

NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2  
Form DEF 14A  
October 20, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

Nuveen Georgia Dividend Advantage Municipal Fund 2 (NKG)

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- 1) Title of each class of securities to which transaction applies:

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

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

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

- o Fee paid previously with preliminary materials.
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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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## Important Notice to Fund Shareholders

OCTOBER 20, 2010

Although we recommend that you read the complete Proxy Statement, for your convenience, we have provided a brief overview of the issues to be voted on.

### Q. Why am I receiving this Proxy Statement?

- A. You are receiving this Proxy Statement as a Fund shareholder in connection with the annual shareholders meeting for the Nuveen closed-end funds listed at the top of the Notice of Annual Meeting of Shareholders.

You are being asked to vote on a number of important matters:

- (i) Updated Investment Policies (all Affected Municipal Funds (as defined in the Proxy Statement)). Nuveen's municipal closed-end funds are seeking to adopt a uniform, up to date set of investment policies (the New Investment Policies). In general, these funds currently have a somewhat diverse set of policies, reflecting when the funds were launched over the past 20 years as well as developments over time in the municipal market, including new types of securities as well as investment strategies.
- (ii) Approval of Fund Board Nominees (all Funds). Each year, you and other Fund shareholders must approve the election of Board members to serve on your Fund's Board. This is a requirement for all funds that list their common shares on a stock exchange. The Funds described in this Proxy Statement are holding their annual shareholders meetings at which Board members will be elected. The list of specific nominees is contained in the enclosed Proxy Statement.

Your Fund's Board of Trustees/Directors, including your Board's independent members, unanimously recommends that you vote **FOR** each proposal.

**Your vote is very important. We encourage you as a shareholder to participate in your Fund's governance by returning your vote as soon as possible. If enough shareholders don't cast their votes, your Fund may not be able to hold its meeting or the vote on each issue, and will be required to incur additional solicitation costs in order to obtain sufficient shareholder participation.**

### Q. What are the potential benefits of the New Investment Policies for common shareholders of the Affected Municipal Funds?

- A. The potential benefits to common shareholders are:

Enhanced ability of the Affected Municipal Funds to generate attractive tax-free income while retaining their orientation on investment grade quality municipal securities;

Increased flexibility in diversifying portfolio risks and managing duration (the sensitivity of bond prices to interest rate changes) to pursue the preservation and possible growth of capital, which, if successful, will help to sustain and build net asset value; and

Improved secondary market competitiveness that may lead to a higher relative market price and/or stronger premium/discount performance.

**Q. What are the potential benefits of the New Investment Policies for preferred shareholders of the Affected Municipal Funds?**

**A.** The potential benefits to preferred shareholders are increased flexibility in diversifying portfolio risks and managing duration (the sensitivity of bond prices to interest rate)

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changes) to pursue the preservation and possible growth of capital, which, if successful, will help to sustain and build net asset value and therefore asset coverage levels for preferred shares.

**Q. What actions are required in order to implement the New Investment Policies?**

A. In order to implement the New Investment Policies and obtain the potential benefits described above, each Affected Municipal Fund must make certain changes to its existing policies, including certain fundamental policies that require approval of shareholders. In some cases, this may require shareholder approval of the elimination of an existing fundamental policy as well as the implementation of a new replacement fundamental policy. Because each Affected Municipal Fund tends to be situated somewhat differently, the specific changes required to implement the New Investment Policies often vary from fund to fund.

**Q. What happens if shareholders don't approve the elimination of the fundamental investment policies and/or don't approve the New Investment Policy or Policies?**

A. An Affected Municipal Fund will not be able to implement the New Investment Policies as discussed above. The Affected Municipal Fund would likely incur further expenses to solicit additional shareholder participation, and may experience potential disruptions to its investment operations. The Boards of the Affected Municipal Funds urge you to vote without delay in order to avoid the potential for higher costs and/or disruptions to portfolio operations.

**Q. Who do I call if I have questions?**

A. If you need any assistance, or have any questions regarding the proposals or how to vote your shares, please call Computershare Fund Services, your Fund's proxy solicitor, at (866) 612-5814. Please have your proxy material available when you call.

**Q. How do I vote my shares?**

A. You can vote your shares by completing and signing the enclosed proxy card, and mailing it in the enclosed postage-paid envelope. Alternatively, you may vote by telephone by calling the toll-free number on the proxy card or by computer by going to the Internet address provided on the proxy card and following the instructions, using your proxy card as a guide.

**Q. Will anyone contact me?**

A. You may receive a call from Computershare Fund Services, the proxy solicitor hired by your Fund, to verify that you received your proxy materials, to answer any questions you may have about the proposals and to encourage you to vote your proxy.

We recognize the inconvenience of the proxy solicitation process and would not impose on you if we did not believe that the matters being proposed were important and in the best interests of the Funds. Once your vote has been registered with the proxy solicitor, your name will be removed from the solicitor's follow-up contact list.

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333 West Wacker Drive  
Chicago, Illinois 60606  
(800) 257-8787  
**Notice of Annual Meeting  
of Shareholders  
November 16, 2010**

**October 20, 2010**

**Nuveen Floating Rate Income Fund (JFR)  
Nuveen Floating Rate Income Opportunity Fund (JRO)  
Nuveen Senior Income Fund (NSL)  
Nuveen Tax-Advantaged Floating Rate Fund (JFP)  
Nuveen Arizona Dividend Advantage Municipal Fund (NFZ)  
Nuveen Arizona Dividend Advantage Municipal Fund 2 (NKR)  
Nuveen Arizona Dividend Advantage Municipal Fund 3 (NXE)  
Nuveen Arizona Premium Income Municipal Fund, Inc. (NAZ)  
Nuveen California Dividend Advantage Municipal Fund (NAC)  
Nuveen California Dividend Advantage Municipal Fund 2 (NVX)  
Nuveen California Dividend Advantage Municipal Fund 3 (NZH, NZH PrC)  
Nuveen California Investment Quality Municipal Fund, Inc. (NQC)  
Nuveen California Municipal Market Opportunity Fund, Inc. (NCO)  
Nuveen California Municipal Value Fund, Inc. (NCA)  
Nuveen California Municipal Value 2 (NCB)  
Nuveen California Performance Plus Municipal Fund, Inc. (NCP)  
Nuveen California Premium Income Municipal Fund (NCU)  
Nuveen California Quality Income Municipal Fund, Inc. (NUC)  
Nuveen California Select Quality Municipal Fund, Inc. (NVC)  
Nuveen Insured California Dividend Advantage Municipal Fund (NKL)  
Nuveen Insured California Premium Income Municipal Fund, Inc. (NPC)  
Nuveen Insured California Premium Income Municipal Fund 2, Inc. (NCL)  
Nuveen Insured California Tax-Free Advantage Municipal Fund (NKX)  
Nuveen Connecticut Dividend Advantage Municipal Fund (NFC, NFC PrC)  
Nuveen Connecticut Dividend Advantage Municipal Fund 2 (NGK, NGK PrC)  
Nuveen Connecticut Dividend Advantage Municipal Fund 3 (NGO, NGO PrC)  
Nuveen Connecticut Premium Income Municipal Fund (NTC, NTC PrC)  
Nuveen Georgia Dividend Advantage Municipal Fund (NZX, NZX PrC)  
Nuveen Georgia Dividend Advantage Municipal Fund 2 (NKG, NKG PrC)  
Nuveen Georgia Premium Income Municipal Fund (NPG, NPG PrC)  
Nuveen Maryland Dividend Advantage Municipal Fund (NFM, NFM PrC)  
Nuveen Maryland Dividend Advantage Municipal Fund 2 (NZR, NZR PrC)  
Nuveen Maryland Dividend Advantage Municipal Fund 3 (NWI, NWI PrC)  
Nuveen Maryland Premium Income Municipal Fund (NMY, NMY PrC)  
Nuveen Massachusetts Dividend Advantage Municipal Fund (NMB, NMB PrC)  
Nuveen Massachusetts Premium Income Municipal Fund (NMT, NMT PrC)  
Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund (NGX, NGX PrC)  
Nuveen Michigan Dividend Advantage Municipal Fund (NZW)  
Nuveen Michigan Premium Income Municipal Fund, Inc. (NMP)**

**Nuveen Michigan Quality Income Municipal Fund, Inc. (NUM)**

**Nuveen Missouri Premium Income Municipal Fund (NOM)**

**Nuveen New Jersey Dividend Advantage Municipal Fund (NXJ)**

**Nuveen New Jersey Dividend Advantage Municipal Fund 2 (NUJ)**

**Nuveen New Jersey Investment Quality Municipal Fund, Inc. (NQJ)**

**Nuveen New Jersey Municipal Value Fund (NJV)**

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**Nuveen New Jersey Premium Income Municipal Fund, Inc. (NNJ)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund (NRB, NRB PrC)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 2 (NNO, NNO PrC)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 3 (NII, NII PrC)**  
**Nuveen North Carolina Premium Income Municipal Fund (NNC, NNC PrC)**  
**Nuveen Ohio Dividend Advantage Municipal Fund (NXI)**  
**Nuveen Ohio Dividend Advantage Municipal Fund 2 (NBJ)**  
**Nuveen Ohio Dividend Advantage Municipal Fund 3 (NVJ)**  
**Nuveen Ohio Quality Income Municipal Fund, Inc. (NUO)**  
**Nuveen Pennsylvania Municipal Value Fund (NPN)**  
**Nuveen Pennsylvania Dividend Advantage Municipal Fund (NXM)**  
**Nuveen Pennsylvania Dividend Advantage Municipal Fund 2 (NVY)**  
**Nuveen Pennsylvania Investment Quality Municipal Fund (NQP)**  
**Nuveen Pennsylvania Premium Income Municipal Fund 2 (NPY)**  
**Nuveen Texas Quality Income Municipal Fund (NTX)**  
**Nuveen Virginia Dividend Advantage Municipal Fund (NGB, NGB PrC)**  
**Nuveen Virginia Dividend Advantage Municipal Fund 2 (NNB, NNB PrC)**  
**Nuveen Virginia Premium Income Municipal Fund (NPV, NPV PrC)**

**To the Shareholders of the Above Funds:**

Notice is hereby given that the Annual Meeting of Shareholders (the Annual Meeting ) of Nuveen Arizona Premium Income Municipal Fund, Inc. ( Arizona Premium Income ), Nuveen California Investment Quality Municipal Fund, Inc. ( California Investment Quality ), Nuveen California Municipal Market Opportunity Fund, Inc. ( California Market Opportunity ), Nuveen California Municipal Value Fund, Inc. ( California Value ), Nuveen California Performance Plus Municipal Fund, Inc. ( California Performance Plus ), Nuveen California Quality Income Municipal Fund, Inc. ( California Quality Income ), Nuveen California Select Quality Municipal Fund, Inc. ( California Select Quality ), Nuveen Insured California Premium Income Municipal Fund, Inc. ( Insured California Premium Income ), Nuveen Insured California Premium Income Municipal Fund 2, Inc. ( Insured California Premium Income 2 ), Nuveen Michigan Premium Income Municipal Fund, Inc. ( Michigan Premium Income ), Nuveen Michigan Quality Income Municipal Fund, Inc. ( Michigan Quality Income ), Nuveen New Jersey Investment Quality Municipal Fund, Inc. ( New Jersey Investment Quality ), Nuveen New Jersey Premium Income Municipal Fund, Inc. ( New Jersey Premium Income ) and Nuveen Ohio Quality Income Municipal Fund, Inc. ( Ohio Quality Income ), **each a Minnesota corporation** (each a Minnesota Fund and collectively, the Minnesota Funds ), and Nuveen Floating Rate Income Fund ( Floating Rate Income ), Nuveen Floating Rate Income Opportunity Fund ( Floating Rate Income Opportunity ), Nuveen Senior Income Fund ( Senior Income ), Nuveen Tax-Advantaged Floating Rate Fund ( Tax-Advantaged Floating Rate ), Nuveen Arizona Dividend Advantage Municipal Fund ( Arizona Dividend Advantage ), Nuveen Arizona Dividend Advantage Municipal Fund 2 ( Arizona Dividend Advantage 2 ), Nuveen Arizona Dividend Advantage Municipal Fund 3 ( Arizona Dividend Advantage 3 ), Nuveen California Dividend Advantage Municipal Fund ( California Dividend Advantage ), Nuveen California Dividend Advantage Municipal Fund 2 ( California Dividend Advantage 2 ), Nuveen California Dividend Advantage Municipal Fund 3 ( California Dividend Advantage 3 ), Nuveen California Municipal Value 2 ( California Value 2 ), Nuveen California Premium Income Municipal Fund ( California Premium Income ), Nuveen Insured California Dividend Advantage Municipal Fund ( Insured California Dividend Advantage ), Nuveen Insured California Tax-Free Advantage Municipal Fund ( Insured California Tax-Free Advantage ), Nuveen Connecticut Dividend Advantage Municipal Fund ( Connecticut Dividend Advantage ), Nuveen Connecticut Dividend Advantage Municipal Fund 2 ( Connecticut Dividend Advantage 2 ), Nuveen Connecticut Dividend Advantage Municipal

