Nuveen Real Asset Income & Growth Fund
Form N-14 8C
March 16, 2017

**As filed with the Securities and Exchange Commission on March 16, 2017**

**File No. 333-**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-14**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Pre-Effective Amendment No.__**

**Post-Effective Amendment No.__**

# NUVEEN REAL ASSET INCOME AND GROWTH FUND

**(Exact Name of Registrant as Specified in Charter)**

**333 West Wacker Drive**

**Chicago, Illinois 60606**

**(Address of Principal Executive Offices: Number, Street, City, State, Zip Code)**

**(800) 257-8787**

**(Area Code and Telephone Number)**

**Gifford R. Zimmerman**

**Vice President and Secretary**

**Nuveen Investments**

**333 West Wacker Drive**

**Chicago, Illinois 60606**

**(Name and Address of Agent for Service)**

***Copies to:***

| | |
|---|---|
| **Deborah Bielicke Eades** | **Eric F. Fess** |
| **Vedder Price P.C.** | **Chapman and Cutler LLP** |
| **222 North LaSalle Street** | **111 West Monroe Street** |
| **Chicago, Illinois 60601** | **Chicago, Illinois 60603** |

**Approximate Date of Proposed Public Offering:** As soon as practicable after the effective date of this Registration Statement.

**CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933**

| Title of Securities Being Registered | Amount Being Registered | Proposed Maximum Offering Price | Proposed Maximum Aggregate | Amount of Registration Fee |
|---|---|---|---|---|

| | | Per Unit[1] | Offering Price[1] | |
|---|---|---|---|---|
| Common Shares of Beneficial Interest, $0.01 Par Value Per Share | 1,000 Shares | $18.76[2] | $18,760.00 | $2.17 |

(1) Estimated solely for the purpose of calculating the registration fee.
(2) Net asset value per common share on March 7, 2017.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

# NUVEEN

**IMPORTANT NOTICE TO SHAREHOLDERS OF DIVERSIFIED REAL ASSET INCOME FUND (DRA) AND NUVEEN REAL ASSET INCOME AND GROWTH FUND (JRI) (EACH, A FUND AND COLLECTIVELY, THE FUNDS )**

**[ ], 2017**

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

**Q. Why am I receiving the enclosed Joint Proxy Statement/Prospectus?**

**A.** You are receiving the Joint Proxy Statement/Prospectus as a holder of common shares of Diversified Real Asset Income Fund (the Target Fund ) or Nuveen Real Asset Income and Growth Fund (the Acquiring Fund ) in connection with the annual shareholder meetings of the Target Fund and the Acquiring Fund.

At the annual meetings, shareholders of the Funds will be asked to vote on the following proposals, as applicable:

(Target Fund only) the reorganization of the Target Fund into the Acquiring Fund (the Reorganization );

(Acquiring Fund only) the issuance of additional common shares in connection with the Reorganization pursuant to the Agreement and Plan of Reorganization; and

The election of members of each Fund s Board of Trustees (each, a Board ). (The list of specific nominees for each Fund is contained in the enclosed Joint Proxy Statement/Prospectus.)

**Your Fund s Board, including the independent Board members, unanimously recommends that you vote FOR each proposal applicable to your Fund.**

***Proposals Regarding the Reorganization***

**Q. Why has each Fund s Board recommended the Reorganization?**

**A.** The Reorganization is part of an ongoing initiative to rationalize the product offerings of Nuveen funds and eliminate overlapping products by combining two funds that have the same investment adviser and sub-adviser, the same investment objective, substantially similar investment policies and risks and substantially identical portfolio compositions (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests). Based on information provided by Nuveen Fund Advisors, LLC, the investment adviser to each Fund, the proposed Reorganization is intended to benefit shareholders in a number of ways, including, among other things:

Fee and expense savings for each Fund, following the recoupment of Reorganization-related expenses borne by the Fund, through economies of scale and cost savings from Nuveen s scaled governance platform, which may result in higher common share net earnings that, in turn, may support higher distribution rates over time;

Improved secondary market trading for common shares as a result of the combined fund s greater share volume, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements and, over time, narrower trading discounts relative to net asset value; and

Increased portfolio and leverage management flexibility due to the larger asset base of the combined fund.

**Q. What proposals will shareholders of the Funds be asked to vote on in connection with the proposed Reorganization?**

**A.** Shareholders of the Target Fund will be asked to vote on an Agreement and Plan of Reorganization. Shareholders of the Acquiring Fund will be asked to vote on the issuance of additional common shares in connection with the Reorganization.

**Q. As a result of the Reorganization, will shareholders of the Target Fund receive new shares in exchange for their current shares?**

**A.** Yes. Upon the closing of the Reorganization, Target Fund shareholders will become shareholders of the Acquiring Fund. Holders of common shares of the Target Fund will receive newly issued common shares of the Acquiring Fund, with cash being distributed in lieu of fractional common shares. The aggregate net asset value, as of the close of trading on the business day immediately prior to the closing of the Reorganization, of the Acquiring Fund common shares received by Target Fund shareholders (including, for this purpose, fractional Acquiring Fund common shares to which shareholders would be entitled) will be equal to the aggregate net asset value of the common shares of the Target Fund held by its shareholders as of such time. Fractional shares will be aggregated and sold on the open market, and shareholders will receive cash in lieu of such fractional shares.

Shareholders of the Acquiring Fund will remain shareholders of the Acquiring Fund following the Reorganization. Following the Reorganization, shareholders of each Fund will hold a smaller percentage of the outstanding common shares of the combined fund as compared to their percentage holdings of their respective Fund prior to the Reorganization, and thus, a reduced percentage of ownership in the larger combined entity than they held in the Acquiring Fund or Target Fund individually.

**Q. How will the Reorganization impact fees and expenses?**

**A.** The pro forma expense ratio of the Acquiring Fund following the Reorganization, including the costs of leverage, expressed as a percentage of net assets as of December 31, 2016, is estimated to be approximately 13 basis points (0.13%) lower than the total expense ratio of the Target Fund before the Reorganization and approximately 14 basis points (0.14%) lower than the total expense ratio of the Acquiring Fund before the Reorganization. This comparison does not take into account Reorganization expenses borne by the Funds.

In connection with the closing of the Reorganization, the Acquiring Fund will adopt a revised fund-level management fee schedule that will result in a lower effective management fee rate at current asset levels. By applying the Acquiring Fund s post-Reorganization management fee schedule to the larger asset base of the combined fund, the pro forma effective management fee rate payable by the Acquiring Fund following the Reorganization, expressed as a percentage of net assets as of December 31, 2016, is estimated to be approximately 3 basis points (0.03%) lower than the effective management fee rate payable by each Fund before the Reorganization.

See the Comparative Fee Table on page 13 of the enclosed Joint Proxy Statement/Prospectus for more detailed information regarding fees and expenses.

**Q. Will Target Fund shareholders receive other benefits from the Reorganization?**

**A.** The Acquiring Fund s common shares historically have traded at a narrower discount to net asset value in comparison to the Target Fund s common shares. Target Fund shareholders will benefit from a higher market price relative to net asset value if the Acquiring Fund s historically narrower discount is maintained following the proposed Reorganization. However, there can be no assurance that this benefit will be realized.

**Q. Will the Reorganization impact Fund distributions to shareholders?**

**A.** In considering the Reorganization, each Fund s Board took into account information from the investment adviser indicating that, under current market conditions, the Reorganization is not expected to adversely impact distributions to shareholders and is expected to result in the same or higher distribution rates for shareholders of each Fund (as shareholders of the Acquiring Fund following the Reorganization) with the higher distribution rates, if any, resulting from fee and expense savings for both Funds through economies of scale and cost savings from Nuveen s scaled governance platform, following the recoupment of Reorganization expenses borne by each Fund.

**Q. Do the Funds have similar investment objectives, policies and risks?**

Yes. The Funds have the same investment objective and substantially similar investment policies and risks. The investment objective of each Fund is to provide a high level of current income and long-term capital appreciation. Each Fund seeks to achieve its investment objective by investing in real asset related companies located anywhere in the world, with a focus on infrastructure and real estate companies securities. Real assets and real asset related investments are any tangible assets, as distinguished from financial assets, and generally include real estate, infrastructure and natural resources. For the Target Fund, real asset related investments also may include whole loans, loan participations and other mortgage-related interests. The investment portfolios of the Acquiring Fund and the Target Fund are substantially identical except for the Target Fund s investments in whole loans and unsecured mortgage-related interests, which comprise six positions with an aggregate market value of approximately $18 million as of March 10, 2017. The Acquiring Fund currently has no holdings of such investments. In connection with the Reorganization, it is expected that the Acquiring Fund will acquire whole loans and unsecured mortgage-related interests from the Target Fund and that the Acquiring Fund will continue to hold such investments following the Reorganization pursuant to its current investment policies. Such investments are expected to represent approximately 2.7% of the Acquiring Fund s investment portfolio immediately following the Reorganization.

Each Fund actively manages its portfolio allocation among real asset sectors, with flexibility to invest across the capital structure in any type of equity or debt securities offered by a particular company. Each Fund seeks to invest in income-producing securities that provide a balance of high current yield and long-term capital appreciation potential. Each Fund may invest in securities that are, at the time of investment, rated below investment grade or unrated but judged to be of equivalent quality by the portfolio managers (commonly referred to as junk bonds). Under normal conditions, no more than 40% of the Acquiring Fund s managed assets may be invested in debt securities, at the time of investment, while the Target Fund is not subject to a percentage limit on investment in debt securities.

Each Fund may invest in companies located anywhere in the world. Each Fund s non-U.S. investments may be denominated in non-U.S. currencies without limit.

In addition, each Fund employs a limited option writing strategy seeking to enhance the Fund s risk-adjusted total returns over time. Each Fund also may utilize derivatives, including options, swaps, futures contracts, options on futures contracts and forward foreign currency exchange contracts. Each Fund may use derivatives to manage market or business risk, to enhance the Fund s return or to hedge against adverse movements in currency exchange rates. Each Fund also employs leverage.

See Proposal No. 1 A. Synopsis Comparison of the Acquiring Fund and the Target Fund Investment Objectives and Policies beginning on page 3 of the enclosed Joint Proxy Statement/Prospectus for more detailed information.

**Q.** **Does the Reorganization constitute a taxable event for Target Fund shareholders?**

**A.** No. The Reorganization is intended to qualify as a tax-free reorganization for federal income tax purposes. It is expected that Target Fund shareholders will recognize no gain or loss for federal income tax purposes as a direct result of the Reorganization, except to the extent that a Target Fund shareholder receives cash in lieu of a fractional Acquiring Fund common share. Prior to the closing of the Reorganization, the Target Fund expects to declare a distribution of all of its net investment income and net capital gains, if any. All or a portion of such distribution may be taxable to the Target Fund s shareholders for federal income tax purposes. In addition, to the extent that portfolio securities of the Target Fund are sold prior to the closing of the Reorganization, the Target Fund may recognize gains or losses, which may increase or decrease the net capital gains or net investment income to be distributed by the Target Fund. However, because the Target Fund s current portfolio composition is substantially identical to that of the Acquiring Fund (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests), it is not currently expected that any significant portfolio sales will occur solely in connection with the Reorganization (such sales are expected to be less than 5% of the assets of the Target Fund).

