

NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND INC  
Form DEF 14A  
October 10, 2008

**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 Section 240.14A-11(c) or Section 240.14a-12

**NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND, INC. (NAZ)**

(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:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:

4) Date Filed:

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## Important Notice to Fund Shareholders

OCTOBER 14, 2008

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 one or more important matters affecting your investment in the Fund:

- (i) Updated Investment Policies (all Municipal Funds, excluding Insured Funds). 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) Elimination of certain Fundamental Investment Policies and Approval of New Fundamental Investment Policy (Insured Funds only). Insured Fund shareholders are being asked to approve the elimination of certain fundamental investment policies and to approve a new fundamental policy. These changes are designed to give the Insured Funds important flexibility to respond to on-going developments in the bond insurance market while maintaining their current focus on insured bonds backed by insurers with solid credit ratings. In addition, the Insured Funds are seeking to adopt a uniform, up to date set of investment policies.
- (iii) 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 Municipal Funds?

- A. The potential benefits to common shareholders are:

Enhanced ability of the Municipal Funds to generate attractive tax-free income while retaining their focus 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

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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 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 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 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 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. Why are shareholders of the Insured Funds being asked to approve the elimination of certain fundamental investment policies and to approve a new fundamental investment policy?**

**A.** As a result of conditions facing the bond insurance market, shareholders are being asked to approve the elimination of certain fundamental investment policies that are restricting, or may be expected in the future to restrict, each Insured Fund's ability to effectively maintain its existing focus on insured bonds backed by insurers with solid credit ratings. In connection with eliminating the respective fundamental investment policies, shareholders are being asked to approve a new fundamental investment policy that will provide the Insured Funds with flexibility to respond to on-going developments in the bond insurance market, while ensuring that the Insured Funds continue to invest substantially all (at least 80%) of their investments in insured bonds backed by insurers with solid credit ratings.

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

**A.** A Municipal Fund or an Insured Fund will not be able to implement the new investment policies discussed above. The Municipal Fund or Insured Fund would likely incur further expenses to solicit additional shareholder participation, and may experience potential disruptions to its investment operations. The Municipal Funds and Insured Funds Boards 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) 864-0471. 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 18, 2008**

**October 14, 2008**

**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)  
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 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)  
Nuveen Connecticut Dividend Advantage Municipal Fund 2 (NGK)  
Nuveen Connecticut Dividend Advantage Municipal Fund 3 (NGO)  
Nuveen Connecticut Premium Income Municipal Fund (NTC)  
Nuveen Florida Investment Quality Municipal Fund (NQF)  
Nuveen Florida Quality Income Municipal Fund (NUF)  
Nuveen Insured Florida Premium Income Municipal Fund (NFL)  
Nuveen Insured Florida Tax-Free Advantage Municipal Fund (NWF)  
Nuveen Georgia Dividend Advantage Municipal Fund (NZX)  
Nuveen Georgia Dividend Advantage Municipal Fund 2 (NKG)  
Nuveen Georgia Premium Income Municipal Fund (NPG)  
Nuveen Maryland Dividend Advantage Municipal Fund (NFM)  
Nuveen Maryland Dividend Advantage Municipal Fund 2 (NZR)  
Nuveen Maryland Dividend Advantage Municipal Fund 3 (NWI)  
Nuveen Maryland Premium Income Municipal Fund (NMY)  
Nuveen Massachusetts Dividend Advantage Municipal Fund (NMB)  
Nuveen Massachusetts Premium Income Municipal Fund (NMT)**

**Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund (NGX)**

**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)**

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**Nuveen New Jersey Investment Quality Municipal Fund, Inc. (NQJ)**  
**Nuveen New Jersey Premium Income Municipal Fund, Inc. (NNJ)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund (NRB)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 2 (NNO)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 3 (NII)**  
**Nuveen North Carolina Premium Income Municipal Fund (NNC)**  
**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 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)**  
**Nuveen Virginia Dividend Advantage Municipal Fund 2 (NNB)**  
**Nuveen Virginia Premium Income Municipal Fund (NPV)**

**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 (collectively, the Minnesota Corporations )**, and Nuveen Floating Rate Income Fund ( Floating Rate ), 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 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

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( Connecticut Premium Income ), Nuveen Florida Investment Quality Municipal Fund ( Florida Investment Quality ), Nuveen Florida Quality Income Municipal Fund ( Florida Quality Income ), Nuveen Insured Florida Premium Income Municipal Fund ( Insured Florida Premium Income ), Nuveen Insured Florida Tax-Free Advantage Municipal Fund ( Insured Florida Tax-Free Advantage ), 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 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 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 (collectively, the Massachusetts Business Trusts)** (the Minnesota Corporations and Massachusetts Business Trusts are each, a Fund and collectively, the Funds ), will be held in the 31st floor conference room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606, on Tuesday, November 18, 2008, at 9:30 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 Corporation, 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 four (4) Board Members.
    - c. For each Massachusetts Business Trust, to elect five (5) Board Members:
      - i) For each Massachusetts Business Trust, except Floating Rate, Floating Rate Income Opportunity, Senior Income, Tax-Advantaged Floating Rate and Insured California Tax-Free Advantage, three (3) Board Members to be elected by the holders of Common Shares and Preferred Shares, voting together as a single class; and three (3) Board Members to be elected by the holders of Common Shares and Taxable Auctioned Preferred Shares for Senior Income, Fund Preferred Shares for Floating Rate, Floating Rate Income Opportunity and Tax-Advantaged Floating Rate and Variable Rate Demand Preferred Shares for Insured California Tax-Free Advantage (collectively, also referred to herein as 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.
  2. To approve the elimination of fundamental investment policies and to approve the adoption of new fundamental investment policies for Arizona Dividend Advantage, Arizona Dividend Advantage 2, Arizona Dividend Advantage 3, Arizona Premium Income, California Dividend Advantage, California Dividend Advantage 2, California Dividend Advantage 3, California Investment Quality, California Market Opportunity, California Value, California Performance Plus, California Premium Income, California Quality Income, California Select Quality, Connecticut Dividend Advantage, Connecticut Dividend Advantage 2, Connecticut Dividend Advantage 3, Connecticut Premium Income, Florida Investment Quality, Florida Quality 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, Michigan Dividend Advantage, Michigan Premium Income, Michigan Quality Income, Missouri Premium Income, New Jersey Dividend Advantage, New Jersey Dividend Advantage 2, New Jersey Investment Quality, New Jersey Premium Income, North Carolina Dividend Advantage, North Carolina Dividend Advantage 2, North Carolina Dividend Advantage 3, North Carolina Premium Income, Ohio Dividend Advantage, Ohio Dividend Advantage 2, Ohio Dividend Advantage 3, Ohio Quality Income, Pennsylvania Dividend Advantage, Pennsylvania Dividend Advantage 2, Pennsylvania Investment Quality,
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Pennsylvania Premium Income 2, Texas Quality Income, Virginia Dividend Advantage, Virginia Dividend Advantage 2 and Virginia Premium Income (each a Municipal Fund ), as follows:

- a. For each Municipal Fund, to approve the elimination of the Fund's fundamental investment policies relating to investments in municipal securities and below investment grade securities.
  - b. For each Municipal Fund, to approve the new fundamental policy relating to investments in municipal securities.
  - c. For Arizona Premium Income, California Investment Quality, California Market Opportunity, California Value, California Performance Plus, California Premium Income, California Quality Income, California Select Quality, Connecticut Premium Income, Florida Investment Quality, Florida Quality Income, Georgia Premium Income, Maryland Premium Income, Massachusetts Premium Income, Michigan Premium Income, Michigan Quality Income, Missouri Premium Income, New Jersey Investment Quality, New Jersey Premium Income, North Carolina Premium Income, Ohio Quality Income, Pennsylvania Investment Quality, Pennsylvania Premium Income 2, Texas Quality Income and Virginia Premium Income (each a Premium/Quality Fund ), to approve the elimination of the Fund's fundamental policy relating to commodities.
  - d. For each Premium/Quality Fund, to approve the new fundamental policy relating to commodities.
  - e. For each Premium/Quality Fund, to approve the elimination of the Fund's fundamental policies relating to derivatives and short sales.
  - f. For each Premium/Quality Fund, to approve the elimination of the Fund's fundamental policy prohibiting investment in other investment companies.
3. To approve the elimination of fundamental investment policies and to approve the new fundamental investment policy for Insured California Dividend Advantage, Insured California Premium Income, Insured California Premium Income 2, Insured California Tax-Free Advantage, Insured Florida Premium Income, Insured Florida Tax-Free Advantage and Insured Massachusetts Tax-Free Advantage (each an Insured Fund ), as follows:
- a. For each Insured Fund, to approve the elimination of the Fund's fundamental investment policies relating to investments in insured municipal securities.
  - b. For each Insured Fund, to approve the new fundamental investment policy relating to investment in insured municipal securities.
  - c. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the elimination of the Fund's fundamental policy relating to commodities.
  - d. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the new fundamental policy relating to commodities.
  - e. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the elimination of the Fund's fundamental policies relating to derivatives and short sales.
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- f. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the elimination of the Fund's fundamental policy prohibiting investment in other investment companies.

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

Shareholders of record at the close of business on September 22, 2008 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 14, 2008**

This Joint Proxy Statement is first being mailed to shareholders on or about October 14, 2008.

**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)**  
**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 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)**  
**Nuveen Connecticut Dividend Advantage Municipal Fund 2 (NGK)**  
**Nuveen Connecticut Dividend Advantage Municipal Fund 3 (NGO)**  
**Nuveen Connecticut Premium Income Municipal Fund (NTC)**  
**Nuveen Florida Investment Quality Municipal Fund (NQF)**  
**Nuveen Florida Quality Income Municipal Fund (NUF)**  
**Nuveen Insured Florida Premium Income Municipal Fund (NFL)**  
**Nuveen Insured Florida Tax-Free Advantage Municipal Fund (NWF)**  
**Nuveen Georgia Dividend Advantage Municipal Fund (NZX)**  
**Nuveen Georgia Dividend Advantage Municipal Fund 2 (NKG)**  
**Nuveen Georgia Premium Income Municipal Fund (NPG)**  
**Nuveen Maryland Dividend Advantage Municipal Fund (NFM)**  
**Nuveen Maryland Dividend Advantage Municipal Fund 2 (NZR)**  
**Nuveen Maryland Dividend Advantage Municipal Fund 3 (NWI)**  
**Nuveen Maryland Premium Income Municipal Fund (NMY)**  
**Nuveen Massachusetts Dividend Advantage Municipal Fund (NMB)**

**Nuveen Massachusetts Premium Income Municipal Fund (NMT)**  
**Nuveen Insured Massachusetts Tax-Free Advantage Municipal Fund (NGX)**  
**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)**

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**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 Premium Income Municipal Fund, Inc. (NNJ)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund (NRB)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 2 (NNO)**  
**Nuveen North Carolina Dividend Advantage Municipal Fund 3 (NII)**  
**Nuveen North Carolina Premium Income Municipal Fund (NNC)**  
**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 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)**  
**Nuveen Virginia Dividend Advantage Municipal Fund 2 (NNB)**  
**Nuveen Virginia Premium Income Municipal Fund (NPV)**

## **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 (collectively, the Minnesota Corporations)**, and Nuveen Floating Rate Income Fund ( Floating Rate ), 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 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 Florida Investment Quality Municipal Fund ( Florida Investment Quality ), Nuveen Florida Quality Income Municipal Fund ( Florida Quality Income ), Nuveen Insured Florida Premium Income Municipal Fund ( Insured Florida Premium Income ), Nuveen Insured Florida Tax-Free Advantage Municipal Fund ( Insured Florida Tax-Free Advantage ), 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 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 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 (collectively, the Massachusetts Business Trusts )** (the Minnesota Corporations and Massachusetts Business Trusts are each, a Fund and collectively, the Funds ), of proxies to be voted at the Annual Meeting of Shareholders to be held in the 31st floor conference room of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606, on Tuesday, November 18, 2008, at 9:30 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 each Fund. 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)(2)</sup></b>
1a(i). For each Minnesota Corporation, except California Value, election of seven (7) Board Members by all shareholders.	X	X
a(ii). For each Minnesota Corporation, except California Value, election of two (2) Board Members by Preferred Shares only.		X
b. Election of four (4) Board Members for California Value by all shareholders.	X	N/A
c(i). For each Massachusetts Business Trust, election of three (3) Board Members by all shareholders.	X	X
c(ii). For each Massachusetts Business Trust, election of two (2) Board Members by Preferred Shares only.		X