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Fund 3 ( Connecticut Dividend Advantage 3 ), Nuveen Connecticut Premium Income Municipal Fund ( Connecticut Premium Income ), Nuveen Georgia Dividend Advantage Municipal Fund ( Georgia Dividend Advantage ), Nuveen Georgia Dividend Advantage Municipal Fund 2 ( Georgia Dividend Advantage 2 ), Nuveen Georgia Premium Income Municipal Fund ( Georgia Premium Income ), Nuveen Maryland Dividend Advantage Municipal Fund ( Maryland Dividend Advantage ), Nuveen Maryland Dividend Advantage Municipal Fund 2 ( Maryland Dividend Advantage 2 ), Nuveen Maryland Dividend Advantage Municipal Fund 3 ( Maryland Dividend Advantage 3 ), Nuveen Maryland Premium Income Municipal Fund ( Maryland Premium Income ), Nuveen Massachusetts Dividend Advantage Municipal Fund ( Massachusetts Dividend Advantage ), Nuveen Massachusetts Premium Income Municipal Fund ( Massachusetts Premium Income ), Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund ( Insured Massachusetts Tax-Free Advantage ), Nuveen Michigan Dividend Advantage Municipal Fund ( Michigan Dividend Advantage ), Nuveen Missouri Premium Income Municipal Fund ( Missouri Premium Income ), Nuveen New Jersey Dividend Advantage Municipal Fund ( New Jersey Dividend Advantage ), Nuveen New Jersey Dividend Advantage Municipal Fund 2 ( New Jersey Dividend Advantage 2 ), Nuveen New Jersey Municipal Value Fund ( New Jersey Value ), Nuveen North Carolina Dividend Advantage Municipal Fund ( North Carolina Dividend Advantage ), Nuveen North Carolina Dividend Advantage Municipal Fund 2 ( North Carolina Dividend Advantage 2 ), Nuveen North Carolina Dividend Advantage Municipal Fund 3 ( North Carolina Dividend Advantage 3 ), Nuveen North Carolina Premium Income Municipal Fund ( North Carolina Premium Income ), Nuveen Ohio Dividend Advantage Municipal Fund ( Ohio Dividend Advantage ), Nuveen Ohio Dividend Advantage Municipal Fund 2 ( Ohio Dividend Advantage 2 ), Nuveen Ohio Dividend Advantage Municipal Fund 3 ( Ohio Dividend Advantage 3 ), Nuveen Pennsylvania Municipal Value Fund ( Pennsylvania Value ), Nuveen Pennsylvania Dividend Advantage Municipal Fund ( Pennsylvania Dividend Advantage ), Nuveen Pennsylvania Dividend Advantage Municipal Fund 2 ( Pennsylvania Dividend Advantage 2 ), Nuveen Pennsylvania Investment Quality Municipal Fund ( Pennsylvania Investment Quality ), Nuveen Pennsylvania Premium Income Municipal Fund 2 ( Pennsylvania Premium Income 2 ), Nuveen Texas Quality Income Municipal Fund ( Texas Quality Income ), Nuveen Virginia Dividend Advantage Municipal Fund ( Virginia Dividend Advantage ), Nuveen Virginia Dividend Advantage Municipal Fund 2 ( Virginia Dividend Advantage 2 ) and Nuveen Virginia Premium Income Municipal Fund ( Virginia Premium Income ), **each a Massachusetts business trust** (each a Massachusetts Fund and collectively, the Massachusetts Funds ) (the Minnesota Funds and Massachusetts Funds are each, a Fund and collectively, the Funds ), will be held in the 32nd Floor Conference Room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606, on Tuesday, November 16, 2010, at 10:30 a.m., Central time, for the following purposes and to transact such other business, if any, as may properly come before the Annual Meeting:

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**Matters to Be Voted on by Shareholders:**

1. To elect Members to the Board of Directors/Trustees (each a Board and each Director or Trustee a Board Member ) of each Fund as outlined below:
  - a. For each Minnesota Fund, except California Value, to elect nine (9) Board Members:
    - i) seven (7) Board Members to be elected by the holders of Common Shares and Municipal Auction Rate Cumulative Preferred Shares ( Preferred Shares ), voting together as a single class; and
    - ii) two (2) Board Members to be elected by the holders of Preferred Shares only, voting separately as a single class.
  - b. For California Value, to elect three (3) Board Members.
  - c. For each Massachusetts Fund, except Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value, to elect four (4) Board Members:
    - i) two (2) Board Members to be elected by the holders of Common Shares and Preferred Shares, voting together as a single class; and
    - ii) two (2) Board Members to be elected by the holders of Preferred Shares only, voting separately as a single class.
  - d. For Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value to elect three (3) Board Members.
2. To approve the elimination of fundamental investment policies and/or to approve the new fundamental investment policies for Arizona Dividend Advantage 2, California Market Opportunity, California Quality Income, California Select Quality, Missouri Premium Income, North Carolina Dividend Advantage and North Carolina Dividend Advantage 2.
3. To transact such other business as may properly come before the Annual Meeting.

Shareholders of record at the close of business on September 17, 2010 are entitled to notice of and to vote at the Annual Meeting.

**All shareholders are cordially invited to attend the Annual Meeting. In order to avoid delay and additional expense and to assure that your shares are represented, please vote as promptly as possible, regardless of whether or not you plan to attend the Annual Meeting. You may vote by mail, telephone or over the Internet. To vote by mail, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States. To vote by telephone, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide. To vote over the Internet, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.**

Kevin J. McCarthy  
*Vice President and Secretary*

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333 West Wacker Drive  
Chicago, Illinois 60606  
(800) 257-8787  
**Joint Proxy Statement**

**October 20, 2010**

This Joint Proxy Statement is first being mailed to shareholders on or about October 20, 2010.

**Nuveen Floating Rate Income Fund (JFR)**  
**Nuveen Floating Rate Income Opportunity Fund (JRO)**  
**Nuveen Senior Income Fund (NSL)**  
**Nuveen Tax-Advantaged Floating Rate Fund (JFP)**  
**Nuveen Arizona Dividend Advantage Municipal Fund (NFZ)**  
**Nuveen Arizona Dividend Advantage Municipal Fund 2 (NKR)**  
**Nuveen Arizona Dividend Advantage Municipal Fund 3 (NXE)**  
**Nuveen Arizona Premium Income Municipal Fund, Inc. (NAZ)**  
**Nuveen California Dividend Advantage Municipal Fund (NAC)**  
**Nuveen California Dividend Advantage Municipal Fund 2 (NVX)**  
**Nuveen California Dividend Advantage Municipal Fund 3 (NZH, NZH PrC)**  
**Nuveen California Investment Quality Municipal Fund, Inc. (NQC)**  
**Nuveen California Municipal Market Opportunity Fund, Inc. (NCO)**  
**Nuveen California Municipal Value Fund, Inc. (NCA)**  
**Nuveen California Municipal Value 2 (NCB)**  
**Nuveen California Performance Plus Municipal Fund, Inc. (NCP)**  
**Nuveen California Premium Income Municipal Fund (NCU)**  
**Nuveen California Quality Income Municipal Fund, Inc. (NUC)**  
**Nuveen California Select Quality Municipal Fund, Inc. (NVC)**  
**Nuveen Insured California Dividend Advantage Municipal Fund (NKL)**  
**Nuveen Insured California Premium Income Municipal Fund, Inc. (NPC)**  
**Nuveen Insured California Premium Income Municipal Fund 2, Inc. (NCL)**  
**Nuveen Insured California Tax-Free Advantage Municipal Fund (NKX)**  
**Nuveen Connecticut Dividend Advantage Municipal Fund (NFC, NFC PrC)**  
**Nuveen Connecticut Dividend Advantage Municipal Fund 2 (NGK, NGK PrC)**  
**Nuveen Connecticut Dividend Advantage Municipal Fund 3 (NGO, NGO PrC)**  
**Nuveen Connecticut Premium Income Municipal Fund (NTC, NTC PrC)**  
**Nuveen Georgia Dividend Advantage Municipal Fund (NZX, NZX PrC)**  
**Nuveen Georgia Dividend Advantage Municipal Fund 2 (NKG, NKG PrC)**  
**Nuveen Georgia Premium Income Municipal Fund (NPG, NPG PrC)**  
**Nuveen Maryland Dividend Advantage Municipal Fund (NFM, NFM PrC)**  
**Nuveen Maryland Dividend Advantage Municipal Fund 2 (NZR, NZR PrC)**  
**Nuveen Maryland Dividend Advantage Municipal Fund 3 (NWI, NWI PrC)**  
**Nuveen Maryland Premium Income Municipal Fund (NMY, NMY PrC)**  
**Nuveen Massachusetts Dividend Advantage Municipal Fund (NMB, NMB PrC)**  
**Nuveen Massachusetts Premium Income Municipal Fund (NMT, NMT PrC)**  
**Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund (NGX, NGX PrC)**  
**Nuveen Michigan Dividend Advantage Municipal Fund (NZW)**  
**Nuveen Michigan Premium Income Municipal Fund, Inc. (NMP)**

**Nuveen Michigan Quality Income Municipal Fund, Inc. (NUM)**

**Nuveen Missouri Premium Income Municipal Fund (NOM)**

**Nuveen New Jersey Dividend Advantage Municipal Fund (NXJ)**

**Nuveen New Jersey Dividend Advantage Municipal Fund 2 (NUJ)**

**Nuveen New Jersey Investment Quality Municipal Fund, Inc. (NQJ)**

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**Nuveen New Jersey Municipal Value Fund (NJV)**  
**Nuveen New Jersey Premium Income Municipal Fund, Inc. (NNJ)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund (NRB, NRB PrC)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 2 (NNO, NNO PrC)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 3 (NII, NII PrC)**  
**Nuveen North Carolina Premium Income Municipal Fund (NNC, NNC PrC)**  
**Nuveen Ohio Dividend Advantage Municipal Fund (NXI)**  
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**Nuveen Pennsylvania Premium Income Municipal Fund 2 (NPY)**  
**Nuveen Texas Quality Income Municipal Fund (NTX)**  
**Nuveen Virginia Dividend Advantage Municipal Fund (NGB, NGB PrC)**  
**Nuveen Virginia Dividend Advantage Municipal Fund 2 (NNB, NNB PrC)**  
**Nuveen Virginia Premium Income Municipal Fund (NPV, NPV PrC)**

## **General Information**

This Joint Proxy Statement is furnished in connection with the solicitation by the Board of Directors or Trustees (each a Board and collectively, the Boards, and each Director or Trustee, a Board Member and collectively, the Board Members) of Nuveen Arizona Premium Income Municipal Fund, Inc. (Arizona Premium Income), Nuveen California Investment Quality Municipal Fund, Inc. (California Investment Quality), Nuveen California Municipal Market Opportunity Fund, Inc. (California Market Opportunity), Nuveen California Municipal Value Fund, Inc. (California Value), Nuveen California Performance Plus Municipal Fund, Inc. (California Performance Plus), Nuveen California Quality Income Municipal Fund, Inc. (California Quality Income), Nuveen California Select Quality Municipal Fund, Inc. (California Select Quality), Nuveen Insured California Premium Income Municipal Fund, Inc. (Insured California Premium Income), Nuveen Insured California Premium Income Municipal Fund 2, Inc. (Insured California Premium Income 2), Nuveen Michigan Premium Income Municipal Fund, Inc. (Michigan Premium Income), Nuveen Michigan Quality Income Municipal Fund, Inc. (Michigan Quality Income), Nuveen New Jersey Investment Quality Municipal Fund, Inc. (New Jersey Investment Quality), Nuveen New Jersey Premium Income Municipal Fund, Inc. (New Jersey Premium Income) and Nuveen Ohio Quality Income Municipal Fund, Inc. (Ohio Quality Income), each a **Minnesota Corporation** (each referred to herein as a Minnesota Fund and collectively, the Minnesota Funds), and Nuveen Floating Rate Income Fund (Floating Rate Income), Nuveen Floating Rate Income Opportunity Fund (Floating Rate Income Opportunity), Nuveen Senior Income Fund (Senior Income), Nuveen Tax-Advantaged Floating Rate Fund (Tax-Advantaged Floating Rate), Nuveen Arizona Dividend Advantage Municipal Fund (Arizona Dividend Advantage), Nuveen Arizona Dividend Advantage Municipal Fund 2 (Arizona Dividend Advantage 2), Nuveen Arizona Dividend Advantage Municipal Fund 3 (Arizona Dividend Advantage 3), Nuveen California Dividend Advantage Municipal Fund (California Dividend Advantage), Nuveen California Dividend Advantage Municipal Fund 2 (California Dividend Advantage 2), Nuveen California Dividend Advantage Municipal Fund 3 (California Dividend Advantage 3), Nuveen California Municipal Value 2 (California Value 2), Nuveen California Premium Income Municipal Fund (California

Premium Income ), Nuveen Insured California Dividend Advantage Municipal Fund ( Insured California Dividend Advantage ), Nuveen Insured California Tax-Free Advantage Municipal Fund ( Insured California Tax-Free Advantage ), Nuveen Connecticut Dividend Advantage Municipal Fund ( Connecticut Dividend Advantage ), Nuveen Connecticut Dividend Advantage Municipal Fund 2 ( Connecticut Dividend Advantage 2 ), Nuveen Connecticut Dividend Advantage Municipal Fund 3 ( Connecticut Dividend Advantage 3 ), Nuveen Connecticut Premium Income Municipal Fund ( Connecticut Premium Income ), Nuveen Georgia Dividend Advantage Municipal Fund ( Georgia Dividend Advantage ), Nuveen Georgia Dividend Advantage Municipal Fund 2 ( Georgia Dividend Advantage 2 ), Nuveen Georgia Premium Income Municipal Fund ( Georgia Premium Income ), Nuveen Maryland Dividend Advantage Municipal Fund ( Maryland Dividend Advantage ), Nuveen Maryland Dividend Advantage Municipal Fund 2 ( Maryland Dividend Advantage 2 ), Nuveen Maryland Dividend Advantage Municipal Fund 3 ( Maryland Dividend Advantage 3 ), Nuveen Maryland Premium Income Municipal Fund ( Maryland Premium Income ), Nuveen Massachusetts Dividend Advantage Municipal Fund ( Massachusetts Dividend Advantage ), Nuveen Massachusetts Premium Income Municipal Fund ( Massachusetts Premium Income ), Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund ( Insured Massachusetts Tax-Free Advantage ), Nuveen Michigan Dividend Advantage Municipal Fund ( Michigan Dividend Advantage ), Nuveen Missouri Premium Income Municipal Fund ( Missouri Premium Income ), Nuveen New Jersey Dividend Advantage Municipal Fund ( New Jersey Dividend Advantage ), Nuveen New Jersey Dividend Advantage Municipal Fund 2 ( New Jersey Dividend Advantage 2 ), Nuveen New Jersey Municipal Value Fund ( New Jersey Value ), Nuveen North Carolina Dividend Advantage Municipal Fund ( North Carolina Dividend Advantage ), Nuveen North Carolina Dividend Advantage Municipal Fund 2 ( North Carolina Dividend Advantage 2 ), Nuveen North Carolina Dividend Advantage Municipal Fund 3 ( North Carolina Dividend Advantage 3 ), Nuveen North Carolina Premium Income Municipal Fund ( North Carolina Premium Income ), Nuveen Ohio Dividend Advantage Municipal Fund ( Ohio Dividend Advantage ), Nuveen Ohio Dividend Advantage Municipal Fund 2 ( Ohio Dividend Advantage 2 ), Nuveen Ohio Dividend Advantage Municipal Fund 3 ( Ohio Dividend Advantage 3 ), Nuveen Pennsylvania Municipal Value Fund ( Pennsylvania Value ), Nuveen Pennsylvania Dividend Advantage Municipal Fund ( Pennsylvania Dividend Advantage ), Nuveen Pennsylvania Dividend Advantage Municipal Fund 2 ( Pennsylvania Dividend Advantage 2 ), Nuveen Pennsylvania Investment Quality Municipal Fund ( Pennsylvania Investment Quality ), Nuveen Pennsylvania Premium Income Municipal Fund 2 ( Pennsylvania Premium Income 2 ), Nuveen Texas Quality Income Municipal Fund ( Texas Quality Income ), Nuveen Virginia Dividend Advantage Municipal Fund ( Virginia Dividend Advantage ), Nuveen Virginia Dividend Advantage Municipal Fund 2 ( Virginia Dividend Advantage 2 ) and Nuveen Virginia Premium Income Municipal Fund ( Virginia Premium Income ), each a **Massachusetts Business Trust** (each referred to herein as a **Massachusetts Fund** and collectively, the **Massachusetts Funds** ) (the Massachusetts Funds and Minnesota Funds are each, a **Fund** and collectively, the **Funds** ), of proxies to be voted at the Annual Meeting of Shareholders to be held in the 32nd Floor Conference Room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606, on Tuesday, November 16, 2010, at 10:30 a.m., Central time (for each Fund, an **Annual Meeting** and collectively, the **Annual Meetings** ), and at any and all adjournments thereof.