**Q.** **What will happen if the required shareholder approvals are not obtained?**

**A.** The closing of the Reorganization is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for the Reorganization to occur, the requisite shareholder approval must be obtained at each Fund s annual meeting. Because the closing of the Reorganization is contingent upon each of the Target Fund and the

Acquiring Fund obtaining such shareholder approval and satisfying (or obtaining the waiver of) other closing conditions, it is possible that the Reorganization will not occur, even if shareholders of your Fund entitled to vote on your Fund s Reorganization proposal approve such proposal and your Fund satisfies all of its closing conditions, if the other Fund does not obtain the requisite shareholder approval or satisfy (or obtain the waiver of) its closing conditions. If the Reorganization is not consummated, the Target Fund s Board may take such actions as it deems in the best interests of the Fund, including continuing to operate the Target Fund as a stand-alone fund.

**Q. Will shareholders of the Funds have to pay any fees or expenses in connection with the Reorganization?**

**A.** Yes. Shareholders will indirectly bear the costs of the Reorganization, whether or not the Reorganization is consummated. The total costs of the Reorganization are estimated to be $740,000, and each Fund s allocable share of such costs will be reflected in its net asset value at or before the close of trading on the business day immediately prior to the closing of the Reorganization.

The estimated allocation of the costs between the Funds is as follows: $75,000 (0.04%) for the Acquiring Fund and $665,000 (0.20%) for the Target Fund (all percentages are based on average net assets for the twelve (12) months ended December 31, 2016). The allocation of the costs of the Reorganization will be based on the relative expected benefits of the Reorganization during the first year following the Reorganization, including forecasted operating cost savings (i.e., total expenses excluding the costs of leverage) and improved secondary market trading, if any, to each Fund.

A shareholder s broker, dealer or other financial intermediary (each, a Financial Intermediary ) may impose its own shareholder account fees for processing corporate actions, which could apply as a result of the Reorganization. These shareholder account fees, if applicable, are not paid or otherwise remitted to the Funds or the Funds investment adviser. The imposition of such fees is based solely on the terms of a shareholder s account agreement with his, her or its Financial Intermediary and/or is in the discretion of the Financial Intermediary. Questions concerning any such shareholder account fees or other similar fees should be directed to a shareholder s Financial Intermediary.

**Q. What is the timetable for the Reorganization?**

**A.** If shareholder approvals and other conditions to closing are satisfied (or waived), the Reorganization is expected to take effect on or about [ ], 2017, or as soon as practicable thereafter.

**Q. How does each Fund s Board recommend that shareholders vote on the Reorganization?**

**A.** After careful consideration, each Fund s Board has determined that the Reorganization is in the best interests of its Fund and recommends that you vote FOR your Fund s proposal.

***General***

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

**A.** If you need any assistance, or have any questions regarding the proposal or how to vote your shares, please call Computershare Fund Services, the proxy solicitor hired by your Fund, at (866) 612-5814 weekdays during its business hours of 9:00 a.m. to 11:00 p.m. and Saturdays 12:00 p.m. to 6:00 p.m. Eastern time. Please have your proxy materials available when you call.

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

**A.** You may vote by mail, by 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.

**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. Once your vote has been registered with the proxy solicitor, your name will be removed from the solicitor s follow-up contact list.

**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 fail to 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.**

**[ ], 2017**

**DIVERSIFIED REAL ASSET INCOME FUND (DRA)**

**NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON [ ], 2017**

**To the Shareholders:**

Notice is hereby given that the 2017 Annual Meeting of Shareholders (the Annual Meeting ) of Diversified Real Asset Income Fund (the Fund ) will be held at the offices of Nuveen, 333 West Wacker Drive, Chicago, Illinois 60606, on [ ], [ ], 2017, at [ ] Central time, for the following purposes:

Agreement and Plan of Reorganization. The shareholders of the Fund will vote on a proposal to approve an Agreement and Plan of Reorganization pursuant to which the Fund would: (i) transfer substantially all of its assets to Nuveen Real Asset Income and Growth Fund (the Acquiring Fund ) in exchange solely for newly issued common shares of the Acquiring Fund and the Acquiring Fund s assumption of substantially all of the liabilities of the Fund; (ii) distribute such newly issued common shares of the Acquiring Fund to the shareholders of the Fund (with cash being distributed in lieu of fractional common shares); and (iii) liquidate, dissolve and terminate in accordance with applicable law.

Election of Board Members for the Fund. Four (4) Board Members are to be elected by shareholders of the Fund. Board members Kedrowski, Gibson, Riederer and Wade are nominees for election by shareholders.

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

Shareholders of the Fund are being solicited to vote on the election of four (4) Board Members at the Annual Meeting so that the Fund may continue to be governed by its current Board Members, and avoid vacancies on the Board, in the event the Agreement and Plan of Reorganization is not approved by the Fund s shareholders or the reorganization is not consummated in a timely manner.

Only shareholders of record of the Fund as of the close of business on [ ], 2017 are entitled to notice of and to vote at the Annual Meeting and any and all adjournments or postponements thereof.

**All shareholders are cordially invited to attend the Annual Meeting. In order to avoid delay and additional expense for the Fund and to assure that your shares are represented, please vote as promptly as possible, regardless of whether you plan to attend the Annual Meeting. You may vote by mail, by 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.**

If you intend to attend the Annual Meeting in person and you are a record holder of the Fund s shares, in order to gain admission you must show photographic identification, such as your driver s license. If you intend to attend the Annual Meeting in person and you hold your shares through a bank, broker or other custodian, in order to gain admission you must show photographic identification, such as your driver s license, and satisfactory proof of ownership of shares of the Fund, such as your voting instruction form (or a copy thereof) or broker s statement indicating ownership as of a recent date. If you hold your shares in a brokerage account or through a bank or other nominee, you will not be able to vote in person at the Annual Meeting unless you have previously requested and obtained a legal proxy from your broker, bank or other nominee and present it at the Annual Meeting.

Gifford R. Zimmerman

*Vice President and Secretary*

The Nuveen Closed-End Funds

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**[ ], 2017**

**NUVEEN REAL ASSET INCOME AND GROWTH FUND (JRI)**

**NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON [ ], 2017**

**To the Shareholders:**

Notice is hereby given that the 2017 Annual Meeting of Shareholders (the Annual Meeting ) of Nuveen Real Asset Income and Growth Fund (the Fund ) will be held at the offices of Nuveen, 333 West Wacker Drive, Chicago, Illinois 60606, on [ ], [ ], 2017, at [ ] Central time, for the following purposes:

Approval of Issuance of Additional Shares by the Fund. In connection with an Agreement and Plan of Reorganization, whereby Diversified Real Asset Income Fund (the Target Fund ) will be reorganized into the Fund, the shareholders of the Fund will vote to approve the issuance of additional common shares of the Fund.

Election of Board Members for the Fund. Four (4) Class II Board Members are to be elected by shareholders of the Fund. Board Members Adams, Kundert, Nelson and Toth are nominees for election by shareholders.

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

Only shareholders of record of the Fund as of the close of business on [ ], 2017 are entitled to notice of and to vote at the Annual Meeting and any and all adjournments or postponements thereof.

**All shareholders are cordially invited to attend the Annual Meeting. In order to avoid delay and additional expense for the Fund and to assure that your shares are represented, please vote as promptly as possible, regardless of whether you plan to attend the Annual Meeting. You may vote by mail, by 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.**

If you intend to attend the Annual Meeting in person and you are a record holder of the Fund s shares, in order to gain admission you must show photographic identification, such as your driver s license. If you intend to attend the Annual Meeting in person and you hold your shares through a bank, broker or other custodian, in order to gain admission you must show photographic identification, such as your driver s license, and satisfactory proof of ownership of shares of the Fund, such as your voting instruction form (or a copy thereof) or broker s statement indicating ownership as of a recent date. If you hold your shares in a brokerage account or through a bank or other nominee, you will not be able to vote in person at the Annual Meeting unless you have previously requested and obtained a legal proxy from your broker, bank or other nominee and present it at the Annual Meeting.

Gifford R. Zimmerman

*Vice President and Secretary*

The Nuveen Closed-End Funds

*The information contained in this Joint Proxy Statement/Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This Joint Proxy Statement/Prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.*

*SUBJECT TO COMPLETION*

*DATED MARCH 16, 2017*

**NUVEEN FUNDS**

**333 WEST WACKER DRIVE**

**CHICAGO, ILLINOIS 60606**

**(800) 257-8787**

**JOINT PROXY STATEMENT/PROSPECTUS**

**DIVERSIFIED REAL ASSET INCOME FUND (DRA)**

**AND**

**NUVEEN REAL ASSET INCOME AND GROWTH FUND (JRI)**

**(EACH, A FUND AND COLLECTIVELY, THE FUNDS )**

**[ ], 2017**

This Joint Proxy Statement/Prospectus is being furnished to shareholders of Diversified Real Asset Income Fund (the Target Fund or a Fund ) and shareholders of Nuveen Real Asset Income and Growth Fund (the Acquiring Fund or a Fund ), each, a diversified, closed-end management investment company, in connection with the solicitation of proxies by each Fund s Board of Trustees (each, a Board and each trustee, a Board Member ) for use at each Fund s 2017 Annual Meeting of Shareholders to be held at the offices of Nuveen ( Nuveen ), 333 West Wacker Drive, Chicago, Illinois 60606, on [ ],[ ], 2017, at [ ] Central time for the Target Fund and on [ ],[ ], 2017, at [ ] Central time for the Acquiring Fund, and at any and all adjournments or postponements thereof (each, an Annual Meeting and collectively, the Annual Meetings ), to consider the proposals listed below, as applicable, and discussed in greater detail elsewhere in this Joint Proxy Statement/Prospectus. The Funds are organized as Massachusetts business trusts. The enclosed proxy card and this Joint Proxy Statement/Prospectus are first being sent to shareholders of the Funds on or about [ ], 2017. For each Fund, shareholders of record as of the close of business on [ ], 2017 are entitled to notice of and to vote at the Fund s Annual Meeting and any and all adjournments or postponements thereof.

This Joint Proxy Statement/Prospectus explains concisely what you should know before voting on the proposals described in this Joint Proxy Statement/Prospectus or investing in the Acquiring Fund. Please read it carefully and keep it for future reference.

**The securities offered by this Joint Proxy Statement/Prospectus have not been approved or disapproved by the Securities and Exchange Commission ( SEC ), nor has the SEC passed upon the accuracy or adequacy of this Joint Proxy Statement/Prospectus. Any representation to the contrary is a criminal offense.**

On the matters coming before each Fund s Annual Meeting as to which a choice has been specified by shareholders on the accompanying proxy card, the shares will be voted accordingly where such proxy card is properly executed, timely received and not properly revoked (pursuant to the instructions below). If a proxy is returned and no choice is specified, the shares will be voted **FOR** the proposal(s). Shareholders of a Fund who execute proxies or provide voting instructions by telephone or by Internet may revoke them at any time before a vote is taken on a proposal by filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date or by attending the Fund s Annual Meeting and voting in person. A prior proxy can also be revoked by voting again through the toll-free number or the Internet address listed in the proxy card. However, merely attending an Annual Meeting will not revoke any previously submitted proxy.

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

At the Target Fund s Annual Meeting, shareholders of the Target Fund will be asked to approve Proposal No. 1 relating to the Reorganization and Proposal No. 3 relating to the election of Board Members, each as described below. At the Acquiring Fund s Annual Meeting, shareholders of the Acquiring Fund will be asked to approve Proposal No. 2 relating to the Reorganization and Proposal No. 4 relating to the election of Board Members, each as described below.

