advisory services.

Certain NAM supervised persons and related sales personnel are also associated with NAM's affiliated broker-dealer, Nuveen Investments, LLC, and in that capacity may engage in marketing or selling activities with respect to shares or interests in Nuveen Funds advised or subadvised by NAM. See Item 10. NAM supervised persons and related sales personnel may be internally compensated for successful marketing or selling activities with respect to shares or interests in Nuveen Funds advised or subadvised by NAM.

Investors in Nuveen Funds advised or subadvised by NAM will not be advisory clients of NAM, and NAM will not provide investment advice or recommendations with respect to the merits and suitability of the particular investment and investment decision for the particular investor. Investors in Nuveen Funds are encouraged to consult their own financial, tax and legal advisors regarding such decisions. Nuveen Fund shares are available through many unaffiliated broker-dealers and other financial service firms.

In rare cases, certain NAM Institutional Separate Account clients may enter into advisory arrangements with NAM that expressly contemplate the investment of account assets in Nuveen Fund shares. In addition, certain NAM SMA Account clients select an investment strategy that expressly contemplates the investment of account assets in Nuveen Fund shares. To the extent that NAM invests client assets in an affiliated Fund, NAM may, depending on the arrangement with the program sponsor or Institutional Separate Account client and any legal requirements, waive investment advisory fees on the assets invested in such investment company, credit the

account for the fees paid by the Fund to NAM's related persons, avoid or limit the payment of duplicative fees to NAM and its related persons through other means, or charge fees both at the investment company level and separate account level.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

NAM may manage multiple accounts with different investment objectives, guidelines and policies, and with different fee structures.

NAM may receive both asset-based fees and performance-based fees as compensation for its advisory services. Performance-based fees may create an incentive for NAM to make investments that are riskier or more speculative than would be the case in the absence of a performance-based fee. In these instances, NAM's compensation may be greater than it would otherwise have been, as the fee will be based on account performance instead of, or in addition to, a percentage of assets under management. To the extent that NAM manages accounts that are charged a performance-based fee side-by-side with accounts that are not charged a performance-based fee, NAM will periodically review allocations of investment opportunities and sequencing of transactions, and will compare the performance of such accounts. Any exceptions or issues arising from the reviews shall be brought to the attention of NAM's Chief Compliance Officer.

ITEM 7 TYPES OF CLIENTS

NAM provides investment advisory and sub-advisory services to a wide variety of individual and institutional clients, including Funds. Prior to investing in any such Funds, an investor should review the relevant offering materials for important information concerning the objectives, policies, strategies, risks, fees and other important information.

Institutional Separate Accounts

For fixed income strategy Institutional Separate Accounts, NAM generally requires a minimum investment of \$10 million for municipal bond strategies, and \$25 million for taxable fixed income strategies. For equity strategy Institutional Separate Accounts, NAM generally requires a minimum account size ranging from \$5-\$25 million depending on the strategy. These minimum account sizes may be waived. See the fee schedule in Item 5 above for specific minimum investment amounts.

NAM may also impose minimum annual fees for Institutional Separate Accounts as negotiated. For additional information, see Item 5 above. NAM, in its sole discretion, may change or waive any minimum annual fee.

SMA Accounts

For SMA Accounts, NAM generally requires a minimum account of \$100,000 for equity strategies and \$250,000 for fixed income strategies, although the specific minimum account size varies by program. NAM may waive these minimums based on client type, asset class, pre-existing relationship with client and other factors. For certain accounts, a negotiated minimum annual fee may be assessed for accounts in which assets are below the minimum account sizes. See the fee schedule in Item 5 above for specific minimum investment amounts.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

NAM engages in fundamental, technical, and cyclical analysis to evaluate securities. NAM also may use quantitative screening and quantitative analysis of securities to evaluate securities selected for its equity strategies. This quantitative analysis considers factors including, but not limited to, valuation, business fundamentals, historic price movements and changes in earnings estimates. NAM uses a variety of sources of information to facilitate such analysis. In particular, NAM may consult with securities analysts, selected broker-dealers, market-makers, economists, and others in formulating investment strategies. NAM also may attend company presentations and participate in interviews and inspections of certain companies. In addition to inspections of corporate activities, NAM may engage in discussions with management and others having business with the company or expertise in a particular industry. NAM also regularly monitors newspapers, magazines, and trade journals; websites; information and research provided by affiliated and unaffiliated analysts and consultants; corporate rating services; annual reports, prospectuses, and other SEC filings; and information published by the company, such as press releases.

NAM implements its investment advice and investment strategies through the use of one or more investment methods, including long-term purchases, short-term purchases, trading, short sales, and option writing. When appropriate and within the parameters of the client's guidelines, NAM also may use exchange-traded and OTC derivative investment strategies, such as futures contracts and options on futures contracts and swaps.

General descriptions of NAM's investment strategies are included below. These descriptions are not intended to serve as applicable account guidelines. NAM reserves the right to limit the

availability of any particular strategy at any given time based on factors including asset class capacity, pre-existing relationships, minimum account sizes, fees and distribution channels. In addition, NAM may develop other investment strategies from time to time and manage portfolios according to a client's specific investment guidelines, and thus, strategies may vary by client account. Certain strategies may be available only in certain channels or through investing in Funds. The descriptions of the investment strategies below are qualified in their entirety by the information provided by NAM or its sub-advisers to their advisory clients, included in a Fund's prospectus or other official offering documentation, or included in or provided with any wrap fee program disclosure statement. Prior to investing in any Fund, an investor should review the relevant prospectus or offering memorandum for important information.

Equity

Large Cap portfolios are invested primarily in common stocks of large capitalization U.S. and/or non-U.S. companies, including emerging markets issuers. Large Cap portfolios may reflect growth, value or core (investing in both growth and value stocks) investment approaches.

Mid Cap portfolios are invested primarily in common stocks of mid-capitalization U.S. and/or non-U.S. companies, including emerging markets issuers. Mid Cap portfolios may reflect growth, value, select or core (investing in both growth and value stocks) investment approaches.

Small Cap portfolios are invested primarily in common stocks of small-capitalization U.S. and/or non-U.S. companies, including emerging markets issuers. Small Cap portfolios may reflect growth, value or core (investing in both growth and value stocks) investment approaches.

All Cap or Multi-Cap portfolios are primarily invested in equity securities of U.S. and/or non-U.S. companies, including emerging markets issuers, of any market capitalization.

Equity Income portfolios are invested primarily in equity securities of U.S. and/or non-U.S. companies, including emerging markets issuers, which the adviser believes are characterized by the ability to pay above average dividends, the ability to finance expected growth and strong management.

Global Infrastructure portfolios are invested primarily in U.S. and non-U.S. (including emerging markets) equity securities of infrastructure-related companies. Infrastructure-related companies are generally defined as companies that derive their revenues or profits from the ownership, development, construction, financing or operation of infrastructure assets, or have the fair market value of their assets invested in infrastructure assets. Infrastructure assets are the physical structures and networks upon which the operation, growth and development of a community depends, which includes water, sewer, and energy utilities; transportation and communication networks; health care facilities, government accommodations; and other public service facilities; and shipping, timber, steel, alternative energy, and other resources and services necessary for the construction and maintenance of these physical structures and networks.

Index portfolios generally invest a substantial amount of their net assets in common stocks included in a particular broad-based securities index. A portfolio may not always hold all of the stocks included in a particular index, or hold them in the same weighting as the index.

Enhanced Equity Index/Large Cap Core Quantitative portfolios follow an actively managed strategy that uses a proprietary quantitative process to invest in common stocks.

International portfolios invest primarily in non-U.S. issuers that trade in U.S. or non-U.S. markets (including emerging markets). International portfolios may reflect growth, value and select (utilizing a combination of strategies) investment approaches.

Real Estate Securities portfolios are invested primarily in securities of U.S. and non-U.S. companies, including emerging markets issuers, in the real estate industry.

Additional Information about Equity Strategies. Equity securities in which the portfolios invest may include common and preferred stocks, publicly-traded units of master limited partnerships (MLPs), real estate investment trusts (REITs), exchange traded funds (“ETFs”) and other investment companies, convertible preferred stocks and debt securities that are convertible into common stocks. Each of the equity portfolios may pursue other strategies or invest in other instruments described in this Brochure.

Certain of the above equity securities portfolios may use derivatives, specifically options, futures contracts, options on futures contracts, and forward non-U.S. currency exchange contracts, to manage various types of risk, enhance a portfolio’s return, equitize cash or hedge against adverse movements in currency exchange rates. In addition, certain portfolios may use derivatives such as swaps, including interest rate swaps, total return swaps, credit default swaps and non-U.S. currency swaps, as well as other derivatives, to hedge the risk of investment in securities, substitute for a position in an underlying security, reduce transaction costs, maintain full market exposure, manage cash flows and preserve capital. Certain portfolios may also use derivatives, such as participatory notes and equity-linked securities, to gain exposure to equity and other securities of certain issuers. In addition, certain portfolios may write (sell) covered call options or buy put options on an index, or on some or all of the stocks or other securities they invest in, as well as using call spreads or other types of options to generate premium income and reduce volatility on a portfolio’s return, with the intent of improving a portfolio’s risk adjusted return. Certain portfolios may invest in stock index futures contracts, options on stock indices, and options on stock index futures to maintain the liquidity needed to meet redemption requests, to increase the level of portfolio assets devoted to replicating an index, and to reduce transaction costs. In addition, certain portfolios may utilize forward contracts to enhance returns. The portfolios may also be invested in warrants and securities convertible or exchangeable for equity securities such as convertible bonds.

A portion of a portfolio’s assets may be invested in non-dollar denominated equity securities of non-U.S. issuers. In addition, a portion of a portfolio’s assets may be invested in non-dollar denominated equity securities of non-U.S. issuers and in dollar-denominated equity securities of non-U.S. issuers that are either listed on a U.S. stock exchange or represented by depositary receipts that may or may not be sponsored by a domestic bank. Certain portfolios may invest primarily in depositary receipts. Additionally, NAM may offer balanced strategies that combine equity and fixed income strategies described herein. Certain portfolios may invest in equity securities of companies of various market capitalizations, as determined by the investment adviser; certain portfolios may pursue a strategy that focuses on undervalued companies. Certain portfolios exclude investments that are deemed inconsistent with environmental, social and governance (“ESG”) guidelines.

Certain portfolios may invest a portion of their assets in preferred securities as well as debt and other fixed income securities. These debt securities may be rated below investment grade (“high yield”). Additionally, certain portfolios may invest in securities that are not readily marketable (*i.e.*, illiquid).

Fixed Income

Municipal Fixed Income portfolios invest primarily in municipal securities that pay interest that is exempt from federal income tax. Municipal Fixed Income portfolios pursue a number of strategies, including strategies of investing primarily in investment-grade municipal securities of certain maturities (short-term, long-term, intermediate-term and limited maturity). Municipal Fixed Income portfolios also may pursue a strategy that invests a small or large portion of their assets in medium- to low-quality municipal securities rated below investment grade (“high yield”). A portion of a portfolio’s assets may be invested in municipal securities that are unrated, but that

NAM deems to be of comparable quality. Portfolios that invest primarily in investment grade securities may also invest a portion of their assets in high yield securities.

For SMA accounts, state-specific, state-preference and national-preference portfolios may be available, depending on the particular state, as well as national portfolios. State-specific portfolios generally hold bonds only from the client's state of residence or U.S. territories (Puerto Rico, U.S. Virgin Islands and Guam). State-preference portfolios hold bonds from the client's state of residence or U.S. territories, which together will generally account for a particular minimum of the portfolio (e.g., 50%) and out-of-state bonds will comprise the balance of the portfolio. In such cases, NAM seeks to purchase out-of-state bonds at an after-state-tax yield that is equivalent to or greater than a comparable in-state bond. Prospective clients and their financial advisors should consider that a state-preference portfolio may in many cases provide a higher yield, increased diversification and a shorter invest-up period than a state-specific portfolio. A national preference portfolio is a national portfolio with a secondary preference to the client's state of residence according to supply, relative value and strategic guidelines. The secondary preference will be filled opportunistically over time, if at all, with no assurance of the inclusion of any state of residence bonds. The foregoing describes general features but is not intended to serve as applicable account guidelines.

The municipal securities in which state-specific Municipal Fixed Income portfolios may invest include municipal bonds and notes, including general obligation and "revenue" bonds, as well as other securities issued to finance and refinance public projects of a state, other related securities and derivatives creating exposure to municipal bonds, and municipal lease obligations, which are participations in lease obligations or installment purchase contract obligations of municipal authorities or entities.