Matter	Common Shares	Preferred Shares <sup>(1)(2)</sup>
<p>2a. For Arizona Dividend Advantage, Arizona Dividend Advantage 2, Arizona Dividend Advantage 3, Arizona Premium Income, California Dividend Advantage, California Dividend Advantage 2, California Dividend Advantage 3, California Investment Quality, California Market Opportunity, California Value, California Performance Plus, California Premium Income, California Quality Income, California Select Quality, Connecticut Dividend Advantage, Connecticut Dividend Advantage 2, Connecticut Dividend Advantage 3, Connecticut Premium Income, Florida Investment Quality, Florida Quality 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, Michigan Dividend Advantage, Michigan Premium Income, Michigan Quality Income, Missouri Premium Income, New Jersey Dividend Advantage, New Jersey Dividend Advantage 2, New Jersey Investment Quality, New Jersey Premium Income, North Carolina Dividend Advantage, North Carolina Dividend Advantage 2, North Carolina Dividend Advantage 3, North Carolina Premium Income, Ohio Dividend Advantage, Ohio Dividend Advantage 2, Ohio Dividend Advantage 3, Ohio Quality Income, Pennsylvania Dividend Advantage, Pennsylvania Dividend Advantage 2, Pennsylvania Investment Quality, Pennsylvania Premium Income 2, Texas Quality Income, Virginia Dividend Advantage, Virginia Dividend Advantage 2 and Virginia Premium Income (each a Municipal Fund ), to approve the elimination of the Fund s fundamental investment policies relating to investments in municipal securities and below investment grade securities.</p>	X	X
<p>b. For each Municipal Fund, to approve the new fundamental policy relating to investments in municipal securities.</p>	X	X

Matter	Common Shares	Preferred Shares <sup>(1)(2)</sup>
c. For Arizona Premium Income, California Investment Quality, California Market Opportunity, California Value, California Performance Plus, California Premium Income, California Quality Income, California Select Quality, Connecticut Premium Income, Florida Investment Quality, Florida Quality Income, Georgia Premium Income, Maryland Premium Income, Massachusetts Premium Income, Michigan Premium Income, Michigan Quality Income, Missouri Premium Income, New Jersey Investment Quality, New Jersey Premium Income, North Carolina Premium Income, Ohio Quality Income, Pennsylvania Investment Quality, Pennsylvania Premium Income 2, Texas Quality Income and Virginia Premium Income (each a Premium/Quality Fund ), to approve the elimination of the Fund s fundamental policy relating to commodities.	X	X
d. For each Premium/Quality Fund, to approve the new fundamental policy relating to commodities.	X	X
e. For each Premium/Quality Fund, to approve the elimination of the Fund s fundamental policies relating to derivatives and short sales.	X	X
f. For each Premium/Quality Fund, to approve the elimination of the Fund s fundamental policy prohibiting investment in other investment companies.	X	X
3a. For Insured California Dividend Advantage, Insured California Premium Income, Insured California Premium Income 2, Insured California Tax-Free Advantage, Insured Florida Premium Income, Insured Florida Tax-Free Advantage and Insured Massachusetts Tax-Free Advantage (each an Insured Fund ), to approve the elimination of the Fund s fundamental investment policies relating to investments in insured municipal securities.	X	X
b. For each Insured Fund, to approve the new fundamental investment policy relating to investments in insured municipal securities.	X	X



Matter	Common Shares	Preferred Shares <sup>(1)(2)</sup>
c. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the elimination of the Fund's fundamental policy relating to commodities.	X	X
d. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the new fundamental policy relating to commodities.	X	X
e. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the elimination of the Fund's fundamental policies relating to derivatives and short sales.	X	X
f. For Insured California Premium Income, Insured California Premium Income 2 and Insured Florida Premium Income, to approve the elimination of the Fund's fundamental policy prohibiting investment in other investment companies.	X	X

(1) Taxable Auctioned Preferred Shares for Senior Income; Fund Preferred Shares for Floating Rate, Floating Rate Income Opportunity and Tax-Advantaged Floating Rate; Variable Rate Demand Preferred Shares for Insured California Tax-Free Advantage; and Municipal Auction Rate Cumulative Preferred Shares for each Municipal Fund, except California Value, are referred to as Preferred Shares .

(2) California Value has not issued Preferred Shares.

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 two Board Member nominees to be elected by holders of Preferred Shares of each Fund (except California Value), 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 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 California Value, 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. For purposes of determining the approval of the elimination of the

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fundamental investment policies and the approval of the new fundamental investment policies for the Insured Funds and Municipal Funds, except California Value, 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 22, 2008 will be entitled to one vote for each share held and a proportionate fractional vote for each fractional share held. As of September 22, 2008, 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	47,395,206	Series M	1,650
			Series T	1,650
			Series W	1,650
			Series F	1,650
Floating Rate Income Opportunity	JRO	28,419,322	Series M	1,334
			Series TH	1,334
			Series F	1,332
Senior Income	NSL	29,834,353	Series TH	1,840
Tax-Advantaged Floating Rate	JFP	13,868,283	Series TH	920
Arizona Dividend Advantage	NFZ	1,550,199	Series T	480
Arizona Dividend Advantage 2	NKR	2,440,349	Series W	740
Arizona Dividend Advantage 3	NXE	3,067,630	Series M	880
Arizona Premium Income	NAZ	4,469,154	Series TH	1,200
California Dividend Advantage	NAC	23,480,254	Series TH	2,710
			Series F	2,711
California Dividend Advantage 2	NVX	14,797,422	Series M	2,200
			Series F	2,200
California Dividend Advantage 3	NZH	24,132,334	Series M	3,198
			Series TH	3,199