**Reorganization Proposals**

| | |
|---|---|
| Proposal No. 1. | (Target Fund only) To approve the Agreement and Plan of Reorganization. |
| Proposal No. 2. | (Acquiring Fund only) To approve the issuance of additional common shares in connection with the reorganization pursuant to the Agreement and Plan of Reorganization. |

**Board Member Election Proposals**

| | |
|---|---|
| Proposal No. 3. | (Target Fund only) To elect four (4) Board Members. |
| Proposal No. 4. | (Acquiring Fund only) To elect four (4) Class II Board Members. |

Shareholders of the Target Fund are being solicited to vote on the election of four (4) Board Members at the Annual Meeting so that the Target Fund may continue to be governed by its current Board Members, and avoid vacancies on the Board, in the event the Agreement and Plan of Reorganization is not approved by the Target Fund s shareholders or the reorganization is not consummated in a timely manner.

A quorum of shareholders is required to take action at each Annual Meeting. A majority (more than 50%) 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. Votes cast in person or by proxy at each Annual Meeting will be tabulated by the inspectors of election appointed for that Annual Meeting. Broker non-votes are shares held by a broker or nominee for which the broker or nominee returns a valid proxy but are not voted because instructions have not been received from beneficial owners or persons entitled to vote and the broker or nominee does not have discretionary authority to vote such shares. For purposes of voting on a proposal, abstentions and broker non-votes will be counted as present for purposes of determining whether a quorum is present, but do not represent votes cast in favor or against an adjournment, postponement or a proposal. Assuming the presence of a quorum, abstentions and broker non-votes will have no effect on the outcome of the vote on the Acquiring Fund s Reorganization proposal (Proposal No. 2) or the election of Board Members (Proposal No. 3 for the Target Fund and Proposal No. 4 for the Acquiring Fund) but will have the same effect as a vote against the Target Fund s Reorganization proposal (Proposal No. 1).

Broker-dealer firms holding shares of a Fund in street name for the benefit of their customers and clients will request the instructions of such customers and clients on how to vote their shares before the Fund s Annual Meeting. The Funds understand that, under the rules of the New York Stock Exchange (the NYSE ), such broker-dealer firms may, for certain routine matters, grant discretionary authority to the proxies designated by each Board to vote without instructions from their customers and clients if no instructions have been received prior to the date specified in the broker-dealer firm s request for voting instructions. Proposals Nos. 3 and 4 are routine matters, and beneficial owners who do not provide proxy instructions or who do not return a proxy card may have their shares voted by broker-dealer firms in favor of Proposal No. 3 or 4, as applicable, but not with respect to Proposal No. 1 or 2, as applicable.

Broker-dealers who are not members of the NYSE may be subject to other rules, which may or may not permit them to vote your shares without instruction. We urge you to provide instructions to your broker or nominee so that your votes may be counted.

For both the Target Fund and the Acquiring Fund, those persons who were shareholders of record as of the close of business on [ ], 2017 will be entitled to one vote for each common share held and a proportionate fractional vote for each fractional common share held.

As of [ ], 2017, the shares of the Funds issued and outstanding are as follows:

| **Fund (Ticker Symbol)** | **Common Shares[(1)]** |
|---|---|
| Acquiring Fund (JRI) | [ ] |
| Target Fund (DRA) | [ ] |

(1) The common shares of the Acquiring Fund and the Target Fund are listed on the NYSE. Upon the closing of the reorganization, it is expected that the common shares of the Acquiring Fund will continue to be listed on the NYSE.

The proposed reorganization is part of an ongoing initiative to rationalize the product offerings of Nuveen funds and eliminate overlapping products by combining two funds that have the same investment adviser and sub-adviser, the same investment objective, substantially similar investment policies and risks and substantially identical portfolio compositions (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests).

The reorganization of the Target Fund into the Acquiring Fund pursuant to the terms of the Agreement and Plan of Reorganization (the Reorganization ) is required to be approved by the affirmative vote of the holders of a majority of the Target Fund s outstanding common shares. The issuance of additional common shares of the Acquiring Fund in connection with the Reorganization is required to be approved by the affirmative vote of a majority of the votes cast on the proposal, provided a quorum is present. The Acquiring Fund will continue to operate after the Reorganization as a registered closed-end management investment company, with the investment objective and policies described in this Joint Proxy Statement/Prospectus.

The closing of the Reorganization is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for the Reorganization to occur, the requisite shareholder approval must be obtained at each Fund s Annual Meeting. Because the closing of the Reorganization is contingent upon each of the Target Fund and the Acquiring Fund obtaining such shareholder approval and satisfying (or obtaining the waiver of) other closing conditions, it is possible that the Reorganization will not occur, even if shareholders of your Fund entitled to vote on your Fund s Reorganization proposal approve such proposal and your Fund satisfies all of its closing conditions, if the other Fund does not obtain its requisite shareholder approval or satisfy (or obtain the waiver of) its closing conditions. If the Reorganization is not consummated, the Target Fund s Board may take such actions as it deems in the best interests of the Fund, including continuing to operate the Target Fund as a stand-alone fund.

The following documents have been filed with the SEC and are incorporated into this Joint Proxy Statement/Prospectus by reference:

(1) the Statement of Additional Information relating to the proposed Reorganization, dated [ ], 2017 (the Reorganization SAI );

(2) the audited financial statements and related independent registered public accounting firm s report for the Acquiring Fund and the financial highlights for the Acquiring Fund contained in the Acquiring Fund s Annual Report for the fiscal year ended December 31, 2016 (File No. 811-22658);

(3) the audited financial statements and related independent registered public accounting firm s report for the Target Fund and the financial highlights for the Target Fund contained in the Target Fund s Annual Report for the fiscal year ended May 31, 2016 (File No. 811-22936); and

(4) the unaudited financial statements for the Target Fund contained in the Target Fund s Semi-Annual Report for the fiscal period ended November 30, 2016 (File No. 811-22936).

No other parts of the Funds Annual or Semi-Annual Reports are incorporated by reference herein.

Copies of the foregoing may be obtained without charge by calling (800) 257-8787 or writing the Funds at 333 West Wacker Drive, Chicago, Illinois 60606. If you wish to request a copy of the Reorganization SAI, please ask for the Reorganization SAI. In addition, each Fund will furnish, without charge, a copy of its most recent Annual Report or Semi-Annual Report to a shareholder upon request. Any such request should be directed to the applicable Fund by calling (800) 257-8787 or by writing the applicable Fund at 333 West Wacker Drive, Chicago, Illinois 60606.

The Funds are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act ), and the Investment Company Act of 1940, as amended (the 1940 Act ), and in accordance therewith file reports and other information with the SEC. Reports, proxy statements, registration statements and other information filed by the Funds, including the Registration Statement on Form N-14 relating to the common shares of the Acquiring Fund of which this Joint Proxy Statement/Prospectus is a part, may be inspected without charge and copied (for a duplication fee at prescribed rates) at the SEC s public reference room at 100 F Street, N.E., Washington, D.C. 20549 or at the SEC s New York Regional Office (Brookfield Place, 200 Vesey Street, Suite 400, New York, New York 10281) or Chicago Regional Office (175 West Jackson Boulevard, Suite 900, Chicago, Illinois 60604). You may call the SEC at (202) 551-8090 for information about the operation of the public reference room. You may obtain copies of this information, with payment of a duplication fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the SEC s Public Reference Branch, Office of Consumer Affairs and Information Services, Securities and Exchange Commission, Washington, D.C. 20549. You may also access reports and other information about the Funds on the EDGAR database on the SEC s Internet site at http://www.sec.gov.

The common shares of the Acquiring Fund and the Target Fund are listed on the NYSE. Upon the closing of the Reorganization, it is expected that the common shares of the Acquiring Fund will continue to be listed on the NYSE. Reports, proxy statements and other information concerning the Funds can be inspected at the offices of the NYSE, 11 Wall Street, New York, New York 10005.

This Joint Proxy Statement/Prospectus serves as a prospectus of the Acquiring Fund in connection with the issuance of the Acquiring Fund common shares in connection with the Reorganization. In this connection, no person has been authorized to give any information or make any representation not contained in this Joint Proxy Statement/Prospectus and, if so given or made, such information or representation must not be relied upon as having been authorized. This Joint Proxy Statement/Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which, or to any person to whom, it is unlawful to make such offer or solicitation.

**JOINT PROXY STATEMENT/PROSPECTUS**

**[ ], 2017**

**DIVERSIFIED REAL ASSET INCOME FUND (DRA)**

**AND**

**NUVEEN REAL ASSET INCOME AND GROWTH FUND (JRI)**

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**PROPOSAL NO. 1 REORGANIZATION OF THE TARGET FUND INTO**

**THE ACQUIRING FUND**

**(SHAREHOLDERS OF THE TARGET FUND ONLY)**

## A. SYNOPSIS

The following is a summary of certain information contained elsewhere in this Joint Proxy Statement/Prospectus with respect to the proposed Reorganization. More complete information is contained elsewhere in this Joint Proxy Statement/Prospectus and in the Reorganization SAI and the appendices hereto and thereto. Shareholders should read the entire Joint Proxy Statement/Prospectus carefully.

**Background and Reasons for the Reorganization**

The Target Fund s Board has determined that the Reorganization is in the best interests of the Target Fund. The Acquiring Fund s Board has determined that the Reorganization is in the best interests of the Acquiring Fund. Each Fund s Board considered the Reorganization as part of an ongoing initiative to rationalize the product offerings of Nuveen funds and eliminate overlapping products. The Acquiring Fund and the Target Fund have the same investment adviser and sub-adviser, the same investment objective, substantially similar investment policies and risks and substantially identical portfolio compositions (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests).

Based on information provided by Nuveen Fund Advisors, LLC ( Nuveen Fund Advisors or the Adviser ), the investment adviser to each Fund, the Reorganization is intended to benefit Fund shareholders in a number of ways, including, among other things:

- Fee and expense savings for each Fund, following the recoupment of Reorganization-related expenses borne by the Fund, through economies of scale and cost savings from Nuveen s scaled governance platform, which may result in higher common share net earnings that, in turn, may support higher distribution rates over time;

- Improved secondary market trading for common shares as a result of the combined fund s greater share volume, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements and, over time, narrower trading discounts relative to net asset value; and

- Increased portfolio and leverage management flexibility due to the larger asset base of the combined fund.

In order for the Reorganization to occur, the requisite shareholder approval must be obtained at each Fund s Annual Meeting. Because the closing of the Reorganization is contingent upon each of the Target Fund and the Acquiring Fund obtaining such shareholder approval and satisfying (or obtaining the waiver of) other closing conditions, it is possible that the Reorganization will not occur, even if shareholders of your Fund entitled to vote on your Fund s Reorganization proposal approve such proposal and your Fund satisfies all of its closing conditions, if the other Fund does not obtain its requisite shareholder approval or satisfy (or obtain the waiver of) its closing conditions. If the Reorganization is not consummated, each Fund s Board may take such actions as it deems in the best interests of its Fund, including continuing to operate the Fund as a stand-alone fund. For a fuller discussion of the Target Fund Board s considerations regarding the approval of the Reorganization, see C. Information About the Reorganization Target Fund Board s Reasons for the Reorganization.