On the matters coming before each Annual Meeting as to which a choice has been specified by shareholders on the proxy, the shares will be voted accordingly. If a proxy is returned and no choice is specified, the shares will be voted **FOR** the election of the nominees as listed in this Joint Proxy Statement and **FOR** the elimination of the fundamental investment policies and the

adoption of new fundamental investment policies for the Affected Municipal Funds (as defined below). Shareholders of a Fund who execute proxies may revoke them at any time before they are voted by filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person.

The Board of each Fund has determined that the use of this Joint Proxy Statement for each Annual Meeting is in the best interest of each Fund and its shareholders in light of the similar matters being considered and voted on by the shareholders.

The following table indicates which shareholders are solicited with respect to each matter:

<b>Matter</b>	<b>Common Shares</b>	<b>Preferred Shares<sup>(1)</sup></b>
1(a)(i) For each Minnesota Fund, except California Value, election of seven (7) Board Members by all shareholders.	X	X
1(a)(ii) For each Minnesota Fund, except California Value, election of two (2) Board Members by Preferred Shares only.		X
1(b) For California Value, election of three (3) Board Members by all shareholders.	X	N/A
1(c)(i) For each Massachusetts Fund, except Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value, election of two (2) Board Members by all shareholders.	X	X
1(c)(ii) For each Massachusetts Business Trust, except Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value, election of two (2) Board Members by Preferred Shares only.		X
1(d) For Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value, election of three (3) Board Members by all shareholders.	X	N/A
2.	X	X

For Arizona Dividend Advantage 2, California Market Opportunity, California Quality Income, California Select Quality, Missouri Premium Income, North Carolina Dividend Advantage and North Carolina Dividend Advantage 2, (each an Affected Municipal Fund ), to approve the elimination of fundamental investment policies and/or to approve the new fundamental investment policies.



Matter	Common Shares	Preferred Shares <sup>(1)</sup>
2(a) For each Affected Municipal Fund, to approve the elimination of the Fund's fundamental investment policies relating to investments in municipal securities and below investment grade securities.	X	X
2(b) For each Affected Municipal Fund, to approve the new fundamental policy relating to investments in municipal securities.	X	X
2(c) For California Market Opportunity, California Quality Income, California Select Quality and Missouri Premium Income (each a Premium/Quality Fund), to approve the elimination of the Fund's fundamental policy relating to commodities.	X	X
2(d) For each Premium/Quality Fund, to approve the new fundamental policy relating to commodities.	X	X
2(e) For each Premium/Quality Fund, to approve the elimination of the Fund's fundamental policies relating to derivatives and short sales.	X	X
2(f) For each Premium/Quality Fund, to approve the elimination of the Fund's fundamental policy prohibiting investment in other investment companies.	X	X

(1) Municipal Term Preferred Shares for California Dividend Advantage 3, Connecticut Dividend Advantage, Connecticut Dividend Advantage 2, Connecticut Dividend Advantage 3, Connecticut Premium Income, Georgia Dividend Advantage, Georgia Dividend Advantage 2, Georgia Premium Income, Maryland Dividend Advantage, Maryland Dividend Advantage 2, Maryland Dividend Advantage 3, Maryland Premium Income, Massachusetts Dividend Advantage, Massachusetts Premium Income, Insured Massachusetts Tax-Free Advantage, North Carolina Dividend Advantage, North Carolina Dividend Advantage 2, North Carolina Dividend Advantage 3, North Carolina Premium Income, Virginia Dividend Advantage, Virginia Dividend Advantage 2 and Virginia Premium Income; Variable Rate Demand Preferred Shares for California Market Opportunity, California Select Quality, California Quality Income, Insured California Premium Income, Insured California Tax-Free Advantage, New Jersey Investment Quality, New Jersey Premium Income, Pennsylvania Investment Quality, and Pennsylvania Premium Income 2; and outstanding Municipal Auction Rate Cumulative Preferred Shares are referred to as Preferred Shares. California Value, California Value 2, New Jersey Value and Pennsylvania Value

have not issued Preferred Shares. Floating Rate Income, Floating Rate Income Opportunity, Senior Income and Tax-Advantaged Floating Rate do not have any Preferred Shares outstanding.

A quorum of shareholders is required to take action at each Annual Meeting. A majority of the shares entitled to vote at each Annual Meeting, represented in person or by proxy, will constitute a quorum of shareholders at that Annual Meeting, except that for the election of the two Board Member nominees to be elected by holders of Preferred Shares of each Fund (except California Value, California Value 2, New Jersey Value, Pennsylvania Value, Floating Rate Income, Floating Rate Income Opportunity, Senior Income and Tax-Advantaged Floating Rate), 33 1/3% of the Preferred Shares entitled to vote and represented in person or by proxy will constitute a quorum. Votes cast by proxy or in person at each Annual Meeting will be tabulated by the inspectors of election appointed for that Annual Meeting. The inspectors of election will determine whether or not a quorum is present at the Annual Meeting. The inspectors of election will treat abstentions

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and broker non-votes (i.e., shares held by brokers or nominees, typically in street name, as to which (i) instructions have not been received from the beneficial owners or persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter) as present for purposes of determining a quorum.

For each Fund, the affirmative vote of a plurality of the shares present and entitled to vote at the Annual Meeting will be required to elect the Board Members of that Fund. For purposes of determining the approval of the proposal to elect nominees for each Fund, abstentions and broker non-votes will have no effect on the election of Board Members. For purposes of determining the approval of the elimination of the fundamental investment policies and the approval of the new fundamental investment policies for the Affected Municipal Funds, a change will only be consummated if approved by the affirmative vote of the holders of a majority of the outstanding shares of a Fund's Common Shares and Preferred Shares, voting together as a single class, and by the affirmative vote of a majority of the Fund's outstanding Preferred Shares, voting as a separate class. For this purpose, a majority of the outstanding shares means, as defined in the Investment Company Act of 1940, as amended (the 1940 Act), (a) 67% or more of the voting securities present at the Annual Meeting, if the holders of more than 50% of the outstanding voting securities are present or represented by proxy; or (b) more than 50% of the outstanding voting securities, whichever is less. For purposes of determining the approval of the elimination of the fundamental investment policies and the approval of the new fundamental investment policies, abstentions and broker non-votes will have the same effect as shares voted against the proposal.

Preferred Shares held in street name as to which voting instructions have not been received from the beneficial owners or persons entitled to vote as of one business day before the Annual Meeting, or, if adjourned, one business day before the day to which the Annual Meeting is adjourned, and that would otherwise be treated as broker non-votes may, pursuant to Rule 452 of the New York Stock Exchange, be voted by the broker on the proposal in the same proportion as the votes cast by all holders of Preferred Shares as a class who have voted on the proposal or in the same proportion as the votes cast by all holders of Preferred Shares of the Fund who have voted on that item. Rule 452 permits proportionate voting of Preferred Shares with respect to a particular item if, among other things, (i) a minimum of 30% of the Preferred Shares or shares of a series of Preferred Shares outstanding has been voted by the holders of such shares with respect to such item and (ii) less than 10% of the Preferred Shares or shares of a series of Preferred Shares outstanding has been voted by the holders of such shares against such item. For the purpose of meeting the 30% test, abstentions will be treated as shares voted and, for the purpose of meeting the 10% test, abstentions will not be treated as shares voted against the item.

Those persons who were shareholders of record at the close of business on September 17, 2010 will be entitled to one vote for each share held and a proportionate fractional vote for each fractional share held. As of September 17, 2010, the shares of the Funds were issued and outstanding as follows:

<b>Fund</b>	<b>Ticker Symbol*</b>	<b>Common Shares</b>	<b>Preferred Shares</b>
Floating Rate Income	JFR	47,297,036	N/A
Floating Rate Income Opportunity	JRO	28,413,818	N/A
Senior Income	NSL	29,959,936	N/A

Tax-Advantaged Floating Rate

JFP

13,957,637 N/A

<b>Fund</b>	<b>Ticker Symbol*</b>	<b>Common Shares</b>	<b>Preferred Shares</b>	
Arizona Dividend Advantage	NFZ	1,548,112	Series T	424
Arizona Dividend Advantage 2	NKR	2,439,549	Series W	665
Arizona Dividend Advantage 3	NXE	3,066,030	Series M	736
Arizona Premium Income	NAZ	4,469,952	Series TH	1,115
California Dividend Advantage	NAC	23,480,254	Series TH Series F	2,710 2,711
California Dividend Advantage 2	NVX	14,746,722	Series M Series F	1,875 1,876
California Dividend Advantage 3	NZH	24,127,919	Series M Series TH NZH PrC	1,389 1,391 8,625,000
California Investment Quality	NQC	13,580,232	Series M Series W	3,051 746
California Market Opportunity	NCO	8,143,348	Series 1	498
California Value	NCA	25,253,681	N/A	
California Value 2	NCB	3,287,900	N/A	
California Performance Plus	NCP	12,937,442	Series T Series W Series F	1,357 500 1,357
California Premium Income	NCU	5,733,088	Series M	1,357

California Quality Income	NUC	22,002,860	Series 1	1,581
California Select Quality	NVC	23,104,550	Series 1	1,589
Insured California Dividend Advantage	NKL	15,256,178	Series T	2,075
			Series F	2,075
Insured California Premium Income	NPC	6,442,132	Series 1	427
Insured California Premium Income 2	NCL	12,665,422	Series T	1,467
			Series TH	1,466
Insured California Tax-Free Advantage	NKX	5,887,262	Series 1	355
Connecticut Dividend Advantage	NFC	2,585,673	NFC PrC	2,047,000
Connecticut Dividend Advantage 2	NGK	2,319,813	NGK PrC	1,695,000
Connecticut Dividend Advantage 3	NGO	4,367,134	NGO PrC	3,200,000
Connecticut Premium Income	NTC	5,365,029	Series TH	629
			NTC PrC	1,830,000
Georgia Dividend Advantage	NZX	1,971,388	NZX PrC	1,434,000
Georgia Dividend Advantage 2	NKG	4,555,299	NKG PrC	3,226,500
Georgia Premium Income	NPG	3,806,285	NPG PrC	2,834,000
Maryland Dividend Advantage	NFM	4,197,406	NFM PrC	2,648,500
Maryland Dividend Advantage 2	NZR	4,200,783	NZR PrC	2,730,000

Maryland Dividend Advantage 3	NWI	5,365,969	Series T NWI PrC	593 2,070,000
Maryland Premium Income	NMY	10,648,975	Series W Series TH NMY PrC	585 734 3,877,500
Massachusetts Dividend Advantage	NMB	1,964,703	NMB PrC	1,472,500

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<b>Fund</b>	<b>Ticker Symbol*</b>	<b>Common Shares</b>	<b>Preferred Shares</b>	
Massachusetts Premium Income	NMT	4,771,862	Series TH NMT PrC	576 2,021,000
Insured Massachusetts Tax-Free Adv.	NGX	2,726,564	NGX PrC	2,207,500
Michigan Dividend Advantage	NZW	2,054,786	Series W	571
Michigan Premium Income	NMP	7,609,748	Series M	805
			Series TH	1,343
Michigan Quality Income	NUM	11,561,053	Series TH	2,972
			Series F	521
Missouri Premium Income	NOM	2,315,620	Series TH	640
New Jersey Dividend Advantage	NXJ	6,569,912	Series T	1,757
New Jersey Dividend Advantage 2	NUJ	4,522,452	Series W	1,249
New Jersey Investment Quality	NQJ	20,453,722	Series 1	1,443
New Jersey Value	NJV	1,560,787	N/A	
New Jersey Premium Income	NNJ	12,036,596	Series 1	886
North Carolina Dividend Advantage	NRB	2,270,350	NRB PrC	1,660,000
North Carolina Dividend Advantage 2	NNO	3,752,126	NNO PrC	2,970,000



North Carolina Dividend Advantage 3	NII	3,936,278	NII PrC	2,872,500
North Carolina Premium Income	NNC	6,360,839	Series TH NNC PrC	862 2,430,000
Ohio Dividend Advantage	NXI	4,245,259	Series W	1,160
Ohio Dividend Advantage 2	NBJ	3,121,953	Series F	864
Ohio Dividend Advantage 3	NVJ	2,157,833	Series T	620
Ohio Quality Income	NUO	9,746,032	Series M Series TH Series TH2	645 1,327 948
Pennsylvania Value	NPN	1,219,352	N/A	
Pennsylvania Dividend Advantage	NXM	3,321,984	Series T	900
Pennsylvania Dividend Advantage 2	NVY	3,726,116	Series M	920
Pennsylvania Investment Quality	NQP	16,080,898	Series 1	1,125
Pennsylvania Premium Income 2	NPY	15,595,551	Series 1	1,000
Texas Quality Income	NTX	9,535,540	Series M Series TH	716 1,886
Virginia Dividend Advantage	NGB	3,141,240	NGB PrC	2,280,000
Virginia Dividend Advantage 2	NNB	5,754,362	NNB PrC	4,320,000
Virginia Premium Income	NPV	8,992,818	Series T Series TH NPV PrC	333 689 3,220,500

\* The Common Shares of all of the Funds are listed on the NYSE Amex, except JRO, NSL, JFR, NAZ, NAC, NQC, NCO, NCA, NCP, NUC, NVC, NPC, NCL, NTC, NMY, NMT, NMP, NUM, NQJ, NNJ, NNC, NUO, NQP, NPY, NTX and NPV, which are listed on the New York Stock Exchange ( NYSE ). The Preferred Shares of all of the Funds with Muni Term Preferred Shares are listed on the NYSE, except NZX PrC and NMB PrC are listed on the NYSE Amex.

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## 1. Election of Board Members

### Minnesota Funds

At the Annual Meeting of each Minnesota Fund, except California Value, Board Members are to be elected to serve until the next annual meeting or until their successors have been duly elected and qualified. Under the terms of each Minnesota Fund's organizational documents (except California Value), under normal circumstances, holders of Preferred Shares are entitled to elect two (2) Board Members, and the remaining Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Pursuant to the organizational documents of California Value, its Board is divided into three classes, with each class being elected to serve until the third succeeding annual meeting subsequent to their election or thereafter in each case when their respective successors are duly elected and qualified. For California Value, three (3) Board Members are nominated to be elected at this Annual Meeting.