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California Investment Quality	NQC	13,580,232	Series M Series W	3,051 746
California Market Opportunity	NCO	8,168,248	Series W Series F	2,200 520
California Value	NCA	25,253,681	N/A	
California Performance Plus	NCP	12,965,742	Series T Series W Series F	1,697 603 1,697
California Premium Income	NCU	5,775,188	Series M	1,720
California Quality Income	NUC	22,020,090	Series M Series W Series F	1,249 2,676 2,676
California Select Quality	NVC	23,129,870	Series T Series W Series TH	2,116 1,481 3,174
Insured California Dividend Advantage	NKL	15,286,005	Series T Series F	2,165 2,165
Insured California Premium Income	NPC	6,459,832	Series T	1,800
Insured California Premium Income 2	NCL	12,716,370	Series T Series TH	1,597 1,596

<b>Fund</b>	<b>Ticker Symbol*</b>	<b>Common Shares</b>	<b>Preferred Shares</b>	
Insured California Tax-Free Advantage	NKX	5,886,667	Series I	355
Connecticut Dividend Advantage	NFC	2,580,246	Series T	780
Connecticut Dividend Advantage 2	NGK	2,316,806	Series W	700
Connecticut Dividend Advantage 3	NGO	4,365,873	Series F	1,280
Connecticut Premium Income	NTC	5,363,976	Series TH	1,532
Florida Investment Quality	NQF	16,368,802	Series T Series F	3,080 2,200
Florida Quality Income	NUF	14,154,895	Series M Series TH Series F	1,700 1,700 1,280
Insured Florida Premium Income	NFL	14,218,896	Series W Series TH	1,640 2,800
Insured Florida Tax-Free Advantage	NWF	3,882,373	Series W	1,160
Georgia Dividend Advantage	NZX	1,969,350	Series M	600
Georgia Dividend Advantage 2	NKG	4,554,375	Series F	1,320
Georgia Premium Income	NPG	3,805,652	Series TH	1,112
Maryland Dividend Advantage	NFM	4,187,933	Series M	1,280
Maryland Dividend Advantage 2	NZR	4,194,422	Series F	1,280

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Maryland Dividend Advantage 3	NWI	5,363,909	Series T	1,560
Maryland Premium Income	NMY	10,640,076	Series W Series TH	1,404 1,760
Massachusetts Dividend Advantage	NMB	1,960,437	Series T	600
Massachusetts Premium Income	NMT	4,763,486	Series TH	1,360
Insured Massachusetts Tax-Free Advantage	NGX	2,723,242	Series W	820
Michigan Dividend Advantage	NZW	2,066,986	Series W	640
Michigan Premium Income	NMP	7,751,048	Series M Series TH	840 1,400
Michigan Quality Income	NUM	11,714,953	Series TH Series F	3,200 560
Missouri Premium Income	NOM	2,307,415	Series TH	640
New Jersey Dividend Advantage	NXJ	6,577,112	Series T	1,920
New Jersey Dividend Advantage 2	NUJ	4,523,121	Series W	1,380
New Jersey Investment Quality	NQJ	20,484,322	Series M Series TH Series F	3,200 2,000 1,280
New Jersey Premium Income	NNJ	12,049,496	Series T Series W Series TH	624 1,440 1,600
North Carolina Dividend Advantage	NRB	2,264,699	Series T	680

North Carolina Dividend Advantage 2	NNO	3,749,642	Series F	1,120
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<b>Fund</b>	<b>Ticker Symbol*</b>	<b>Common Shares</b>	<b>Preferred Shares</b>	
North Carolina Dividend Advantage 3	NII	3,932,730	Series W	1,120
North Carolina Premium Income	NNC	6,351,838	Series TH	1,872
Ohio Dividend Advantage	NXI	4,244,093	Series W	1,240
Ohio Dividend Advantage 2	NBJ	3,121,477	Series F	960
Ohio Dividend Advantage 3	NVJ	2,158,458	Series T	660
Ohio Quality Income	NUO	9,746,032	Series M Series TH1 Series TH2	680 1,400 1,000
Pennsylvania Dividend Advantage	NXM	3,332,584	Series T	1,000
Pennsylvania Dividend Advantage 2	NVY	3,725,809	Series M	1,140
Pennsylvania Investment Quality	NQP	16,161,598	Series T Series W Series TH	880 2,400 2,000
Pennsylvania Premium Income 2	NPY	15,670,651	Series M Series TH Series F	844 2,080 1,800
Texas Quality Income	NTX	9,495,144	Series M Series TH	760 2,000
Virginia Dividend Advantage	NGB	3,133,733	Series W	960
Virginia Dividend Advantage 2	NNB	5,734,157	Series M	1,680

Virginia Premium Income	NPV	8,933,535	Series T	832
			Series TH	1,720

\* The Common Shares of all of the Funds are listed on the American Stock Exchange, except JFR, JRO, NSL, JFP, NAZ, NAC, NQC, NCO, NCA, NCP, NUC, NVC, NPC, NCL, NTC, NQF, NUF, NFL, NMY, NMT, NMP, NUM, NQJ, NNJ, NNC, NUO, NQP, NPY, NTX and NPV which are listed on the New York Stock Exchange.

## 1. Election of Board Members

### Minnesota Corporations

At the Annual Meeting of each Minnesota Corporation (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 Corporation'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, four (4) Board Members are nominated to be elected at this Annual Meeting.

#### a. For each Minnesota Corporation, 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:** The Board of California Value has designated Board Members Amboian, Kundert and Toth as Class II Board Members and as nominees for Board Members for a term expiring at the annual meeting of shareholders in 2011 and has re-designated Board Member Hunter as a Class I Board Member and as a nominee for a Board Member for a term expiring at the annual meeting of shareholders in 2010 or until their successors have been duly elected and qualified. The remaining Board Members Bremner, Evans, Schneider, Stockdale and Stone are current and continuing Board Members. The Board of California Value has designated Board Members Stockdale and Stone as continuing Class I Board Members for a term expiring in 2010 and has designated Board Members Bremner, Evans and Schneider as Class III Board Members for a term expiring in 2009.