**Material Federal Income Tax Consequences of the Reorganization**

As a condition to closing, each Fund will receive an opinion of Vedder Price P.C., subject to certain representations, assumptions and conditions, substantially to the effect that the proposed Reorganization will qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code ). Accordingly, the Target Fund is not expected to recognize gain or loss for federal income tax purposes as a direct result of the Reorganization. It is also expected that shareholders of the Target Fund who receive Acquiring Fund common shares pursuant to the Reorganization will recognize no gain or loss for federal income tax purposes as a result of such exchange, except to the extent a shareholder of the Target Fund receives cash in lieu of a fractional Acquiring Fund common share. Prior to the closing of the Reorganization, the Target Fund expects to declare a distribution of all of its net investment income and net capital gains, if any. All or a portion of such a distribution may be taxable to the Target Fund s shareholders for federal income tax purposes. To the extent that portfolio securities of the Target Fund are sold prior to the closing of the Reorganization, the Target Fund may realize gains or losses, which may increase or decrease the net capital gains or net investment income to be distributed by the Target Fund. However, since the Target Fund s current portfolio composition is substantially identical to that of the Acquiring Fund (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests), it is not currently expected that any significant portfolio sales will occur solely in connection with the Reorganization (such sales are expected to be less than 5% of the assets of the Target Fund). See C. Information About the Reorganization Material Federal Income Tax Consequences of the Reorganization.

**Comparison of the Acquiring Fund and the Target Fund**

*General*. The Acquiring Fund and the Target Fund are diversified, closed-end management investment companies. Set forth below is certain comparative information about the organization, capitalization and operation of each Fund.

**Organization**

| Fund | Organization Date | State of Organization | Entity Type |
|---|---|---|---|
| Acquiring Fund | January 10, 2012 | Massachusetts | business trust |
| Target Fund | January 21, 2014 | Massachusetts | business trust |

**Capitalization Shares**

| Fund | Authorized Common Shares | Common Shares Outstanding(1) | Par Value Per Common Share | Preemptive, Conversion or Exchange Rights | Rights to Cumulative Voting | Exchange on which Shares are Listed | Authorized Preferred Shares | Preferred Shares Outstanding |
|---|---|---|---|---|---|---|---|---|
| Acquiring Fund | unlimited | [ ] | $0.01 | none | none | NYSE | unlimited | none |
| Target Fund | unlimited | [ ] | $0.01 | none | none | NYSE | unlimited | none |

(1) As of [ ], 2017.

Each Fund s common shares are listed for trading on the NYSE, where such shares may be purchased and sold through broker-dealers at prevailing market prices, which may be greater than (premium) or less than (discount) net asset value. As closed-end investment companies, the common shares of the Funds are not redeemable.

The Funds also have similar dividend policies with respect to the payment of dividends on their common shares. See C. Information About the Reorganization Description of Common Shares to Be Issued by the Acquiring Fund; Comparison to Target Fund Distributions.

*Investment Objectives and Policies*. The Funds have the same investment objective and substantially similar investment policies and risks. The investment objective of each Fund is to provide a high level of current income and long-term capital appreciation. Each Fund seeks to achieve its investment objective by investing in real asset related companies located anywhere in the world, with a focus on infrastructure and real estate companies securities. Real assets and real asset related investments are any tangible assets, as distinguished from financial assets, and generally include real estate, infrastructure and natural resources. For the Target Fund, real asset related investments also may include whole loans, loan participations and other mortgage-related interests. The investment portfolios of the Acquiring Fund and the Target Fund are substantially identical except for the Target Fund s investments in whole loans and unsecured mortgage-related interests, which comprise six positions with an aggregate market value of approximately $18 million as of March 10, 2017. The Acquiring Fund currently has no holdings of such investments. In connection with the Reorganization, it is expected that the Acquiring Fund will acquire whole loans and unsecured mortgage-related interests from the Target Fund and that the Acquiring Fund will continue to hold such investments following the Reorganization pursuant to its current investment policies. Such investments are expected to represent approximately 2.7% of the Acquiring Fund s investment portfolio immediately following the Reorganization.

Each Fund actively manages its portfolio allocation among real asset sectors with flexibility to invest across the capital structure in any type of equity and debt securities offered by a particular company. Each Fund seeks to invest in income-producing securities that provide an attractive balance of high current yield and long-term capital appreciation potential.

Under normal conditions, the Target Fund will invest at least 80% of its Managed Assets (as defined below) in securities or other instruments that provide investment exposure to real assets. Real assets are any tangible assets, as distinguished from financial assets, and generally include real estate, infrastructure and natural resources. Real asset related investments are: (i) whole loans, loan participations and other mortgage-related interests; (ii) securities of companies that are in the energy, telecommunications, utilities or materials sectors; (iii) securities of companies in the real estate or transportation industry groups; (iv) securities of companies that, if not in one of these sectors or industry groups (a) derive at least 50% of their revenues or profits from the ownership, management, operation, development, construction, financing or sale of real assets or (b) have at least 50% of the fair market value of their assets invested in real assets or (v) pooled investment vehicles that invest primarily in the foregoing companies or that are otherwise designed primarily to provide investment exposure to real assets.

Under normal market conditions, the Acquiring Fund will invest at least 80% of its Managed Assets in equity and debt securities issued by real asset related companies located anywhere in the world. Real asset related companies are defined as: (i) companies that are in the energy, telecommunications, utilities or materials sectors; (ii) companies in the real estate or transportation industry groups; (iii) companies that, if not in one of these sectors or industry groups (a) derive at least 50% of their revenues or profits from the ownership, management, operation, development, construction, financing or sale of real assets or (b) have at least 50% of the fair market value of their assets invested in real assets; or (iv) pooled investment vehicles that primarily invest in the foregoing companies or that are otherwise designed primarily to provide investment exposure to real assets.

To the extent a Fund employs leverage, the Fund s total assets attributable to the principal amount of any borrowings, reverse repurchase agreements and any preferred shares or other senior securities issued by the Fund that may be outstanding, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage) are referred to as Managed Assets.

Each Fund invests in both equity securities and debt securities. Equity securities include common stocks, preferred stocks, convertible securities, hybrid securities, warrants, rights, depositary receipts, exchange traded notes ( ETNs ), shares of other registered investment companies (including exchange-traded funds ( ETFs )), equity securities issued by real estate investment trusts ( REITs ) and equity interests in master limited partnerships ( MLPs ). Debt securities in which the Funds may invest include corporate debt instruments, mortgage-backed securities ( MBS ), commercial mortgage-backed securities ( CMBS ) and debt securities issued by MLPs and REITs. Each Fund may invest in debt securities that are, at the time of investment, rated below investment grade or unrated but judged by the portfolio managers to be of comparable quality. Such debt securities are regarded as having predominantly speculative characteristics with respect to an issuer s capacity to pay interest and repay principal, and are commonly referred to as junk bonds or high yield debt. These characteristics imply higher price volatility and default risk than investment grade securities of comparable quality and duration. MBS and CMBS in which a Fund invests will be rated BB-/Ba3 or higher at the time of investment, or unrated but judged to be of comparable quality by the Fund s portfolio managers. Each Fund does not currently invest in any asset-backed securities ( ABS ); however, to the extent that a Fund does invest in ABS, such ABS will be offered by an issuer of real estate and/or infrastructure securities.

Each Fund may invest in companies located anywhere in the world. Each Fund s non-U.S. investments may be denominated in non-U.S. currencies without limit. Generally, the Funds will not hedge such non-U.S. currencies exposures, unless for defensive purposes, Nuveen Asset Management, LLC ( Nuveen Asset Management or the Sub-Adviser ), the sub-adviser to each Fund, determines that it is in the best interests of shareholders to hedge non-U.S. currency exposure or increase allocations to U.S. securities. Each Fund may invest up to 75% of its Managed Assets in securities of non-U.S. issuers through the direct investment in securities of non-U.S. companies and through depositary receipts. Under normal conditions, the Acquiring Fund will invest at least 25% of its Managed Assets in the securities of non-U.S. issuers, while the Target Fund is not subject to any such minimum investment. Non-U.S. issuers are those (i) whose securities are traded principally on a stock exchange or over-the-counter ( OTC ) in a non-U.S. country, (ii) that are organized under the laws of and have a principal office(s) in a non-U.S. country or (iii) that have at least 50% of their revenues, profits or assets in non-U.S. countries.

Under normal market conditions, no more than 40% of the Acquiring Fund s Managed Assets may be invested in debt securities, at the time of investment, while the Target Fund is not subject to a percentage limitation on investment in debt securities.

Under normal conditions, all of the debt securities of each Fund may be rated lower than investment grade quality (BB+/Ba1 or lower), and no more than 10% of each Fund s Managed Assets may be invested in debt securities rated CCC+/Caa1 or lower (except that this limitation does not apply to the Target Fund with respect to its investments in whole loans, mortgage participations and other mortgage-related instruments).

Individual security ratings are based on information from Moody s Investors Service, Inc. ( Moody s ), Standard & Poor s Ratings Services ( S&P ) and/or Fitch Ratings Inc. ( Fitch ). For purposes of investment rating limitations in this Joint Proxy Statement/Prospectus, a security is considered to have the highest rating assigned to it by a nationally recognized statistical rating agency ( NRSRO ). In the case of an unrated security, it is considered to have the same rating as rated securities judged by the portfolio managers to be of comparable quality. Investment rating limitations are considered to apply only at the time of investment and will not be considered violated unless an excess or deficiency occurs or exists immediately after, and as a result of, an acquisition of securities.

Each Fund may invest up to 10% of its total assets in securities of other open- or closed-end investment companies (including ETFs) that invest primarily in securities of the types in which the Fund may invest directly.

Unlike the Acquiring Fund, the investment portfolio of the Target Fund contains whole loans. Whole loans are entire ownership interests in mortgage loans or installment sales contracts on residential property, including multifamily and/or single family residences. An installment sales contract is an agreement by a seller to deliver a deed to property when certain conditions have been met, such as the completion of payment by the purchaser. Payments typically include an initial down payment with the balance being paid in installments over a period of time. Mortgage participations are fractional interests in mortgage loans or installment sales contracts on residential property, including multifamily and/or single family residences. Payments of principal and interest on each underlying mortgage loan or installment sales contract are made by the borrower to the mortgage servicer who in turn is responsible for remitting to each mortgage participation holder its proportionate share of such payments in accordance with each holder s percentage interest in the underlying mortgage or installment sales contract.

Each Fund employs, to a limited extent, an integrated and dynamic option writing strategy focused on securities issued by real asset related companies (the Options Strategy ) that seeks to enhance the Fund s risk-adjusted total returns over time.

Each Fund may enter into derivative instruments to manage market or business risk, enhance return, hedge certain risk of its investments in fixed income securities or as a substitute for a position in the underlying asset. Such instruments include financial futures contracts, swap contracts (including credit default swaps and interest rate swaps), options on financial futures, options on swap contracts or other derivative instruments.

Each Fund may borrow money for the repurchase of its shares or for temporary or emergency purposes, such as for the payment of dividends or the settlement of portfolio transactions.

Each Fund is diversified for purposes of the 1940 Act. Consequently, as to 75% of its assets, a Fund may not invest more than 5% of its total assets in the securities of any single issuer (and in not more than 10% of the outstanding voting securities of an issuer), except that this limitation does not apply to cash, securities of the U.S. Government, its agencies and instrumentalities, and securities of other investment companies.