A certain portion of a Municipal Fixed Income portfolio's assets may be invested in inverse floating rate securities. Inverse floating rate securities (sometimes referred to as "inverse floaters") are securities whose interest rates are inversely related to the interest rate on another security or the value of an index. Generally, inverse floating rate securities represent beneficial interests in a special purpose trust formed by a third party sponsor for the purpose of holding municipal bonds. The special purpose trust typically sells two classes of beneficial interests or securities: floating rate securities (sometimes referred to as "tender option bonds") and inverse floating rate securities (sometimes referred to as inverse floaters or residual interest securities). The tender option bond securities have first priority on the cash flow from the municipal bonds held by the special purpose trust. Typically, a third party, such as a bank, broker-dealer or other financial institution, grants the floating rate security holders the option, at periodic intervals, to tender their securities to the institution and receive the face value thereof. The holder of the tender option bond effectively holds a demand obligation that bears interest at the prevailing short-term rate. However, the institution granting the tender option will not be obligated to accept tendered tender option bonds in the event of certain defaults or a significant downgrade in the bond issuer's credit rating.

Municipal Fixed Income portfolios may invest in municipal securities that are secured by insurance (including, in certain portfolios, insurance that guarantees the timely payment of principal and interest), bank credit agreements, or escrow accounts. A certain portion of Municipal Fixed Income portfolios' assets may be invested in taxable bonds.

The Municipal Fixed Income portfolios may also utilize investment strategies designed to limit the risk of bond price fluctuations and to preserve capital. These strategies include the use of derivatives, such as financial futures contracts, swap contracts (including interest rate and credit default swaps), options on financial futures, options on swap contracts, or other derivatives whose prices, in an investment adviser's opinion, correlate with the prices of the portfolios' investments. A portfolio may also use derivatives strategies to shorten or lengthen the effective duration, and therefore the interest rate risk, of a portfolio, and to adjust other aspects of the portfolio's risk/return profile. A portfolio may use derivatives if it is deemed more efficient from a

transaction cost, total return or income standpoint than selling and/or investing in cash securities. A portfolio may also use derivatives to enhance return, hedge the risks of its investments in fixed income securities or as a substitute for a position in an underlying asset. Additionally, a portfolio may use derivatives to manage market, credit and yield curve risk, and to manage the effective maturity or duration of portfolio securities. The portion of a Municipal Fixed Income portfolio that is invested in derivatives at times may be substantial.

Municipal Fixed Income portfolios may pursue other strategies or invest in other instruments described in this Brochure.

Taxable Fixed Income portfolios invest primarily in debt securities according to the following strategies:

Short Term Fixed Income portfolios invest primarily in short term debt securities. A portfolio normally invests primarily in investment-grade securities.

Intermediate Term Fixed Income portfolios invest primarily in intermediate term investment-grade debt securities. A portion of a portfolio's debt securities investments must be either U.S. government securities or securities that are rated A or better or of comparable quality.

Core Fixed Income portfolios invest primarily in investment-grade debt securities. A large portion of the portfolio must be either U.S. government securities or securities that are rated A or better or of comparable quality.

Core Plus Fixed Income portfolios invest the majority of assets in investment-grade debt securities but also can invest more than 10% in non-investment-grade securities, emerging market debt, and non-dollar denominated debt, and foreign currencies.

High Yield portfolios invest primarily in below investment grade debt and other income producing securities.

Government portfolios invest in securities issued or guaranteed by the U.S. government or its agencies or instrumentalities, and may also invest in global government debt securities, and debt-related derivative instruments.

Currency portfolios are primarily invested in fixed income securities that provide long and short exposure to selected non-U.S. currencies. The fixed income securities include, but are not limited to, non-U.S. sovereign debt securities, securities issued by the U.S. government agencies and instrumentalities and debt obligations of corporate issuers. Currency portfolios also may invest in instruments that provide exposure to selected non-U.S. currencies, including derivatives such as forward currency contracts, non-deliverable forward currency contracts, currency swap contracts and other currency derivatives deemed appropriate by the investment adviser.

Inflation-Protected Securities portfolios invest primarily in inflation protected debt securities issued by U.S. and non-U.S. governments, their agencies and instrumentalities, domestic and non-U.S. corporations and/or derivatives. A portion of the portfolio's assets may also be invested in holdings that are not inflation protected.

Preferred Securities portfolios invest primarily in securities that generally pay fixed or adjustable rate distributions to investors and have preference over common stock in the payment of distributions and the liquidation of a company's assets, but are junior to all forms of the company's debt.

Build America Bonds portfolios are invested primarily in Build America Bonds ("BABs"), which are bonds issued by state and local governments to finance capital projects such as public

schools, roads, transportation infrastructure, bridges, ports and public buildings, among others, pursuant to the Build America Bonds Act (the “Act”).

Mortgage and Mortgage Related Portfolios invest in mortgage-related assets that directly or indirectly represent a participation in or are secured by and payable from mortgage loans. The portfolios may also invest in asset-backed securities, U.S. government securities, corporate debt securities, municipal obligations, unregistered securities, and mortgage-servicing rights.

Additional Information about Taxable Fixed Income Strategies. Taxable Fixed Income portfolios may invest in securities rated investment grade or below investment grade (“high yield”), and such investments for certain portfolios may be substantial. Additionally, a Taxable Fixed Income portfolio may invest a portion of its assets in securities and other instruments that are, at the time of investment, illiquid. A Taxable Fixed Income portfolio’s assets may also be invested in U.S. dollar and non-dollar denominated debt obligations of non-U.S. corporations and governments, including those located in emerging markets countries. Taxable Fixed Income portfolios may pursue other strategies or invest in other instruments described in this Brochure.

Taxable Fixed Income portfolios may also invest in other types of fixed income securities, such as asset-backed securities, residential and commercial mortgage-backed securities, corporate debt obligations, municipal securities and inverse floating rate securities.

Taxable Fixed Income portfolios may invest in and employ derivatives including, but not limited to, futures; interest rate swaps, caps, collars and floors; index swaps, total return swaps, credit default swaps and non-U.S. currency swaps; forward currency contracts and non-deliverable forward currency contracts; options on futures, non-U.S. currencies and swaps (as well as selling call options and purchasing put options on individual or a basket of securities, as well as on swaps); and/or other derivatives. The derivatives in which the Taxable Fixed Income portfolios may invest may be exchange traded or traded over the counter. Taxable Fixed Income portfolios may also invest a portion of their total assets in dollar roll transactions.

A Taxable Fixed Income portfolio may utilize derivatives strategies to enhance return, hedge some of the risks of their investments in securities, as a substitute for a position in an underlying asset, to reduce transaction costs, to maintain full market exposure, to manage or generate cash flows, to manage the effective maturity and duration of portfolio securities, to increase yield or enhance returns, to create debt or non-U.S. currency exposure, to limit exposure to losses due to changes to non-U.S. currency exchange rates, to preserve capital, and/or other reasons to the extent permitted by client guidelines.

The portion of a Taxable Fixed Income portfolio that is invested in derivatives at times may be substantial.

Taxable Fixed Income portfolios may also invest a portion of their assets in cash and cash equivalents. Additionally, certain Taxable Fixed Income portfolios may invest in equity securities and warrants acquired in connection with investments made in certain fixed income securities.

Asset Allocation

Allocation portfolios invest primarily in other mutual funds, closed-end funds, ETFs, ETNs, and other pooled investment vehicles, including in some cases funds that are also advised by the portfolio’s investment adviser or its affiliates. The portfolios seek to achieve their respective objectives by investing in mutual funds that invest in certain types of securities. Certain allocation portfolios pursue the following strategies: aggressive growth and growth (investments in underlying funds that invest in equity securities, including small company and international company equity securities, with relatively little emphasis on underlying funds that invest in fixed income securities); balanced (investments in underlying funds that invest in both equity securities and fixed income securities, but with a higher allocation to equity securities under most market

conditions); and conservative (investments primarily in underlying funds that invest in fixed income securities, with limited exposure to investments in equity securities). Other allocation portfolios invest in underlying funds according to a portfolio's risk profile (conservative, moderate, or growth).

Tactical Market Opportunities portfolios invest across the following asset classes: U.S., international and emerging markets equity securities; U.S., international and emerging markets debt securities, including high-yield debt securities; commodities; currencies and high quality, short-term debt securities and money market funds. Tactical Market Opportunities portfolios may pursue other strategies or invest in other instruments described in this Brochure. The strategy generally gains exposure to these asset classes by investing in derivative instruments, ETFs, U.S. Treasury obligations, certain non-U.S. government obligations and money market funds.

Additional Information about Allocation and Tactical Market Opportunities Portfolios.

Allocation and Tactical Market Opportunities portfolios may pursue other strategies or invest in other instruments described in this Brochure. Portfolio assets may also be invested in ETFs, ETNs, closed-end investment companies and other pooled investment vehicles. A portfolio may utilize the following derivatives: options; futures contracts; options on futures contracts, including futures on equity and commodities indices; interest rate and currency futures; interest rate caps, collars, and floors; non-U.S. currency contracts; options on non-U.S. currencies; interest rate, total return, currency and credit default swaps, and options on the foregoing types of swap agreements. A portfolio may use these derivatives in an attempt to manage market risk, currency risk, credit risk and yield curve risk; to manage the effective maturity or duration of securities in the portfolio; or for speculative purposes in an effort to increase yield or to enhance returns.

As with any investment, loss of principal is a risk of investing in accordance with any of the investment strategies described above. The strategies described above also are subject to the risks listed below.

General Risks

The following risks are generally applicable to Equity, Fixed Income, Asset Allocation and other strategies. Such risks are in addition to the risks described more specifically with respect to Equity, Fixed Income, and Asset Allocation (including, as applicable, International) below.

Concentration Risk — A portfolio's concentration of investments in securities of issuers located in a particular industry or a particular state, country or region subjects a portfolio to economic conditions that may adversely affect an industry or state. In addition, concentration of investments in issuers located in a particular state subjects a portfolio to government policies within that state. As a result, a portfolio will be more susceptible to factors that adversely affect issuers in a particular industry or state than a portfolio that does not have as great a concentration in such issuers.

Derivatives Risk — The use of derivatives presents risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. The use of derivatives can lead to losses because of movements in the price or value of the underlying asset, index or rate, which may be magnified by certain features of the derivatives, and changes in the value of a derivative may not correspond, as intended, with changes in the value of the underlying asset, index or rate. These risks are heightened when the adviser uses derivatives to enhance a portfolio's return or as a substitute for a position or security, rather than solely to hedge (or offset) the risk of a position or security held by the portfolio. In addition, when the portfolios invest in certain derivative securities, including, but not limited to, when-issued securities, forward commitments, futures contracts and interest rate swaps, they are effectively leveraging their investments, which could result in exaggerated changes in the portfolios' holdings and can result in losses that exceed the amount originally invested.

A portfolio may be subject to credit risk with respect to the counterparties to certain derivatives agreements entered into by the portfolio. If a counterparty becomes bankrupt or otherwise fails to perform its obligations under a derivative contract due to financial difficulties, the portfolio may experience significant delays in obtaining any recovery under the derivative contract in a bankruptcy or other reorganization proceeding. The portfolio may obtain only a limited recovery or may obtain no recovery in such circumstances.

Writing (selling) covered call options on some or all of a portfolio's holdings subject the portfolio to additional risks. Because a covered call strategy limits participation in the appreciation of the underlying asset, in this case the securities, owning securities in a portfolio is not the same as an investment linked to the performance of the securities. By writing covered call options on the securities, a portfolio will give up the opportunity to benefit from potential increases in the value of the securities above the exercise prices of the options, but will continue to bear the risk of declines in the value of the securities. The premiums received from the options may not be sufficient to offset any losses sustained from the volatility of the securities over time.

A portfolio may purchase index put options to protect against a significant market decline over a short period of time. When index put options become expensive relative to the protection afforded a portfolio, the portfolio may reduce the amount of index put options to a level that is less than the full value of the portfolio. If a put option purchased by the portfolio is not sold or exercised when it has remaining value, the portfolio will lose its entire investment in the index put option. Also, where an index put option is purchased to hedge all or part of the portfolio, the price of the index put option may move more or less than the value of the index.

Diversification Risk — A non-diversified portfolio may invest a large portion of its assets in a fewer number of issuers than a diversified portfolio. If a relatively high percentage of a portfolio's assets may be invested in the securities of a limited number of issuers, a portfolio may be more susceptible to any single, economic, political or regulatory occurrence than a diversified portfolio.

Management/Asset Allocation Risk — Actively managed portfolios, particularly asset allocation portfolios, are dependent upon an adviser or sub-adviser's ability to make investment decisions to achieve a portfolio's investment objective. As a result, a portfolio may underperform its benchmark or other portfolios with similar investment objectives.

