

Gol Intelligent Airlines Inc.  
Form 6-K  
January 11, 2008

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the month of January, 2008**

**(Commission File No. 001-32221) ,**

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**GOL LINHAS AÉREAS INTELIGENTES S.A.**  
*(Exact name of registrant as specified in its charter)*

**GOL INTELLIGENT AIRLINES INC.**  
*(Translation of Registrant's name into English)*

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**Rua Gomes de Carvalho 1,629  
Vila Olímpia  
05457-006 São Paulo, São Paulo  
Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the  
information contained in this Form is also thereby furnishing the  
information to the Commission pursuant to Rule 12g3-2(b) under  
the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicated below the file number assigned to the  
registrant in connection with Rule 12g3-2(b):

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### Earnings Release 4Q07

GOL Linhas Aéreas Inteligentes S.A. (NYSE: GOL and Bovespa: GOLL4), the parent company of Brazilian airlines GOL Transportes Aéreos S.A. (GTA, Brazil's low cost, low-fare airline) and VRG Linhas Aéreas S.A. (VRG, Brazil's premium service airline), announces its 4Q07 Earnings Release schedule:

#### Earnings Release 4Q07

**February 14<sup>th</sup>, 2008 (before the market open).**

The release will be available on our website [www.voegol.com.br/ir](http://www.voegol.com.br/ir)

#### Quiet Period

In accordance with fair disclosure and corporate governance best practices, GOL will respect a Quiet Period that will start on January 25<sup>th</sup>, ending immediately after the conference calls on February 14<sup>th</sup>.

#### Conference Calls

##### English

February 14<sup>th</sup>, 2008  
09:00 a.m. US EST  
12:00 a.m. Brasilia Time  
Phone: +1 (973) 935-8893  
Replay: +1 (706) 645-9291  
Code: 30994935

##### Portuguese

February 14<sup>th</sup>, 2008  
10:30 a.m. US EST  
01:30 a.m. Brasilia Time  
Tel.: +55 (11) 2188-0188  
Replay: +55 (11) 2188-0188  
Code: GOL

*Participants are requested to connect ten minutes prior to the time set for the conference calls.*

**Slides and Webcast:** A slide presentation will be available for viewing and downloading on the IR session of our website [www.voegol.com.br/ir](http://www.voegol.com.br/ir). The Conference Calls will be live broadcast over the Internet on the same website, remaining available after the event.

**Replay:** A conference call replay facility will be available from February 14<sup>th</sup> through February 29<sup>th</sup>, 2008. In order to access the replay, dial above mentioned numbers.

#### Speakers:

Constantino de Oliveira Junior *President and CEO*  
Richard Lark *Executive Vice President - Finance, Chief Financial Officer and IRO*





0	0	0	0	0	0	0
David J. Kundert						
0	0	0	0	0	0	0
William J. Schneider						
0	0	0	0	0	0	0
Judith M. Stockdale						
0	0	0	0	0	0	0
Carole E. Stone						
0	0	0	0	0	0	0
Virginia L. Stringer						
0	0	0	0	0	0	0
Terence J. Toth						
0	0	0	0	0	0	0

**Board Member/Nominee who is an interested person of the Funds**

John P. Amboian						
0	0	0	0	0	0	0

**All Board Members and Officers as a Group**

0	0	0	0	0	0	0
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(1) The numbers include share equivalents of certain Nuveen funds in which the Board Member is deemed to be invested pursuant to the Deferred Compensation Plan.

**Fund Shares Owned By Board Members And Officers<sup>(1)</sup>**

Board Member	Missouri	New Jersey	Ohio				
	Premium	Dividend	Dividend	Investment		Premium	Dividend
Nominees	Income	Advantage	Advantage	Quality	Value	Income	Advantage
<b>Board Members/Nominees who are not interested persons of the Funds</b>							
Robert P. Bremner	0	0	0	0	0	0	0
Jack B. Evans	0	0	0	0	0	0	0
William C. Hunter	0	0	0	0	0	0	0
David J. Kundert	0	0	0	0	0	0	0
William J. Schneider	0	0	0	0	0	0	0
Judith M. Stockdale	0	0	0	0	0	0	0
Carole E. Stone	0	0	0	0	0	0	0
Virginia L. Stringer	0	0	0	0	0	0	0
Terence J. Toth	0	0	0	0	0	0	0
<b>Board Member/Nominee who is an interested person of the Funds</b>							
John P. Amboian	0	0	0	0	0	0	0
<b>All Board Members and Officers as a Group</b>							
	0	0	0	0	0	0	0

(1) The numbers include share equivalents of certain Nuveen funds in which the Board Member is deemed to be invested pursuant to the Deferred Compensation Plan.