### **Massachusetts Business Trusts**

Pursuant to the organizational documents of each Massachusetts Business Trust, 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 Business Trust, 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 Business Trust:**

- (i) three (3) Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Board Members Amboian, Kundert and Toth have been designated as Class II Board Members and as nominees for 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, Stockdale and Stone are current and continuing Board Members. Board Members Bremner and Evans have been designated as Class III Board Members for a term expiring at the annual meeting of shareholders in 2009 or until their successors have been duly elected and qualified. Board Members Stockdale and Stone have been designated as Class I Board Members for a term expiring at the annual meeting of shareholders in 2010 or until their successors have been duly elected and qualified.
- (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 for a term expiring at the next annual meeting 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 Corporation, except for California Investment Quality, California Market Opportunity, California Value, California Performance Plus, California Quality Income, California Select Quality, Insured California Premium Income and Insured California Premium Income 2, all Board Member nominees, with the exception of Mr. Amboian and Mr. Toth, were last elected to each Fund's Board at the annual meeting of shareholders held on October 12, 2007.

For California Investment Quality, California Market Opportunity, California Performance Plus, California Quality Income, California Select Quality, Insured California Premium Income and Insured California Premium Income 2 all Board Member nominees, with the exception of Mr. Amboian and Mr. Toth, were last elected to each Fund's Board at the annual meeting of shareholders held on December 18, 2007.

For California Value, Board Members Stockdale and Stone were last elected as Class I Board Members at the annual meeting of shareholders held on December 18, 2007. Board Members Bremner, Evans and Schneider were last elected as Class III Board Members at the annual meeting of shareholders held on November 14, 2006. Board Members Hunter and Kundert were last elected as Class II Board Members at the annual meeting of shareholders held on November 15, 2005.

For each Massachusetts Business Trust, except Floating Rate, Floating Rate Income Opportunity, Tax-Advantage Floating Rate, California Dividend Advantage, California Dividend Advantage 2, California Dividend Advantage 3, California Premium Income, Insured California Dividend Advantage, Insured California Tax-Free Advantage, Florida Quality Income, Maryland Dividend Advantage 3 and New Jersey Dividend Advantage, Board Members Stockdale and Stone were last elected to each Fund's Board as Class I Board Members and Board Member Schneider was last elected to each Fund's Board 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 and Board Member Schneider was last elected to each Fund's Board at the annual meeting of shareholders held on October 12, 2007, which was adjourned to October 22, 2007. For Florida Quality Income and New Jersey Dividend Advantage, Board Members Stockdale and Stone were last elected to each Fund's Board as Class I Board Members and Board Member Schneider was last elected to each Fund's Board at the annual meeting of shareholders held on October 12, 2007, which was 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 and Board Member Schneider were last elected to the Fund's Board at the annual meeting of shareholders held on October 12, 2007, which was adjourned to October 22, 2007, November 12, 2007 and November 30, 2007. For each Massachusetts Business Trust, except 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 Bremner, Evans, Hunter and Kundert were last elected to each Fund's Board at the annual meeting of shareholders held on November 14, 2006.

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 and Board Member Schneider was last elected to each Fund's Board at the annual meeting of shareholders held on December 18, 2007. Board Members Bremner, Evans, Hunter and Kundert were last elected to each Fund's Board at the annual meeting of shareholders held on November 14, 2006.

For all Funds, Mr. Amboian and Mr. Toth were appointed in April 2008 to each Fund's Board, effective June 30, 2008. Mr. Amboian and Mr. Toth are presented in this Joint Proxy Statement as nominees for election by shareholders and were recommended for election to the nominating and governance committee of each Fund's Board by Nuveen Asset Management (the Adviser or NAM).

Other than Mr. Amboian, 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**

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	Other Directorships Held by Board Member
					Complex Overseen by Board Member	

**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 and Nominee	Term: Annual or Class III Board Member until 2009  Length of Service: Since 1996; Chairman of the Board Since 2008; Lead Independent Director (2005-2008)	Private Investor and Management Consultant.	186	N/A
Jack B. Evans c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (10/22/48)	Board Member and Nominee	Term: Annual or Class III Board Member until 2009  Length of Service: Since 1999	President, The Hall-Perrine Foundation, a private philanthropic corporation (since 1996); Director and Vice Chairman, United Fire Group, a publicly held company; Member of the Board of Regents for the State of Iowa University System; Director, Gazette Companies; Life Trustee of Coe College and Iowa College Foundation; Member of the Advisory Council of the Department of Finance in the Tippie College of Business, University of Iowa; formerly, Director, Alliant	186	See Principal Occupation Description

Energy; formerly,  
Director, Federal Reserve  
Bank of Chicago;  
formerly, President and  
Chief Operating Officer,  
SCI Financial Group, Inc.,  
a 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 and Nominee	Term: Annual or Class I Board Member until 2010  Length of Service: Since 2004	Dean, Tippie College of Business, University of Iowa (since July 2006); Director, Credit Research Center at Georgetown University; 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; formerly, Senior Vice President and Director of Research at the Federal Reserve Bank of Chicago (1995--2003); formerly, Director, SS&C Technologies, Inc. (May 2005-October 2005).	186	See Principal Occupation Description
David J. Kundert c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (10/28/42)	Board Member and 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, Bank One	186	See Principal Occupation Description

Corporation and Chairman  
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 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 and Nominee	Term: Annual or Class III Board Member until 2009  Length of Service: Since 1996	Chairman, formerly, Senior Partner and Chief Operating Officer (retired, 2004) of Miller-Valentine Partners Ltd., a real estate investment company; Director, Dayton Development Coalition; formerly, member, Business Advisory Council, Cleveland Federal Reserve Bank.	186	See Principal Occupation Description
Judith M. Stockdale c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (12/29/47)	Board Member and 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).	186	N/A
Carole E. Stone c/o Nuveen Investments, Inc. 333 West Wacker Drive Chicago, IL 60606 (6/28/47)	Board Member and Nominee	Term: Annual or Class I Board Member until 2010  Length of Service: Since 2007	Director, Chicago Board Options Exchange (since 2006); Commissioner, NYSE Commission on Public Authority Reform (since 2005); formerly Director, New York State Division of the Budget (2000-2004), Chair, Public Authorities Control Board (2000-2004) and Director, Local Government Assistance Corporation (2000-2004); Chair, New	186	See Principal Occupation Description

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 and Nominee	Term: Annual or Class II Board Member until 2011	Length of Service: Since 2008	Private Investor (since 2007); CEO and President, Northern Trust 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 Japan Board (2004-2007), Northern Trust Securities Inc. Board (2003-2007) and Northern Trust Hong Kong Board (1997-2004).	186	See Principal Occupation Description
<b>Nominee/Board Member who is an interested person of the Funds</b>						
John P. Amboian <sup>(2)</sup> 333 West Wacker Drive Chicago, IL 60606 (6/14/61)	Board Member and Nominee	Term: Annual or Class II Board Member until 2011	Length of Service:	Chief Executive Officer (since July 2007) and Director (since 1999) of Nuveen Investments, Inc.; Chief Executive Officer	186	See Principal Occupation Description

Since 2008

(since 2007) of Nuveen Asset Management, Rittenhouse Asset Management, Nuveen Investments Advisers, Inc. formerly, President (1999-2004) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.<sup>(3)</sup>

- (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.
- (3) Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. were merged into Nuveen Asset Management, effective January 1, 2005.