Market Risk — The market values of securities owned by the portfolios may decline, at times sharply and unpredictably. Market values of securities are affected by a number of different factors. For equity securities, market risk may be more significant in small and mid- capitalization companies. Market values of fixed income securities may be affected by changes in interest rates, the credit quality of issuers, and general economic and market conditions. These risks may be magnified for lower-quality fixed income securities.

Real Estate Securities and Sector Risk — Certain of the portfolios may invest in REITs. Equity REITs will be affected by changes in the value of and income from the properties they own, while mortgage REITs may be affected by the credit quality of the mortgage loans they hold. REITs are also dependent on specialized management skills, which may affect their ability to generate cash flow for operating purposes and to pay distributions. Additionally, REITs may have limited diversification and are subject to the risks associated with obtaining financing for real property. A real estate securities portfolio may invests a majority of its assets in REITs and in the real estate sector. Stocks within specific industries or sectors can periodically perform differently than the overall stock market due to changes impacting that particular industry or sector.

Equity Risks

General Equity Risks

Common Stock Risk — Stocks may decline significantly in price over short or extended periods of time. Price changes may occur in the market as a whole, or they may occur in only a particular country, company, industry, or sector of the market. In addition, the types of stocks in which a particular portfolio invests, such as value stocks, growth stocks, large-capitalization stocks, mid-capitalization stocks, small-capitalization stocks and/or micro-capitalization stocks, may underperform the market as a whole. In addition, growth stocks can be more volatile than other types of stocks. Value stocks can continue to be undervalued by the market for long periods of time. Additionally, dividends paid on common stocks can vary significantly over the short-term and long-term. Dividends on common stocks are not fixed, but are declared at the discretion of an issuer's board of directors. There is no guarantee that the issuers of common stocks in which a portfolio invests will declare dividends in the future or that if declared they will remain at current levels or increase over time.

Equity Risks Related to Particular Strategies

Commodities Risk – Certain portfolios may invest in instruments providing exposure to commodities. Commodities markets historically have been extremely volatile, and the performance of securities that provide an exposure to those markets therefore also may be highly volatile. Commodities prices are affected by factors such as the cost of producing commodities, changes in consumer demand for commodities, the hedging and trading strategies of producers and consumers of commodities, speculative trading in commodities by commodity pools and other market participants, disruptions in commodity supply, drought, floods, weather, livestock disease, embargoes, tariffs, and international economic, political, and regulatory developments. Suspensions or disruptions of market trading in the commodities markets and related futures markets may adversely affect the value of securities providing an exposure to the commodities markets.

Illiquid Securities Risk — Illiquid securities are securities that are not readily marketable and may include some restricted securities, which are securities that may not be resold to the public without an effective registration statement under the Securities Act or, if they are unregistered, may be sold only in a privately negotiated transaction or pursuant to an exemption from registration. Illiquid securities involve the risk that the securities will not be able to be sold in a timely fashion or at a fair price.

Mid-Cap/Small-Cap Stock Risk — Small-cap companies may lack the management expertise, financial resources, product diversification, and competitive strengths of larger companies. In addition, the frequency and volume of their securities' trading may be less than is typical of securities issued by larger companies, making them subject to wider price fluctuations. In some cases, there could be difficulties in selling the stocks of small-cap companies at the desired time and price. Mid-cap companies may have limited product lines, markets or financial resources, and they may be dependent on a limited management group. Stocks of small-cap and mid-cap companies may be subject to more abrupt or erratic market movements than those of large, more established companies or the market averages in general.

Style-Specific Risk – Different types of stocks tend to shift in and out of favor depending on market and economic conditions. To the extent a portfolio emphasizes a value or growth style of investing, a portfolio runs the risk that undervalued companies' valuations will never improve or that growth companies may be more volatile than other types of investments, respectively.

Index Replication/Tracking Risk – The ability of a portfolio to replicate the performance of a broad-based index may be affected by, among other things, changes in securities markets, the manner in which performance of the index is calculated, changes in the composition of the index, the amount and timing of cash flows into and out of the portfolio, commissions, sales charges (if any), and other expenses.

Frequent Trading Risk – Frequent trading of portfolio securities may produce capital gains, which are taxable to shareholders when distributed. Frequent trading may also increase the amount of commissions or mark-ups to broker-dealers that a portfolio pays when it buys and sells securities, which may detract from portfolio performance.

Initial Public Offering Risk – By virtue of its size and institutional nature, an adviser may have greater access to IPOs than individual investors. Most IPOs involve a high degree of risk not normally associated with offerings of more seasoned companies. Companies involved in IPOs generally have limited operating histories, and their prospects for future profitability are uncertain. These companies often are engaged in new and evolving businesses and are particularly vulnerable to competition and to changes in technology, markets and economic conditions. They may be dependent on certain key managers and third parties, need more personnel and other resources to manage growth and require significant additional capital. They may also be dependent on limited product lines and uncertain property rights, and may need certain regulatory approvals. Investors in IPOs can be affected by substantial dilution in the value of their shares, by sales of additional shares and by concentration of control in existing management and principal shareholders. Stock prices of IPOs can also be highly unstable, due to the absence of a prior public market, the small number of shares available for trading and limited investor information. IPOs will frequently be sold within 12 months of purchase. This may result in increased short-term capital gains, which will be taxable as ordinary income.

Infrastructure Sector Risk— Because Global Infrastructure portfolios concentrate their investments in infrastructure-related securities, the portfolios have greater exposure to adverse economic, regulatory, political, legal, and other changes affecting the issuers of such securities. Infrastructure-related businesses are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors. Additionally, infrastructure-related entities may be subject to regulation by various governmental authorities and may also be affected by governmental regulation of rates charged to customers, service interruption and/or legal challenges due to environmental, operational or other mishaps and the imposition of special tariffs and changes in tax laws, regulatory policies and accounting standards. There is also the risk that corruption may negatively affect publicly-funded infrastructure projects, especially in emerging markets, resulting in delays and cost overruns.

Fixed Income Risks

General Fixed Income Risks

Credit Risk — Credit risk is the risk that an issuer of a debt security will be unable to make interest and principal payments when due and the related risk that the value of a security may decline because of concerns about the issuer's ability to make such payments. Credit risk may be heightened for portfolios that invest in "high yield" securities.

Income Risk — The income earned from a portfolio may decline because of falling market interest rates. Also, if a portfolio invests in inverse floating rate securities, whose income payments vary inversely with changes in short-term market rates, the portfolio's income may decrease if short-term interest rates rise.

Interest Rate Risk — Interest rate risk is the risk that the value of a portfolio will decline because of rising interest rates. Interest rate risk is generally lower for shorter-term investments and

higher for longer-term investments. Duration is a common measure of interest rate risk. Duration measures a bond's expected life on a present value basis, taking into account the bond's yield, interest payments and final maturity. The longer the duration of a bond, the greater the bond's price sensitivity to changes in interest rates.

Prepayment Risk—During periods of declining interest rates, the issuer of certain types of securities may exercise its option to prepay principal earlier than scheduled, forcing a portfolio to reinvest in lower yielding securities. This is known as call or prepayment risk. Debt securities frequently have call features that allow the issuer to repurchase the security prior to its stated maturity. An issuer may redeem an obligation if the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer.

Extension Risk— During periods of rising interest rates, the average life of certain types of securities may be extended because of lower than expected principal payments. This may lock in a below market interest rate, increase the security's duration and reduce the value of the security. This is known as extension risk. Market interest rates for investment grade fixed-income securities are currently significantly below the historical average rates for such securities. This decline may have increased the risk that these rates will rise in the future. Historical interest rate levels, however, are not necessarily predictive of future interest rate levels.

Inflation Risk – The value of assets or income from investments may be lower in the future as inflation decreases the value of money. As inflation increases, the value of a portfolio's assets can decline, as can the value of a portfolio's distributions.

Fixed Income Risks Relating to Particular Strategies

Build America Bond Risk – Build America Bonds (“BABs”) are bonds issued by state and local governments to finance capital projects such as public schools, roads, transportation infrastructure, bridges, ports and public buildings, among others, pursuant to the Build America Bonds Act (the “Act”). Unlike investments in most other municipal securities, interest received on BABs is subject to U.S. federal income tax and may be subject to state income tax. The Act, enacted in February 2009, authorizes state and local governments to issue taxable bonds on which, assuming certain specified conditions are satisfied, issuers may either (i) receive payments from the U.S. Treasury equal to a specified percentage of its interest payments (known as “direct pay” BABs) or (ii) cause investors in the bonds to receive federal tax credits (“tax credit” BABs). Direct pay BABs entitle issuers to receive reimbursement from the U.S. Treasury equal to a certain percentage of the interest paid on the bonds, which allows such issuers to issue bonds that pay interest rates that are expected to be competitive with the rates typically paid by private bond issuers in the taxable fixed income market. The portfolios may invest in either direct pay BABs or tax credit BABs in any amount at any time. Issuance of BABs commenced in April 2009, and bonds issued after December 31, 2010 currently will not qualify as BABs. If, during a time period specified by the investment adviser, there are no new issuances of BABs or other taxable municipal securities with interest payments subsidized by the U.S. Government through direct pay subsidies, as a fundamental policy, the portfolios may terminate on a specified date. BABs portfolios may also use derivatives such as bond futures or interest rate swaps to hedge interest rate risks. Additionally, BABs portfolios may utilize leverage, including through investment in inverse floating rate securities and borrowings.

Corporate Loan Risk – The corporate loans in which portfolios may invest may not be (i) rated at the time of investment, (ii) registered with the Securities and Exchange Commission or (iii) listed on a securities exchange. In addition, the amount of public information available with respect to such loans may be less extensive than that available for more widely rated, registered and exchange-listed securities. Because no active trading market currently exists for some corporate loans, such loans may be illiquid and more difficult to value than more liquid instruments for which a trading market does exist. Portfolio transactions in corporate loans may settle in as short as

seven days, but typically can take up to two or three weeks, and in some cases much longer. Unlike the securities markets, there is no central clearinghouse for trading corporate loans, and the corporate loan market has not established enforceable settlement standards or remedies for failure to settle. Because the interest rates of floating-rate corporate loans may reset frequently, if market interest rates fall, the loans' interest rates will be reset to lower levels, potentially reducing a portfolio's income.

Convertible Securities Risk — Convertible securities generally offer lower interest or dividend yields than non-convertible fixed-income securities of similar credit quality because of the potential for capital appreciation. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. In the event of a liquidation of the issuing company, holders of convertible securities would be paid before that company's common stockholders. Consequently, an issuer's convertible securities generally entail less risk than its common stock. However, convertible securities rank below debt obligations of the same issuer in order of preference or priority in the event of a liquidation or reorganization and are typically unrated or rated lower than such debt obligations. Different types or subsets of convertible securities may carry further risk of loss.

Dollar Roll Transaction Risk — In a dollar roll transaction, a portfolio sells mortgage-backed securities for delivery in the current month while contracting with the same party to repurchase similar securities at a future date. Because the portfolio gives up the right to receive principal and interest paid on the securities sold, a mortgage dollar roll transaction will diminish the investment performance of a portfolio unless the difference between the price received for the securities sold and the price to be paid for the securities to be purchased in the future, plus any fee income received, exceeds any income, principal payments, and appreciation on the securities sold as part of the mortgage dollar roll. Whether mortgage dollar rolls will benefit a portfolio may depend upon the adviser's ability to predict mortgage prepayments and interest rates. In addition, the use of mortgage dollar rolls by a portfolio increases the amount of the portfolio's assets that are subject to market risk, which could increase the volatility of the price of the portfolio's total value.

High Yield Securities Risk — High yield or below investment grade securities may be more susceptible to real or perceived economic conditions than investment grade securities. In addition, the secondary trading market for below investment grade securities may be less liquid. High yield securities generally have more volatile prices and carry more risk to principal than investment grade securities.

Inflation-Protected Securities Risk — Interest payments on inflation protected debt securities will vary with the rate of inflation, as measured by a specified index. There can be no assurance that the CPI-U (used as the inflation measure by U.S. Treasury inflation protected securities) or any non-U.S. inflation index will accurately measure the real rate of inflation in the prices of goods and services. Moreover, there can be no assurance that the rate of inflation in a non-U.S. country will be correlated to the rate of inflation in the United States. If the market perceives that the adjustment mechanism of an inflation protected security does not accurately adjust for inflation, the value of the security could be adversely affected. There may be a lag between the time a security is adjusted for inflation and the time interest is paid on that security. This may have an adverse effect on the trading price of the security, particularly during periods of significant, rapid changes in inflation. In addition, to the extent that inflation has increased during the period of time between the inflation adjustment and the interest payment, the interest payment will not be protected from the inflation increase.