During temporary defensive periods or in order to keep cash fully invested, the Funds may deviate from their investment policies and objective. During such periods, a Fund may invest up to 100% of its Managed Assets in short-term investments, including high quality, short-term securities or may invest in short-, intermediate-, or long-term U.S. Treasury Bonds. There can be no assurance that such strategies will be successful.

Each of the foregoing investment policies of the Funds, including each Fund s investment objective and policy of investing at least 80% of its Managed Assets in certain investments, is a non-fundamental investment policy that can be changed by the Fund s Board without a shareholder vote. However, each Fund s investment objective and 80% policy may be changed by the Board only following the provision of 60 days prior notice to shareholders.

The Funds have the same fundamental investment restrictions, except that (i) the Target Fund s fundamental investment restriction relating to the purchase or holding of, or dealing in, real estate expressly provides that whole loans, mortgage participations and other mortgage-related instruments do not constitute real estate or interests in real estate for purposes of that restriction, and (ii) the Acquiring Fund, but not the Target Fund, has a fundamental investment restriction prohibiting investment in collateralized debt obligations or collateralized loan obligations. (As a non-fundamental investment policy, the Target Fund, under normal conditions, will not invest in collateralized debt obligations or collateralized loan obligations.) See Investment Restrictions in the Reorganization SAI.

The Funds cannot change their fundamental investment restrictions without the approval of the holders of a majority of the outstanding shares. When used with respect to particular shares of a Fund, a majority of the outstanding shares means (i) 67% or more of the shares present at a meeting, if the holders of more than 50% of the shares are present or represented by proxy or (ii) more than 50% of the shares, whichever is less. All of the Funds other investment policies, including as noted above, are non-fundamental and can be changed by the Board without a vote of the shareholders.

*Portfolio Turnover*. Each of the Funds may engage in portfolio trading when considered appropriate, but short-term trading is not used as a primary means of achieving a Fund s investment objective. Although the Funds cannot accurately predict their annual portfolio turnover rates, the annual portfolio turnover rate of each Fund is generally not expected to exceed 200% under normal circumstances. However, there are no limits on the Funds rates of portfolio turnover, and investments may be sold without regard to length of time held when, in the Sub-Adviser s opinion, investment considerations warrant such action.

For the fiscal year ended December 31, 2016, the portfolio turnover rate of the Acquiring Fund was 107%. For the fiscal year ended May 31, 2016, the portfolio turnover rate of the Target Fund was 87%.

*Leverage*. Each Fund may obtain leverage through either borrowings, issuance of preferred shares, reverse repurchase agreements or certain derivative or other portfolio techniques that have the economic effect of leverage by creating additional investment exposure. Currently, each Fund employs financial leverage through bank borrowings. In addition, the Target Fund obtains effective leverage through the use of total return swaps.

Certain important ratios related to each Fund s use of leverage as of each Fund s last three fiscal year ends (where applicable) are set forth below:

| | Fiscal Year Ended December 31 | | |
|---|---|---|---|
| **Acquiring Fund** | **2016** | **2015** | **2014** |
| Asset Coverage Ratio(1) | 340.79% | 326.52% | 338.09% |
| Regulatory Leverage Ratio(2) | 29.34% | 30.63% | 29.58% |
| Effective Leverage Ratio(3) | 29.34% | 30.63% | 29.58% |

| | Fiscal Year Ended May 31 | |
|---|---|---|
| **Target Fund** | **2016** | **2015** |
| Asset Coverage Ratio(1) | 346.40% | 340.49% |
| Regulatory Leverage Ratio(2) | 28.87% | 29.37% |
| Effective Leverage Ratio(3) | 28.87% | 29.37% |

(1) A Fund s asset coverage ratio is defined under the 1940 Act as the ratio that the value of the total assets of the Fund, less all liabilities and indebtedness not represented by senior securities representing indebtedness, bears to the aggregate amount of senior securities representing indebtedness issued by the Fund.

(2) Regulatory leverage consists of borrowings of a Fund. Regulatory leverage is sometimes referred to as 1940 Act Leverage and is subject to asset coverage limits set forth in the 1940 Act.

(3) Effective leverage is a Fund s effective economic leverage, and includes both regulatory leverage and the leverage effects of certain derivative investments in the Fund s portfolio. Currently, the leverage effects of the Target Fund s use of total return swaps, in addition to any regulatory leverage, are included in effective leverage ratios.

The timing, amount and terms of any leverage are determined by a Fund s Board, and may vary with prevailing market or economic conditions. Changes in the timing, amount or terms of leverage may impact the fees and expenses of the Funds.

*Board Members and Officers*. The Funds have different Board Members. The management of each Fund, including general oversight of the duties performed by the investment adviser under an investment management agreement between the investment adviser and such Fund (each, an Investment Management Agreement ), is the responsibility of its Board. The Target Fund has four (4) Board Members, all of whom are not interested persons , as defined in the 1940 Act. The Acquiring Fund has twelve (12) Board Members, two (2) of whom are interested persons, as defined in the 1940 Act, and ten (10) of whom are not interested persons. The names and business addresses of the Board Members of the Funds and their principal occupations and other affiliations during the past five years are set forth under Proposal No. 3 The Election of Board Members for the Board Members of the Target Fund and Proposal No. 4 The Election of Board Members for the Board Members of the Acquiring Fund.

Pursuant to the Target Fund s by-laws, each member of the Target Fund s Board serves a single year term and stands for election each year.

Pursuant to the Acquiring Fund s by-laws, the Acquiring Fund s Board is divided into three classes (Class I, Class II and Class III) with staggered multi-year terms, such that only the members of one of the three classes stand for election each year. The staggered board structure could delay for up to two years the election of a majority of the Board of the Acquiring Fund. The board structure of the Acquiring Fund will remain in place following the closing of the Reorganization.

All individuals who serve as officers of the Acquiring Fund also serve as officers of the Target Fund; however, there are four individuals who serve as officers of the Target Fund but who do not serve as officers of the Acquiring Fund. Information regarding the officers of the Funds is set forth under Proposal No. 3 The Election of Board Members Fund Officers for the officers of the Target Fund and Proposal No. 4 The Election of Board Members Fund Officers for the officers of the Acquiring Fund.

*Investment Adviser*. Nuveen Fund Advisors, the Funds investment adviser, offers advisory and investment management services to a broad range of investment company clients. Nuveen Fund Advisors has overall responsibility for management of the Funds, oversees the management of the Funds portfolios, manages the Funds business affairs and provides certain clerical, bookkeeping and other administrative services. Nuveen Fund Advisors is located at 333 West Wacker Drive, Chicago, Illinois 60606.

Nuveen Fund Advisors, a registered investment adviser, is a subsidiary of Nuveen, LLC ( Nuveen ), the investment management arm of Teachers Insurance and Annuity Association of America ( TIAA ). TIAA is a life insurance company founded in 1918 by the Carnegie Foundation for the Advancement of Teaching and is the companion organization of College Retirement Equities Fund. As of December 31, 2016, Nuveen managed approximately $882 billion in assets, of which approximately $126 billion was managed by Nuveen Fund Advisors.

Nuveen Fund Advisors has selected its wholly owned subsidiary, Nuveen Asset Management, located at 333 West Wacker Drive, Chicago, Illinois 60606, to serve as a sub-adviser to each of the Funds pursuant to a sub-advisory agreement between Nuveen Fund Advisors and Nuveen Asset Management (each, a Sub-Advisory Agreement ). Nuveen Asset Management, a registered investment adviser, oversees day-to-day operations and manages the investment of the Funds assets on a discretionary basis, subject to the supervision of Nuveen Fund Advisors. Pursuant to each Sub-Advisory Agreement, Nuveen Asset Management is compensated for the services it provides to the Funds with a portion of the management fee Nuveen Fund Advisors receives from each Fund. Nuveen Fund Advisors and Nuveen Asset Management retain the right to reallocate investment advisory responsibilities and fees between themselves in the future.

Unless earlier terminated as described below, the Target Fund s Investment Management Agreement with Nuveen Fund Advisors will remain in effect until July 1, 2017 and the Acquiring Fund s Investment Management Agreement with Nuveen Fund Advisors will remain in effect until August 1, 2017. Each Investment Management Agreement continues in effect from year to year so long as such continuation is approved at least annually by: (1) the Board or the vote of a majority of the outstanding voting securities of the Fund; and (2) a majority of the Board Members who are not interested persons of any party to the Investment Management Agreement, cast in person at a meeting called for the purpose of voting on such approval. Each Investment Management Agreement may be terminated at any time, without penalty, by either the Fund or Nuveen Fund Advisors upon 60 days written notice and is automatically terminated in the event of its assignment, as defined in the 1940 Act.

Pursuant to each Investment Management Agreement, each Fund has agreed to pay an annual management fee for the overall advisory and administrative services and general office facilities provided by Nuveen Fund Advisors. Each Fund s management fee consists of two components a complex-level fee, based on the aggregate amount of all eligible fund assets managed by Nuveen Fund Advisors, and a specific fund-level fee, based only on the amount of assets within such Fund. This pricing structure enables the Funds shareholders to benefit from growth in assets within each individual Fund as well as from growth of complex-wide assets managed by Nuveen Fund Advisors.

For the fiscal year ended May 31, 2016, the effective management fee rate of the Target Fund, expressed as a percentage of average total daily managed assets (including assets attributable to leverage), was 0.95%. For the fiscal year ended December 31, 2016, the effective management fee rate of the Acquiring Fund, expressed as a percentage of average total daily managed assets (including assets attributable to leverage), was 0.96%.

The current annual fund-level fee rate for each Fund, payable monthly, is calculated according to the following schedules:

**Fund-Level Fee Schedule for the Target Fund**

| **Average Total Daily Managed Assets[(1)]** | **Rate** |
|---|---|
| For the first $125 million | 0.8000% |
| For the next $125 million | 0.7875% |
| For the next $250 million | 0.7750% |
| For the next $500 million | 0.7625% |
| Over $1 billion | 0.7500% |

**Current Fund-Level Fee Schedule for the Acquiring Fund**

| **Average Total Daily Managed Assets**[1] | **Rate** |
|---|---|
| For the first $500 million | 0.8000% |
| For the next $500 million | 0.7750% |
| For the next $500 million | 0.7500% |
| For the next $500 million | 0.7250% |
| Over $2 billion | 0.7000% |

In connection with the closing of the Reorganization, the Acquiring Fund will adopt a revised fund-level management fee schedule that will result in a lower effective management fee rate at current asset levels. Following the closing of the Reorganization, the annual fund-level fee rate for the Acquiring Fund, payable monthly, will be calculated according to the following schedule:

**Post-Reorganization Fund-Level Fee Schedule for the Acquiring Fund**

| **Average Total Daily Managed Assets**[1] | **Rate** |
|---|---|
| For the first $125 million | 0.8000% |
| For the next $125 million | 0.7875% |
| For the next $250 million | 0.7750% |
| For the next $500 million | 0.7625% |
| For the next $500 million | 0.7500% |
| For the next $500 million | 0.7250% |
| Over $2 billion | 0.7000% |

The management fee compensates the Adviser for overall investment advisory and administrative services and general office facilities. Each Fund pays all of its other costs and expenses of its operations, including compensation of its Board Members (other than those affiliated with the Adviser), custodian, transfer agency and dividend disbursing expenses, legal fees, expenses of independent auditors, expenses of repurchasing shares, expenses of issuing any preferred shares, expenses of preparing, printing and distributing shareholder reports, notices, proxy statements and reports to governmental agencies, listing fees and taxes, if any.