Board Member	Ohio	Ohio	Ohio	Pennsylvania	Pennsylvania	Pennsylvania
	Dividend	Dividend	Quality	Dividend	Dividend	Investment
Nominees	Advantage	Advantage	Income	Value	Advantage	Quality
<b>Board Members/Nominees who are not interested persons of the Funds</b>						
Robert P. Bremner	0	0	0	0	0	0
Jack B. Evans	0	0	0	0	0	0
William C. Hunter	0	0	0	0	0	0
David J. Kundert	0	0	0	0	0	0
William J. Schneider	0	0	57	0	0	0
Judith M. Stockdale	0	0	0	0	0	0
Carole E. Stone	0	0	0	0	0	0
Virginia L. Stringer	0	0	0	0	0	0
Terence J. Toth	0	0	0	0	0	0
<b>Board Member/Nominee who is an interested person of the Funds</b>						

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John P. Amboian	0	0	0	0	0	0	0
<b>All Board Members and Officers as a Group</b>	0	0	57	0	0	0	0

(1) The numbers include share equivalents of certain Nuveen funds in which the Board Member is deemed to be invested pursuant to the Deferred Compensation Plan.

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<b>Fund Shares Owned By Board Members And Officers<sup>(1)</sup></b>					
<b>Board Member</b>	<b>Pennsylvania Premium</b>	<b>Texas Quality</b>	<b>Virginia Dividend</b>	<b>Virginia Dividend Advantage</b>	<b>Virginia Premium</b>
<b>Nominees</b>	<b>Income 2</b>	<b>Income</b>	<b>Advantage</b>	<b>2</b>	<b>Income</b>
<b>Board Members/Nominees who are not interested persons of the Funds</b>					
Robert P. Bremner	0	0	0	0	0
Jack B. Evans	0	0	0	0	0
William C. Hunter	0	0	0	0	0
David J. Kundert	0	0	0	0	0
William J. Schneider	0	0	0	0	0
Judith M. Stockdale	0	0	0	0	0
Carole E. Stone	0	0	0	0	0
Virginia L. Stringer	0	0	0	0	0
Terence J. Toth	0	0	0	0	0
<b>Board Member/Nominee who is an interested person of the Funds</b>					
John P. Amboian	0	0	0	0	0
<b>All Board Members and Officers as a Group</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

(1) The numbers include share equivalents of certain Nuveen funds in which the Board Member is deemed to be invested pursuant to the Deferred Compensation Plan.

## APPENDIX B

**List of Beneficial Owners Who Own More Than 5% of Any Class of Shares in Any Fund**

The following chart lists each shareholder or group of shareholders who beneficially own more than 5% of any class of shares of any Fund\*:

<b>Fund and Class</b>	<b>Shareholder Name and Address</b>	<b>Amount of Shares Owned</b>	<b>Percentage Owned</b>
Floating Rate Income (JFR) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	10,307,575	21.80%
	First Trust Advisors L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
	The Charger Corporation <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
Floating Rate Income Opportunity (JRO) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	6,392,308	21.40%
	First Trust Advisors L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
	The Charger Corporation <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
Senior Income (NSL) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	5,918,390	19.8%

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First Trust Advisors L.P.<sup>(a)</sup>  
120 East Liberty Drive, Suite 400  
Wheaton, IL 60187

The Charger Corporation<sup>(a)</sup>  
120 East Liberty Drive, Suite 400  
Wheaton, IL 60187

California Dividend Advantage 2 (NVX) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	858,400	20.03%
(NVX) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	1,522,477	10.30%

First Trust Advisors L.P.<sup>(a)</sup>  
1001 Warrenville Road  
Lisle, IL 60532

The Charger Corporation<sup>(a)</sup>  
1001 Warrenville Road  
Lisle, IL 60532

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<b>Fund and Class</b>	<b>Shareholder Name and Address</b>	<b>Amount of Shares Owned</b>	<b>Percentage Owned</b>
(NZH) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	1,172,000	26.58%
(NZH) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	2,033,040	8.40%
	First Trust Advisors L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
	The Charger Corporation <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
California Investment Quality (NQC) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	870,793	6.40%
	First Trust Advisors L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
	The Charger Corporation <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
California Performance Plus (NCP) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	842,490	6.50%
	First Trust Advisors L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400		

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Wheaton, IL 60187

The Charger Corporation<sup>(a)</sup>  
120 East Liberty Drive, Suite 400  
Wheaton, IL 60187

California Quality Income (NUC) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	1,507,908	6.90%
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First Trust Advisors L.P.<sup>(a)</sup>  
120 East Liberty Drive, Suite 400  
Wheaton, IL 60187

The Charger Corporation<sup>(a)</sup>  
120 East Liberty Drive, Suite 400  
Wheaton, IL 60187