Insurance Risk — Many significant providers of insurance for municipal securities have recently incurred significant losses as a result of exposure to sub-prime mortgages and other lower credit quality investments that have experienced recent defaults or otherwise suffered extreme credit deterioration. Such losses have reduced the insurers' capital and called into question their continued ability to perform their obligations under such insurance if they are called upon to do so in the future. The insurance feature of a municipal security does not guarantee the full payment

of principal and interest when due through the life of an insured obligation, the market value of the insured obligation or the net asset value of the common shares represented by the insured obligation.

Inverse Floating Rate Securities/Leveraged Securities Risk — Inverse floating rate securities create leveraged exposure to underlying municipal bonds. In other words, the value of these securities will vary by more than the value of the underlying bonds due to the leveraged nature of the investments. As a result, the amount a portfolio invests in such securities exposes it to risks and potential returns to a greater extent than the amount actually invested. The interest payments the portfolio receives on such securities vary inversely with the short-term financing rates paid by the securities' issuers, and those interest payments will decrease if short-term interest rates increase. Also, the holder of the floating rate securities that has provided the leverage associated with a portfolio's inverse floating rate securities may cause the portfolio to purchase or otherwise retire those floating rate securities (i.e., to effectively cause the portfolio to repay the leverage provided by such holder), which may require the portfolio to raise cash through the sale of portfolio securities at times and at prices that are not desirable for the portfolio.

Liquidity Risk — The portfolios may invest in lower-quality debt instruments. Lower-quality debt tends to be less liquid than higher-quality debt. If the economy experiences a sudden downturn, or if the debt markets for a particular security become distressed, a portfolio may have particular difficulty selling its assets in sufficient amounts, at reasonable prices and in a sufficiently timely manner to raise the cash necessary to meet any potentially heavy redemption request.

Preferred Securities Risk — Preferred securities risk involves credit risk, which is the risk that a preferred security will decline in price or fail to make dividend payments when due because the issuer of the security experiences a decline in its financial status. In addition certain preferred securities carry provisions that allow an issuer under certain circumstances to skip distributions (in the case of "non-cumulative" preferred securities) or defer distributions (in the case of "cumulative" preferred securities). If a portfolio owns a preferred security that is deferring its distributions, the portfolio may be required to report income for tax purposes while it is not receiving income from that security. In certain circumstances, an issuer may redeem its preferred securities prior to a specified date in the event of certain tax or legal changes or at the issuer's call, and the portfolio may not be able to reinvest the proceeds at comparable rates of return. Preferred securities typically do not provide any voting rights, except in cases where dividends are in arrears for a specified number of periods. Preferred securities are subordinated to bonds and other fixed income instruments in a company's capital structure in terms of priority to corporate income and liquidation payments, and therefore will be subject to greater credit risk than those fixed income instruments.

Mortgage/Asset-Backed Securities Risk — The value of a portfolio's mortgage-related securities can fall if the owners of the underlying mortgages pay off their mortgages sooner than expected, which could happen when interest rates fall, or later than expected, which could happen when interest rates rise. With respect to asset-backed securities, the payment of interest and the repayment of principal may be impacted by the cash flows generated by the assets backing the securities. The downturn in the housing market and the resulting recession in the United States have negatively affected, and may continue to negatively affect, both the price and liquidity of mortgage-related and asset-backed securities.

Risks Related to Changes in Tax Laws — Income from municipal bonds held by a portfolio could be declared taxable because of unfavorable changes in tax laws, adverse interpretations by the Internal Revenue Service or state tax authorities, or noncompliant conduct of a bond issuer. In addition, a portion of a portfolio's otherwise exempt dividends may be taxable to those shareholders subject to the federal alternative minimum tax.

Risks Related to Investments in Public Private Investment Program ("PPIP") Eligible Assets — PPIP Eligible Assets generally are debt securities that entitle the holders thereof to receive

payments of interest and principal that depend primarily on the cash flow from or sale proceeds of a specified pool of assets, either fixed or revolving, that by their terms convert into cash within a finite time period, together with rights or other assets designed to assure the servicing or timely distribution of proceeds to holders of such securities. Investments in these securities may be speculative. Investing in PPIP Eligible Assets entails various risks: credit risks, liquidity risks, interest rate risks, market risks, operations risks, structural risks, geographical concentration risks, basis risks and legal risks. PPIP Eligible Assets are subject to the significant credit risks inherent in the underlying collateral and to the risk that the servicer fails to perform. PPIP Eligible Assets are subject to risks associated with their structure and execution, including the process by which principal and interest payments are allocated and distributed to investors, how credit losses affect the issuing vehicle and the return to investors in such PPIP Eligible Assets, whether the collateral represents a fixed set of specific assets or accounts, whether the underlying collateral assets are revolving or closed-end, under what terms (including maturity of the PPIP Eligible Asset) any remaining balance in the accounts may revert to the issuing entity and the extent to which the entity that is the actual source of the collateral assets is obligated to provide support to the issuing vehicle or to the investors in such PPIP Eligible Asset. In addition, concentrations of PPIP Eligible Assets of a particular type, as well as concentrations of PPIP Eligible Assets issued or guaranteed by affiliated obligors, serviced by the same servicer or backed by underlying collateral located in a specific geographic region, may subject the PPIP Eligible Assets to additional risk.

Loans and other assets underlying any PPIP Eligible Asset may be situated outside the United States. Non-U.S. investments are generally denominated in non-U.S. currencies and involve certain risks not typically associated with investments in the United States. These considerations include changes in exchange rates and exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less governmental supervision of exchanges, brokers and issuers, greater risks associated with counterparties and settlement, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility. Furthermore, restrictions imposed to prevent capital flight may make it difficult or impossible to exchange or repatriate non-U.S. currency.

Asset Allocation Risks

For Asset Allocation strategies, the following risks are in addition to Equity, Fixed Income and International risks, as applicable.

Underlying Fund Risk — Investing in underlying funds, particularly in an asset allocation portfolio, causes a portfolio to indirectly bear the portfolio's portion of the costs and expenses of the underlying fund, in addition to portfolio expenses. Investing in underlying funds also subjects a portfolio to the same risks associated with directly investing in securities held by the underlying fund.

Allocation Risk—An actively managed asset allocation strategy and its performance will reflect the manager's ability to make asset allocation and other investment decisions to achieve the portfolio's investment objective. Due to its active management, the portfolio could underperform other accounts with similar investment objectives.

International Risks

The following International risks may be applicable to certain Equity, Fixed Income and Asset Allocation strategies.

Correlation Risk – The U.S. and non-U.S. equity markets often rise and fall at different times or by different amounts due to economic or other developments particular to a given country or region. This phenomenon would tend to lower the overall price volatility of a portfolio that included both U.S. and non-U.S. stocks. Sometimes, however, global trends will cause the U.S. and non-U.S. markets to move in the same direction, reducing or eliminating the risk reduction benefit of international investing.

Emerging Markets Risk — Investing in emerging markets generally involves exposure to economic structures that are less diverse and mature, and to political systems that are less stable, than those of developed countries. In addition, issuers in emerging markets typically are subject to a greater degree of change in earnings and business prospects than are companies in developed markets.

Non-U.S. Government/Sovereign Debt Risk—Investment in the debt of non U.S. governments can involve a high degree of risk. The governmental or non-U.S. sovereign issuer that controls the repayment of debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. An issuer's willingness or ability to repay the principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole and the political constraints to which a governmental entity may be subject. Governmental entities also may be dependent on expected disbursements from other governments, multilateral agencies and others abroad to reduce the principal and interest due on their debt.

International Investing Risk — Investing in securities or issuers in markets other than the United States involves risks not typically associated with U.S. investing, such as currency risk, risks of trading in non-U.S. securities markets, and political and economic risks.

Currency Risk — Because the non-U.S. securities in which the portfolios invest, with the exception of depositary receipts, generally trade in currencies other than the U.S. dollar, changes in currency exchange rates will affect the portfolio's net asset value, the value of dividends and interest earned, and gains and losses realized on the sale of securities. A strong U.S. dollar relative to these other currencies will adversely affect the value of a portfolio. Depositary receipts are also subject to currency risk.

Non-U.S. Securities Market Risk — Securities of many non-U.S. companies or U.S. companies with significant non-U.S. operations may be less liquid and their prices more volatile than securities of comparable U.S. companies. Securities of companies traded in many countries outside the U.S., particularly emerging markets countries, may be subject to further risks due to the inexperience of local investment professionals and financial institutions, the possibility of permanent or temporary termination of trading, and greater spreads between bid and asked prices for securities. In addition, non-U.S. stock exchanges and investment professionals are subject to less governmental regulation, and commissions may be higher than in the United States. Also, there may be delays in the settlement of non-U.S. stock exchange transactions.

Political and Economic Risks — International investing is subject to the risk of political, social, or economic instability in the country of the issuer of a security, the difficulty of predicting international trade patterns, the possibility of the imposition of exchange controls, expropriation, limits on removal of currency or other assets, and nationalization of assets.

Additionally, a portfolio's income from non-U.S. issuers may be subject to non-U.S. withholding taxes. Non-U.S. companies generally are not subject to uniform accounting, auditing, and financial reporting standards or to other regulatory requirements that apply to U.S. companies; therefore, less information may be available to investors concerning non-U.S. issuers. In

addition, some countries restrict to varying degrees foreign investment in their securities markets. These restrictions may limit investment in certain countries or may increase the cost of such investments.

The above risks may be particularly significant in emerging markets countries. To the extent a portfolio invests in depositary receipts, a portfolio will be subject to many of the same risks as when investing directly in non-U.S. securities.

* * *

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment strategy. Prospective clients and clients are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of an investment manager for a particular strategy. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed herein.

ITEM 9 DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of or the integrity of NAM or its management persons.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Certain management persons of NAM are registered, or have an application pending to register, as registered representatives and associated persons of Nuveen Securities, LLC, NAM's affiliated broker-dealer, to the extent necessary or appropriate to perform their job responsibilities.

As discussed above, NAM is a subsidiary of Nuveen Fund Advisors, Inc., which is a subsidiary of Nuveen Investments. Nuveen Investments is an indirect subsidiary of Windy City Investments Holdings, L.L.C. ("Holdings"), a holding company formed by equity investors led by MDP. Equity investors of Holdings include certain MDP private equity funds and other institutional investors including divisions or subsidiaries of U.S. Bancorp and other financial services companies. Except for MDP, none of the other investors has an economic position in Holdings that is greater than 9.5%. See Item 4.

The equity securities of Holdings do not confer voting rights. All management authority of Holdings resides with its board of managers (the "Board"). The current Board structure contemplates: (i) six manager positions designated by investors affiliated with MDP; (ii) one manager position designated by an investor affiliated with U.S. Bancorp; (iii) one manager position held by the Nuveen Investments Chief Executive Officer; and (iv) three independent manager positions agreed upon by a majority of the members of the Board after consultation with MDP.

As a result of the facts described above, MDP is considered a "control person" of NAM under the Investment Advisers Act of 1940, as amended ("Advisers Act"); an "affiliated person" of NAM under the Investment Company Act; and an "affiliate" of NAM under the Employee Retirement Income Security Act of 1974 ("ERISA"). With respect to NAM, except for MDP, no other investor in Holdings is subject to restrictions arising from such status under the Advisers Act, Investment Company Act and ERISA, respectively.

Neither MDP nor the other investors in Holdings will have any involvement in the day-to-day investment or other business operations of NAM, including with respect to NAM's investment and voting determinations on behalf of clients. NAM exercises its own independent investment and voting discretion in accordance with its investment philosophy, fiduciary duties and client guidelines.

At any given time, each of NAM, on one hand, and MDP and other investors in Holdings and their affiliates, on the other hand, will engage in their own respective commercial activities with a view toward advancing their own respective business interests. These activities and interests potentially include multiple advisory, transactional, financial, and other interests in securities, financial instruments and companies, and a wide variety of financial services activities. NAM is committed to putting the interests of its clients first and seeks to act in a manner consistent with its fiduciary and contractual obligations to its clients and applicable law. At times, NAM may determine, in an exercise of its discretion, to limit or refrain from entering into certain transactions, for some or all clients, in order to seek to avoid a potential conflict of interest, or where the legal, regulatory, administrative or other costs associated with entering into the transaction are deemed by NAM to outweigh the expected benefits. Further, certain regulatory and legal restrictions or limitations and internal policies may restrict certain investment or voting activities of NAM on behalf of its clients.