#### (a) For each Minnesota Fund, except California Value:

- (i) seven (7) Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Board Members Amboian, Bremner, Evans, Kundert, Stockdale, Stone and Toth are nominees for election by all shareholders.
- (ii) two (2) Board Members are to be elected by holders of Preferred Shares, each series voting together as a single class. Board Members Hunter and Schneider are nominees for election by holders of Preferred Shares.

#### (b) For California Value: three (3) Board Members are to be elected by all shareholders.

With respect to California Value, Board Members Hunter, Stockdale and Stone have been designated as Class I Board Members and as nominees for Board members for a term expiring at the annual meeting of shareholders in 2013 or until their successors have been duly elected and qualified. Board Members Amboian, Bremner, Evans, Kundert, Schneider and Toth are current and continuing Board Members. Board Members Amboian, Kundert and Toth have been designated as Class II Board Members for a term expiring at the annual meeting of shareholders in 2011 or until their successors have been duly elected and qualified. Board Members Bremner, Evans and Schneider have been designated as Class III Board Members for a term expiring at the annual meeting of shareholders in 2012 or until their successors have been duly elected and qualified.

### Massachusetts Funds

Pursuant to the organizational documents of each Massachusetts Fund, each Board is divided into three classes, Class I, Class II and Class III, to be elected by the holders of the outstanding Common Shares and any outstanding Preferred Shares, voting together as a single class to serve until the third succeeding annual meeting subsequent to their election or thereafter, in each case until their successors have been duly elected and qualified. For each Massachusetts Fund, under normal circumstances, holders of Preferred Shares are entitled to elect two (2) Board Members. The Board Members elected by holders of Preferred Shares will be elected

to serve until the next annual meeting or until their successors have been duly elected and qualified.

(c) **For each Massachusetts Fund, except Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value:**

- (i) two (2) Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Board Members Stockdale and Stone have been designated as Class I Board Members and as nominees for Board Members for a term expiring at the annual meeting of shareholders in 2013 or until their successors have been duly elected and qualified. Board Members Amboian, Bremner, Evans, Kundert and Toth are current and continuing Board Members. Board Members Amboian, Kundert and Toth have been designated as Class II Board Members for a term expiring at the annual meeting of shareholders in 2011 or until their successors have been duly elected and qualified. Board Members Bremner and Evans have been designated as Class III Board Members for a term expiring at the annual meeting of shareholders in 2012 or until their successors have been duly elected and qualified.
- (ii) two (2) Board Members are to be elected by holders of Preferred Shares, voting separately as a single class. Board Members Hunter and Schneider are nominees for election by holders of Preferred Shares for a term expiring at the next annual meeting or until their successors have been duly elected and qualified.

(d) **For Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value:** three (3) Board Members are to be elected by all shareholders.

With respect to Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, California Value 2, New Jersey Value and Pennsylvania Value, Board Members Hunter, Stockdale and Stone have been designated as Class I Board Members and as nominees for Board Members for a term expiring at the annual meeting of shareholders in 2013 or until their successors have been duly elected and qualified. Board Members Amboian, Bremner, Evans, Kundert, Schneider and Toth are current and continuing Board Members. Board Members Amboian, Kundert and Toth have been designated as Class II Board Members for a term expiring at the annual meeting of shareholders in 2011 or until their successors have been duly elected and qualified. Board Members Bremner, Evans and Schneider have been designated as Class III Board Members for a term expiring at the annual meeting of shareholders in 2012 or until their successors have been duly elected and qualified.

It is the intention of the persons named in the enclosed proxy to vote the shares represented thereby for the election of the nominees listed in the table below unless the proxy is marked otherwise. Each of the nominees has agreed to serve as a Board Member of each Fund if elected. However, should any nominee become unable or unwilling to accept nomination for election, the proxies will be voted for substitute nominees, if any, designated by that Fund's present Board.

For each Minnesota Fund, except for California Value, all Board Member nominees, were last elected to each Fund's Board at the annual meeting of shareholders held on November 30, 2009 and adjourned to January 12, 2010 (for Michigan Quality, Board Member nominees were last elected to the Board on November 30, 2009).

For California Value, Board Members Bremner, Evans and Schneider were last elected as Class III Board Members at the annual meeting of shareholders held on November 30, 2009. Board Members Amboian, Kundert and Toth were last elected as Class II Board Members of the Board of California Value at the annual meeting of shareholders held on November 18, 2008 and adjourned to January 13, 2009. Board Member Hunter was last elected as a Class I Board Member of the Board of California Value at the annual meeting of shareholders held on November 18, 2008 and adjourned to January 13, 2009. Board Members Stockdale and Stone were last elected as Class I Board Members of the Board of California Value at the annual meeting of shareholders held on December 18, 2007.

For each Massachusetts Fund, except Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, Georgia Dividend Advantage, Maryland Premium Income, North Carolina Dividend Advantage 3, Virginia Dividend Advantage, Virginia Dividend Advantage 2, California Value 2, New Jersey Value and Pennsylvania Value, Board Members Bremner and Evans were last elected to each Fund's Board as Class III Board Members at the annual meeting of shareholders held on November 30, 2009 and adjourned to January 12, 2010. For Georgia Dividend Advantage, Maryland Premium Income, North Carolina Dividend Advantage 3, Virginia Dividend Advantage and Virginia Dividend Advantage 2, Board Members Bremner and Evans were last elected to each Fund's Board at the annual meeting of shareholders held on November 30, 2009. For Floating Rate Income, Floating Rate Income Opportunity, Senior Income and Tax-Advantaged Floating Rate, Board Members Bremner and Evans were last elected to each Fund's Board as Class III Board Members at the annual meeting of shareholders held on November 30, 2009.

For each Massachusetts Fund, except California Value 2, New Jersey Value and Pennsylvania Value, Board Members Amboian, Kundert and Toth were last elected to each Fund's Board as Class II Board Members at the annual meeting of shareholders held on November 18, 2008 and adjourned to January 13, 2009 and for Insured California Tax-Free Advantage adjourned to March 17, 2009 and March 18, 2009.

For each Massachusetts Fund, except Floating Rate Income, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate, Georgia Dividend Advantage, Maryland Premium Income, North Carolina Dividend Advantage 3, Virginia Dividend Advantage, Virginia Dividend Advantage 2, California Value 2, New Jersey Value and Pennsylvania Value, Board Members Hunter and Schneider were last elected to each Fund's Board at the annual meeting of shareholders held on November 30, 2009 and adjourned to January 12, 2010. For Georgia Dividend Advantage, Maryland Premium Income, North Carolina Dividend Advantage 3, Virginia Dividend Advantage and Virginia Dividend Advantage 2, Board Members Hunter and Schneider were last elected to each Fund's Board at the annual meeting of shareholders held on November 30, 2009. For Floating Rate Income, Floating Rate Income Opportunity, Senior Income and Tax-Advantaged Floating Rate, Board Members Hunter and Schneider were last elected to each Fund's Board as Class I and Class III Board Members, respectively, at the annual meeting of shareholders held on November 30, 2009.

For each Massachusetts Fund, except Floating Rate Income, Floating Rate Income Opportunity, Tax-Advantaged Floating Rate, California Dividend Advantage, California Dividend Advantage 2, California Dividend Advantage 3, California Value 2, California Premium Income, Insured California Dividend Advantage, Insured California Tax-Free Advantage, Maryland Dividend Advantage 3, New Jersey Value, New Jersey Dividend Advantage and Pennsylvania Value, Board Members Stockdale and Stone were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on October 12, 2007. For Floating Rate Income, Floating Rate Income Opportunity and Maryland Dividend Advantage 3, Board Members Stockdale and Stone were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on October 12, 2007, which was adjourned to October 22, 2007. For New Jersey Dividend Advantage, Board Members Stockdale and Stone were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on October 12, 2007 and adjourned to October 22, 2007 and November 8, 2007. For Tax-Advantaged Floating Rate, Board Members Stockdale and Stone were last elected to the Fund's Board as Class I Board Members at the annual meeting of shareholders held on October 12, 2007 and adjourned to October 22, 2007, November 12, 2007 and November 30, 2007.

For California Dividend Advantage, California Dividend Advantage 2, California Dividend Advantage 3, California Premium Income, Insured California Dividend Advantage and Insured California Tax-Free Advantage, Board Members Stockdale and Stone were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on December 18, 2007.

For California Value 2, New Jersey Value and Pennsylvania Value, all of the Board Members were elected by the initial shareholder of the Fund, Nuveen Asset Management (the Adviser), on February 26, 2009.

Other than Mr. Amboian (for all Funds), all Board Member nominees are not interested persons as defined in the 1940 Act, of the Funds or of the Adviser and have never been an employee or director of Nuveen Investments, Inc. (Nuveen), the Adviser's parent company, or any affiliate. Accordingly, such Board Members are deemed Independent Board Members.

**The Board unanimously recommends that shareholders vote FOR the election of the nominees named below.**

**Board Nominees/Board Members**

<b>Name, Address and Birth Date</b>	<b>Position(s) Held with Fund</b>	<b>Term of Office and Length of Time Served<sup>(1)</sup></b>	<b>Principal Occupation(s) During Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Overseen by Board Member</b>	<b>Other Directorships Held by Board Member</b>
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**Nominees/Board Members who are not interested persons of the Funds**

Robert P. Bremner* c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (8/22/40)	Chairman of the Board, Board Member Nominee	Term: Annual or Class III Board Member until 2012  Length of Service: Since 1996; Chairman of the Board Since 2008; Lead Independent Director (2005-2008)	Private Investor and Management Consultant; Treasurer and Director, Humanities Council of Washington D.C.	204	N/A
Jack B. Evans c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (10/22/48)	Board Member Nominee	Term: Annual or Class III Board Member until 2012  Length of Service: Since 1999	President, The Hall-Perrine Foundation, a private philanthropic corporation (since 1996); Director and Chairman, United Fire Group, a publicly held company; President Pro Tem of the Board of Regents for the State of Iowa University System; Director, Gazette Companies; Life Trustee of Coe College and Iowa College Foundation; formerly, Director, Alliant Energy; formerly, Director, Federal Reserve Bank of Chicago; formerly, President and Chief Operating Officer, SCI Financial Group, Inc., a	204	See Principal Occupation Description

regional financial services  
firm.



Name, Address and Birth Date	Position(s) Held with Fund	Term of Office and Length of Time Served <sup>(1)</sup>	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Board Member	Other Directorships Held by Board Member
William C. Hunter c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (3/6/48)	Board Member Nominee	Term: Annual or Class I Board Member until 2010  Length of Service: Since 2004	Dean, Tippie College of Business, University of Iowa (since 2006); Director (since 2005) of Beta Gamma Sigma International Society; Director (since 2004) of Xerox Corporation, a publicly held company; formerly, (2003-2006), Dean and Distinguished Professor of Finance, School of Business at the University of Connecticut (2003-2006); formerly, Senior Vice President and Director of Research at the Federal Reserve Bank of Chicago (1995-2003); formerly, Director, Credit Research Center at Georgetown University (1997-2007).	204	See Principal Occupation Description
David J. Kundert* c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (10/28/42)	Board Member Nominee	Term: Annual or Class II Board Member until 2011  Length of Service: Since 2005	Director, Northwestern Mutual Wealth Management Company; retired (2004) as Chairman, JPMorgan Fleming Asset Management, President and CEO, Banc One Investment Advisors Corporation, and President, One Group Mutual Funds; prior thereto, Executive Vice President, Banc One Corporation and Chairman	204	See Principal Occupation Description

and CEO, Banc One  
Investment Management  
Group; Board of Regents,  
Luther College; member of  
the Wisconsin Bar  
Association; member of  
Board of Directors, Friends  
of Boerner Botanical  
Gardens; member of Board  
of Directors and Chair of  
Investment Committee,  
Greater Milwaukee  
Foundation.

Name, Address and Birth Date	Position(s) Held with Fund	Term of Office and Length of Time Served <sup>(1)</sup>	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Board Member	Other Directorships Held by Board Member
William J. Schneider* c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (9/24/44)	Board Member Nominee	Term: Annual or Class III Board Member until 2012  Length of Service: Since 1996	Chairman, of Miller-Valentine Partners Ltd., a real estate investment company; formerly, Senior Partner and Chief Operating Officer (retired, 2004) of Miller-Valentine Group; Member, University of Dayton Business School Advisory Council; Member, Mid-America Health System Board; formerly, Member and Chair, Dayton Philharmonic Orchestra Board; formerly, Member, Business Advisory Council, Cleveland Federal Reserve Bank.	204	See Principal Occupation Description
Judith M. Stockdale c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (12/29/47)	Board Member Nominee	Term: Annual or Class I Board Member until 2010  Length of Service: Since 1997	Executive Director, Gaylord and Dorothy Donnelley Foundation (since 1994); prior thereto, Executive Director, Great Lakes Protection Fund (from 1990 to 1994).	204	N/A
Carole E. Stone* c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (6/28/47)	Board Member Nominee	Term: Annual or Class I Board Member until 2010  Length of Service: Since 2007	Director, C2 Options Exchange, Incorporated (since 2009); Director, Chicago Board Options Exchange (since 2006); formerly, Commissioner, New York State Commission on Public	204	See Principal Occupation Description

Authority Reform (since 2005); formerly, Chair, New York Racing Association Oversight Board (2005-2007).

Name, Address and Birth Date	Position(s) Held with Fund	Term of Office and Length of Time Served <sup>(1)</sup>	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen by Board Member	Other Directorships Held by Board Member
Terence J. Toth* c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (9/29/59)	Board Member Nominee	Term: Annual or Class II Board Member until 2011  Length of Service: Since 2008	Director, Legal & General Investment Management America, Inc. (since 2008); Managing Partner, Promus Capital (since 2008); formerly, CEO and President, Northern Trust Global Investments (2004-2007); Executive Vice President, Quantitative Management & Securities Lending (2000-2004); prior thereto, various positions with Northern Trust Company (since 1994); Member: Goodman Theatre Board (since 2004), Chicago Fellowship Board (since 2005), University of Illinois Leadership Council Board (since 2007) and Catalyst Schools of Chicago Board (since 2008); formerly, Member: Northern Trust Mutual Funds Board (2005-2007), Northern Trust Global Investments Board (2004-2007), Northern Trust Japan Board (2004-2007), Northern Trust Securities Inc. Board (2003-2007) and Northern Trust Hong Kong Board (1997-2004).	204	See Principal Occupation Description

John P. Amboian <sup>(2)</sup> 333 West Wacker Drive Chicago, IL 60606 (6/14/61)	Board Member	Term: Annual or Class II Board Member until 2011  Length of Service: Since 2008	Chief Executive Officer (since July 2007), Director (since 1999) and Chairman (since 2007)of Nuveen Investments, Inc.; Chief Executive Officer (since 2007) of Nuveen Asset Management, Nuveen Investments Advisers, Inc.; President (since 2005) of Nuveen Commodities Asset Management, LLC.	204	See Principal Occupation Description
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\* Also serves as a trustee of the Nuveen Diversified Commodity Fund, an exchange-traded commodity pool managed by Nuveen Commodities Asset Management, LLC, an affiliate of Nuveen Asset Management.