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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, 2007 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, 2007 is set forth in Appendix A. On December 31, 2007, Board Members and executive officers as a group beneficially owned approximately 560,000 shares of all funds managed by NAM (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 22, 2008, each Board Member's individual beneficial shareholdings of each Fund constituted less than 1% of the outstanding shares of each Fund. As of September 22, 2008, the Board Members and executive officers as a group beneficially owned less than 1% of the outstanding shares of each Fund. As of September 22, 2008, no shareholder beneficially owned more than 5% of any class of shares of any Fund.

As a result of the transaction on November 13, 2007 in which Windy City Investments, Inc. (Windy City) acquired Nuveen, Mr. Amboian's outstanding options to acquire shares of Nuveen common stock under various Nuveen stock option plans were cashed out and his outstanding shares of restricted stock (and deferred restricted stock) granted under Nuveen's equity incentive plans became fully vested and were converted into the right to receive a cash payment. In connection with the transaction, Mr. Amboian paid \$30 million to acquire interests in Windy City Investments Holdings, L.L.C., the parent company of Windy City.

### **Compensation**

Prior to January 1, 2008, for all Nuveen funds, Independent Board Members received a \$95,000 annual retainer plus (a) a fee of \$3,000 per day for attendance in person or by telephone at a regularly scheduled meeting of the Board; (b) a fee of \$2,000 per meeting for attendance in person or by telephone where 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 \$1,500 per meeting for attendance in person or by telephone at an audit committee meeting; (d) a fee of \$1,500 per meeting for attendance in person or by telephone at a regularly scheduled compliance, risk management and regulatory oversight committee meeting; (e) a fee of \$1,500 per meeting for attendance in person at a non-regularly scheduled compliance, risk management and regulatory oversight committee meeting where in-person attendance is required and \$1,000 per meeting for attendance by telephone or in person where in-person attendance is not required, except that the chairperson of the compliance, risk management and regulatory oversight committee may at any time designate a non-regularly scheduled meeting of the committee as an in-person meeting for the purposes of fees to be paid; (f) a fee of \$1,000 per meeting for attendance in person or by telephone for a meeting of the dividend committee; and (g) a fee of \$500 per meeting for attendance in person at all other committee meetings (including shareholder meetings) on a day on which no regularly scheduled board meeting is held in which in-person attendance is required and \$250 per meeting for attendance by telephone or in person at such 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 Lead Independent Director received \$25,000, the chairpersons of the audit committee and the compliance, risk management and regulatory oversight committee received \$7,500 and the chairperson of the nominating and governance committee

received \$5,000 as additional retainers to the annual retainer paid to such individuals. Independent Board Members also received a fee of \$2,000 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 were organized, the nominating and governance committee at the time of formation determined compensation to be paid to the members of such committee, however, in general such fees were \$1,000 per meeting for attendance in person at any ad hoc committee meeting where in-person attendance was required and \$500 per meeting for attendance by telephone or in person at such meetings where in-person attendance was not required. The annual retainer, fees and expenses were 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.

Effective January 1, 2008, for all funds in the Nuveen complex, Independent Board Members receive 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 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 and \$250 per meeting for attendance by telephone or in person at such 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 and the Lead Independent Director, if any, receives \$35,000, the chairpersons of the audit 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 committee, 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.

The table below shows, for each Independent Board Member, the aggregate compensation (i) paid by each Fund to each Board Member for its last fiscal year and (ii) paid (including deferred fees) for service on the boards of the Nuveen open-end and closed-end funds managed by the Adviser for the last calendar year.

**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>Carol E. Stone</b>	<b>Terence J. Toth<sup>(1)</sup></b>
Floating Rate Income	\$ 3,593	\$ 3,267	\$ 2,720	\$ 2,792	\$ 2,995	\$ 3,043	\$ 2,967	\$
Floating Rate Income Opportunity	2,167	1,968	1,640	1,683	1,805	1,834	1,789	
Senior Income	1,318	1,219	1,013	1,040	1,116	1,111	1,107	
Tax-Advantaged Floating Rate	769	711	542	572	624	622	614	
Arizona Dividend Advantage	103	96	82	93	95	87	82	
Arizona Dividend Advantage 2	163	152	130	147	150	138	130	
Arizona Dividend Advantage 3	196	182	156	177	180	166	156	
Arizona Premium Income	277	258	220	250	255	235	220	
California Dividend Advantage	1,560	1,442	1,147	1,218	1,299	1,294	1,263	
California Dividend Advantage 2	979	905	720	765	816	812	793	
California Dividend Advantage 3	1,574	1,455	1,157	1,229	1,310	1,305	1,274	
California Investment Quality	932	862	685	728	776	773	755	
California Market Opportunity	573	533	455	516	527	486	455	
California Value	718	648	522	557	595	578	576	
California Performance Plus	883	816	649	689	735	732	715	
California Premium Income	377	351	300	340	347	320	300	
California Quality Income	1,539	1,422	1,131	1,202	1,282	1,276	1,245	
California Select Quality	1,588	1,467	1,167	1,240	1,322	1,317	1,285	
Insured California Dividend Advantage	1,033	955	760	807	860	857	836	
Insured California Premium Income	435	405	346	392	400	369	346	
	834	771	613	651	695	691	675	