By applying the Acquiring Fund s post-Reorganization management fee schedule to the larger asset base of the combined fund, the pro forma effective management fee rate payable by the Acquiring Fund following the Reorganization, expressed as a percentage of net assets as of December 31, 2016, is estimated to be approximately 3 basis points (0.03%) lower than the effective management fee rate payable by each Fund before the Reorganization.

Each Fund also pays a complex-level fee to Nuveen Fund Advisors, which is payable monthly and is in addition to the fund-level fee. The complex-level fee is based on the aggregate daily amount of eligible assets for all Nuveen sponsored funds in the United States, as stated in the table below. As of December 31, 2016, the complex-level fee rate for each Fund was 0.1625%.

The annual complex-level fee for each Fund, payable monthly, is calculated according to the following schedule:

| Complex-Level Asset Breakpoint Level(2) | Effective Rate at Breakpoint Level |
|---|---|
| $55 billion | 0.2000% |
| $56 billion | 0.1996% |
| $57 billion | 0.1989% |
| $60 billion | 0.1961% |
| $63 billion | 0.1931% |
| $66 billion | 0.1900% |
| $71 billion | 0.1851% |
| $76 billion | 0.1806% |
| $80 billion | 0.1773% |
| $91 billion | 0.1691% |
| $125 billion | 0.1599% |
| $200 billion | 0.1505% |
| $250 billion | 0.1469% |
| $300 billion | 0.1445% |

(1) For this purpose, managed assets means the total assets of the Fund, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage).

(2) The complex-level fee is calculated based upon the aggregate daily eligible assets of all Nuveen Funds. Eligible assets do not include assets attributable to investments in other Nuveen Funds or assets in excess of $2 billion added to the Nuveen fund complex in connection with Nuveen Fund Advisors assumption of the management of the former First American Funds effective January 1, 2011. With respect to closed-end funds, eligible assets include assets managed by Nuveen Fund Advisors that are attributable to financial leverage, but does not include the notional value of the Target Fund s total return swaps. For these purposes, financial leverage includes the use of preferred stock and borrowings and certain investments in the residual interest certificates (also called inverse floating rate securities) in tender option bond (TOB) trusts, including the portion of assets held by a TOB trust that has been effectively financed by issuance of floating rate securities, subject to an agreement by Nuveen Fund Advisors as to certain funds to limit the amount of such assets for determining eligible assets in certain circumstances.

For the services provided pursuant to each Fund s Sub-Advisory Agreement, Nuveen Fund Advisors pays Nuveen Asset Management a portfolio management fee equal to 50% of the management fee, net of any expense reimbursement and supplemental platform service.

*Portfolio Management*. As each Fund s sub-adviser, Nuveen Asset Management is responsible for the investment of each Fund s Managed Assets. Jay L. Rosenberg, Jeffrey T. Schmitz, CFA, Brenda A. Langenfeld, CFA, Tryg T. Sarsland and John G. Wenker serve as portfolio managers to the Target Fund. Mr. Rosenberg, Mr. Schmitz, Ms. Langenfeld and Mr. Sarsland serve as portfolio managers of the Acquiring Fund and will continue to be responsible for the day-to-day management of the Acquiring Fund s portfolio following the consummation of the Reorganization.

Jay L. Rosenberg is a Managing Director at Nuveen Asset Management and a portfolio manager for the Target Fund and the Acquiring Fund. He entered the financial services industry in 1995 and joined FAF Advisors, Inc. in 2005 and was named Lead Portfolio Manager of the Real Estate Securities strategy in 2006. He joined Nuveen Asset Management as Managing Director and Lead Portfolio Manager of the Real Estate Securities and Global Infrastructure strategies on January 1, 2011 in connection with the firm s acquisition of a portion of FAF s asset management business. In September 2011, he was named Lead Portfolio Manager of the Real Asset Income strategy and in May 2014, he was named Head of Investments for Real Assets.

Jeffrey T. Schmitz, CFA, is a Vice President at Nuveen Asset Management and a portfolio manager for the Target Fund and the Acquiring Fund. He entered the financial services industry in 1987 and joined FAF in 2006 as Senior Credit Analyst. He joined Nuveen Asset Management on January 1, 2011 as Vice President and Co-Portfolio Manager of the High Yield Bond strategy in connection with the firm s acquisition of a portion of FAF s asset management business. In September 2011, he was named Co-Portfolio Manager of the Real Asset Income strategy.

Brenda A. Langenfeld, CFA, is a Vice President at Nuveen Asset Management and a portfolio manager for the Target Fund and the Acquiring Fund. She started working in the financial services industry with FAF Advisors, Inc. in 2004. Previously, Ms. Langenfeld was a member of the High Grade Credit Sector Team, responsible for trading corporate bonds, and prior to that, she was a member of the Securitized Debt Sector Team, trading mortgage-backed securities, asset-backed securities and commercial mortgage-backed securities.

Tryg T. Sarsland is a Senior Vice President at Nuveen Asset Management and a portfolio manager for the Target Fund and the Acquiring Fund. He entered the financial services industry in 2000 and joined Nuveen Asset Management as Vice President and Portfolio Manager Associate in 2011. In December 2012, he was named Co-Portfolio Manager of the Global Infrastructure strategy. In March 2014, he was named Senior Vice President and in April 2016, he was named Co-Portfolio Manager of the Real Asset Income strategy.

John G. Wenker is a Managing Director, Head of Real Assets, and a portfolio manager for the Target Fund. Mr. Wenker serves in a strategic role as head of real assets, which includes the firm s equity and debt real estate products and its global infrastructure strategy. He is the lead manager of the firm s Real Estate Debt product and co-lead manager of the Real Estate Securities strategy, which invests primarily in equity REITs. Mr. Wenker started working in the financial services industry in 1983 as a mortgage banker at Norwest Mortgage and then as a public finance investment banker focused on housing and government projects for Miller & Schroeder Financial. He also worked for the Minneapolis Community Development Agency managing several of its finance departments including the commercial real estate and housing revenue bond programs. Mr. Wenker joined FAF in 1992 as a portfolio manager for four real estate debt closed-end funds. He joined Nuveen Asset Management in January 2011.

The Reorganization SAI provides additional information about the portfolio managers compensation, other accounts managed and ownership of securities in the Funds, as applicable.

**Comparative Risk Information**

Because the Funds have the same investment objective, substantially similar investment policies and substantially identical portfolio compositions (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests), the Funds are subject to similar risks. However, because the Target Fund has historically invested in whole loans, there are certain differences. The risks associated with an investment in each Fund include:

*Investment, Market and Price Risk*. An investment in each Fund s common shares is subject to investment risk, including the possible loss of the entire principal amount that you invest. Your investment in common shares represents an indirect investment in the securities owned by a Fund. Shares of closed-end investment companies, like the Funds, frequently trade at a discount to their net asset values. Your common shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions.

*Leverage Risk*. Each Fund s use of leverage creates the possibility of higher volatility for the Fund s per share net asset value, market price, and distributions. Leverage risk can be introduced through regulatory leverage (issuing preferred shares or debt borrowings at the Fund level) or through certain derivative investments held in the Fund s portfolio. Leverage typically magnifies the total return of a Fund s portfolio, whether that return is positive or negative. The use of leverage creates an opportunity for increased share net income, but there is no assurance that a Fund s leveraging strategy will be successful.

*Infrastructure and Real Estate Concentration Risk*. Each Fund s investments are concentrated in issuers of infrastructure and real estate securities. Because each Fund is concentrated in such securities, it may be subject to more risks than if it were broadly diversified across the economy. General changes in market sentiment towards infrastructure and real estate companies may adversely affect a Fund, and the performance of infrastructure and real estate issuers may lag behind the broader market as a whole. Also, each Fund s concentration in infrastructure and real estate may subject the Fund to a variety of risks associated with such companies.

*Real Estate Related Securities Risk*. Real estate related securities, including REIT securities, derive their values from real property values and incomes from real property, and real property values and incomes may decline. These securities have been subject to substantial fluctuations and declines in the past and may continue to be in the future.

*Common Stock Risk*. Common stock returns often have experienced significant volatility.

*Preferred Stock Risk*. Preferred stocks are subordinated to bonds and other debt instruments in a company s capital structure, and therefore are subject to greater credit risk.

*Non-U.S. Securities Risk; Emerging Markets Risk; Foreign Currency Risk*. Investments in non-U.S. securities involve special risks not typically associated with domestic investments including currency risk and adverse political, social and economic development. These risks often are magnified in emerging markets.

*Mortgage-Backed Securities Risk.* Investing in mortgage-backed securities entails various risks, including credit risks inherent in the underlying collateral, the risk that the servicer fails to perform its duties, liquidity risks, interest rate risks, structure risks, and geographical concentration risks.

*Whole Loans and Mortgage Participations Risk*. Investing in whole loans and mortgage participations subjects a Fund to the credit risks of the individual borrowers, and these instruments are generally not backed by any government guarantee or private credit enhancement. The Target Fund s investment portfolio includes whole loans and unsecured mortgage-related interests, while the Acquiring Fund currently has no holdings of such investments. However, in connection with the Reorganization, it is expected that the Acquiring Fund will acquire whole loans and unsecured mortgage-related interests from the Target Fund and that the Acquiring Fund will continue to hold such investments following the Reorganization pursuant to its current investment policies.

*Fixed-Income Securities Risk (Interest Rate Risk, Issuer Credit Risk, Call Risk)*. Fixed-income securities such as bonds and preferred, convertible and other debt securities will decline in value if market interest rates rise. Issuer credit risk is the risk that a security in a Fund s portfolio will fail to make principal or interest payments when due. Call risk is the risk that issuers may exercise their option to prepay principal earlier than scheduled, forcing a Fund to reinvest in lower-yielding securities.

*Below Investment Grade Risk*. Investments in securities below investment grade quality are predominantly speculative and subject to greater volatility and risk of default.

*Options Strategy Risk*. The value of call options sold (written) by a Fund will fluctuate. A Fund may not participate in any appreciation of its portfolio as fully as it would if the Fund did not sell call options. In addition, the Fund will continue to bear the risk of declines in the value of its portfolio.

*Derivatives Risk*. Derivative instruments, such as calls, puts, warrants, swaps and forwards, carry risks different from, and possibly greater than, the risks associated with the underlying investments.

The principal risks of investing in the Funds are described in more detail below. See B. Risk Factors on page 15 for additional information regarding risks.

**Comparative Expense Information**

The purpose of the Comparative Fee Table is to assist you in understanding the various costs and expenses of investing in common shares of the Funds. The information in the table reflects the fees and expenses for the Acquiring Fund s fiscal year ended December 31, 2016, the Target Fund s fiscal year ended May 31, 2016 and the pro forma expenses for the twelve (12) months ended December 31, 2016, for the Acquiring Fund following the Reorganization.

The figures in the Example are not necessarily indicative of past or future expenses, and actual expenses may be greater or less than those shown. The Funds actual rates of return may be greater or less than the hypothetical 5% annual return shown in the Example.