California Select Quality (NVC) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	1,682,505	7.30%
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First Trust Advisors L.P.<sup>(a)</sup>  
120 East Liberty Drive, Suite 400  
Wheaton, IL 60187

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<b>Fund and Class</b>	<b>Shareholder Name and Address</b>	<b>Amount of Shares Owned</b>	<b>Percentage Owned</b>
	The Charger Corporation <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
(NFM) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	197,115	7.44%
Maryland Dividend Advantage 2 (NZR) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	408,583	14.97%
Maryland Dividend Advantage 3 (NWI) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	193,394	9.34%
Maryland Premium Income (NMY) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	253,873	6.55%
Massachusetts Dividend Advantage (NMB) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	152,600	10.36%
Massachusetts Premium Income (NMT) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	194,600	9.63%
Michigan Quality Income (NUM) Auction Rate Preferred Shares	UBS AG Bahnhofstrasse 45	471	13.48%

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PO Box CH-8021  
Zurich, Switzerland

New Jersey Dividend Advantage (NXJ) Common Shares	First Trust Portfolios L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	539,701	8.20%
	First Trust Advisors L.P. <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
	The Charger Corporation <sup>(a)</sup> 120 East Liberty Drive, Suite 400 Wheaton, IL 60187		
Ohio Dividend Advantage (NXI) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	140,000	12.01%

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<b>Fund and Class</b>	<b>Shareholder Name and Address</b>	<b>Amount of Shares Owned</b>	<b>Percentage Owned</b>
Ohio Dividend Advantage 3 (NVJ) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	250,000	13.54%
(NTX) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	787,578	11.11%
Virginia Dividend Advantage (NGB) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	444,600	19.50%
Virginia Dividend Advantage 2 (NNB) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	506,800	13.41%
Virginia Premium Income (NPV) MuniFund Term Preferred Shares	Karpus Management, Inc., d/b/a Karpus Investment Management 183 Sully s Trail Pittsford, New York 14534	296,650	10.16%

\* The information contained in this table is based on Schedule 13G filings made on or after December 1, 2010.

(a) First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation filed their schedule 13G jointly and did not differentiate holdings as to each entity.

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## APPENDIX C

**NUMBER OF BOARD AND COMMITTEE MEETINGS  
HELD DURING EACH FUND'S LAST FISCAL YEAR**

<b>Fund</b>	<b>Regular Board Meeting</b>	<b>Special Board Meeting</b>	<b>Executive Committee Meeting</b>	<b>Dividend Committee Meeting</b>	<b>Compliance, Risk Management and Regulatory Oversight Committee Meeting</b>	<b>Audit Committee Meeting</b>	<b>Nominating and Governance Committee Meeting</b>
Floating Rate Income	6	4	0	5	4	4	5
Floating Rate Income Opportunity	6	4	0	5	4	4	5
Senior Income	6	4	0	5	4	4	5
Tax Advantaged Floating Rate	6	2	0	5	5	4	5
Arizona Dividend Advantage	6	8	1	5	5	4	4
Arizona Dividend Advantage 2	6	8	1	5	5	4	4
Arizona Dividend Advantage 3	6	8	1	5	5	4	4
Arizona Premium Income	6	8	0	5	5	4	4
California Dividend Advantage	6	8	0	5	5	4	4
California Dividend Advantage 2	6	8	0	5	5	4	4
California Dividend Advantage 3	6	8	1	5	5	4	4
California Investment Quality	6	8	0	5	5	4	4
California Market Opportunity	6	8	0	5	5	4	4
California Value	6	3	0	5	5	4	4
California Value 2	6	3	0	5	5	4	4
California Performance Plus	6	8	0	5	5	4	4
California Premium Income	6	8	1	5	5	4	4
California Quality Income	6	8	0	5	5	4	4
California Select Quality	6	8	0	5	5	4	4
Maryland Dividend Advantage	6	7	0	4	5	4	6
Maryland Dividend Advantage 2	6	7	0	4	5	4	6
Maryland Dividend Advantage 3	6	7	1	4	5	4	6
Maryland Premium Income	6	7	1	4	5	4	6
Massachusetts Dividend Advantage	6	7	0	4	5	4	6