To the extent permitted by the Advisers Act, the Investment Company Act, ERISA, and other law, as applicable, NAM may give advice, take action or refrain from acting in limiting purchases, selling existing investments, or otherwise restricting or limiting the exercise of rights, including voting rights, in the performance of its duties for certain client accounts that may differ from such advice or action, or the timing or nature of such advice or action, for other client accounts including, for example, for clients subject to one or more regulatory frameworks.

NAM is under common control with Tradewinds Global Investors, LLC ("Tradewinds"), Nuveen Investments Advisers Inc. ("NIA"), NWQ Investment Management Company, LLC ("NWQ"), Symphony Asset Management LLC ("Symphony"), Santa Barbara Asset Management, LLC ("SBAM"), Nuveen HydePark Group LLC (formerly, Hydepark Investments Strategies, LLC)("NHP"), Winslow Capital Management, Inc. Nuveen Investment Solutions, Inc. (formerly, Richards & Tierney Inc.) ("NIS"), and Nuveen Fund Advisors, Inc. ("NFA"), each an investment adviser registered with the SEC that provides services to individual and/or institutional clients (which may include registered investment companies and/or private investment funds). NIS is also a pension consultant. "Nuveen Investments" is sometimes used to refer collectively to the advisory businesses of Nuveen Investments. Certain personnel may provide services for multiple Nuveen Investments advisory affiliates. NAM is also under common control with Nuveen Global Operations ("NGO"), a division of Nuveen Investments Holdings, Inc., which performs administrative services for NAM and certain affiliates. NAM is also under common control with Nuveen Investments Canada Co., a Canadian dealer in Ontario, Canada. NAM is also under common control with Nuveen Commodities Asset Management, LLC, a commodity pool operator and a commodity trading advisor. Except with respect to NHP and NIS, NAM and its advisory affiliates maintain procedures (including certain information barriers) designed generally to provide for independent exercise of investment and voting power. NAM's arrangements with its affiliates may or may not be material to its advisory business at any particular time.

NAM serves as sub-adviser to several registered open and closed-end Funds, branded as "Nuveen Funds," for which its parent company, NFA, serves as adviser. NAM also serves as sub-adviser to other Funds, including a series of products offered through one or more bank collective trusts under the Nuveen brand, and an investment company with variable capital incorporated with limited liability in Ireland and established as an umbrella fund with segregated liability between funds pursuant to the European Communities (Undertaking for Collective Investment in Transferable Securities ("UCITS")) Regulations, 2003, as amended, under the Nuveen brand. NAM may also serve as managing member and/or adviser to one or more private funds from time to time.

NAM is also under common control with Nuveen Investments, LLC, a registered broker-dealer. (It is expected that Nuveen Investments, LLC will change its name to Nuveen Securities, LLC in the second quarter of 2011). Certain employees of NAM also may be affiliated with Nuveen Investments, LLC, and in that capacity may engage in marketing or selling activities with respect to shares or interests in investment companies or private investment funds affiliated with NAM or its related persons. To the extent that NAM or its related persons invest client assets in an affiliated investment company, NAM or its related persons may, depending on any legal requirements, waive investment advisory fees on the client assets invested in such investment company, credit the client account for the fees paid by the investment company to NAM or NAM's related persons, avoid or limit the payment of duplicative fees to NAM and its related persons through other means, or charge fees both at the investment company level and client account level. For certain accounts, including certain wrap and other program accounts, all or a portion of the account may be invested in certain Funds advised by NAM or its affiliates.

NAM has arrangements with certain of its affiliates under which NAM may provide investment advisory (as adviser or sub-adviser), administrative, marketing or educational services to or for such affiliate or its clients. NAM or its clients may also receive such services from its affiliates. NAM and certain affiliated advisers also may refer clients to each other.

To the extent permitted by applicable law, NAM may delegate some or all of its responsibilities to one or more affiliates. NAM's affiliated advisers may likewise delegate some or all responsibilities to NAM. To the extent that NAM delegates investment management to affiliated investment advisers, NAM and its affiliates retain a greater amount of the total fees than if NAM had delegated to an unaffiliated investment adviser. Accordingly, NAM may have a potential conflict of interest in delegating to its affiliates. NAM also offers certain separate account strategies that include an allocation to certain registered investment companies that are also advised by NAM.

NGO's administrative services to NAM may include receipt, review and processing of new account documentation; implementation and execution of investment directions; certain account monitoring; and/or other administrative and operational services. The scope of NGO's services varies depending on the particular strategy, distribution channel, program, and client size and type.

NAM's affiliates may provide it with account administration, trading, operations, client service, sales and marketing, risk management, and legal and compliance services.

NAM may use its affiliated broker-dealer, Nuveen Investments, LLC, as clearing agent to facilitate the purchase and sale of municipal bonds for client accounts in accordance with its policies and procedures. For additional information about NAM's use of its affiliated broker-dealer, see Item 12.

While NAM does not generally recommend or select other investment advisers for its clients, NAM may invest client assets or recommend that clients invest in shares or other interests in Funds for which NAM or its affiliates may earn additional compensation for services rendered in connection with such Funds. For example, NAM or its affiliates may provide investment advice to one or more Funds, and receive advisory fees. Due to the additional economic benefit to NAM and its affiliates from investments in Funds, a conflict of interest may exist. This conflict may be greater when clients, with the assistance of NAM, select a strategy that is implemented using these Funds.

NAM offers certain separate account strategies that include an allocation to certain Funds that are also advised by NAM or its related persons and are available exclusively for NAM managed accounts. Termination of such separate account strategies may require a liquidation of such Funds.

**ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT
TRANSACTIONS AND PERSONAL TRADING**

NAM has adopted policies and procedures (Code of Ethics) designed to detect and prevent conflicts of interest relating to personal trading by its access persons, and to ensure that NAM effects transactions for clients in a manner that is consistent with its fiduciary duty to its clients and in accordance with applicable law. NAM's access persons who wish to purchase or sell most types of securities may do so only in compliance with certain procedures such as pre-approval by NAM compliance personnel and periodic holdings reporting. NAM's Code of Ethics prohibits the misuse of material nonpublic information. Under the Code of Ethics, employees are subject to certain limitations regarding the receipt of gifts and other benefits in the form of entertainment, including meals, golfing and tickets to cultural and sporting events from parties with whom Nuveen Investments does business. Employees are also subject to certain limitations regarding the giving of corporate gifts and other benefits to others. To the extent NAM determines that there is no conflict of interest, certain officers and employees of NAM from time to time may engage in outside business activities. A copy of NAM's Code of Ethics will be provided upon request of any client or prospective client.

Initially and from time to time, employees of NAM and its affiliates may invest in an affiliated Fund of NAM or its affiliates. Such investments may from time to time represent all of or a significant percentage of the affiliated Fund's assets. NAM or its affiliated entities also may establish proprietary separate accounts, including seed capital accounts.

To the extent that NAM or its employees have established a separate proprietary account or have made investments in an affiliated Fund that is equal to or greater than 25% of the affiliated Fund's assets, NAM has adopted a policy intended to address the potential conflicts of interest resulting from this situation. Under the policy, such affiliated Funds or proprietary accounts are managed in a manner consistent with NAM's fiduciary duty to its other clients. It is the general policy that affiliated Funds or proprietary accounts should receive neither special advantages nor disadvantages. In addition, as stated above in response to Item 10, NAM serves as investment manager to private funds.

NAM and its related persons may invest in securities for their personal accounts that are also recommended to NAM clients. Potential conflicts may arise in this situation because NAM or its related persons may have a material interest in or relationship with the issuer of a security, or may use knowledge about pending or currently considered securities transactions for clients to profit personally. To address these potential conflicts, each employee is required to provide NAM and/or certain related persons with securities trading activity reports and securities holding reports upon commencement of employment and thereafter on a quarterly and annual basis. In addition, employee transactions are subject to limitations regarding the type and timing of transactions, including certain trading prohibitions, and pre-approval and monitoring by compliance professionals of NAM and/or certain related persons.

NAM, its employees and its affiliates may give advice and take action in the performance of their duties for some clients that may differ from advice given, or the timing or nature of actions taken, for other clients or for their proprietary or personal accounts.

Subject to the restrictions described above, NAM and its employees may at any time hold, acquire, increase, decrease, dispose of or otherwise deal with positions in investments in which a client account may have an interest from time to time. NAM has no obligation to acquire for a client account a position in any investment which it, acting on behalf of another client, or an employee, may acquire, and the client accounts shall not have first refusal, co-investment or other rights in respect of any such investment.

The following restrictions apply to related persons of NAM who (i) in connection with their regular functions or duties make or participate in making recommendations regarding the purchase or

sale of securities for a client account, or (ii) are natural persons in a control relationship with NAM or its affiliates and obtain information concerning recommendations made to a client account, portfolio managers, portfolio assistants, securities analysts, traders, or any other persons designated as such by NAM or any affiliated entity (each such person is an "Investment Person").

In the event that a client account transacts within seven (7) days preceding or following an Investment Person's transaction in the same (or related, or equivalent) security, the Investment Person may be required to dispose of the security and/or disgorge any profits associated with his or her transaction. Such disposal and/or disgorgement may be required notwithstanding any prior written approval granted.

If an Investment Person has executed a transaction in a security for his or her own account, and within seven (7) days thereafter such security is considered for purchase or sale by a client account, the Investment Person shall endeavor to submit a written memorandum to the Investment Person's supervisor, the Director of Compliance, and the Chief Compliance Officer (if applicable based on the affiliate) prior to entry of the purchase or sale order for the client account. Such memorandum shall describe the circumstances underlying the consideration of such transaction for the client account. However, if the time frame for acting upon the opportunity for the client account does not permit prior submission and review of the circumstances, the Investment Person must ultimately act for the benefit of the client account and submit the memorandum as soon as possible after the fact with the understanding that the result could be disgorgement of profit, or transacting at loss, in the Investment Person's own account.

With respect to other related persons that are not Investment Persons, NAM and its advisory affiliates maintain procedures (including certain information barriers) designed generally to provide for independent exercise of investment and voting power.

Cross Trades

For certain client accounts, in accordance with applicable law, NAM may effect cross trades between the accounts of clients advised by it or its affiliates in appropriate circumstances. Cross trades may provide benefits to both the buying and the selling account, including eliminating or reducing transaction costs. Further, cross trades can provide a potentially attractive alternative to selling or buying a small-lot size of a desirable security in the open market, especially when the small-lot is part of a larger block position held by other NAM clients (as is frequently the case with SMA Accounts). Prior to each cross trade transaction, NAM will determine that the transaction is in the best interests of both clients concerned based on the investment objectives and portfolio characteristics of each client account. NAM does not receive any commission, transaction fees or other transactional compensation in connection with effecting cross trades.

For certain SMA Accounts and Institutional Separate Accounts in municipal bond strategies, NAM uses an independent third party pricing service to set the price of the cross trade pursuant to NAM's Cross Transactions Policy. The municipal bonds are then crossed at the pricing service's offer price minus a dealer bid/ask spread for an institutional sized block of bonds. The dealer bid/ask spread is designed to approximate actual spreads for bonds of comparable type and ratings to the bonds NAM seeks to cross. If the pricing service is unable to provide an offer-side quote, or if NAM believes in good faith that such price is inaccurate or stale, NAM reserves the right to set the price at which the cross trade will be effected in its good faith judgment in accordance with NAM's Cross Transactions Policy. Under the Policy, NAM may apply a premium or discount to the pricing service's price to reflect more recent or complete market information based on independent dealer evaluations, competitive bids for the bonds, or other sources.

For SMA Accounts and Institutional Separate Accounts other than in municipal bond strategies, cross trades are conducted only in accordance with applicable law and NAM's policies and procedures.

Any cross trades involving registered open-end and closed-end investment companies are carried out in accordance with Rule 17a-7 under the Investment Company Act.

Cross trades involving accounts subject to the Employee Retirement Security Act of 1974 are not generally permitted.

For additional information, see Item 10.

ITEM 12 BROKERAGE PRACTICES

Broker-Dealer Selection

In most arrangements, NAM has the authority to make all determinations as to which securities are to be bought or sold, the amounts of the securities to be bought or sold, the broker-dealer to be used and commissions, dealer spreads and other fees to be paid. In executing trades on behalf of clients, NAM seeks best execution under the circumstances of each trade.

For fixed income transactions, NAM takes into consideration best price and execution quality. In light of the characteristics of the fixed income market, best execution is not evaluated on a transaction-by-transaction basis, but on an overall basis over an extended period of time.

When selecting broker-dealers to execute transactions in equity securities, NAM takes into consideration best price (without regard to commissions) and additional factors including, but not limited to, the value, nature and quality of any brokerage and research products and services, execution capability, commission rate, financial responsibility (including willingness to commit capital); the likelihood of price improvement, the speed of execution and likelihood of execution for limit orders, the ability to minimize market impact, the maintenance of the confidentiality of orders, and responsiveness of the broker-dealer. For equity transactions, the determinative factor is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution under the circumstances. Subject to the satisfaction of its obligation to seek best execution, another factor considered by NAM in selecting a broker-dealer may include the broker-dealer's access to initial public offerings ("IPOs").