Insured California Premium Income 2							
Insured California Tax-Free Advantage	397	370	316	358	365	337	316
Connecticut Dividend Advantage	176	167	139	159	163	150	139
Connecticut Dividend Advantage 2	159	150	125	143	147	135	125
Connecticut Dividend Advantage 3	288	272	227	259	266	245	227
Connecticut Premium Income	353	334	278	318	326	300	278

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>Carol E. Stone</b>	<b>Terence J. Toth<sup>(1)</sup></b>
Florida Investment Quality	\$ 1,130	\$ 1,059	\$ 838	\$ 904	\$ 971	\$ 937	\$ 900	\$
Florida Quality Income	995	933	738	796	856	826	793	
Insured Florida Premium								
Income	989	927	733	791	850	820	787	
Insured Florida Tax-Free								
Advantage	260	245	204	234	240	220	204	
Georgia Dividend								
Advantage	135	127	106	121	124	114	106	
Georgia Dividend								
Advantage 2	300	283	236	270	277	255	236	
Georgia Premium Income	254	240	200	228	235	216	200	
Maryland Dividend								
Advantage	283	267	222	254	261	240	222	
Maryland Dividend								
Advantage 2	285	270	224	257	264	242	224	
Maryland Dividend								
Advantage 3	354	334	278	319	327	301	278	
Maryland Premium								
Income	713	674	561	642	659	606	561	
Massachusetts Dividend								
Advantage	134	127	106	121	124	114	106	
Massachusetts Premium								
Income	315	298	248	284	292	268	248	
Insured Massachusetts								
Tax-Free Advantage	184	173	144	165	170	156	144	
Michigan Dividend								
Advantage	139	129	110	125	128	118	110	
Michigan Premium								
Income	510	475	406	460	469	433	406	
Michigan Quality Income	797	736	589	620	666	661	643	
Missouri Premium Income	147	139	116	133	136	125	116	
New Jersey Dividend								
Advantage	443	418	348	398	409	376	348	
New Jersey Dividend								
Advantage 2	311	294	245	280	288	264	245	
New Jersey Investment								
Quality	1,396	1,308	1,035	1,117	1,201	1,158	1,111	
New Jersey Premium								
Income	821	770	609	658	707	682	654	



North Carolina Dividend Advantage	154	146	121	139	142	131	121
North Carolina Dividend Advantage 2	255	241	200	229	236	216	200
North Carolina Dividend Advantage 3	258	244	203	232	239	219	203
North Carolina Premium Income	421	397	331	378	389	357	331

Fund	Aggregate Compensation from the Funds <sup>(2)</sup>							
	Robert P. Bremner	Jack B. Evans	William C. Hunter	David J. Kundert	William J. Schneider	Judith M. Stockdale	Carol E. Stone	Terence J. Toth <sup>(1)</sup>
Ohio Dividend Advantage	\$ 284	\$ 264	\$ 226	\$ 256	\$ 261	\$ 241	\$ 226	\$
Ohio Dividend Advantage 2	209	195	166	189	193	178	166	
Ohio Dividend Advantage 3	147	137	117	133	135	125	117	
Ohio Quality Income Pennsylvania Dividend Advantage	695	647	553	627	640	590	553	
Pennsylvania Dividend Advantage 2	229	216	180	206	211	194	180	
Pennsylvania Investment Quality	258	244	203	232	238	219	203	
Pennsylvania Premium Income 2	1,122	1,052	832	898	965	931	893	
Texas Quality Income	1,032	967	765	825	887	856	822	
Virginia Dividend Advantage	631	587	501	569	580	535	501	
Virginia Dividend Advantage 2	213	202	168	192	197	181	168	
Virginia Premium Income	387	366	305	349	358	329	305	
<b>Total Compensation from Nuveen Funds Paid to Board Members/Nominees</b>	597	564	470	537	552	507	470	
	<b>204,141</b>	<b>193,523</b>	<b>141,423</b>	<b>155,655</b>	<b>169,137</b>	<b>162,064</b>	<b>120,250</b>	

(1) In April 2008, Mr. Toth was appointed to each Fund's Board effective June 30, 2008.

(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:

Terence

<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>Carol E. Stone</b>	<b>J. Toth<sup>(1)</sup></b>
Floating Rate Income	\$ 493	\$ 758	\$ 2,720	\$ 2,792	\$ 2,995	\$ 1,083	\$	\$
Floating Rate Income Opportunity	298	456	1,640	1,683	1,805	652		
Senior Income	181	283	1,013	1,040	1,116	398		
Tax-Advantaged Floating Rate	104	161	542	572	624	235		
California Dividend Advantage	210	333	1,147	1,218	1,299	447		
California Dividend Advantage 2	132	209	720	765	816	280		
California Dividend Advantage 3	212	336	1,157	1,229	1,310	451		
California Investment Quality	126	199	685	728	776	267		
California Value	97	149	522	557	595	201		
California Performance Plus	119	188	649	689	735	253		
California Quality Income	207	328	1,131	1,202	1,282	440		

<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>Carol E. Stone</b>	<b>Terence J. Toth<sup>(1)</sup></b>
California Select Quality	\$ 214	\$ 339	\$ 1,167	\$ 1,240	\$ 1,322	\$ 455	\$	\$
Insured California Dividend Advantage	139	220	760	807	860	296		
Insured California Premium Income 2	112	178	613	651	695	239		
Florida Investment Quality	157	248	838	904	971	360		
Florida Quality Income	139	219	738	796	856	317		
Insured Florida Premium Income	138	217	733	791	850	314		
Michigan Quality Income	110	171	589	620	666	229		
New Jersey Investment Quality	194	307	1,035	1,117	1,201	444		
New Jersey Premium Income	114	181	609	658	707	261		
Pennsylvania Investment Quality	156	247	832	898	965	357		
Pennsylvania Premium Income 2	144	227	765	825	887	328		

(1) In April 2008, Mr. Toth was appointed to each Fund's Board effective June 30, 2008.

## Committees

The Board of each Fund has five standing committees: the executive committee, the dividend committee, the compliance, risk management and regulatory oversight committee, the audit committee and the nominating and governance committee.