**Comparative Fee Table(1)**

| | Target Fund | Acquiring Fund | Acquiring Fund Pro Forma(2) |
|---|---|---|---|
| **Annual Expenses (as a percentage of net assets)** | | | |
| Management Fees | 1.35% | 1.35% | 1.32% |
| Interest Expense on Borrowings(3) | 0.51% | 0.56% | 0.56% |
| Other Expenses(4) | 0.32% | 0.27% | 0.16% |
| Acquired Fund Fees and Expenses | 0.01% | 0.02% | 0.02% |
| Total Annual Expenses | 2.19% | 2.20% | 2.06% |

(1) Annual Expenses (as a percentage of net assets) for the Target Fund are based on the expenses of the Target Fund for the fiscal year ended May 31, 2016. Other Expenses of the Target Fund have been restated to exclude expenses related to common share cash tender

offers incurred during the fiscal year ended May 31, 2016. Annual Expenses (as a percentage of net assets) for the Acquiring Fund are based on the expenses of the Acquiring Fund for the fiscal year ended December 31, 2016. Annual Expenses (as a percentage of net assets) for the Acquiring Fund Pro Forma are based on the expenses of the Target Fund and the Acquiring Fund for the twelve (12) months ended December 31, 2016.

(2) Pro Forma figures reflect the anticipated reduction of certain duplicative expenses eliminated as a result of the Reorganization. Pro Forma expenses do not include the expenses to be borne by the shareholders of the Funds in connection with the Reorganization, which are estimated to be $75,000 (0.04%) for the Acquiring Fund and $665,000 (0.20%) for the Target Fund. All percentages are based on average net assets for the twelve (12) months ended December 31, 2016.

(3) Interest Expense on Borrowings reflects the actual borrowing expenses incurred by the Target Fund during the twelve (12) months ended May 31, 2016 and by the Acquiring Fund during the twelve (12) months ended December 31, 2016. The timing, amount and terms of any leverage are determined by a Fund s Board, and may vary with prevailing market or economic conditions. Changes in the timing, amount or terms of leverage may impact the fees and expenses of the Acquiring Fund.

(4) Other Expenses are estimated based on actual expenses from the prior fiscal year. Other Expenses of the Target Fund have been restated to exclude expenses related to common share cash tender offers incurred during the fiscal year ended May 31, 2016.

The following examples illustrate the expenses that a shareholder would pay on a $1,000 investment that is held for the time periods provided in the table. The examples assume that all dividends and other distributions are reinvested and that Total Annual Expenses remain the same. The examples also assume a 5% annual return. The examples should not be considered a representation of future expenses, and your actual expenses may be higher or lower. However, based on the assumptions discussed above, your costs would be:

| | 1 Year | 3 Years | 5 Years | 10 Years |
|---|---|---|---|---|
| Target Fund | $ 22 | $ 69 | $ 117 | $ 252 |
| Acquiring Fund | $ 22 | $ 69 | $ 118 | $ 253 |
| Acquiring Fund Pro Forma | $ 21 | $ 65 | $ 111 | $ 239 |

**Comparative Performance Information**

Comparative total return performance for the Funds for periods ended December 31, 2016:

| | Average Annual Total Return on Net Asset Value | | Average Annual Total Return on Market Value | |
|---|---|---|---|---|
| | One Year | Since Inception | One Year | Since Inception |
| Target Fund[1] | 9.44% | 3.78% | 9.62% | 2.09% |
| Acquiring Fund[2] | 12.82% | 10.39% | 12.37% | 7.14% |

(1) Since inception returns are from September 8, 2014.

(2) Since inception returns are from April 25, 2012.

Average Annual Total Return on Net Asset Value is the combination of changes in share net asset value, reinvested dividend income at net asset value and reinvested capital gains distributions at net asset value, if any. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending net asset value. The actual reinvestment price for the last dividend declared in the period may often be based on the Fund s market price (and not its net asset value), and therefore may be different from the price used in the calculation. Average Annual Total Return on Market Value is the combination of changes in the market price per share and the effect of reinvested dividend income and reinvested capital gains distributions, if any, at the average price paid per share at the time of reinvestment. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending market price. The actual reinvestment for the last dividend declared in the period may take place over several days, and in some instances it may not be based on the market price, so the actual reinvestment price may be different from the price used in the calculation. Past performance information is not necessarily indicative of future results.

**B. RISK FACTORS**

An investment in the Acquiring Fund may not be appropriate for all investors. The Acquiring Fund is not intended to be a complete investment program and, due to the uncertainty inherent in all investments, there can be no assurance that the Acquiring Fund will achieve its investment objective. Investors should consider their long-term investment goals and financial needs when making an investment decision with respect to the Acquiring Fund. An investment in the Acquiring Fund is intended to be a long-term investment, and you should not view the Acquiring Fund as a trading vehicle. Your shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Acquiring Fund dividends and distributions, if applicable.

Because the Funds have the same investment objective, substantially similar investment policies and substantially identical portfolio compositions (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests), the Funds are subject to similar risks. Because the Target Fund invests in whole loans and unsecured, mortgage-related interests while the Acquiring Fund does not currently hold such investments, an investment in the Target Fund is subject to whole loans and mortgage participations risk but an investment in the Acquiring Fund is not currently subject to that risk. However, in connection with the Reorganization, it is expected that the Acquiring Fund will acquire whole loans and unsecured mortgage-related interests from the Target Fund and that the Acquiring Fund will continue to hold such investments following the Reorganization pursuant to its current investment policies.

The risks associated with an investment in each Fund are discussed below:

**General Risks of Investing in the Funds**

*Investment and Market Risk*. An investment in the shares of a Fund is subject to investment risk, including the possible loss of the entire principal amount that you invest. Your investment in shares represents an indirect investment in the underlying securities owned by the Fund. Your shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of dividends and distributions, if applicable. In addition, the value of the securities held by a Fund could be materially and adversely affected by an economic downturn or prolonged recession. Investors bear a risk of loss to the extent that the price at which they sell their shares is lower than at the time of purchase. The shares of each Fund are designed primarily for long-term investors, and you should not view either Fund as a vehicle for trading purposes.

*Market Discount to Net Asset Value*. The market price of shares of closed-end investment companies may fluctuate and during certain periods may trade at prices lower than net asset value. Because the market price of a Fund s shares will be determined by factors such as relative supply of and demand for the shares in the market, general market and economic conditions and other factors beyond the control of the Fund, the Fund cannot predict whether its shares will trade at, above or below net asset value. This characteristic is a risk separate and distinct from the risk that a Fund s net asset value could decrease as a result of investment activities.

*Leverage Risk*. The use of leverage creates special risks for shareholders, including potential interest rate risks and the likelihood of greater volatility of net asset value and market price of, and distributions on, the shares. If the value of a Fund s portfolio declines while the Fund is using leverage, the net asset value per share will decline by a greater amount than if leverage were not used. Each

Fund may obtain leverage through either borrowings, issuance of preferred shares, reverse repurchase agreements or certain derivative or other portfolio techniques that have the economic effect of leverage by creating additional investment exposure. Effective leverage is the combination of the amount of structural leverage plus the amount of leverage from certain derivatives and other portfolio techniques. Each Fund anticipates that its effective leverage ratio will vary from time to time, based upon changes in market conditions and variations in the value of the portfolio s holdings.

Each Fund will pay (and shareholders will bear) any costs and expenses relating to the Fund s use of leverage, which will result in a reduction in the net asset value of the shares. The Acquiring Fund may in the future, based on its assessment of market conditions, increase or decrease its level of leverage or change the types of leverage employed. Such changes may impact net investment income and the market value of shares. There can be no assurance that the Acquiring Fund will maintain the types or levels of leverage historically used or that the Acquiring Fund s leverage strategy will be successful. The amount of fees paid to Nuveen Fund Advisors (which in turn pays a portion of its fees to Nuveen Asset Management) for investment advisory services will be higher if the Acquiring Fund uses leverage because the advisory fees of the Acquiring Fund will be calculated based on the Acquiring Fund s managed assets this may create an incentive for Nuveen Fund Advisors and Nuveen Asset Management to leverage the Acquiring Fund.

*Common Stock Risk*. The Funds may have exposure to common stocks. Common stocks have experienced significantly more volatility in returns and may significantly underperform relative to fixed-income securities during certain periods. An adverse event, such as an unfavorable earnings report, may depress the value of a particular common stock held by a Fund. Also, the price of common stocks is sensitive to general movements in the stock market, and a drop in the stock market may depress the price of common stocks to which a Fund has exposure. Common stock prices fluctuate for several reasons, including changes in investors perceptions of the financial condition of an issuer, the general condition of the relevant stock market or the current and expected future conditions of the broader economy, or when political or economic events affecting the issuer in particular or the stock market in general occur. In addition, common stock prices may be particularly sensitive to rising interest rates, as the cost of capital rises and borrowing costs increase.

*Infrastructure and Real Estate Concentration Risk*. Each Fund s investments are concentrated in the infrastructure and real estate sectors. Because each Fund is concentrated in such sectors, each Fund may be subject to more risks than if it were broadly diversified across the economy. General changes in market sentiment towards infrastructure and real estate companies may adversely affect a Fund, and the performance of infrastructure and real estate companies may lag behind the broader market as a whole. Also, a Fund s concentration in the infrastructure and real estate sectors may subject the Fund to risks associated with companies in those sectors.

***Infrastructure Related Securities Risk.***

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

Technological Risk. Technological changes in the way a service or product is delivered may render existing technologies obsolete. Infrastructure assets have very few alternative uses should they become obsolete. Communications utilities may be particularly sensitive to these risks, as telecommunications products and services also may be subject to rapid obsolescence resulting from changes in consumer tastes, intense competition and strong market reactions to technological development.

Developing Industries Risk. Some infrastructure companies are focused on developing new technologies and are strongly influenced by technological changes. Product development efforts by infrastructure companies may not result in viable commercial products. Infrastructure companies may bear high research and development costs, which can limit their ability to maintain operations during periods of organizational growth or instability. Some infrastructure companies may be in the early stages of operations and may have limited operating histories and smaller market capitalizations on average than companies in other sectors. As a result of these and other factors, the value of investments in such infrastructure issuers may be considerably more volatile than those in more established segments of the economy.

Regional Risk. Should an event that impairs assets occur in a region where an infrastructure company operates, the performance of such infrastructure company may be adversely affected. As many infrastructure assets are not moveable, such an event may have enduring effects on the infrastructure company that are difficult to mitigate.

Strategic Asset Risk. Infrastructure companies may control significant strategic assets. Strategic assets are assets that have a national or regional profile, and may have monopolistic characteristics. Given the national or regional profile and/or their irreplaceable nature, strategic assets may constitute a higher risk target for terrorist acts or adverse political actions.

Environmental Risk. Infrastructure companies, in particular those in the electrical utility industry, can have substantial environmental impacts. Ordinary operations or operational accidents may cause major environmental damage, which could cause infrastructure companies significant financial distress. Community and environmental groups may protest the development or operation of assets or facilities of infrastructure companies, and these protests may induce government action to the detriment of infrastructure companies.

Political and Expropriation Risk. Governments may attempt to influence the operations, revenue, profitability or contractual relationships of infrastructure companies or expropriate infrastructure companies assets. The public interest aspect of the products and services provided by infrastructure companies means political oversight will remain pervasive.

Operational Risk. The long-term profitability of infrastructure companies is partly dependent on the efficient operation and maintenance of their assets. Infrastructure companies may be subject to service interruptions due to environmental disasters, operational accidents or terrorist activities, which may impair their ability to maintain payments of dividends or interest to investors. The destruction or loss of an asset or facility may have a major adverse impact on an infrastructure company. Failure by the infrastructure company to operate and maintain its assets or facilities appropriately or to carry appropriate, enforceable insurance could lead to significant losses.