(1) Length of Time Served indicates the year in which the individual became a Board Member of a fund in the Nuveen fund complex.

(2) Interested person as defined in the 1940 Act, by reason of being an officer and director of each Fund's Adviser.

On July 28, 2010, Nuveen Investments, Inc. entered into an agreement with U.S. Bancorp, as indirect parent of FAF Advisors, Inc. ( FAF ), to purchase a portion of FAF's asset management business (the Nuveen/FAF Transaction ). In connection with the Nuveen/FAF Transaction, the Nominating and Governance Committee has preliminarily approved the appointment of Virginia Stringer as Board Member, pending the closing of the Nuveen/FAF Transaction, which is scheduled to close in December 2010, with such appointment taking effect upon Ms. Stringer's consent after the closing of the Nuveen/FAF Transaction and Ms. Stringer's resignation as board member of various funds affiliated with FAF. As of the date of this Proxy Statement, Ms. Stringer has not been officially nominated as Board Member nominee for election by shareholders.

The dollar range of equity securities beneficially owned by each Board Member in each Fund and all Nuveen funds overseen by the Board Member as of December 31, 2009 is set forth in Appendix A. The number of shares of each Fund beneficially owned by each Board Member and by the Board Members and officers of the Funds as a group as of December 31, 2009 is set forth in Appendix A. On December 31, 2009, Board Members and executive officers as a group beneficially owned approximately 800,000 shares of all funds managed by Nuveen Asset Management (including shares held by the Board Members through the Deferred Compensation Plan for Independent Board Members and by executive officers in Nuveen's 401(k)/profit sharing plan). As of September 17, 2010, each Board Member's individual beneficial shareholdings of each Fund constituted less than 1% of the outstanding shares of each Fund. As of September 17, 2010, the Board Members and executive officers as a group beneficially owned less than 1% of the outstanding shares of each Fund. As of September 17, 2010, no shareholder beneficially owned more than 5% of any class of shares of any Fund, except as provided in Appendix B.

### **Compensation**

Each Independent Board Member receives a \$100,000 annual retainer plus (a) a fee of \$3,250 per day for attendance in person or by telephone at a regularly scheduled meeting of the Board; (b) a fee of \$2,500 per meeting for attendance in person where such in-person attendance is required and \$1,500 per meeting for attendance by telephone or in person where in-person attendance is not required at a special, non-regularly scheduled board meeting; (c) a fee of \$2,000 per meeting for attendance in person or \$1,500 per meeting for attendance by telephone at an audit committee meeting; (d) a fee of \$2,000 per meeting for attendance at a regularly scheduled compliance, risk management and regulatory oversight committee meeting for regular quarterly meetings and \$1,000 per meeting for attendance of other, non-quarterly meetings; (e) a fee of \$1,000 per meeting for attendance in person or by telephone for a meeting of the dividend committee; and (f) a fee of \$500 per meeting for attendance in person at all other committee meetings, \$1,000 for attendance at shareholder meetings on a day on which no regularly scheduled board meeting is held in which in-person attendance is required, \$250 per meeting for attendance by telephone at committee meetings (excluding shareholder meetings) where in-person attendance is not required and \$100 per meeting when the executive committee acts as pricing committee for IPOs, plus, in each case, expenses incurred in attending such meetings. In addition to the payments described above, the Independent Chairman receives \$50,000 annually and the Lead Independent Director, if any, receives \$35,000, the chairpersons of the audit committee, the dividend committee and the compliance, risk management and regulatory oversight committee receive \$7,500 and the chairperson of the nominating and governance committee receives \$5,000 as additional retainers to the annual

retainer paid to such individuals. Independent Board Members also receive a fee of \$2,500 per day for site visits to entities that provide services to the Nuveen funds on days on which no regularly scheduled board meeting is held. When ad hoc committees are organized, the nominating and governance committee will at the time of formation determine compensation to be paid to the members of such committees, however, in general such fees will be \$1,000 per meeting for attendance in person at any ad hoc committee meeting where in-person attendance is required and \$500 per meeting for attendance by telephone or in person at such meetings where in-person attendance is not required. The annual retainer, fees and expenses are allocated among the funds managed by the Adviser, on the basis of relative net asset sizes although fund management may, in its discretion, establish a minimum amount to be allocated to each fund. The Board Member affiliated with Nuveen and the Adviser serves without any compensation from the Funds.

The boards of certain Nuveen funds (the Participating Funds ) established a Deferred Compensation Plan for Independent Board Members ( Deferred Compensation Plan ). Under the Deferred Compensation Plan, Independent Board Members of the Participating Funds may defer receipt of all, or a portion, of the compensation they earn for their services to the Participating Funds, in lieu of receiving current payments of such compensation. Any deferred amount is treated as though an equivalent dollar amount had been invested in shares of one or more eligible Nuveen funds.



Aggregate Compensation from the Funds<sup>(2)</sup>

<b>Fund</b>	<b>Robert P. Bremner</b>	<b>Jack B. Evans</b>	<b>William C. Hunter</b>	<b>David J. Kundert</b>	<b>William J. Schneider</b>	<b>Judith M. Stockdale</b>	<b>Carole E. Stone</b>	<b>Terence J. Toth</b>
Floating Rate Income	\$ 2,981	\$ 2,576	\$ 2,191	\$ 2,571	\$ 2,605	\$ 2,375	\$ 2,240	\$ 2,516
Floating Rate Income Opportunity	1,774	1,533	1,304	1,530	1,550	1,414	1,333	1,497
Senior Income	1,115	964	820	962	975	889	838	941
Tax-Advantaged Floating Rate	633	1,632	550	562	571	1,615	597	1,613
Arizona Dividend Advantage	124	105	89	104	107	96	91	103
Arizona Dividend Advantage 2	200	171	144	169	173	156	147	166
Arizona Dividend Advantage 3	261	212	180	224	215	189	192	221
Arizona Premium Income	348	296	249	294	301	270	255	289
California Dividend Advantage	1,933	1,702	1,390	1,779	1,847	1,588	1,390	1,661
California Dividend Advantage 2	1,340	1,181	962	1,236	1,284	1,102	962	1,153
California Dividend Advantage 3	1,979	1,743	1,423	1,822	1,890	1,724	1,423	1,700
California Investment Quality	1,211	1,067	870	1,115	1,158	995	870	1,041
California Market Opportunity	711	614	518	594	610	547	518	588
California Value	963	842	677	882	918	781	677	820
California Value 2	177	121	101	115	119	145	101	115
California Performance Plus	1,159	1,022	833	1,068	1,109	952	833	997
California Premium Income	492	424	359	411	422	378	359	406
California Quality Income	2,052	1,809	1,475	1,893	1,965	1,688	1,475	1,765
California Select Quality	2,075	1,828	1,491	1,912	1,985	1,706	1,491	1,784
Insured California Dividend Advantage	1,419	1,250	1,020	1,308	1,358	1,167	1,020	1,220
Insured California Premium Income	595	514	434	497	511	458	434	492
Insured California Premium Income 2	1,096	966	788	1,011	1,049	902	788	943
	471	403	338	390	402	358	338	385

Insured California Tax-Free Advantage Connecticut Dividend Advantage	218	189	157	183	187	171	161	181
Connecticut Dividend Advantage 2	197	171	142	165	169	155	145	163
Connecticut Dividend Advantage 3	360	311	258	301	309	332	265	298
Connecticut Premium Income	449	380	312	364	373	455	320	364
Georgia Dividend Advantage	220	147	122	142	146	184	125	141
Georgia Dividend Advantage 2	386	321	267	311	319	306	273	308
Georgia Premium Income	370	277	230	268	275	301	235	265
Maryland Dividend Advantage	334	288	240	279	286	262	245	276
Maryland Dividend Advantage 2	339	293	243	284	291	266	249	281
Maryland Dividend Advantage 3	540	380	316	368	377	445	324	364
Maryland Premium Income	950	765	636	741	759	759	651	733

Aggregate Compensation from the Funds<sup>(2)</sup>

<b>Fund</b>	<b>Robert P. Bremner</b>	<b>Jack B. Evans</b>	<b>William C. Hunter</b>	<b>David J. Kundert</b>	<b>William J. Schneider</b>	<b>Judith M. Stockdale</b>	<b>Carole E. Stone</b>	<b>Terence J. Toth</b>
Massachusetts Dividend Advantage	\$ 267	\$ 146	\$ 120	\$ 140	\$ 143	\$ 231	\$ 123	\$ 140
Massachusetts Premium Income	465	346	287	335	343	328	294	331
Insured Massachusetts Tax-Free Advantage	238	206	171	199	204	237	175	197
Michigan Dividend Advantage	183	158	134	153	157	141	134	151
Michigan Premium Income	694	599	506	580	596	534	506	574
Michigan Quality Income	1,113	981	799	1,027	1,066	915	799	957
Missouri Premium Income	184	159	132	154	157	144	135	152
New Jersey Dividend Advantage	543	475	390	454	465	426	399	455
New Jersey Dividend Advantage 2	377	330	271	315	323	296	277	316
New Jersey Investment Quality	1,732	1,523	1,235	1,558	1,632	1,436	1,261	1,475
New Jersey Value	105	73	61	70	72	84	61	69
New Jersey Premium Income	1,062	946	758	955	1,001	881	773	916
North Carolina Dividend Advantage	200	173	144	167	171	157	147	165
North Carolina Dividend Advantage 2	332	291	238	278	285	261	244	278
North Carolina Dividend Advantage 3	388	292	243	283	290	315	249	280
North Carolina Premium Income	607	469	389	454	465	440	399	449
Ohio Dividend Advantage	399	348	291	333	343	307	291	334
Ohio Dividend Advantage 2	287	248	209	240	247	221	209	237
Ohio Dividend Advantage 3	208	179	152	174	178	160	152	172

Ohio Quality								
Income	974	841	711	814	837	750	711	805
Pennsylvania Value	80	56	47	54	55	64	47	53
Pennsylvania								
Dividend Advantage	277	242	199	232	237	217	204	232
Pennsylvania								
Dividend Advantage								
2	304	266	218	254	260	238	223	254
Pennsylvania								
Investment Quality	1,381	1,214	985	1,242	1,301	1,145	1,005	1,176
Pennsylvania								
Premium Income 2	1,255	1,116	895	1,128	1,181	1,040	913	1,081
Texas Quality								
Income	795	686	569	672	688	617	583	669
Virginia Dividend								
Advantage	248	214	176	207	212	293	181	204
Virginia Dividend								
Advantage 2	571	410	333	391	401	466	342	392
Virginia Premium								
Income	859	651	534	623	638	698	547	624
<b>Total</b>								
<b>Compensation</b>								
<b>from Nuveen</b>								
<b>Funds Paid to</b>								
<b>Board Members/</b>								
<b>Nominees<sup>(1)</sup></b>	<b>\$ 265,996</b>	<b>\$ 239,830</b>	<b>\$ 194,333</b>	<b>\$ 252,913</b>	<b>\$ 258,133</b>	<b>\$ 219,480</b>	<b>\$ 186,750</b>	<b>\$ 247,289</b>

(1) Based on the total compensation paid, including deferred fees (including the return from the assumed investment in the eligible Nuveen funds), to the Board Members for the calendar year ended December 31, 2009 for services to the Nuveen open-end and closed-end funds advised by Nuveen Asset Management.

- (2) Includes deferred fees. Pursuant to a deferred compensation agreement with certain of the Funds, deferred amounts are treated as though an equivalent dollar amount has been invested in shares of one or more Participating Funds. Total deferred fees for the Funds (including the return from the assumed investment in the Participating Funds) payable are:

<b>Fund</b>	<b>Robert P. Bremner</b>	<b>Jack B. Evans</b>	<b>William C. Hunter</b>	<b>David J. Kundert</b>	<b>William J. Schneider</b>	<b>Judith M. Stockdale</b>	<b>Carole E. Stone</b>	<b>Terence J. Toth</b>
Floating Rate Income	\$ 451	\$ 650	\$ 1,302	\$ 2,571	\$ 2,605	\$ 1,290	\$	\$ 807
Floating Rate Income Opportunity	268	387	775	1,530	1,550	768		480
Senior Income	169	243	490	962	975	483		301
Tax-Advantaged Floating Rate	91	402	469	562	571	912		640
California Dividend Advantage	314	471		1,779	1,847	1,002		874
California Dividend Advantage 2	219	327		1,236	1,284	696		607
California Dividend Advantage 3	322	482		1,822	1,890	1,084		895
California Investment Quality	197	295		1,115	1,158	628		548
California Value	157	234		882	918	494		433
California Performance Plus	189	283		1,068	1,109	601		525
California Quality Income	334	501		1,893	1,965	1,066		930
California Select Quality	338	506		1,912	1,985	1,077		939
Insured California Dividend Advantage	231	346		1,308	1,358	736		643
Insured California Premium Income 2	179	267		1,011	1,049	569		496
Michigan Quality Income	181	272		1,027	1,066	578		504
New Jersey Investment Quality	275	412	265	1,558	1,632	867		663
New Jersey Premium Income	168	256	162	955	1,001	532		412
Pennsylvania Investment Quality	219	328	211	1,242	1,301	691		528
Pennsylvania Premium Income 2	199	302	192	1,128	1,181	628		486



## **Board Leadership Structure and Risk Oversight**

The Board of each Fund (collectively, the Board) oversees the operations and management of the Fund, including the duties performed for the Funds by the Adviser. The Board has adopted a unitary board structure. A unitary board consists of one group of directors who serve on the board of every fund in the complex. In adopting a unitary board structure, the Board Members seek to provide effective governance through establishing a board, the overall composition of which, will, as a body, possess the appropriate skills, independence and experience to oversee the Funds' business. With this overall framework in mind, when the Board, through its Nominating and Governance Committee discussed below, seeks nominees for the Board, the Board Members consider, not only the candidate's particular background, skills and experience, among other things, but also whether such background, skills and experience enhance the Board's diversity and at the same time complement the Board given its current composition and the mix of skills and experiences of the incumbent Board Members. The Nominating and Governance Committee believes that the Board generally benefits from diversity of background, experience and views among its members, and considers this a factor in evaluating the composition of the Board, but has not adopted any specific policy on diversity or any particular definition of diversity.