John P. Amboian, Robert P. Bremner, Chair, and Judith M. Stockdale serve as current members of the executive committee of each Fund. The executive committee, which meets between regular meetings of the Board, is authorized to exercise all of the powers of the Board; provided that the scope of the powers of the executive committee, unless otherwise specifically authorized by the full Board, is limited to: (i) emergency matters where assembly of the full Board is impracticable (in which case management will take all reasonable steps to quickly notify each individual Board Member of the actions taken by the executive committee) and (ii) matters of an administrative or ministerial nature. The number of executive committee meetings of each Fund held during its last fiscal year is shown in Appendix B.

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

William C. Hunter, William J. Schneider, Chair, Judith M. Stockdale and Carole E. Stone are current members of the compliance, risk management and regulatory oversight committee of each Fund. The compliance, risk management and regulatory oversight committee is responsible for the oversight of compliance issues, risk management, and other regulatory matters affecting the Funds which are not otherwise the jurisdiction of the other Board committees. The number of compliance, risk management and regulatory oversight committee meetings of each Fund held during its last fiscal year is shown in Appendix B.

Each Fund's 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 and American Stock Exchange, as applicable. Robert P. Bremner, Jack B. Evans, David J. Kundert, Chair, William J. Schneider and Terence J. Toth are current members of the audit committee of each Fund. The audit committee is responsible for the oversight and monitoring of (1) the accounting and reporting policies, procedures and practices and the audit of the financial statements of the Funds, (2) the quality and integrity of the financial statements of the Funds and (3) the independent registered public accounting firm's qualifications, performance and independence. The audit committee reviews the work and any recommendations of the Funds' independent registered public accounting firm. Based on such review, it is authorized to make recommendations to the Board. The audit committee is also responsible for the oversight of the Pricing Procedures of the Funds and the internal Valuation Group. The Boards have adopted a written Audit Committee Charter that conforms to the listing standards of the New York Stock Exchange and American Stock Exchange. A copy of the Audit Committee Charter is attached to the proxy statement as Appendix C. The number of audit committee meetings of each Fund held during its last fiscal year is shown in Appendix B.

Each Fund has a nominating and governance committee that is composed entirely of Independent Board Members who are also independent as defined by New York Stock Exchange or American Stock Exchange listing standards, as applicable. 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 are current members of the nominating and governance committee of each Fund. The purpose of the nominating and governance committee is to seek, identify and recommend to the Board qualified candidates for election or appointment to each Fund's Board. In addition, the committee oversees matters of corporate governance, including the evaluation of Board performance and processes, and assignment and rotation of committee members, and the establishment of corporate governance guidelines and procedures, to the extent necessary or desirable. The committee operates under a written charter adopted and approved by the Boards of each Fund, a copy of which is available on the Funds' website at [www.nuveen.com/etf/products/fundGovernance.aspx](http://www.nuveen.com/etf/products/fundGovernance.aspx). The number of nominating and governance committee meetings of each Fund held during its last fiscal year is shown in Appendix B.

The nominating and governance committee looks to many sources for recommendations of qualified candidates, including current Board Members, employees of the Adviser, current shareholders of the Funds, third party sources and any other persons or entities that may be deemed necessary or desirable by the committee. Shareholders of the Funds who wish to nominate a candidate to their Fund's Board should mail information to the attention of Lorna Ferguson, Manager of Fund Board Relations, Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606. This information must include evidence of Fund ownership of the person or entity recommending the candidate, a full listing of the proposed candidate's education, experience, current employment, date of birth, names and addresses of at least three professional references, information as to whether the candidate is an interested person (as such term is defined in the 1940 Act) in relation to the Fund and such other information that would be helpful to the nominating and governance committee in evaluating the candidate. All satisfactorily completed information regarding candidates will be forwarded to the chairman of the nominating and governance committee and the outside counsel to the Independent Board Members. Recommendations for candidates to the Board will be evaluated in light of whether the number of Board members is expected to change and whether the Board expects any vacancies. All nominations from Fund shareholders will be acknowledged, although there may be times when the committee is not actively recruiting new Board members. In those circumstances nominations will be kept on file until active recruitment is under way.

The nominating and governance committee sets appropriate standards and requirements for nominations to the Board. In considering a candidate's qualifications, each candidate must meet certain basic requirements, including relevant skills and experience, time availability and, if qualifying as an Independent Board Member candidate, independence from the Adviser or other service providers. These experience requirements may vary depending on the current composition of the Board, since the goal is to ensure an appropriate range of skills and experience, in the aggregate. All candidates must meet high expectations of personal integrity, governance experience and professional competence that are assessed on the basis of personal interviews, recommendations, or direct knowledge by committee members. The committee may use any process it deems appropriate for the purpose of evaluating candidates, which process may include, without limitation, personal interviews, background checks, written submissions by the candidates and third party references. There is no difference in the manner in which the nominating and governance committee evaluates candidates when the candidate is submitted by a shareholder. The nominating and governance committee reserves the right to make the final selection regarding the nomination of any prospective Board member.

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 B. 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/etf/products/fundgovernance.aspx](http://www.nuveen.com/etf/products/fundgovernance.aspx).

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**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.

<b>Name, Address and Birthdate</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>
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 Rittenhouse Asset Management, Inc. and Symphony Asset Management LLC (since 2003); Vice President and Assistant Secretary, Tradewinds Global Investors, LLC and Santa Barbara Asset Management LLC (since 2006), Nuveen HydePark Group, LLC and Richards & Tierney, Inc. (since 2007); previously, Managing Director (from 2002-2004), General Counsel and Assistant Secretary of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. <sup>(2)</sup> ; Chartered Financial Analyst.	186



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), prior thereto, Managing Director of Structured Investments.	120
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Name, Address and Birthdate	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
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.	120
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.	186
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), formerly, Vice President of Nuveen Investments, LLC; Managing Director of Nuveen Asset Management; Managing Director (2004), formerly, Vice President (1998-2004) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. <sup>(2)</sup>	186
Stephen D. Foy 333 West Wacker Drive Chicago, IL 60606 (5/31/54)	Vice President and Controller	Term: Annual  Length of Service: Since 1993	Vice President (since 1993) and Funds Controller (since 1998) of Nuveen Investments, LLC; Vice President (since 1998), formerly, Funds Controller of Nuveen Investments, Inc.; Certified Public Accountant.	186