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<b>Fund</b>	<b>Regular Board Meeting</b>	<b>Special Board Meeting</b>	<b>Executive Committee Meeting</b>	<b>Dividend Committee Meeting</b>	<b>Compliance, Risk Management and Regulatory Oversight Committee Meeting</b>	<b>Audit Committee Meeting</b>	<b>Nominating and Governance Committee Meeting</b>
Massachusetts Premium Income	6	7	1	4	5	4	6
Michigan Dividend Advantage	6	8	1	5	5	4	4
Michigan Premium Income	6	8	0	5	5	4	4
Michigan Quality Income	6	8	0	5	5	4	4
Missouri Premium Income	6	7	1	4	5	4	6
New Jersey Dividend Advantage	6	8	1	4	5	4	5
New Jersey Dividend Advantage 2	6	8	1	4	5	4	5
New Jersey Investment Quality	6	8	0	4	5	4	5
New Jersey Value	6	2	0	4	5	4	5
New Jersey Premium Income	6	8	0	4	5	4	5
Ohio Dividend Advantage	6	8	2	5	5	4	4
Ohio Dividend Advantage 2	6	8	1	5	5	4	4
Ohio Dividend Advantage 3	6	8	1	5	5	4	4
Ohio Quality Income	6	8	0	5	5	4	4
Pennsylvania Value	6	2	0	4	5	4	5
Pennsylvania Dividend Advantage	6	8	1	4	5	4	5
Pennsylvania Dividend Advantage 2	6	8	1	4	5	4	5
Pennsylvania Investment Quality	6	8	0	4	5	4	5
Pennsylvania Premium Income 2	6	8	0	4	5	4	5
Texas Quality Income	6	8	1	5	5	4	4
Virginia Dividend Advantage	6	7	0	4	5	4	6
Virginia Dividend Advantage 2	6	7	0	4	5	4	6
Virginia Premium Income	6	7	1	4	5	4	6

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**NUVEEN FUND BOARD  
AUDIT COMMITTEE CHARTER**

**I. Organization and Membership**

There shall be a committee of each Board of Directors/Trustees (the Board) of the Nuveen Management Investment Companies (the Funds or, individually, a Fund) to be known as the Audit Committee. The Audit Committee shall be comprised of at least three Directors/Trustees. Audit Committee members shall be independent of the Funds and free of any relationship that, in the opinion of the Directors/Trustees, would interfere with their exercise of independent judgment as an Audit Committee member. In particular, each member must meet the independence and experience requirements applicable to the Funds of the exchanges on which shares of the Funds are listed, Section 10A of the Securities Exchange Act of 1934 (the Exchange Act), and the rules and regulations of the Securities and Exchange Commission (the Commission). Each such member of the Audit Committee shall have a basic understanding of finance and accounting, be able to read and understand fundamental financial statements, and be financially literate, and at least one such member shall have accounting or related financial management expertise, in each case as determined by the Directors/Trustees, exercising their business judgment (this person may also serve as the Audit Committee's financial expert as defined by the Commission). The Board shall appoint the members and the Chairman of the Audit Committee, on the recommendation of the Nominating and Governance Committee. The Audit Committee shall meet periodically but in any event no less frequently than on a semi-annual basis. Except for the Funds, Audit Committee members shall not serve simultaneously on the audit committees of more than two other public companies.

**II. Statement of Policy, Purpose and Processes**

The Audit Committee shall assist the Board in oversight and monitoring of (1) the accounting and reporting policies, processes and practices, and the audits of the financial statements, of the Funds; (2) the quality and integrity of the financial statements of the Funds; (3) the Funds' compliance with legal and regulatory requirements, (4) the independent auditors' qualifications, performance and independence; and (5) oversight of the Pricing Procedures of the Funds and the Valuation Group. In exercising this oversight, the Audit Committee can request other committees of the Board to assume responsibility for some of the monitoring as long as the other committees are composed exclusively of independent directors.

In doing so, the Audit Committee shall seek to maintain free and open means of communication among the Directors/Trustees, the independent auditors, the internal auditors and the management of the Funds. The Audit Committee shall meet periodically with Fund management, the Funds' internal auditor, and the Funds' independent auditors, in separate executive sessions. The Audit Committee shall prepare reports of the Audit Committee as required by the Commission to be included in the Fund's annual proxy statements or otherwise.

The Audit Committee shall have the authority and resources in its discretion to retain special legal, accounting or other consultants to advise the Audit Committee and to otherwise discharge its responsibilities, including appropriate funding as determined by the Audit Committee for compensation to independent auditors engaged for the purpose of preparing

or issuing an audit report or performing other audit, review or attest services for a Fund, compensation to advisers employed by the Audit Committee, and ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, as determined in its discretion. The Audit Committee may request any officer or employee of Nuveen Investments, Inc. (or its affiliates) (collectively, Nuveen ) or the Funds independent auditors or outside counsel to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Funds independent auditors and internal auditors shall have unrestricted accessibility at any time to Committee members.

### **Responsibilities**

Fund management has the primary responsibility to establish and maintain systems for accounting, reporting, disclosure and internal control.

The independent auditors have the primary responsibility to plan and implement an audit, with proper consideration given to the accounting, reporting and internal controls. Each independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Funds shall report directly to the Audit Committee. The independent auditors are ultimately accountable to the Board and the Audit Committee. It is the ultimate responsibility of the Audit Committee to select, appoint, retain, evaluate, oversee and replace any independent auditors and to determine their compensation, subject to ratification of the Board, if required. These Audit Committee responsibilities may not be delegated to any other Committee or the Board.