The Board believes the unitary board structure enhances good and effective governance, particularly given the nature of the structure of the investment company complex. Funds in the same complex generally are served by the same service providers and personnel and are governed by the same regulatory scheme which raises common issues that must be addressed by the directors across the fund complex (such as compliance, valuation, liquidity, brokerage, trade allocation or risk management). The Board believes it is more efficient to have a single board review and oversee common policies and procedures which increases the Board's knowledge and expertise with respect to the many aspects of fund operations that are complex-wide in nature. The unitary structure also enhances the Board's influence and oversight over the Adviser and other service providers.

In an effort to enhance the independence of the Board, the Board also has a Chairman that is an independent Board Member. The Board recognizes that a chairman can perform an important role in setting the agenda for the Board, establishing the boardroom culture, establishing a point person on behalf of the Board for fund management, and reinforcing the Board's focus on the long-term interests of shareholders. The Board recognizes that a chairman may be able to better perform these functions without any conflicts of interests arising from a position with fund management. Accordingly, the Board Members have elected Robert P. Bremner as the independent Chairman of the Board. Specific responsibilities of the Chairman include: (i) presiding at all meetings of the Board and of the shareholders; (ii) seeing that all orders and resolutions of the Board Members are carried into effect; and (iii) maintaining records of and, whenever necessary, certifying all proceedings of the Board Members and the shareholders.

Although the Board has direct responsibility over various matters (such as advisory contracts, underwriting contracts and Fund performance), the Board also exercises certain of its oversight responsibilities through several committees that it has established and which report back to the full Board. The Board believes that a committee structure is an effective means to permit Board Members to focus on particular operations or issues affecting the Funds, including risk oversight. More specifically, with respect to risk oversight, the Board has delegated matters relating to valuation and compliance to certain committees (as summarized below) as well as

certain aspects of investment risk. In addition, the Board believes that the periodic rotation of Board Members among the different committees allows the Board Members to gain additional and different perspectives of a Fund's operations. The Board has established five standing committees: the Executive Committee, the Dividend Committee, the Audit Committee, the Compliance, Risk Management and Regulatory Oversight Committee and the Nominating and Governance Committee. The Board may also from time to time create ad hoc committees to focus on particular issues as the need arises. The membership and functions of the standing committees are summarized below.

The Executive Committee, which meets between regular meetings of the Board, is authorized to exercise all of the powers of the Board. Robert P. Bremner, Chair, Judith M. Stockdale and John P. Amboian serve as the current members of the Executive Committee of the Board. The number of Executive Committee meetings of each Fund held during its last fiscal year is shown in Appendix C.

The Dividend Committee is authorized to declare distributions on each Fund's shares including, but not limited to, regular and special dividends, capital gains and ordinary income distributions. The members of the Dividend Committee are Jack B. Evans, Chair, Judith M. Stockdale and Terence J. Toth. The number of Dividend Committee meetings of each Fund held during its last fiscal year is shown in Appendix C.

The Board has an Audit Committee, in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the 1934 Act), that is composed of Independent Board Members who are also independent as that term is defined in the listing standards pertaining to closed-end funds of the New York Stock Exchange or the NYSE Amex, as applicable. The Audit Committee assists the Board in the oversight and monitoring of the accounting and reporting policies, processes and practices of the Funds, and the audits of the financial statements of the Funds; the quality and integrity of the financial statements of the Funds; the Funds' compliance with legal and regulatory requirements relating to the Funds' financial statements; the independent auditors' qualifications, performance and independence; and the pricing procedures of the Funds and the internal valuation group of Nuveen. It is the responsibility of the Audit Committee to select, evaluate and replace any independent auditors (subject only to Board and, if applicable, shareholder ratification) and to determine their compensation. The Audit Committee is also responsible for, among other things, overseeing the valuation of securities comprising the Funds' portfolios. Subject to the Board's general supervision of such actions, the Audit Committee addresses any valuation issues, oversees the Funds' pricing procedures and actions taken by Nuveen's internal valuation group which provides regular reports to the committee, reviews any issues relating to the valuation of the Funds' securities brought to its attention and considers the risks to the Funds in assessing the possible resolutions to these matters. The Audit Committee may also consider any financial risk exposures for the Funds in conjunction with performing its functions.

To fulfill its oversight duties, the Audit Committee receives annual and semi-annual reports and has regular meetings with the external auditors for the Funds and the internal audit group at Nuveen. The Audit Committee also may review in a general manner the processes the Board or other Board committees have in place with respect to risk assessment and risk management as well as compliance with legal and regulatory matters relating to the Funds' financial statements. The Audit Committee operates under a written Audit Committee Charter adopted and approved by the Board, which Charter conforms to the listing standards of the New York Stock Exchange or the NYSE Amex, as applicable. Members of the Audit Committee shall be



independent (as set forth in the Charter) and free of any relationship that, in the opinion of the Board Members, would interfere with their exercise of independent judgment as an Audit Committee member. The members of the Audit Committee are Robert P. Bremner, Jack B. Evans, David J. Kundert, Chair, William J. Schneider and Terence J. Toth, each of whom is an independent Board Member of the Funds. A copy of the Audit Committee Charter is attached as Appendix D. The number of Audit Committee Meetings of each Fund held during its last fiscal year is shown in Appendix C.

The Compliance, Risk Management and Regulatory Oversight Committee (the Compliance Committee) is responsible for the oversight of compliance issues, risk management and other regulatory matters affecting the Funds that are not otherwise the jurisdiction of the other committees. The Board has adopted and periodically reviews policies and procedures designed to address the Funds' compliance and risk matters. As part of its duties, the Compliance Committee reviews the policies and procedures relating to compliance matters and recommends modifications thereto as necessary or appropriate to the full Board; develops new policies and procedures as new regulatory matters affecting the Funds arise from time to time; evaluates or considers any comments or reports from examinations from regulatory authorities and responses thereto; and performs any special reviews, investigations or other oversight responsibilities relating to risk management, compliance and/or regulatory matters as requested by the Board.

In addition, the Compliance Committee is responsible for risk oversight, including, but not limited to, the oversight of risks related to investments and operations. Such risks include, among other things, exposures to particular issuers, market sectors, or types of securities; risks related to product structure elements, such as leverage; and techniques that may be used to address those risks, such as hedging and swaps. In assessing issues brought to the Compliance Committee's attention or in reviewing a particular policy, procedure, investment technique or strategy, the Compliance Committee evaluates the risks to the Funds in adopting a particular approach or resolution compared to the anticipated benefits to the Funds and their shareholders. In fulfilling its obligations, the Compliance Committee meets on a quarterly basis, and at least once a year in person. The Compliance Committee receives written and oral reports from the Funds' Chief Compliance Officer (CCO) and meets privately with the CCO at each of its quarterly meetings. The CCO also provides an annual report to the full Board regarding the operations of the Funds' and other service providers compliance programs as well as any recommendations for modifications thereto. The Compliance Committee also receives reports from the investment services group of Nuveen regarding various investment risks. Notwithstanding the foregoing, the full Board also participates in discussions with management regarding certain matters relating to investment risk, such as the use of leverage and hedging. The investment services group therefore also reports to the full Board at its quarterly meetings regarding, among other things, Fund performance and the various drivers of such performance. Accordingly, the Board directly and/or in conjunction with the Compliance Committee oversees matters relating to investment risks. Matters not addressed at the committee level are addressed directly by the full Board. The Compliance Committee operates under a written charter adopted and approved by the Board. The members of the Compliance Committee are William C. Hunter, William J. Schneider, Chair, Judith M. Stockdale and Carole E. Stone. The number of Compliance Committee meetings of each Fund held during its last fiscal year is shown in Appendix C.

The Nominating and Governance Committee is responsible for seeking, identifying and recommending to the Board qualified candidates for election or appointment to the Board. In addition, the Nominating and Governance Committee oversees matters of corporate governance, including the evaluation of Board performance and processes, the assignment and rotation of committee members, and the establishment of corporate governance guidelines and procedures, to the extent necessary or desirable, and matters related thereto. Although the unitary and committee structure has been developed over the years and the Nominating and Governance Committee believes the structure has provided efficient and effective governance, the committee recognizes that as demands on the Board evolve over time (such as through an increase in the number of funds overseen or an increase in the complexity of the issues raised), the committee must continue to evaluate the Board and committee structures and their processes and modify the foregoing as may be necessary or appropriate to continue to provide effective governance. Accordingly, the Nominating and Governance Committee has a separate meeting each year to, among other things, review the Board and committee structures, their performance and functions, and recommend any modifications thereto or alternative structures or processes that would enhance the Board's governance over the Funds' business.

In addition, the Nominating and Governance Committee, among other things, makes recommendations concerning the continuing education of Board Members; monitors performance of legal counsel and other service providers; establishes and monitors a process by which security holders are able to communicate in writing with Board Members; and periodically reviews and makes recommendations about any appropriate changes to Board Member compensation. In the event of a vacancy on the Board, the Nominating and Governance Committee receives suggestions from various sources as to suitable candidates. Suggestions should be sent in writing to Lorna Ferguson, Manager of Fund Board Relations, Nuveen Investments, 333 West Wacker Drive, Chicago, IL 60606. The Nominating and Governance Committee sets appropriate standards and requirements for nominations for new Board Members and reserves the right to interview any and all candidates and to make the final selection of any new Board Members. In considering a candidate's qualifications, each candidate must meet certain basic requirements, including relevant skills and experience, time availability (including the time requirements for due diligence site visits to internal and external sub-advisers and service providers) and, if qualifying as an Independent Board Member candidate, independence from the Adviser, sub-advisers, underwriters or other service providers, including any affiliates of these entities. These skill and experience requirements may vary depending on the current composition of the Board, since the goal is to ensure an appropriate range of skills, diversity and experience, in the aggregate. Accordingly, the particular factors considered and weight given to these factors will depend on the composition of the Board and the skills and backgrounds of the incumbent Board Member at the time of consideration of the nominees. All candidates, however, must meet high expectations of personal integrity, independence, governance experience and professional competence. All candidates must be willing to be critical within the Board and with management and yet maintain a collegial and collaborative manner toward other Board Members. The Nominating and Governance Committee operates under a written charter adopted and approved by the Board, a copy of which is available on the Funds' website at [www.nuveen.com/CEF/Info/Shareholder/](http://www.nuveen.com/CEF/Info/Shareholder/), and is composed entirely of Independent Board Members who are also independent as defined by New York Stock Exchange or NYSE Amex listing standards, as applicable. Accordingly, the members of the Nominating and Governance Committee are Robert P. Bremner, Chair, Jack B. Evans, William C. Hunter, David J. Kundert, William J. Schneider, Judith M. Stockdale, Carole E. Stone and

Terence J. Toth. The number of Nominating and Governance Committee meetings of each Fund held during its last fiscal year is shown in Appendix C.

The number of regular quarterly meetings and special meetings held by the Board of each Fund during the Fund's last fiscal year is shown in Appendix C. During the last fiscal year, each Board Member attended 75% or more of each Fund's Board meetings and the committee meetings (if a member thereof) held during the period for which such Board Member was a Board Member. The policy of the Board relating to attendance by Board Members at annual meetings of the Funds and the number of Board Members who attended the last annual meeting of shareholders of each Fund is posted on the Funds' website at [www.nuveen.com/CEF/Info/Shareholder/](http://www.nuveen.com/CEF/Info/Shareholder/).

*Board Diversification and Board Member Qualifications.* In determining that a particular Board Member was qualified to serve as a Board Member, the Board has considered each Board Member's background, skills, experience and other attributes in light of the composition of the Board with no particular factor controlling. The Board believes that Board Members need to have the ability to critically review, evaluate, question and discuss information provided to them, and to interact effectively with Fund management, service providers and counsel, in order to exercise effective business judgment in the performance of their duties and the Board believes each Board Member satisfies this standard. An effective Board Member may achieve this ability through his or her educational background; business, professional training or practice; public service or academic positions; experience from service as a board member (including the Boards of the Funds), or as an executive of investment funds, public companies or significant private or not-for-profit entities or other organizations; and or/other life experiences. Accordingly, set forth below is a summary of the experiences, qualifications, attributes, and skills that led to the conclusion, as of the date of this document, that each Board Member should continue to serve in that capacity. References to the experiences, qualifications, attributes and skills of Board Members are pursuant to requirements of the Securities and Exchange Commission, do not constitute holding out of the Board or any Board Member as having any special expertise or experience and shall not impose any greater responsibility or liability on any such person or on the Board by reason thereof.

### **John P. Amboian**

Mr. Amboian, an interested Board Member of the Funds, joined Nuveen Investments, Inc. in June 1995 and became Chief Executive Officer in July 2007 and Chairman in November 2007. Prior to this, since 1999, he served as President with responsibility for the firm's product, marketing, sales, operations and administrative activities. Mr. Amboian initially served Nuveen as Executive Vice President and Chief Financial Officer. Prior to joining Nuveen, Mr. Amboian held key management positions with two consumer product firms affiliated with the Phillip Morris Companies. He served as Senior Vice President of Finance, Strategy and Systems at Miller Brewing Company. Mr. Amboian began his career in corporate and international finance at Kraft Foods, Inc., where he eventually served as Treasurer. He received a Bachelor's degree in economics and a Masters of Business Administration (MBA) from the University of Chicago. Mr. Amboian serves on the Board of Directors of Nuveen and is a Board Member of the Investment Company Institute Board of Governors, Boys and Girls Clubs of Chicago, Children's Memorial Hospital and Foundation, the Council on the Graduate School of Business (University of Chicago), and the North Shore Country Day School Foundation. He is also a member of the Civic Committee of the Commercial Club of Chicago and the Economic Club of Chicago.

**Robert P. Bremner**

Mr. Bremner, the Board's Independent Chairman, is a private investor and management consultant in Washington, D.C. His biography of William McChesney Martin, Jr., a former chairman of the Federal Reserve Board, was published by Yale University Press in November 2004. From 1994 to 1997, he was a Senior Vice President at Samuels International Associates, an international consulting firm specializing in governmental policies, where he served in a part-time capacity. Previously, Mr. Bremner was a partner in the LBK Investors Partnership and was chairman and majority stockholder with ITC Investors Inc., both private investment firms. He currently serves on the Board and as Treasurer of the Humanities Council of Washington D.C. From 1984 to 1996, Mr. Bremner was an independent Trustee of the Flagship Funds, a group of municipal open-end funds. He began his career at the World Bank in Washington D.C. He graduated with a Bachelor of Science degree from Yale University and received his MBA from Harvard University.

**Jack B. Evans**

President of the Hall-Perrine Foundation, a private philanthropic corporation, since 1996, Mr. Evans was formerly President and Chief Operating Officer of the SCI Financial Group, Inc., a regional financial services firm headquartered in Cedar Rapids, Iowa. Formerly, he was a member of the Board of the Federal Reserve Bank of Chicago as well as a Director of Alliant Energy. Mr. Evans is Chairman of the Board of United Fire Group, sits on the Board of the Gazette Companies, is President Pro Tem of the Board of Regents for the State of Iowa University System, is a Life Trustee of Coe College and is a member of the Advisory Council of the Department of Finance in the Tippie College of Business, University of Iowa. He has a Bachelor of Arts degree from Coe College and an MBA from the University of Iowa.