NAM has established a Brokerage Practices Committee that has oversight and policy making responsibility for NAM's brokerage practices for its equity and fixed income strategies. Committee membership includes senior management and representatives from trading, risk management, compliance, legal and operations departments. The Committee meets periodically, typically monthly.

The exact commission rate paid on a particular equity transaction is within NAM's discretion exercised within general guidelines provided by the Brokerage Practices Committee. From time to time, the Brokerage Practices Committee may review industry survey data relating to commission rates and, based upon analysis of such data, provide the equity trading desk with guidelines with respect to commission rates.

Taxable fixed income transactions are executed by investment and trading personnel for a particular strategy. Investment and trading personnel who manage similar taxable fixed income strategies communicate with each other, but they may otherwise operate independently. One taxable fixed income strategy may therefore be selling a given security at the same time that another, similar strategy is buying the security.

For municipal bond strategies, NAM periodically ranks broker-dealers on the basis of best execution criteria and other factors, including incidental proprietary research services. In purchasing new issues of municipal securities for client accounts, NAM may designate a portion of the selling concession to certain broker-dealers on the basis of such ranking.

NAM executes securities and investment transactions through financial firms that may use, offer or include products or services of NAM or its affiliates in a particular program or preferred list. NAM does not take into account such business arrangements when selecting firms for securities and investment transactions.

Fixed income securities may be purchased for Institutional Separate Accounts from the issuer or a primary market-maker acting as principal for the securities on a net basis, with no brokerage commissions being paid by the client, although the price usually includes certain undisclosed

compensation to the dealer. Transactions placed through dealers serving as primary market-makers reflect the spread between the bid and asked prices. Securities also may be purchased from underwriters at prices that include underwriting fees. NAM expects that substantially all portfolio transactions for fixed income securities will be effected on a principal (as opposed to an agency) basis and accordingly, does not expect to pay significant amounts of brokerage commissions. On a limited basis, NAM may execute portfolio transactions on an agency basis with reputable brokers and dealers.

Use of Affiliated Broker-Dealer

NAM may use Nuveen Investments, LLC to clear municipal bond transactions for separate account clients (including SMA Accounts and Institutional Separate Accounts) where NAM believes that such use does not create a conflict of interest. In such transactions, there will be no change in the bond price Nuveen Investments, LLC pays or receives and the price NAM's clients pay or receive for the same bonds when Nuveen Investments, LLC provides the municipal bond clearing services. Nuveen Investments, LLC will not receive any spread, mark-up, mark-down or transaction fee from the client in connection with such service. NAM may reimburse the actual or estimated expenses of Nuveen Investments, LLC for providing such services. NAM believes that there are significant advantages for its clients in using Nuveen Investments, LLC as a clearing agent for bond transactions, including minimizing the chance of error otherwise associated with a large number of individual purchases and delivery instructions, a greater ability to purchase and allocate institutionalized blocks of municipal bonds to NAM separate accounts, and the potential for price improvements on securities transactions for the benefit of clients. When selling bonds for NAM accounts, NAM is similarly able to aggregate all or a portion of the block at Nuveen Investments, LLC prior to selling them to a dealer. This practice also may minimize the opportunity for third party errors, increase overall speed and efficiency, and result in price improvements.

Execution Practices for Legacy Securities

NAM reserves the right to establish policies that limit acceptance of a client's previously acquired securities ("legacy" positions or securities) for account funding or contribution purposes. Where accepted, NAM generally evaluates legacy positions and may sell all or a portion of such securities to the extent that such securities would not be included in NAM's normal portfolio holdings for such account (unless such securities are subject to another express arrangement). Depending on the size and characteristics of the legacy position and the then-prevailing markets and other factors, the client may receive a sale price that is less favorable than if the transaction involved a more marketable or liquid position. The client will be responsible for all tax liabilities that result from any sale transactions. As discussed above, for certain programs, NAM may utilize the services of its affiliates to perform certain functions, including trading based on NAM's directions.

In connection with establishing a new account or account mandate for an Institutional Separate Account, NAM will work with the client to identify legacy securities that might appropriately be held by the account.

For SMA accounts, NAM may determine the timing and manner of disposition of legacy securities used to fund new SMA Accounts, or contributed to existing SMA Accounts, that are incompatible with NAM's long-term investment view. NAM may sell all or a portion of such securities immediately, or may sell certain such legacy securities immediately (e.g., that are below certain quality thresholds or maturity requirements) and sell other such legacy securities more gradually and/or opportunistically over the invest-up or other period. NAM may, subject to program limitations, direct the execution of sale transactions through the relevant broker-dealer/custodian designated by the client's managed account program as a matter of course in the interest of speed and efficiency, or utilize its own trading desk. In the case of sales of legacy securities, as a result of time constraints and lot sizes that may be applicable to these types of sale transactions, and the general unavailability of the full range of trading techniques including aggregation, the

prices received in these transactions may be less favorable than the prices that could be attained for sales of securities selected by NAM as part of ongoing management.

Execution Practices for the Termination of Accounts

Clients who terminate SMA Accounts may retain securities in their account or instruct NAM to sell the portfolio securities. When following termination and liquidation instructions, NAM may, subject to program limitations, direct the execution of sale transactions through the relevant broker-dealer/custodian designated by the client's managed account program as a matter of course in the interest of speed and efficiency, or utilize its trading desk. As a result of time constraints and lot sizes that may be applicable to these types of sale transactions, and the general unavailability of the full range of trading techniques including aggregation, the prices received in these transactions may be less favorable than the prices that could be attained for sales of securities selected by NAM as part of ongoing management.

Research and Other Soft Dollar Benefits

NAM generally has authority to cause a client account to pay a broker-dealer a commission higher than that which another broker-dealer might have charged for effecting the same transaction (a practice commonly referred to as "paying up"), in recognition of the value of the brokerage and research products and services provided by the broker-dealer. The broker-dealer may directly provide such products or services to NAM, or may purchase them from a third party for NAM. In such cases, NAM is in effect paying for the brokerage and research products and services with client commissions - so-called "soft dollars." When NAM uses soft dollars to obtain research or other products or services, NAM receives a benefit because it does not have to produce or pay for the research, products or services. NAM will only cause an account to pay up if NAM, subject to its overall duty to seek best execution, determines in good faith that the products and services are eligible brokerage and research under Section 28(e) of the Securities Exchange Act of 1934, and the amount of such commission is reasonable in relation to the value of the brokerage and research services provided, viewed in terms of either that particular transaction or the overall responsibilities of NAM in managing its clients' accounts.

The research products and services NAM receives may include economic analysis and forecasts, financial market analysis and forecasts, industry and company specific analysis, interest rate forecasts, arbitrage relative valuation analysis of various debt securities, analytical tools for investment research and related consulting services, market data services and other services that assist in the investment decision-making process. Research products and services are received primarily in the form of written reports, computer-generated services, telephone contacts and personal meetings with securities analysts. Research services also may be provided in the form of meetings arranged by broker-dealers with corporate management teams and spokespersons, as well as industry spokespersons.

At least annually, NAM reviews the amount and nature of the research products and services discussed above, as well as the extent to which such services are relied upon, and sets informal total commission targets for the broker-dealers on the basis of such considerations. The Brokerage Practices Committee reviews and approves this analysis, the targets, and any adjustments in the targets with input from its portfolio managers, traders and analysts. The actual brokerage business allocated to a particular broker-dealer may be more or less than the informal target. NAM does not make binding commitments regarding the level of brokerage commissions it will allocate to a broker-dealer, nor does it commit to pay cash directly to the vendor of a product or service if the informal targets are not met. Receipt of products or services other than brokerage or research is not a factor in allocating brokerage. NAM may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on its clients' interest in receiving most favorable execution.

Although it is not typically the case, NAM may receive research services from broker-dealers in connection with its purchase of new issues of fixed-income or equity securities. Additionally, consistent with its responsibilities in seeking best execution, NAM may engage a broker-dealer to act as agent (for which such broker-dealer will be paid a negotiated commission) in purchasing fixed-income securities for client accounts. NAM also may receive research services from broker-dealers in connection with certain “eligible riskless principal transactions,” in which both the purchase and offsetting sale transaction are executed by the broker-dealer at the same price, and such price is disclosed on a confirmation that also fully discloses the remuneration to the broker-dealer for effecting the transaction.

As a general matter, the research products and services that NAM receives from broker-dealers are used to service all of NAM’s advisory accounts. However, any particular research product or service may be used to service fewer than all advisory accounts, and may not directly benefit the particular account(s) that generated the brokerage commissions used to acquire the product or service. For example, equity commissions are used for research products and services utilized in managing fixed income accounts. In addition, accounts that do not generate any commissions used to acquire research products and services may benefit from those that do. Generally, accounts that direct NAM to use a particular broker-dealer and SMA accounts do not generate commissions used to acquire research products and services. Such accounts may benefit from research products and services purchased with commissions of other accounts.

NAM receives from broker-dealers certain research products or services that it also uses for business purposes unrelated to research - so-called “mixed use” products or services. For example, certain services are provided as a part of a product that bundles many separate and distinct brokerage, execution, investment management, custodial and recordkeeping services into one package. Market data services are a specific example of mixed use services that NAM acquires because certain employees of NAM may use such services for marketing or administrative purposes, while others use them for research purposes. The acquisition of mixed-use products and services causes a conflict of interest for NAM, in that clients pay up for this type of research product or service while the product or service also directly benefits NAM. For this reason, and in accordance with general Securities and Exchange Commission guidance, NAM will make a good faith effort to determine what percentage of the product or service is used for non-brokerage and research purposes and will pay cash (“hard dollars”) for such percentage of the total cost of any such product or service. To ensure that its practices are consistent with its fiduciary responsibilities to its clients, and to address the conflict of interest inherent in mixed use products and services, the Brokerage Practices Committee makes all determinations with regard to whether mixed use items may be acquired and, if so, what the appropriate allocation is between soft dollar and hard dollar payments for such products and services. These determinations themselves represent a conflict of interest, as NAM has a financial incentive to allocate a greater proportion of the cost of mixed use products to soft dollars.

The research products and services that NAM receives from broker-dealers supplement NAM’s own research activities. As a practical matter, in some cases NAM could not, on its own, generate all of the research that broker-dealers provide without materially increasing expenses. Soft dollar arrangements create a potential conflict by possibly giving an investment adviser an incentive to trade frequently to generate commissions to pay for these products or services, which may not be in the best interests of an adviser’s clients, or, in some cases, to trade actively in certain accounts to obtain research used primarily by other, less frequently traded accounts. NAM attempts to mitigate these potential conflicts through oversight of the use of commissions by the Brokerage Practices Committee.

NAM does not consider any client referrals it or a related person receives when selecting or recommending broker-dealers.

Directed Brokerage

Except with respect to the provision of model portfolios, NAM generally has brokerage discretion. Under certain circumstances, NAM permits clients to direct brokerage. In the event that a client directs and NAM agrees to use a particular broker-dealer and/or imposes other transaction limitations, NAM may not be able to freely negotiate commissions or dealer spreads or select broker-dealers on the basis of best price and execution for such transactions. In addition, transactions directed in this manner may result in clients foregoing the benefit from savings on execution costs NAM may obtain for its other clients through, for example, negotiating volume discounts on block trades. As a result, such clients may have to pay greater dealer commissions or spreads or receive less favorable net prices than would be the case if NAM were authorized to choose the broker-dealer through which to execute transactions for client accounts. A client who directs brokerage should periodically review the terms of their directed brokerage arrangements to ensure that such arrangements are in the client's continuing best interest. Conflicts of interest may exist under directed brokerage arrangements for NAM when its client directs brokerage to a financial intermediary who refers clients to NAM. NAM may place orders for directed brokerage accounts after it places orders for accounts where NAM has broker-dealer selection discretion. A client also may notify NAM that it may not place trades through certain broker-dealers.