The Audit Committee is responsible for the following:

#### **With respect to Fund financial statements:**

1. Reviewing and discussing the annual audited financial statements and semi-annual financial statements with Fund management and the independent auditors including major issues regarding accounting and auditing principles and practices, and the Funds disclosures in its periodic reports under Management s Discussion and Analysis.
2. Requiring the independent auditors to deliver to the Chairman of the Audit Committee a timely report on any issues relating to the significant accounting policies, management judgments and accounting estimates or other matters that would need to be communicated under PCAOB AU 380, Communications with Audit Committees., that arise during the auditors review of the Funds financial statements, which information the Chairman shall further communicate to the other members of the Audit Committee, as deemed necessary or appropriate in the Chairman s judgment.
3. Discussing with management the Funds press releases regarding financial results and dividends, as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made. The Chairman of the Audit Committee shall be authorized to have these discussions with management on behalf of the Audit Committee.
4. Discussing with management and the independent auditors (a) significant financial reporting issues and judgments made in connection with the preparation and

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

5. Discussing with management and the independent auditors the effect of regulatory and accounting initiatives on the Funds' financial statements.
6. Reviewing and discussing reports, both written and oral, from the independent auditors and/or Fund management regarding (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments and disclosures, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
7. Discussing with Fund management the Funds' major financial risk exposures and the steps management has taken to monitor and control these exposures, including the Funds' risk assessment and risk management policies and guidelines. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to risk assessment and risk management.
8. Reviewing disclosures made to the Audit Committee by the Funds' principal executive officer and principal financial officer during their certification process for the Funds' periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Funds' internal controls. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to deficiencies in internal controls, material weaknesses, or any fraud associated with internal controls.

**With respect to the independent auditors:**

1. Selecting, appointing, retaining or replacing the independent auditors, subject, if applicable, only to Board and shareholder ratification; and compensating, evaluating and overseeing the work of the independent auditor (including the resolution of disagreements between Fund management and the independent auditor regarding financial reporting).
2. Meeting with the independent auditors and Fund management to review the scope, fees, audit plans and staffing for the audit, for the current year. At the conclusion of the audit, reviewing such audit results, including the independent auditors' evaluation of the Funds' financial and internal controls, any comments or recommendations of the independent auditors, any audit problems or difficulties and

management's response, including any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management, any accounting adjustments noted or proposed by the auditor but not made by the Fund, any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement, any significant changes required from the originally planned audit programs and any adjustments to the financial statements recommended by the auditors.

3. Pre-approving all audit services and permitted non-audit services, and the terms thereof, to be performed for the Funds by their independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10a of the Exchange Act that the Audit Committee approves prior to the completion of the audit, in accordance with any policies or procedures relating thereto as adopted by the Board or the Audit Committee. The Chairman of the Audit Committee shall be authorized to give pre-approvals of such non-audit services on behalf of the Audit Committee.
4. Obtaining and reviewing a report or reports from the independent auditors at least annually (including a formal written statement delineating all relationships between the auditors and the Funds consistent with PCAOB Ethics and Independence Rule 3526, as may be amended, restated, modified or replaced) regarding (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditor and the Funds and their affiliates, in order to assist the Audit committee in assessing the auditor's independence. After reviewing the foregoing report[s] and the independent auditor's work throughout the year, the Audit Committee shall be responsible for evaluating the qualifications, performance and independence of the independent auditor and their compliance with all applicable requirements for independence and peer review, and a review and evaluation of the lead partner, taking into account the opinions of Fund management and the internal auditors, and discussing such reports with the independent auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
5. Reviewing any reports from the independent auditors mandated by Section 10a(b) of the Exchange Act regarding any illegal act detected by the independent auditor (whether or not perceived to have a material effect on the Funds' financial statements) and obtaining from the independent auditors any information about illegal acts in accordance with Section 10a(b).
6. Ensuring the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, and further considering the rotation of the independent auditor firm itself.

7. Establishing and recommending to the Board for ratification policies for the Funds , Fund management or the Fund adviser s hiring of employees or former employees of the independent auditor who participated in the audits of the Funds.
8. Taking, or recommending that the Board take, appropriate action to oversee the independence of the outside auditor.

**With respect to any internal auditor:**

9. Reviewing the proposed programs of the internal auditor for the coming year. It is not the obligation or responsibility of the Audit Committee to confirm the independence of any Nuveen internal auditors performing services relating to the Funds or to approve any termination or replacement of the Nuveen Manager of Internal Audit.
10. Receiving a summary of findings from any completed internal audits pertaining to the Funds and a progress report on the proposed internal audit plan for the Funds, with explanations for significant deviations from the original plan.