**William C. Hunter**

Mr. Hunter was appointed Dean of the Henry B. Tippie College of Business at the University of Iowa effective July 1, 2006. He had been Dean and Distinguished Professor of Finance at the University of Connecticut School of Business since June 2003. From 1995 to 2003, he was the Senior Vice President and Director of Research at the Federal Reserve Bank of Chicago. While there he served as the Bank's Chief Economist and was an Associate Economist on the Federal Reserve System's Federal Open Market Committee (FOMC). In addition to serving as a Vice President in charge of financial markets and basic research at the Federal Reserve Bank in Atlanta, he held faculty positions at Emory University, Atlanta University, the University of Georgia and Northwestern University. A past Director of the Credit Research Center at Georgetown University and past President of the Financial Management Association International, he has consulted with numerous foreign central banks and official agencies in Western Europe, Central and Eastern Europe, Asia, Central America and South America. From 1990 to 1995, he was a U.S. Treasury Advisor to Central and Eastern Europe. He has been a Director of the Xerox Corporation since 2004. He is President-Elect of Beta Gamma Sigma, Inc., the International Business Honor Society.

**David J. Kundert**

Mr. Kundert retired in 2004 as Chairman of JPMorgan Fleming Asset Management, and as President and CEO of Banc One Investment Advisors Corporation, and as President of One

Group Mutual Funds. Prior to the merger between Banc One Corporation and JPMorgan Chase and Co., he was Executive Vice President, Banc One Corporation and, since 1995, the Chairman and CEO, Banc One Investment Management Group. From 1988 to 1992, he was President and CEO of Bank One Wisconsin Trust Company. Currently, Mr. Kundert is a Director of the Northwestern Mutual Wealth Management Company. He started his career as an attorney for Northwestern Mutual Life Insurance Company. Mr. Kundert has served on the Board of Governors of the Investment Company Institute and he is currently a member of the Wisconsin Bar Association. He is on the Board of the Greater Milwaukee Foundation and chairs its Investment Committee. He received his Bachelor of Arts degree from Luther College, and his Juris Doctor from Valparaiso University.

**William J. Schneider**

Mr. Schneider is currently Chairman, formerly Senior Partner and Chief Operating Officer (retired, December 2004) of Miller-Valentine Partners Ltd., a real estate investment company. He is a Director and Past Chair of the Dayton Development Coalition. He was formerly a member of the Community Advisory Board of the National City Bank in Dayton as well as a former member of the Business Advisory Council of the Cleveland Federal Reserve Bank. Mr. Schneider is a member of the Business Advisory Council for the University of Dayton College of Business. Mr. Schneider was an independent Trustee of the Flagship Funds, a group of municipal open-end funds. He also served as Chair of the Miami Valley Hospital and as Chair of the Finance Committee of its parent holding company. Mr. Schneider has a Bachelor of Science in Community Planning from the University of Cincinnati and a Masters of Public Administration from the University of Dayton.

**Judith M. Stockdale**

Ms. Stockdale is currently Executive Director of the Gaylord and Dorothy Donnelley Foundation, a private foundation working in land conservation and artistic vitality in the Chicago region and the Lowcountry of South Carolina. Her previous positions include Executive Director of the Great Lakes Protection Fund, Executive Director of Openlands, and Senior Staff Associate at the Chicago Community Trust. She has served on the Boards of the Land Trust Alliance, the National Zoological Park, the Governor's Science Advisory Council (Illinois), the Nancy Ryerson Ranney Leadership Grants Program, Friends of Ryerson Woods and the Donors Forum. Ms. Stockdale, a native of the United Kingdom, has a Bachelor of Science degree in geography from the University of Durham (UK) and a Master of Forest Science degree from Yale University.

**Carole E. Stone**

Ms. Stone retired from the New York State Division of the Budget in 2004, having served as its Director for nearly five years and as Deputy Director from 1995 through 1999. Ms. Stone is currently on the Board of Directors of the Chicago Board Options Exchange, CBOE Holdings, Inc. and C2 Options Exchange, Incorporated and was a Commissioner on the New York State Commission on Public Authority Reform. She has also served as the Chair of the New York Racing Association Oversight Board, as Chair of the Public Authorities Control Board and as a member of the Boards of Directors of several New York State public authorities. Ms. Stone has a Bachelor of Arts from Skidmore College in Business Administration.

**Terence J. Toth**

Mr. Toth is a Director, Legal & General Investment Management America, Inc. (since 2008) and a Managing Partner, Promus Capital (since 2008). From 2004 to 2007, he was Chief Executive Officer and President of Northern Trust Global Investments, and Executive Vice President of Quantitative Management & Securities Lending from 2000 to 2004. He also formerly served on the Board of the Northern Trust Mutual Funds. He joined Northern Trust in 1994 after serving as Managing Director and Head of Global Securities Lending at Bankers Trust (1986 to 1994) and Head of Government Trading and Cash Collateral Investment at Northern Trust from 1982 to 1986. He currently serves on the Boards of the Goodman Theatre, Chicago Fellowship, and University of Illinois Leadership Council, and is Chairman of the Board of Catalyst Schools of Chicago. Mr. Toth graduated with a Bachelor of Science degree from the University of Illinois, and received his MBA from New York University. In 2005, he graduated from the CEO Perspectives Program at Northwestern University.

**Independent Chairman**

The Board Members have elected Robert P. Bremner as the independent Chairman of the Board. Specific responsibilities of the Chairman include (a) presiding over all meetings of the Board and of the shareholders; (b) seeing that all orders and resolutions of the Board Members are carried into effect; and (c) maintaining records of and, whenever necessary, certifying all proceedings of the Board Members and the shareholders. For each Minnesota Fund except California Value, all Board Members are elected annually. For each Massachusetts Fund, and California Value, shareholders will be asked to elect Board Members as each Board Member's term expires, and with respect to Board Members elected by holders of Common Shares such Board Member shall be elected for a term expiring at the time of the third succeeding annual meeting subsequent to their election or thereafter in each case when their respective successors are duly elected and qualified. These provisions could delay for up to two years the replacement of a majority of the Board.

**The Officers**

The following table sets forth information with respect to each officer of the Funds. Officers receive no compensation from the Funds. The officers are elected by the Board on an annual basis to serve until successors are elected and qualified.

Name, Address and Birth date	Position(s) Held with Fund	Term of Office and Length of Time Served <sup>(1)</sup>	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Served by Officer
Gifford R. Zimmerman 333 West Wacker Drive Chicago, IL 60606 (9/9/56)	Chief Administrative Officer	Term: Annual  Length of Service: Since 1988	Managing Director (since 2002), Assistant Secretary and Associate General Counsel of Nuveen Investments, LLC; Managing Director (since 2002), Assistant Secretary and Associate General Counsel of Nuveen Asset Management; Managing Director (since 2004) and Assistant Secretary (since 1994) of Nuveen Investments, Inc.; Vice President and Assistant Secretary of NWQ Investment Management Company, LLC (since 2002) and Nuveen Investments Advisers Inc. (since 2002); Managing Director, Associate General Counsel and Assistant Secretary of Symphony Asset Management LLC (since 2003); Vice President and Assistant Secretary of Tradewinds Global Investors, LLC and Santa Barbara Asset Management LLC (since 2006), Nuveen HydePark Group, LLC and Nuveen Investment Solutions, Inc. (since 2007) and Winslow Capital Management, Inc. (since 2010); Chief Administrative Officer and Chief Compliance Officer (since 2010) of Nuveen Commodities Asset Management, LLC; Chartered Financial Analyst.	204

Williams Adams IV 333 West Wacker Drive Chicago, IL 60606 (6/9/55)	Vice President	Term: Annual  Length of Service: Since 2007	Executive Vice President, U.S. Structured Products of Nuveen Investments, LLC (since 1999); Executive Vice President (since 2005) of Nuveen Commodities Asset Management, LLC.	129
Cedric H. Antosiewicz 333 West Wacker Drive Chicago, IL 60606 (1/11/62)	Vice President	Term: Annual  Length of Service: Since 2007	Managing Director (since 2004), previously, Vice President (1993-2004) of Nuveen Investments LLC.	129



<b>Name, Address and Birth date</b>	<b>Position(s) Held with Fund</b>	<b>Term of Office and Length of Time Served<sup>(1)</sup></b>	<b>Principal Occupation(s) During Past 5 Years</b>	<b>Number of Portfolios in Fund Complex Served by Officer</b>
Nizida Arriaga 333 West Wacker Drive Chicago, IL 60606 (6/1/68)	Vice President	Term: Annual  Length of Service: Since 2009	Senior Vice President (since 2010), formerly, Vice President (2007-2010) of Nuveen Investments, LLC; previously, portfolio Manager, Allstate Investments, LLC (1996-2006); Chartered Financial Analyst.	204
Michael T. Atkinson 333 West Wacker Drive Chicago, IL 60606 (2/3/66)	Vice President and Assistant Secretary	Term: Annual  Length of Service: Since 2002	Vice President (since 2002) of Nuveen Investments, LLC; Vice President of Nuveen Asset Management (since 2005).	204
Margo L. Cook 333 West Wacker Drive Chicago, IL 60606 (4/11/64)	Vice President	Term: Annual  Length of Service: Since 2009	Executive Vice President (since 2008) of Nuveen Investments, Inc.; previously, Head of Institutional Asset Management (2007-2008) of Bear Stearns Asset Management; Head of Institutional Asset Management (1986-2007) of Bank of NY Mellon; Chartered Financial Analyst.	204
Lorna C. Ferguson 333 West Wacker Drive Chicago, IL 60606 (10/24/45)	Vice President	Term: Annual  Length of Service: Since 1998	Managing Director (since 2004) of Nuveen Investments LLC; Managing Director (since 2005) of Nuveen Asset Management.	204
Stephen D. Foy 333 West Wacker Drive Chicago, IL 60606 (5/31/54)	Vice President and Controller	Term: Annual  Length of Service: Since 1993	Senior Vice President (since 2010), formerly, Vice President (1993-2010) and Funds Controller (since 1998) of Nuveen Investments, LLC; Senior Vice President (since 2010), formerly, Vice President (2005-2010) of Nuveen Asset Management; Certified Public	204

Accountant.

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Name, Address and Birth date	Position(s) Held with Fund	Term of Office and Length of Time Served <sup>(1)</sup>	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Served by Officer
Scott S. Grace 333 West Wacker Drive Chicago, IL 60606 (8/20/70)	Vice President and Treasurer	Term: Annual  Length of Service: Since 2009	Managing Director, Corporate Finance & Development, Treasurer (since 2009) of Nuveen Investments, LLC; Managing Director and Treasurer of Nuveen Asset Management (since 2009) Nuveen Investment Solutions, Inc., Nuveen Investments Advisers, Inc., Nuveen Investments Holdings, Inc., Vice President and Treasurer of NWQ Investment Management Company, LLC, Tradewinds Global Investors, LLC, Symphony Asset Management LLC and Winslow Capital Management, Inc.; Vice President of Santa Barbara Asset Management, LLC; formerly, Treasurer (2006-2009), Senior Vice President (2008-2009), previously, Vice President (2006-2008) of Janus Capital Group, Inc.; formerly, Senior Associate in Morgan Stanley's Global Financial Services Group (2000-2003); Chartered Accountant.	204
William T. Huffman 333 West Wacker Drive Chicago, IL 60606 (5/7/69)	Vice President	Term: Annual  Length of Service: Since 2009	Chief Operating Officer, Municipal Fixed Income (since 2008) of Nuveen Asset Management; previously, Chairman, President and Chief Executive Officer (2002-2007) of Northern Trust Global Advisors, Inc. and Chief Executive Officer (2007) of Northern Trust Global Investments Limited; Certified Public Accountant.	136
Walter M. Kelly 333 West Wacker Drive	Chief Compliance	Term: Annual	Senior Vice President (since 2008) formerly, Vice President	204

Chicago, IL 60606  
(2/24/70)

Officer and  
Vice President  
Length of  
Service: Since  
2003

(2006-2008), formerly, Assistant  
Vice President and Assistant General  
Counsel of Nuveen Investments,  
LLC; Senior Vice President (since  
2008), formerly, Vice President  
(2006-2008), and Assistant Secretary  
(since 2003) of Nuveen Asset  
Management; formerly, Assistant  
Vice President and Assistant  
Secretary of the Nuveen Funds  
(2003-2006).

			TD>	77,197	10,107	34,835		40%	41,933		54%	(7,098)
Less:												
Oil												
and												
Gas												
Elim	(11,312)	(12,817)		1,505								
Total	\$774,745	\$547,348	\$227,397	\$418,210			54%	\$268,881		49%	\$149,329	

The following discussion analyzes our results on a segment basis.

**Well Intervention Segment**

Revenue for our well intervention segment was \$336.0 million for the nine months ended September 30, 2006, as compared to \$251.0 million for the same period in 2005. This segment's gross margin percentage increased to 43% for the nine months ended September 30, 2006 from 36% for the same period of 2005. We experienced higher revenue for most of our production-related services as pricing and utilization were higher due to increased production-related activity and hurricane-related repair work in the Gulf of Mexico. In addition, revenue increased for our plug and abandonment services as many customers continue to plug severely damaged wells and temporarily or permanently plug other wells to lower their insurance exposure and risk of damage from any future hurricanes.

**Rental Tools Segment**

Revenue for our rental tools segment for the nine months ended September 30, 2006 was \$262.6 million, a 50% increase over the same period in 2005. The gross margin percentage increased slightly to 68% for the three months ended September 30, 2006 from 67% for the same period of 2005. We experienced significant increases in revenue from our stabilizers, on-site accommodations, drill pipe and accessories, specialty tubulars and drill collars. The increases are primarily the result of significant increases in activity in the Gulf of Mexico, domestic land markets, as well as our international expansion efforts. Our international revenue for the rental tools segment has increased

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over 67% to approximately \$63.2 million for the nine months ended September 30, 2006 over the same period of 2005.

**Marine Segment**

Our marine segment revenue for the nine months ended September 30, 2006 increased 77% over the same period in 2005 to \$100.2 million. The gross margin percentage for the nine months ended September 30, 2006 increased to 60% from 36% for the same period in 2005. The nine months ended September 30, 2006 were characterized by a significant increase in liftboat pricing and utilization due to higher activity levels resulting from increases in Gulf of Mexico production-related activity and ongoing construction and repair work needed as the result of the damage in the Gulf of Mexico from Hurricanes Katrina and Rita. The fleet's average dayrate increased over 100% to approximately \$15,800 in the first nine months of 2006 from \$7,800 in the same period of 2005. The fleet's average utilization increased to approximately 82% for the nine months ended September 30, 2006 from 75% in the same period in 2005. The nine months ended September 30, 2005 also included five months of rental activity from the 105-foot and the 120 to 135-foot class liftboats, which were sold June 1, 2005.