Under wrap fee programs (and partially-bundled dual contract arrangements where a client has contracted with the sponsor for certain services (typically custody, financial advisory, and certain trading, but excluding investment management) on a bundled basis), clients are not charged separate commissions on each trade so long as the program sponsor (or a broker-dealer designated by the sponsor) executes the trade. In these circumstances, a portion of the wrap (or partially-bundled) fee generally is considered as in lieu of commissions or other transaction costs. Where permitted by program terms, NAM may execute a transaction through a broker-dealer other than the program sponsor where NAM believes that such trade would result in the best price and execution under the circumstances. This is typically the case with municipal bond strategies but may also apply to other asset classes depending on liquidity and market conditions. In such cases, transaction and other fees may be included in the net price of the security, and in addition to wrap (and partially-bundled) fees. However, in other situations trades will be executed with the program sponsor (or a broker-dealer designated by the sponsor) so as to avoid incurring additional brokerage costs or other transaction costs by using other broker-dealers, in addition to the wrap (or partially-bundled) fee. This is typically the case with equity strategies under normal liquidity and market conditions. Managed accounts programs may impose a significant limitation on the ability of NAM to seek best price and execution by placing trades through other broker dealers.

Allocation and Aggregation

General

NAM may aggregate purchases and sales of securities in a block trade, and allocate securities based on its procedures, which may include a pro rata allocation based on the aggregate requested amounts of such issue by the relevant portfolio managers or methods other than pro-rata in appropriate circumstances. NAM manages proprietary and related person accounts in the same manner, and does not favor one type of account over the other. NAM periodically reviews its treatment of proprietary accounts to ensure that it does not favor them over client accounts.

The decision as to whether or not to aggregate particular orders is made by NAM, in the exercise of its discretion. Among the factors NAM will consider are the timing of the receipt of the orders and any specific instructions relating to the orders. If an aggregated order is filled at several prices, a weighted average price and commission will be calculated, and all participants in the aggregated order will generally receive the weighted average price. The price to a particular client could be higher or lower than the actual price that would otherwise be paid by the client in the

absence of aggregation. The transaction costs incurred in the transaction will be shared pro rata based on the extent of each account's participation in the transaction.

NAM may aggregate trades for execution and request that the executing broker "step-out" a portion of the aggregate trade to clients' directed brokers. The executing broker gives up the trades to the directed broker who receives any related commissions and clears, settles and confirms the transaction to NAM and the clients involved.

Orders placed for SMA Accounts may be kept separate from other orders, and may not be included in aggregated orders. Also, as discussed above, trades for accounts where a client directs NAM to use a certain broker-dealer or prohibits NAM from using certain broker-dealers may not be aggregated with other orders for the same security. Transactions for accounts that are not included in a bunched order may be executed before, along with, or after transactions in the same security being executed for other NAM clients.

NAM endeavors to treat clients fairly and equitably over time with respect to trading sequencing and allocation. Where there may be constraints on the use of aggregate orders, such as in the case of discretionary SMA Accounts programs, or where NAM does not handle trading, such as in the case of the delivery of model portfolios, NAM may adopt procedures that may include (i) employing the use one or more execution or order delivery rotations among clients; (ii) executing orders or delivering model recommendations for different clients at approximately the same time; or (iii) other methods as may be developed from time to time. While these procedures are designed to treat clients in a fair and equitable manner over time, on any given order, some accounts may trade before other accounts, and some accounts may receive more favorable pricing than other accounts for the same security.

Equity Securities

For equity securities, NAM's general policy (subject to the exceptions described herein) is that all orders for the same security that are placed simultaneously will be aggregated in a single order in an effort to obtain best execution at the best price available. An order that is placed subsequent to the entry of an aggregated order for the same security on the trade blotter will generally be added to the unfilled portion of the prior aggregated order to create a new aggregated order.

Orders that are submitted to the equity trading desk pursuant to program trades (*i.e.*, single orders involving multiple securities generally employed for rebalancing) will generally be processed separately from other orders, and will not be included in aggregated orders. Also, as discussed above, trades for SMA Accounts and accounts where a client directs or prohibits the use of a certain broker-dealer may not be bunched with other orders for the same security. Transactions for accounts that are not included in a bunched order may be executed before, along with, or after transactions in the same security being executed for other NAM clients. To the extent that such transactions are effected through different broker-dealers than a bunched order, non-bunched transactions may involve payment of different commissions than bunched transactions.

In addition, bunched and non-bunched transactions are likely to be executed at different times, and at different prices. Where bunched and non-bunched transactions are effected at similar times, they may compete against each other in the market, resulting in higher costs or lower proceeds, or both. Where one group of transactions is effected prior to another group, the prior group of transactions may adversely impact the market price for the later group of transactions.

Fixed Income Securities

NAM may aggregate purchases and sales of fixed income securities (including currencies) in a block trade, and allocate securities based on the investment needs of the particular account. When determining which accounts are eligible to participate in a block trade, NAM takes into account factors that may include suitability of the security for the particular client account,

investment objective, strategy, style and maturity, credit quality, available cash balance and diversification. In the case of transactions in over-the-counter derivatives, not all accounts have entered into ISDA agreements with the same counterparties. Also, as discussed above, trades for SMA Accounts and accounts where a client directs or prohibits the use of a certain broker-dealer may not be bunched with other orders for the same security.

Allocation of Trades

NAM has written allocation procedures designed to provide for fair and equitable allocation of securities over time among similar client accounts, including allocations among Funds and separate accounts.

Fixed Income Accounts

Municipal Securities: For partially filled orders of municipal fixed income securities, NAM generally will allocate to accounts in the following order: state specific, state preference, accounts with higher and/or longer standing cash balances, and national accounts. For accounts of \$250,000 or more, NAM seeks to allocate portions of the block that are at least a particular dollar amount (e.g., \$25,000). NAM may also consider the scarcity of a particular security in light of the particular account objective and strategy. For example, an account with a primary high yield objective may receive priority for a high yield bond over an account that does not have a primary high yield objective; an account with a state specific municipal bond objective may receive priority for a particular municipal bond over an account with a national municipal bond objective. Although not every client account will participate in every block trade, NAM seeks to treat all client accounts fairly and equitably over time.

Taxable Fixed Income: NAM generally attempts to allocate bunch orders for the same security for (1) all accounts eligible to acquire the security, and for which the transactions is appropriate under the circumstances; and (2) accounts that have sufficient cash to participate. In such case, all participating accounts generally share pro rata in the transaction. Orders for less than a particular dollar amount (e.g., \$5 million) are not subject to the pro rata allocation rule, and the portfolio manager may exercise discretion as to the allocation, but only in such a way that no account is systematically favored over another. If a pro rata allocation results in an account receiving less than a particular dollar amount (e.g., \$50,000) of a security, that account may be excluded from the allocation.

Equity Accounts

For partially filled orders of equity securities, NAM will allocate that portion of the trade that has been completed pro rata across the participating accounts in an amount not less than a single share, and a weighted average price and commission will be calculated as described above. To the extent that a pro rata allocation would result in an account receiving less than the minimum lot size used by NAM (currently one share), that account shall be allocated no shares from that partial fill. Shares not allocated as a result of this procedure will be reallocated to the largest account included in the allocation. At the opening of the market on the next business day the remainder of a partially filled aggregate order will be handled by NAM as described above.

New Issues

Equity New Issues: NAM may invest client assets in securities in new issues, including equity IPOs. NAM's determination to purchase IPO securities will be made based upon factors that it considers to be relevant, which may include, without limitation, the price at which the securities will be offered and the availability of the securities. NAM may receive limited allocations of IPO securities based on commissions generated by its client accounts. NAM has developed Equity IPO Allocation Policies and Procedures ("Allocation Policies") designed to provide reasonable assurance that opportunities to receive IPO securities are allocated fairly and equitably over time among its clients that are eligible to participate in IPOs.

NAM generally seeks to purchase new issue securities in large blocks on behalf of all eligible client accounts. In determining whether a client account is eligible to participate in an IPO, NAM will consider all of the relevant factors and circumstances, including portfolio objective, investment strategy, applicable account guidelines and restrictions, and the risk profile of the client. Whether participation in an IPO is consistent with the objectives of a mutual fund is determined by that fund's prospectus and/or statement of additional information. As a result of this procedure, it is possible that only a small number of client accounts could be eligible or appropriate to purchase a specific new issue.

NAM's general policy is that equity new issues will be allocated pro rata to those accounts participating in the IPO, based on the relative aggregate equity assets and cash of each such client account, and the size of the order placed for each client account that participates in an IPO.

The availability of IPO securities, especially those of so-called "hot issues," is typically limited. The allocation of IPO securities by the underwriter to investment advisers, such as NAM, generally depends on factors such as the investment adviser's past business with the underwriter, potential business volume and other similar factors. While NAM's ability to receive IPO allocations may be gained partially through the investment activity of all client accounts, many client accounts will not receive IPO securities.

Because IPO issuers are typically small or mid-sized companies (measured by anticipated market capitalization), and because such investments are subject to a significant amount of risk, NAM believes that IPO securities may be unsuitable investments for many client accounts. NAM generally participates in IPO securities for its clients when the issue's anticipated market capitalization is consistent with, and permitted by, the investment style, objectives, and risk tolerance of the client. Thus, those accounts that have investment styles and objectives that focus on small and mid capitalization companies, and that accept a significant amount of risk, will generally receive IPO allocations. NAM will generally not allocate IPO shares on the basis of a client directed transaction request.

No proprietary accounts will receive favorable treatment as a result of NAM's Allocation Policies, and under NAM's Code of Ethics, accounts of executives and employees of NAM or its affiliates are not permitted to acquire securities in an IPO.

NAM has adopted a policy that generally limits the participation in equity IPO securities by client account. These policies serve to mitigate risk by generally limiting clients' exposure to an individual IPO. These policies also assist in achieving a pro rata allocation of IPO securities among clients by having a consistent maximum participation percentage for each client.

Fixed Income New Issues: NAM allocates new fixed income issues to eligible client accounts based upon its review of the investment objective of each client account (including whether the account is designed to invest in a security issued by a governmental entity located in a specific state), the size of the original order placed by the account, lot size, relative size of the accounts, relative size of the account's portfolio holding of the same or comparable securities, cash balances, and other factors. NAM may also consider the scarcity of a particular security in light of the particular account objective and strategy. For example, an account with a primary high yield objective may receive priority for a high yield bond over an account that does not have a primary high yield objective; an account with a state specific municipal bond objective may receive priority for a particular municipal bond over an account with a national municipal bond objective.

Trade Errors

In the event of a trade error made by NAM, it is NAM's general policy to reimburse clients so that they are restored to their original position. For errors in SMA Accounts, NAM error correction procedures may be subject to the relevant program guidelines or directions of the program sponsor. For trade errors identified before settlement, NAM may reallocate the subject securities

to the account of another client in accordance with certain procedures designed to mitigate the conflicts of interest associated with such reallocation. Correcting some trade errors may result in losses or gains to NAM or its affiliates.

For trade errors that occur in SMA Accounts, NAM does not have the ability to control the ultimate resolution of the trade error. In these instances, the trade error and resolution thereof will be governed by the program sponsor's policies and procedures. Certain program sponsors may establish trade error accounts for their programs whereby gains for certain errors in client accounts managed by NAM may be offset by losses in other client accounts managed by NAM in the same program(s) over varying time periods. This offsetting of gains with losses could result in a benefit to NAM.

ITEM 13 REVIEW OF ACCOUNTS

General Description

NAM provides continuous monitoring and oversight of the discretionary accounts it manages, and accounts are reviewed on an exception basis. Accounts are reviewed by the relevant portfolio manager and/or other NAM employees acting under the oversight of the relevant portfolio manager to seek to ensure that each account is managed consistent with the investment criteria applicable to the account in terms of (i) allocation of portfolio assets, (ii) diversification of assets among different securities, (iii) duration and maturity, for fixed income accounts and (iv) compliance with any specific restrictions established by the client. The composition and number of reviewers vary depending in part on the type of account, amount of assets and nature of investment goals and objectives of client.

Certain Institutional Separate Account clients may be offered an annual in-person review of their account. In addition, certain accounts may be formally reviewed on a semi-annual or more frequent basis by members of NAM's senior management. NAM's senior management also may meet with investment professionals to discuss accounts under their management.

For Funds, reviews also may include analysis of security performance, account diversification and cash flow.

Factors that may trigger an account review may include, but are not limited to, (i) performance of individual securities or asset classes; (ii) material economic and market events; (iii) changes in a separate account client's financial profile as communicated to NAM; and (iv) changes recommended in overall investment policy or strategy by NAM's portfolio managers. The number of accounts for which a reviewer is responsible will vary.

Client Reports

Separate Accounts (SMA and Institutional)

NAM provides portfolio reports to the extent agreed with the client, upon request, or specified under the program agreement. Portfolio reports generally include portfolio holdings and may include performance information. Such reports are not intended to replace a client's custodial account statements as records for official or tax reporting purposes. Clients are encouraged to request and review quarterly account statements (including asset amounts and transactions during the period) sent directly from their custodian (e.g., broker-dealer, bank or trust company).