**With respect to pricing and valuation oversight:**

11. The Board has responsibilities regarding the pricing of a Fund s securities under the 1940 Act. The Board has delegated this responsibility to the Committee to address valuation issues that arise between Board meetings, subject to the Board s general supervision of such actions. The Committee is primarily responsible for the oversight of the Pricing Procedures and actions taken by the internal Valuation Group ( Valuation Matters ). The Valuation Group will report on Valuation Matters to the Committee and/or the Board of Directors/Trustees, as appropriate.
12. Performing all duties assigned to it under the Funds Pricing Procedures, as such may be amended from time to time.
13. Periodically reviewing and making recommendations regarding modifications to the Pricing Procedures as well as consider recommendations by the Valuation Group regarding the Pricing Procedures.
14. Reviewing any issues relating to the valuation of a Fund s securities brought to the Committee s attention, including suspensions in pricing, pricing irregularities, price overrides, self-pricing, NAV errors and corrections thereto, and other pricing matters. In this regard, the Committee should consider the risks to the Funds in assessing the possible resolutions of these Valuation Matters.
15. Evaluating, as it deems necessary or appropriate, the performance of any pricing agent and recommend changes thereto to the full Board.
16. Reviewing any reports or comments from examinations by regulatory authorities relating to Valuation Matters of the Funds and consider management s responses to any such comments and, to the extent the Committee deems necessary or appropriate, propose to management and/or the full Board the modification of the Fund s policies and procedures relating to such matters. The Committee, if deemed necessary or desirable, may also meet with regulators.



17. Meeting with members of management of the Funds, outside counsel, or others in fulfilling its duties hereunder, including assessing the continued appropriateness and adequacy of the Pricing Procedures, eliciting any recommendations for improvements of such procedures or other Valuation Matters, and assessing the possible resolutions of issues regarding Valuation Matters brought to its attention.
18. Performing any special review, investigations or oversight responsibilities relating to Valuation as requested by the Board of Directors/Trustees.
19. Investigating or initiating an investigation of reports of improprieties or suspected improprieties in connection with the Fund's policies and procedures relating to Valuation Matters not otherwise assigned to another Board committee.

**Other responsibilities:**

20. Reviewing with counsel to the Funds, counsel to Nuveen, the Fund adviser's counsel and independent counsel to the Board legal matters that may have a material impact on the Fund's financial statements or compliance policies.
21. Receiving and reviewing periodic or special reports issued on exposure/controls, irregularities and control failures related to the Funds.
22. Reviewing with the independent auditors, with any internal auditor and with Fund management, the adequacy and effectiveness of the accounting and financial controls of the Funds, and eliciting any recommendations for the improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose payments, transactions or procedures that might be deemed illegal or otherwise improper.
23. Reviewing the reports of examinations by regulatory authorities as they relate to financial statement matters.
24. Discussing with management and the independent auditor any correspondence with regulators or governmental agencies that raises material issues regarding the Funds' financial statements or accounting policies.
25. Obtaining reports from management with respect to the Funds' policies and procedures regarding compliance with applicable laws and regulations.
26. Reporting regularly to the Board on the results of the activities of the Audit Committee, including any issues that arise with respect to the quality or integrity of the Funds' financial statements, the Funds' compliance with legal or regulatory requirements, the performance and independence of the Funds' independent auditors, or the performance of the internal audit function.
27. Performing any special reviews, investigations or oversight responsibilities requested by the Board.
28. Reviewing and reassessing annually the adequacy of this charter and recommending to the Board approval of any proposed changes deemed necessary or advisable by the Audit Committee.

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29. Undertaking an annual review of the performance of the Audit Committee.
30. Establishing procedures for the receipt, retention and treatment of complaints received by the Funds regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters by employees of Fund management, the investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the Funds, as well as employees of the Funds.

Although the Audit Committee shall have the authority and responsibilities set forth in this Charter, it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Funds' financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent auditors. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors or to ensure compliance with laws and regulations.

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Nuveen Investments  
333 West Wacker Drive  
Chicago, IL 60606-1286

(800) 257-8787

[www.nuveen.com](http://www.nuveen.com)

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**NUVEEN FUNDS**

**PROXY**

**THIS PROXY IS SOLICITED BY THE BOARD OF THE FUND  
FOR AN ANNUAL MEETING OF SHAREHOLDERS, NOVEMBER 15, 2011**

**COMMON SHARES**

The Annual Meeting of shareholders will be held Tuesday, November 15, 2011 at 10:30 a.m. Central time, in the offices of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois, 60606. At this meeting, you will be asked to vote on the proposals described in the proxy statement attached. The undersigned hereby appoints Kevin J. McCarthy and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of shareholders to be held on November 15, 2011, or any adjournment or adjournments thereof.

**WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED. AS AN ALTERNATIVE, PLEASE CONSIDER VOTING BY TELEPHONE AT 1-800-254-4997 OR OVER THE INTERNET (www.proxy-direct.com).**

**VOTE VIA THE INTERNET: [www.proxy-direct.com](http://www.proxy-direct.com)**

**VOTE BY TELEPHONE: 1-800-254-4997**

**NOTE: PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS ON THIS PROXY. IF SHARES ARE HELD JOINTLY, EACH HOLDER MUST SIGN THE PROXY. IF YOU ARE SIGNING ON BEHALF OF AN ESTATE, TRUST OR CORPORATION, PLEASE STATE YOUR TITLE OR CAPACITY.**

Signature

Signature

\_\_\_\_2011

Date

NUV\_22904\_Com\_100611

FUNDS

Nuveen Floating Rate Income Fund

FUNDS

Nuveen Floating Rate Income  
Opportunity Fund

FUNDS

Nuveen Senior Income Fund

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Nuveen Tax-Advantaged Floating Rate Fund	Nuveen AZ Dividend Advantage Municipal Fund	Nuveen AZ Dividend Advantage Municipal Fund 2
Nuveen AZ Dividend Advantage Municipal Fund 3	Nuveen AZ Premium Income Municipal Fund, Inc.	Nuveen CA Dividend Advantage Municipal Fund
Nuveen CA Dividend Advantage Municipal Fund 2	Nuveen CA Dividend Advantage Municipal Fund 3	Nuveen CA Investment Quality Municipal Fund, Inc.
Nuveen CA Municipal Market Opportunity Fund, Inc.	Nuveen CA Municipal Value Fund, Inc.	Nuveen CA Municipal Value Fund 2
Nuveen CA Performance Plus Municipal Fund, Inc.	Nuveen CA Premium Income Municipal Fund	Nuveen CA Quality Income Municipal Fund, Inc.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR PROPOSALS.

**To vote in accordance with the Board recommendations mark this box. Do not mark any other boxes on this card.**

To vote each proposal separately, completely fill in the boxes below in blue or black ink. Example: n (proxies marked in the box above and any box below will not be voted and will be returned to the shareholder)

**1a. Election of Board Members:** To withhold authority to vote for any individual nominee(s) mark the For All Except and write the nominee number(s) on the line provided.

- |                         |                       |                          |                      |
|-------------------------|-----------------------|--------------------------|----------------------|
| 01. John P. Amboian     | 02. Robert P. Bremner | 03. Jack B. Evans        | 04. David J. Kundert |
| 05. Judith M. Stockdale | 06. Carole E. Stone   | 07. Virginia L. Stringer | 08. Terence J. Toth  |

	FOR WITHHOLD FOR ALL				FOR WITHHOLD FOR ALL		
	ALL	ALL	EXCEPT		ALL	ALL	EXCEPT
Nuveen AZ Premium Income Municipal Fund, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> _____	Nuveen CA Investment Quality Municipal Fund, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> _____
Nuveen CA Municipal Market Opportunity Fund, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> _____	Nuveen CA Performance Plus Municipal Fund, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> _____
Nuveen CA Quality Income Municipal Fund, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> _____				

**1b. Election of Board Members Class II:** To withhold authority to vote for any individual nominee(s) mark the For All Except and write the nominee number(s) on the line provided.

- |                     |                      |                     |
|---------------------|----------------------|---------------------|
| 01. John P. Amboian | 02. David J. Kundert | 03. Terence J. Toth |
|---------------------|----------------------|---------------------|

	FOR ALL	WITHHOLD ALL	FOR ALL EXCEPT
Nuveen CA Municipal Value Fund, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> _____



**1c. Election of Board Members Class II:** To withhold authority to vote for any individual nominee(s) mark the For All Except and write the nominee number(s) on the line provided.

01. John P. Amboian      02. David J. Kundert      03. Terence J. Toth

	FOR WITHHOLD FOR ALL				FOR WITHHOLD FOR ALL		
	ALL	ALL	EXCEPT		ALL	ALL	EXCEPT
Nuveen AZ Dividend Advantage Municipal Fund	o	o	o _____	Nuveen AZ Dividend Advantage Municipal Fund 2	o	o	o _____
Nuveen AZ Dividend Advantage Municipal Fund 3	o	o	o _____	Nuveen CA Dividend Advantage Municipal Fund	o	o	o _____
Nuveen CA Dividend Advantage Municipal Fund 2	o	o	o _____	Nuveen CA Dividend Advantage Municipal Fund 3	o	o	o _____
Nuveen CA Premium Income Municipal Fund	o	o	o _____				

**1d. Election of Board Members Class II:** To withhold authority to vote for any individual nominee(s) mark the For All Except and write the nominee number(s) on the line provided.