**Oil and Gas Segment**

Oil and gas revenues were \$87.3 million in the nine months ended September 30, 2006, as compared to \$77.2 million in the same period of 2005. In the nine months ended September 30, 2006, production was approximately 1,730,000 boe, as compared to approximately 1,690,000 boe in the same period of 2005. The gross margin percentage decreased to 40% in the nine months ended September 30, 2006 from 54% in the same period of 2005 due to the shut-in production through April 2006, increased insurance cost and ongoing repair costs related to Hurricanes Katrina and Rita.

**Depreciation, Depletion, Amortization and Accretion**

Depreciation, depletion, amortization and accretion increased to \$77.5 million in the nine months ended September 30, 2006 from \$68.9 million in the same period in 2005. The increase results from the depreciation associated with our 2006 and 2005 capital expenditures primarily in the rental tools segment.

**General and Administrative Expenses**

General and administrative expenses increased to \$122.1 million for the nine months ended September 30, 2006 from \$103.1 million for the same period in 2005. This increase was primarily related to increased bonus expenses due to our improved performance; increased compensation expenses from our new long-term incentive plan established late in the second quarter of 2005; and increased expenses related to our geographic expansion, oil and gas acquisitions and our growth. General and administrative expenses decreased to 16% of revenue for the nine months ended September 30, 2006 from 19% for the same period in 2005.

**Liquidity and Capital Resources**

In the nine months ended September 30, 2006, we generated net cash from operating activities of \$229.0 million as compared to \$135.6 million in the same period of 2005. Our primary liquidity needs are for working capital, capital expenditures, debt service and acquisitions. Our primary sources of liquidity are cash flows from operations and borrowings under our revolving credit facility. We had cash and cash equivalents of \$111.9 million at September 30, 2006 compared to \$54.5 million at December 31, 2005.

We made \$165.1 million of capital expenditures during the nine months ended September 30, 2006, of which approximately \$81.1 million was used to expand and maintain our rental tool equipment inventory. We also made \$29.4 million of capital expenditures in our oil and gas segment and \$51.6 million of capital expenditures to expand and maintain the asset base of our well intervention and marine segments, including \$5.9 million related to an anchor handling tug, \$20.6 million related to the completion of our first derrick barge and \$3.0 million of progress payments related to the construction of another derrick barge. In addition, we made \$3.0 million of capital expenditures on construction and improvements to our facilities.

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During the nine months ending September 30, 2006, we paid \$46.6 million to acquire producing oil and gas properties located on five offshore Gulf of Mexico leases. We also purchased two businesses in order to expand the housing units offered by our rental tools segment into Wyoming and expand the snubbing services offered by our well intervention segment in Australia.

We acquired a 40% interest in Coldren Resources which acquired substantially all of Noble's shallow water Gulf of Mexico oil and gas properties. We have made a total investment in Coldren Resources of approximately \$57.7 million as of September 30, 2006. We do not anticipate additional cash investments into Coldren Resources.

During the first quarter of 2006, we sold our environmental cleaning subsidiary for approximately \$18.3 million.

On July 27, 2006, we took delivery of an 880-ton derrick barge. The final payment of \$13.3 million was made upon its delivery and acceptance. The derrick barge and related anchor handling tug are chartered to a third party until October 31, 2007.

In July 2006, we contracted to construct a derrick barge that will be sold to a third party for approximately \$54 million. We expect to take delivery of the derrick barge and sell it to the third party during the first quarter of 2008. We receive monthly payments from the purchaser in accordance with the terms of the sales contract. In turn, we issue letters of credit to the purchaser in equal amounts to guarantee our performance of the contract. We have entered into fixed-price contracts to construct this second derrick barge and its 880-ton offshore mast crane. Our payment obligation for the construction of the barge is secured by letters of credit that are posted upon performance milestones and are payable upon the barge's delivery and our acceptance. The contract for the crane requires periodic progress payments with final payment due upon completion of the contract. Revenue and cost associated with the sale contract is recorded on the percentage-of-completion method using a milestone-based measure focused on engineering estimates and manufacturing progress. This method is used because we believe it is the most meaningful measure of the extent of progress toward completion. This methodology requires us to make estimates regarding our progress against the project schedule and estimated completion date, both of which impact the amount of revenue and gross margin we recognize in each reporting period. Contract costs mainly include sub-contract and program management costs. Provisions for any anticipated losses will be recorded in full when such losses become evident. For the three and nine months ended September 30, 2006, the Company recognized approximately \$430,000 of revenues and approximately \$154,000 of gross profit on this contract.

In July 2006, we contracted to construct a third derrick barge to support our decommissioning and construction operations. We expect to take delivery of this barge in the second quarter of 2008. We have entered into fixed-price contracts to construct this derrick barge and its 880-ton offshore mast crane. Our payment obligation for the construction of the barge is secured by letters of credit that are posted upon performance milestones and are payable upon the barge's delivery and our acceptance. The contract for the crane requires periodic progress payments with final payment due upon completion of the contract. We intend to utilize this construction barge to support our removal projects in the Gulf of Mexico market area for both third party customers and our subsidiary, SPN Resources.

In September 2006, we entered into a definitive merger agreement to acquire Warrior for a total estimated purchase price of approximately \$319.0 million. The total consideration is comprised of cash payments of approximately \$175.2 million (\$14.50 per share of outstanding Warrior common stock), \$133.8 million in equity (approximately 5.3 million shares of our common stock, at an exchange ratio of 0.452 of our common stock for each share of Warrior common stock, multiplied by our share price of \$25.39, the average closing market price per share for the five trading day period beginning two trading days before the merger announcement date of September 25, 2006), and approximately \$10 million of estimated direct transaction costs. Warrior is a natural gas and oil well services company that provides wireline and well intervention services to exploration and production companies. Warrior's operations are concentrated in the major onshore and offshore natural gas and oil producing areas of the U.S. The transaction is subject to customary closing conditions, and is expected to close in the middle of December 2006.

We currently believe that we will make approximately \$75 to \$80 million of capital expenditures, excluding acquisitions and targeted asset purchases, during the remaining three months of 2006 to expand our rental tool asset base and perform workovers on SPN Resources' oil and gas properties. We believe that our current working capital,

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cash generated from our operations and availability under our revolving credit facility will provide sufficient funds for our identified capital projects.

We have a bank credit facility consisting of a \$150 million revolving credit facility, with an option to increase it to \$250 million. We are currently in the process of exercising the option to increase the credit facility to the \$250 million to accommodate increasing letters of credit for the construction of the new derrick barges. Any amounts outstanding under the revolving credit facility are due on October 31, 2008. At September 30, 2006, we had no amounts outstanding under the bank credit facility, but we had approximately \$21.2 million of letters of credit outstanding, which reduces the borrowing availability under this credit facility. The credit facility bears interest at a LIBOR rate plus margins that depend on our leverage ratio. Indebtedness under the credit facility is secured by substantially all of our assets, including the pledge of the stock our principal subsidiaries. The credit facility contains customary events of default and requires that we satisfy various financial covenants. It also limits our capital expenditures, our ability to pay dividends or make other distributions, make acquisitions, create liens, incur additional indebtedness or assume additional decommissioning liabilities.

We have \$17.0 million outstanding at September 30, 2006 in U. S. Government guaranteed long-term financing under Title XI of the Merchant Marine Act of 1936, which is administered by the Maritime Administration (MARAD), for two 245-foot class liftboats. This debt bears an interest rate of 6.45% per annum and is payable in equal semi-annual installments of \$405,000 on every June 3<sup>rd</sup> and December 3<sup>rd</sup> through June 3, 2027. Our obligations are secured by mortgages on the two liftboats. This MARAD financing also requires that we comply with certain covenants and restrictions, including the maintenance of minimum net worth and debt-to-equity requirements.

In the second quarter of 2006, we completed a tender offer for approximately 97.6% of our \$200 million outstanding of 8 7/8% unsecured senior notes due 2011. The cash consideration for the tender offer was \$1,045.63 per \$1,000 in aggregate principal amount of senior notes tendered. In conjunction with the tender offer, we also received consents to amend the indenture pursuant to which the senior notes were issued to eliminate from the indenture substantially all of the restrictive covenants and certain events of default. After the tender offer was completed, we redeemed the remaining outstanding senior notes in accordance with the indenture at the redemption price of \$1,044.38 per \$1,000 of the principal amount redeemed. We recognized a loss on the early extinguishment of debt of approximately \$12.6 million, which included the tender premiums, redemption premiums, fees and expenses and the write-off of the remaining unamortized debt acquisition costs associated with these notes.

We issued \$300 million of 6 7/8% unsecured senior notes due 2014. We used the net proceeds to refinance the 8 7/8% senior notes due 2011 and related tender and redemption premiums, fees and related expenses, and to fund the equity investment in Coldren Resources. The indenture governing the notes requires semi-annual interest payments, on every June 1<sup>st</sup> and December 1<sup>st</sup> through the maturity date of June 1, 2014. The indenture contains certain covenants that, among other things, restrict us from incurring, additional debt, repurchasing capital stock, paying dividends or making other distributions, incurring liens, selling assets or entering into certain mergers or acquisitions.

In the third quarter and in connection with the Warrior acquisition, we obtained a commitment for a seven year \$200 million secured term loan to fund the cash portion of the merger consideration and refinance a portion of Warrior's existing debt. The term loan is expected to bear interest, at our election, at the prime rate plus 50 basis points or LIBOR plus up to 225 basis points and will be payable in quarterly installments of 0.25% of the initial term amount for the first six years with the balance due in the seventh year.

The following table summarizes our contractual cash obligations and commercial commitments at September 30, 2006 (amounts in thousands) for our long-term debt (including estimated interest payments), decommissioning liabilities, operating leases and contractual obligations. The decommissioning liability amounts do not give any effect to our contractual right to receive amounts from third parties, which is approximately \$31.1 million, when decommissioning operations are performed. The vessel construction liability amounts do not give any effect to our contractual right to receive payments from a third-party customer, which is approximately \$50.3 million. We do not have any other material obligations or commitments.



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Description	Remaining Three Months 2006	2007	2008	2009	2010	2011	Thereafter
Long-term debt, including estimated interest payments	\$ 12,125	\$ 22,492	\$ 22,440	\$ 22,388	\$ 22,336	\$ 22,283	\$ 370,578
Decommissioning liabilities	10,112	25,586	5,722	2,346	10,172	29,083	38,872
Operating leases	1,621	5,793	3,137	1,628	1,047	713	12,715
Vessel construction	1,986	25,758	45,432				
Total	\$ 25,844	\$ 79,629	\$ 76,731	\$ 26,362	\$ 33,555	\$ 52,079	\$ 422,165

We have no off-balance sheet arrangements other than our potential additional consideration that may be payable as a result of the future operating performances of several acquisitions. At September 30, 2006, the maximum additional consideration payable for these acquisitions was approximately \$2.4 million. These amounts are not classified as liabilities under generally accepted accounting principles and are not reflected in our financial statements until the amounts are fixed and determinable. When amounts are determined, they are capitalized as part of the purchase price of the related acquisition. We do not have any other financing arrangements that are not required under generally accepted accounting principles to be reflected in our financial statements.

We intend to continue implementing our growth strategy of increasing our scope of services through both internal growth and strategic acquisitions. We expect to continue to make the capital expenditures required to implement our growth strategy in amounts consistent with the amount of cash generated from operating activities, the availability of additional financing and our credit facility. Depending on the size of any future acquisitions, we may require additional equity or debt financing in excess of our current working capital and amounts available under our revolving credit facility.

**New Accounting Pronouncements**

In February 2006, the Financial Accounting Standards Board issued its Statement of Financial Accounting Standards No. 155 (FAS No. 155), *Accounting for Certain Hybrid Financial Instruments* an amendment of FASB Statements No. 133 and 140. FAS No. 155 simplifies accounting for certain hybrid financial instruments by permitting fair value remeasurement for any hybrid instrument that contains an embedded derivative that otherwise would require bifurcation and eliminates a restriction on the passive derivative instruments that a qualifying special-purpose entity may hold. FAS No. 155 is effective for all financial instruments acquired, issued or subject to a remeasurement (new basis) event occurring after the beginning of an entity's first fiscal year that begins after September 15, 2006. The adoption of FAS No. 155 will have no impact on our results of operations or our financial position.

In July 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48 (FIN No. 48), *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109. FIN No. 48 provides guidance on measurement and recognition in accounting for income tax uncertainties and also requires expanded financial statement disclosure. This interpretation is effective for fiscal years beginning after December 15, 2006. We are currently evaluating the impact, if any, that FIN No. 48 will have on our results of operations and financial position.

In September 2006, the Financial Accounting Standards Board issued its Statement of Financial Accounting Standards No. 157 (FAS No. 157), *Fair Value Measurements*. FAS No. 157 establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. FAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. We are currently evaluating the impact that FAS No. 157 will have on our results of operations and financial position.



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**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

**Commodity Price Risk**

Our revenues, profitability and future rate of growth partially depends upon the market prices of oil and natural gas.

Lower prices may also reduce the amount of oil and gas that can economically be produced.

We use derivative commodity instruments to manage commodity price risks associated with future oil production. We have not hedged any of our natural gas production. Our hedging contracts for a portion of our oil production expired on August 31, 2006, and there are no outstanding contracts as of the date of this Form 10-Q.

**Interest Rate Risk**

At September 30, 2006, none of our long-term debt outstanding had variable interest rates, and we had no interest rate risks at that time.

**Item 4. Controls and Procedures**

As of the end of the period covered by this quarterly report on Form 10-Q, our chief financial officer and chief executive officer have concluded, based on their evaluation, that our disclosure controls and procedures (as defined in rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended) are effective for ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. There were no material changes to our system of internal controls over financial reporting or in other factors that have materially affected or are reasonably likely to materially affect those internal controls subsequent to the date of the most recent evaluation by our chief financial officer and chief executive officer.

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**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

(a) The following exhibits are filed with this Form 10-Q:

- 3.1 Certificate of Incorporation of the Company (incorporated herein by reference to the Company's Quarterly Report on Form 10-QSB for the quarter ended March 31, 1996).
- 3.2 Certificate of Amendment to the Company's Certificate of Incorporation (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999).
- 3.3 Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Form 8-K filed on November 15, 2004).
- 31.1 Officer's certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Officer's certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Officer's certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Officer's certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUPERIOR ENERGY SERVICES,  
INC.

Date: November 8, 2006

By: /s/ Robert S. Taylor

Robert S. Taylor  
Executive Vice President, Treasurer  
and  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

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EXHIBIT INDEX

**Exhibit No. Description of Exhibit**

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