NAM also may distribute economic commentaries and other materials periodically. Special reports may be prepared to meet specific client requirements. NAM may provide reports to sponsors, financial intermediaries and certain institutional clients that are not regularly sent to clients regarding performance, portfolio holdings and other portfolio information. Where NAM

serves as a sub-adviser to an affiliated adviser, the affiliated adviser would provide any reports. See Item 4 regarding other reports and materials.

Funds

NAM provides fund boards with quarterly reports that may include, among other information, holdings and transaction information, performance and attribution analysis, brokerage allocation, soft dollar information, accounting data, portfolio reviews, reviews of diversification, and distribution information. NAM also provides additional information or reports as requested by the board. Fund investors receive annual and semi-annual reports and quarterly account statements.

Wrap Fee Program and Non-Wrap Fee Programs

Program clients may receive reports of portfolio holdings and performance from the program sponsor.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Payment to Others – General

In the ordinary course of business, NAM or a related person may send corporate gifts or pay for meals and entertainment such as golfing and tickets to cultural and sporting events for individuals of firms that do business with NAM or its affiliates. NAM employees also may be the recipients of corporate gifts, meals and entertainment. The giving and receipt of gifts and other benefits are subject to limitations under NAM's Code of Ethics.

NAM may pay fees to consultants for their advice and services, industry information or data, or conference attendance. If a particular payment constitutes, in NAM's judgment, a client solicitation arrangement under Rule 206(4)-3 under the Advisers Act, NAM will comply with the provisions of the Rule.

NAM also may make payments to or use the services of firms or individuals who use, offer or include products or services of NAM or its related persons in a particular program or preferred list.

NAM is affiliated with the Nuveen Investments Wealth Management Services group, a division of Nuveen Investments that provides free general educational services to financial intermediaries who typically offer or use products or services of NAM and/or its advisory affiliates. Nuveen Investments Wealth Management Services makes available various financial and educational tools, reports, materials and presentations on current industry topics relevant to a financial advisor. Certain financial tools and illustrations may use data provided by a financial advisor. Materials and services provided by Nuveen Investments Wealth Management Services group are not intended to constitute financial planning, tax, legal, or investment advice and are for educational purposes only.

Payments to Others – Separate Accounts

NAM or a related person may from time to time compensate third parties for referrals of separate account clients. All solicitation arrangements will comply with Rule 206(4)-3 under the Advisers Act and any other law as applicable.

In addition, NAM (or an affiliate on its behalf) may make payments to firms or persons that use, offer or include products or services of NAM in a particular program, include NAM in a preferred list of advisers, or refer clients to NAM. These payments may take the form of conference, program or event attendance, participation or exhibition fees, educational and training fees, or fees linked to program participation or specific marketing initiatives within an existing program. NAM may pay travel, meal and entertainment expenses for a firm's representatives and others who visit NAM's offices or other locations (including hotels and conference centers) to learn about its products and services.

NAM also may make charitable contributions or underwrite or sponsor charitable events at the request of others. Payments described above may vary significantly from firm to firm depending on the nature of NAM's and its affiliated investment advisers' separate account activities with the firm and the amount of the firm's separate account client assets under NAM's and its affiliated investment advisers' management. Payments are subject to NAM or a related person's internal review and approval procedures.

SMA Account clients are encouraged to request and review materials from program sponsors (such as a sponsor's program brochure) describing business and financial terms and arrangements between program sponsors and investment advisers.

Payments to Others – Funds

NAM or an affiliate may make payments to firms or individuals that use, offer or sell shares of the Funds advised by NAM, or place the Funds on a recommended list. Fund investors should review a Fund's prospectus (or statement of additional information) for important information about such Fund-related payments.

ITEM 15 CUSTODY

Clients should receive quarterly or monthly account statements from the broker-dealer, bank or other financial services firm that serves as qualified custodian, and clients should carefully review those statements. Clients who do not receive such account statements are encouraged to follow up directly with their custodian and request such statements. Clients who receive additional reports from NAM are urged to compare these reports to the account statements they receive from the qualified custodian. NAM's reports are generally preliminary and may vary from custodial statements based on accounting procedures, reporting dates, valuation methodologies and other factors. They are not intended to be a substitute for account statements provided by a qualified custodian, and should not be used for official purposes.

In the event of an inadvertent receipt of a check or other financial instrument payable to a client, NAM reserves the right to send the check or instrument to the client or its custodian rather than back to the original sender when it believes that such procedure provides the best overall protection for the underlying assets.

ITEM 16 INVESTMENT DISCRETION

NAM is generally granted discretionary authority to manage securities accounts on behalf of clients. For Institutional Separate Accounts and SMA Accounts through dual contract programs, NAM generally obtains a client's written consent to its discretionary authority with respect to the client's assets in the form of an executed investment management agreement or other comparable services agreement prior to providing discretionary advisory services.

For SMA Accounts through wrap fee programs, NAM is appointed to act as an investment adviser through a process documented and administered by the program sponsor. Clients participating in a program, generally with assistance from the sponsor, may select NAM to provide investment advisory services for their account (or a portion thereof) in a particular strategy. NAM provides investment advisory services based upon the particular needs of the wrap fee program client as reflected in information provided to NAM by the sponsor, and will generally make itself available for direct consultations as reasonably requested by clients and/or sponsors. Clients are encouraged to consult their own financial advisors and legal and tax professionals on an initial and continuous basis in connection with selecting and engaging the services of an investment manager in a particular strategy and participating in a wrap or other program. In the course of providing services to program clients who have financial advisors, NAM may rely on information or directions communicated by the financial advisor acting with apparent authority on behalf of its client.

NAM's discretionary authority over an account may be subject to directions, guidelines and limitations imposed by the client or, in the case of an SMA Account, the program sponsor. NAM will endeavor to follow reasonable directions, investment guidelines and limitations. Although NAM seeks to provide individualized investment advice to its discretionary client accounts, NAM will not be able to accommodate investment restrictions that are unduly burdensome or materially incompatible with NAM's investment approach, and may decline to accept, or may terminate, client accounts with such restrictions. In addition, NAM may decline to permit any account restriction that affects more than a stated percentage of the account. See Item 4.

In addition to the foregoing, NAM may provide its services on a non-discretionary and model portfolio basis.

For additional information about NAM's investment advisory services and investment restrictions, see Item 4.

ITEM 17 VOTING CLIENT SECURITIES

NAM may retain complete discretion to vote proxies for its clients, which may include Funds. NAM's Investment Policy Committee ("IPC"), comprised of the firm's most senior investment professionals, is charged with oversight of NAM's proxy voting policies and procedures. The IPC is responsible for approving proxy voting policies and procedures, and overseeing the activities of NAM's Proxy Voting Committee ("PVC"). The PVC is responsible for providing an administrative framework to facilitate and monitor NAM's exercise of its fiduciary duty to vote client proxies, and fulfill obligations of reporting and recordkeeping under the federal securities laws.

NAM has approved and adopted the proxy voting policies of an independent third party, Institutional Shareholder Services, Inc. ("ISS"), a leading national provider of proxy voting administrative and research services. As a result, such policies set forth NAM's positions on recurring proxy issues and criteria for addressing non-recurring issues. These policies are reviewed periodically, and therefore are subject to change. Even though it has adopted ISS's policies, NAM maintains the fiduciary responsibility for all proxy voting decisions. From time to time, a portfolio manager may initiate action to override ISS's recommendation for a particular vote. Any such override will be reviewed by NAM's Legal department for material conflicts. If Legal determines that no material conflicts exist, the approval of one investment professional shall authorize the override. If a material conflict exists, the conflict, and ultimately the override recommendation, will be addressed pursuant to the procedures described below. NAM's policy permits it to refrain from voting where it determines that it would be in the client's overall best interest not to vote. In special circumstances, as an alternative to reliance on an independent third party, NAM may vote a proxy with the consent or based on the instructions of the client or its representative.

Responsibility for certain administrative aspects of proxy voting rests with the PVC. The PVC also supervises the relationship with ISS. ISS apprises NAM of shareholder meeting dates, provides NAM with research on proxy proposals and voting recommendations, and casts the actual proxy votes. ISS generates reports on how proxies were voted, and also may serve as NAM's proxy voting record keeper.

Equity Securities - With respect to equity securities, NAM will vote equity securities in accordance with its policies and procedures discussed above.

Fixed Income Securities - A client may acquire indirectly equity securities that issue proxies. For example, a client may acquire, directly or through a special purpose vehicle, equity securities of a municipal bond issuer whose bonds are already held in a client's account when such bonds have deteriorated or are expected shortly to deteriorate significantly in credit quality. The purpose of acquiring equity securities generally will be to acquire control of the municipal bond issuer and to seek to prevent the credit deterioration or facilitate the liquidation or other workout of the distressed issuer's credit problem. In the course of exercising control of a distressed municipal issuer, NAM may pursue the client's interests in a variety of ways, which may entail negotiating and executing consents, agreements and other arrangements and otherwise influencing the management of the issuer. NAM does not consider such activities proxy voting for purposes of Rule 206(4)-6 under the Investment Advisers Act of 1940, but nevertheless provides reports to the relevant parties on its control activities on a quarterly basis.

In the rare event that a fixed income issuer were to issue a proxy or that a client were to receive a proxy issued by a cash management security, and ISS did not make a voting recommendation, NAM would either vote the securities itself or engage a different independent third party to determine how the proxy should be voted or vote the proxy with the consent, or based on the instructions of the client or its representative. NAM would oversee the administration of the voting, ensure that records were maintained in accordance with Rule 206(4)-6, reports were filed as applicable, and the results provided to the relevant parties as appropriate.

NAM recognizes that there are circumstances wherein it may have a perceived or real conflict of interest in voting the proxies of issuers or proxy proponents (e.g., a special interest group) who are clients or potential clients of its affiliates. Directors and officers of such companies may have personal or familial relationships with NAM, its affiliates and/or their employees that could give rise to potential conflicts of interest. NAM will vote proxies in the best interest of its clients regardless of such real or perceived conflicts of interest. NAM attempts to minimize the risk of conflicts by adopting the policies of an independent third party and establishing procedures in order to override the ISS recommendation.

To further minimize the risks related to conflicts of interest, the PVC will review ISS's conflict avoidance policy periodically to ensure that it adequately addresses both the actual and perceived conflicts of interest the proxy voting service may face. In the event that ISS faces a material conflict of interest with respect to a specific vote, the PVC will direct ISS how to vote. The PVC will receive voting direction from senior management, who will seek voting direction from appropriate investment personnel. Before doing so, however, the PVC will confirm that NAM faces no material conflicts of its own with respect to the specific proxy vote.

If the PVC concludes that a material conflict does exist, it will recommend to senior management a course of action designed to address the conflict. Such actions could include, but are not limited to: (1) obtaining instructions from the affected clients on how to vote the proxy; (2) disclosing the conflict to the affected clients and seeking their consent to permit NAM to vote the proxy; (3) voting in proportion to the other shareholders; (4) recusing investment personnel or other personnel from all discussion or consideration of the matter, if the material conflict is due to such person's actual or potential conflict of interest; or (5) following the recommendation of a different independent third party.

In addition to the above, the PVC must notify NAM's Chief Compliance Officer of any direct, indirect or perceived improper influence exerted by any employee, officer or director of affiliates of NAM as to how NAM should vote proxies. NAM's Chief Compliance Officer will investigate any such allegations and report the findings to NAM's Chief Executive Officer and its General Counsel. If it is determined that improper influence was attempted, appropriate action will be taken, which may include disciplinary action, notification of the appropriate senior managers, or notification of the appropriate regulatory authorities. In all cases, NAM will not consider any improper influence in determining how to vote proxies, and will vote only in the best interests of clients.

NAM's clients may contact their relationship manager for a copy of NAM's proxy voting policies and procedures or more information about the proxy voting record for their account.

ITEM 18 FINANCIAL INFORMATION

NAM does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of its most recent fiscal year. NAM is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has NAM been the subject of a bankruptcy petition at any time during the past ten years.

ADDITIONAL INFORMATION

NOTICE TO CANADIAN CLIENTS

NAM is exempt from registration as an adviser in Ontario as it meets all of the conditions of an “exempt international adviser.” It is required to take certain steps to rely on that exemption, one of which is to provide its clients with notice of certain matters. Notice is hereby given that:

1. NAM is not registered as a ‘portfolio manager’ in any province or territory of Canada.
2. NAM has its head office at 333 West Wacker Drive, Chicago IL 60606 U.S.A.
3. The local address for service of process against NAM is Torys, LLP, 79 Wellington St. West, Toronto, Ontario M5K 1N2.
4. There may be difficulty enforcing legal rights against NAM because it is resident outside Canada and all or substantially all of its assets may be situated outside of Canada.