01. John P. Amboian      02. David J. Kundert      03. Terence J. Toth

	FOR WITHHOLD FOR ALL				FOR WITHHOLD FOR ALL		
	ALL	ALL	EXCEPT		ALL	ALL	EXCEPT
Nuveen Floating Rate Income Fund	o	o	o _____	Nuveen Floating Rate Income Opportunity Fund	o	o	o _____
Nuveen Senior Income Fund	o	o	o _____	Nuveen Tax-Advantaged Floating Rate Fund	o	o	o _____
Nuveen CA Municipal Value Fund 2	o	o	o _____				

**2a. To approve the elimination of the Fund s fundamental investment policy relating to the Fund s ability to make loans.**

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	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen AZ Dividend Advantage Municipal Fund	o	o	o	Nuveen AZ Dividend Advantage Municipal Fund 2	o	o	o
Nuveen AZ Dividend Advantage Municipal Fund 3	o	o	o	Nuveen AZ Premium Income Municipal Fund, Inc.	o	o	o
Nuveen CA Dividend Advantage Municipal Fund	o	o	o	Nuveen CA Dividend Advantage Municipal Fund 2	o	o	o
Nuveen CA Dividend Advantage Municipal Fund 3	o	o	o	Nuveen CA Investment Quality Municipal Fund, Inc.	o	o	o
Nuveen CA Municipal Market Opportunity Fund, Inc.	o	o	o	Nuveen CA Municipal Value Fund, Inc.	o	o	o
Nuveen CA Performance Plus Municipal Fund, Inc.	o	o	o	Nuveen CA Premium Income Municipal Fund	o	o	o
Nuveen CA Quality Income Municipal Fund, Inc.	o	o	o				

**2b. To approve a new fundamental investment policy relating to the Fund s ability to make loans.**

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen AZ Dividend Advantage Municipal Fund	o	o	o	Nuveen AZ Dividend Advantage Municipal Fund 2	o	o	o
Nuveen AZ Dividend Advantage Municipal Fund 3	o	o	o	Nuveen AZ Premium Income Municipal Fund, Inc.	o	o	o
Nuveen CA Dividend Advantage Municipal Fund	o	o	o	Nuveen CA Dividend Advantage Municipal Fund 2	o	o	o
Nuveen CA Dividend Advantage Municipal Fund 3	o	o	o	Nuveen CA Investment Quality Municipal Fund, Inc.	o	o	o
Nuveen CA Municipal Market Opportunity Fund, Inc.	o	o	o	Nuveen CA Municipal Value Fund, Inc.	o	o	o
Nuveen CA Performance Plus Municipal Fund, Inc.	o	o	o	Nuveen CA Premium Income Municipal Fund	o	o	o
Nuveen CA Quality Income Municipal Fund, Inc.	o	o	o				

**3a. To approve the elimination of the Fund s fundamental policy relating to investments in municipal securities and below investment grade securities.**

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen CA	o	o	o	Nuveen CA	o	o	o
Investment Quality				Performance Plus			
Municipal Fund, Inc.				Municipal Fund, Inc.			

**3b. To approve a new fundamental policy relating to investments in municipal securities.**

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen CA	o	o	o	Nuveen CA	o	o	o
Investment Quality				Performance Plus			
Municipal Fund, Inc.				Municipal Fund, Inc.			

**3c. To approve the elimination of the Fund s fundamental policy relating to commodities.**

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen CA	o	o	o	Nuveen CA	o	o	o
Investment Quality				Performance Plus			
Municipal Fund, Inc.				Municipal Fund, Inc.			

**3d. To approve a new fundamental policy relating to commodities.**

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen CA	o	o	o	Nuveen CA	o	o	o
Investment Quality				Performance Plus			
Municipal Fund, Inc.				Municipal Fund, Inc.			

**3e. To approve the elimination of the Fund s fundamental policies relating to derivatives and short sales.**

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen CA	o	o	o	Nuveen CA	o	o	o
Investment Quality				Performance Plus			
Municipal Fund, Inc.				Municipal Fund, Inc.			

**3f. To approve the elimination of the Fund s fundamental policy prohibiting investment in other investment companies.**

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Nuveen CA	o	o	o	Nuveen CA	o	o	o
Investment Quality				Performance Plus			
Municipal Fund, Inc.				Municipal Fund, Inc.			

**4. To transact such other business as may properly come before the Annual Meeting.**

**Important Notice Regarding the Availability of Proxy Materials for the Nuveen Annual Meeting of Shareholders to Be Held on November 15, 2011.**

The Proxy Statement for this meeting is available at: <https://www.proxy-direct.com/nuv22904>

**IMPORTANT: PLEASE SIGN AND DATE BEFORE MAILING.**

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