Regulatory Risk. Many infrastructure companies are subject to significant national, regional and local government regulation, which may include how facilities are constructed, maintained and operated, environmental and safety controls and the prices they may charge for the products and services they provide. Various governmental authorities have the power to enforce compliance with these regulations and the permits issued under them, and violators are subject to administrative, civil and criminal penalties, including civil fines, injunctions or both. Stricter laws, regulations or enforcement policies could be enacted in the future which would likely increase compliance costs and may adversely affect the operations and financial performance of infrastructure issuers. Regulators that have the power to set or modify the prices infrastructure issuers can charge for their products or services can have a significant impact on the profitability of such infrastructure issuers. The returns on regulated assets or services are usually stable during regulated periods, but may be volatile during any period that rates are reset by the regulator.

Infrastructure companies may be adversely affected by additional regulatory requirements enacted in response to environmental disasters or to address ongoing environment concerns, which may impose additional costs or limit certain operations by such companies operating in various sectors. Non-U.S. infrastructure companies are also subject to regulation, although such regulations may or may not be comparable to those in the United States. Non-U.S. infrastructure companies may be more heavily regulated by their respective governments than companies in the United States and, as in the United States, may be required to seek government approval for rate increases. In addition, non-U.S. infrastructure companies in the electrical utility industry may use fuels that may cause more pollution than those used in the United States, which may require such companies to invest in pollution control equipment to meet any proposed pollution restrictions. Non-U.S. regulatory systems vary from country to country and may evolve in ways different from regulation in the United States.

Interest Rate Risk. Due to the high costs of developing, constructing, operating and distributing assets and facilities, many infrastructure companies are highly leveraged. As such, movements in the level of interest rates may affect the returns from these assets. The structure and nature of the debt is therefore an important element to consider in assessing the interest rate risk posed by infrastructure companies. In particular, the type of facilities, maturity profile, rates being paid, fixed versus variable components and covenants in place (including how they impact returns to equity holders) are crucial factors in assessing the degree of interest rate risk.

Inflation Risk. Many infrastructure companies may have fixed income streams and, therefore, may be unable to increase their dividends during inflationary periods. The market value of infrastructure companies may decline in value in times of higher inflation rates. The prices that an infrastructure company is able to charge users of its assets may not always be linked to inflation. In this case, changes in the rate of inflation may affect the forecast profitability of the infrastructure company.

*Real Estate Related Securities Risk*. Real estate companies have been subject to substantial fluctuations and declines on a local, regional and national basis in the past and may continue to be in the future. Real property values and incomes from real property may decline due to general and local economic conditions, overbuilding and increased competition for tenants, increases in property taxes and operating expenses, changes in zoning laws, casualty or condemnation losses, regulatory limitations on rents, changes in neighborhoods and in demographics, increases in market interest rates, or other factors. Factors such as these may adversely affect companies that own and operate real estate directly, companies that lend to them, and companies that service the real estate industry. Equity REITs may be affected by changes in the values of and incomes from the properties they own, while mortgage REITs may be affected by the credit quality of the mortgage loans they hold. REITs are subject to other risks as well, including the fact that REITs are dependent on specialized management skills, which may affect their ability to generate cash flow for operating purposes and to make distributions to shareholders or unitholders. REITs may have limited diversification and are subject to the risks associated with obtaining financing for real property. A U.S. domestic REIT can pass its income through to shareholders or unitholders without any U.S. federal income tax at the entity level if it complies with various requirements under the Code. There is the risk that a REIT held by a Fund will fail to qualify for this tax-free pass-through treatment of its income, in which case the REIT would become subject to U.S. federal income tax. Similarly, REITs formed under the laws of non-U.S. countries may fail to qualify for corporate tax benefits made available by the governments of such countries. Each Fund, as a holder of a REIT, will bear its pro rata portion of the REIT s expenses.

*Below Investment Grade Risk*. Debt instruments rated below investment grade are regarded as having predominately speculative characteristics with respect to an issuer s capacity to pay interest and repay principal, and are commonly referred to as junk bonds or high yield debt, which implies higher price volatility and default risk than investment grade instruments of comparable terms and duration. Issuers of lower grade instruments may be highly leveraged and may not have available to them more traditional methods of financing. The prices of these lower grade instruments are typically more sensitive to negative developments, such as a decline in the issuer s revenues or a general economic downturn, than are the prices of higher rated instruments. The secondary market for instruments rated below investment grade may not be as liquid as the secondary market for more highly rated instruments, a factor which may have an adverse effect on a Fund s ability to dispose of a particular security. Distressed and defaulted securities generally present the same risks as investments in below investment grade debt instruments. However, in most cases, these risks are of a greater magnitude because of the uncertainties of investing in an issuer undergoing financial distress.

*Preferred Stock Risk*. Generally, preferred stockholders have no voting rights with respect to the election of the directors of the issuing company unless preferred dividends have been in arrears for a specified number of periods, at which time the preferred stockholders may elect a number of directors to the issuer s board. Generally, once all the arrearages have been paid, the preferred stockholders no longer have such voting rights. As a result, while a holder of preferred stock bears many of the same economic risks as a holder of common stock, a holder of preferred stock has a significantly lower level of influence over the issuing company than a holder of common stock. In certain varying circumstances, an issuer of preferred stock may redeem the securities prior to a specified date. For instance, for certain types of preferred stock, a redemption may be triggered by a change in U.S. federal income tax or securities laws. As with call provisions, a redemption by the issuer may negatively impact the return of the security held by a Fund.

*Non-U.S. Securities Risk*. Investments in securities of non-U.S. issuers involve special risks in addition to those presented by investments in securities of U.S. issuers, including the following: less publicly available information about non-U.S. issuers or markets due to less rigorous disclosure or accounting standards or regulatory practices; many non-U.S. markets are smaller, less liquid and more volatile than U.S. markets; potential adverse effects of fluctuations in currency exchange rates or controls on the value of a Fund s investments; the economies of non-U.S. countries may grow at slower rates than expected or may experience a downturn or recession; the impact of economic, political, social or diplomatic events; possible governmental seizure of a company s assets; restrictions imposed by non-U.S. countries limiting the ability of non-U.S. issuers to make payments of principal and/or interest due to blockages of foreign currency exchanges or otherwise; and withholding and other non-U.S. taxes may decrease a Fund s return. These risks are more pronounced to the extent that a Fund invests a significant amount of its assets in companies located in one region and to the extent that a Fund invests in securities of issuers in emerging markets. In addition, economic, political and social developments may significantly disrupt the financial markets or interfere with each Fund s ability to enforce its rights against non-U.S. sovereign issuers.

To the extent a Fund invests in depositary receipts, the Fund will be subject to many of the same risks as when investing directly in non-U.S. securities. The holder of an unsponsored depositary receipt may have limited voting rights and may not receive as much information about the issuer of the underlying securities as would the holder of a sponsored depositary receipt.

The ability of a non-U.S. sovereign issuer, especially in an emerging market country, to make timely and ultimate payments on its debt obligations will be strongly influenced by the sovereign issuer s balance of payments, including export performance, its access to international credits and investments, fluctuations of interest rates and the extent of its foreign reserves. A country whose exports are concentrated in a few commodities or whose economy depends on certain strategic imports could be vulnerable to fluctuations in international prices of these commodities or imports. If a sovereign issuer cannot generate sufficient earnings from foreign trade to service its external debt, it may need to depend on continuing loans and aid from foreign governments, commercial banks, and multinational organizations. There are no bankruptcy proceedings similar to those in the U.S. by which defaulted sovereign debt may be collected.

Each Fund s income from non-U.S. issuers may be subject to non-U.S. withholding taxes. In some countries, each Fund also may be subject to taxes on trading profits and, on certain securities transactions, transfer or stamp duties tax. See Federal Income Tax Matters in the Reorganization SAI.

*Emerging Markets Risk*. Risks of investing in emerging markets issuers include: smaller market capitalization of securities markets, which may suffer periods of relative illiquidity; significant price volatility; restrictions on foreign investment; and possible restrictions on repatriation of investment income and capital. In addition, foreign investors may be required to register the proceeds of sales, and future economic or political crises could lead to price controls, forced mergers, expropriation or confiscatory taxation, seizure, nationalization, or creation of government monopolies. The currencies of emerging market countries may experience significant declines against the U.S. dollar, and devaluation may occur subsequent to investments in securities denominated in these currencies by a Fund. Inflation and rapid fluctuations in inflation rates have had, and may in the future have, negative effects on the economies and securities markets of certain emerging market countries. Certain emerging markets also may face other significant internal or external risks, including a heightened risk of war, and ethnic, religious and racial conflicts. In addition, governments in many emerging market countries participate to a significant degree in their economies and securities markets, which may impair investment and economic growth, and which may in turn diminish the value of securities issued by companies in those countries.

*Foreign Currency Risk*. Because each Fund invests in securities denominated or quoted in currencies other than the U.S. dollar, changes in foreign currency exchange rates may affect the value of securities owned by the Fund, the unrealized appreciation or depreciation of investments and gains on and income from investments. Currencies of certain countries may be volatile and therefore may affect the value of securities denominated in such currencies, which means that a Fund s net asset value could decline as a result of changes in the exchange rates between foreign currencies and the U.S. dollar. These risks often are heightened for investments in smaller, emerging capital markets. Each Fund does not currently expect to enter into foreign currency hedging transactions. However, each Fund may enter into foreign currency transactions in an attempt to mitigate risks and enhance total return. Such transactions, if undertaken, may further expose the Fund to the risks of foreign currency movements and other risks. The use of foreign currency transactions can result in a Fund incurring losses as a result of the imposition of exchange controls, suspension of settlements or the inability of the Fund to deliver or receive a specified currency.

*Mortgage-Backed Securities Risk*. A mortgage-backed security ( MBS ) (including a commercial mortgage-backed security, or a CMBS ) may be negatively affected by the quality of the mortgages underlying such security and the structure of its issuer. For example, if a mortgage underlying a particular mortgage-backed security defaults, the value of that security may decrease. Moreover, a downturn in the markets for residential or commercial real estate or a general economic downturn could negatively affect both the price and liquidity of privately issued mortgage-backed securities, as was the case during the recession of 2007 2009. Mortgage-backed securities are subject to pre-payment risk, which is the risk that the borrowers under the mortgage loans underlying a Fund s mortgage-backed securities might pay off their mortgage loans sooner than expected, which could happen when interest rates fall or for other reasons, which could cause the value of the Fund s mortgage-backed securities to fall. Moreover, if the underlying mortgage loans are paid off sooner than expected, the Fund may have to reinvest the proceeds in other securities that have lower yields. Mortgage-backed securities are also subject to extension risk, which is the risk that rising interest rates could cause mortgages underlying the securities to be prepaid more slowly than expected, resulting in slower prepayments of the securities. This would, in effect, convert a short or medium-duration mortgage-backed security into a longer-duration security, increasing its sensitivity to interest rate changes and likely causing its price to decline. Mortgage-backed securities issued by a private issuer, including essentially each CMBS, generally entail greater risk than obligations directly or indirectly guaranteed by the U.S. government or a government-sponsored entity.

*Whole Loans and Mortgage Participations Risk*. Whole loans and mortgage participations represent undivided (in the case of the whole loans) and fractional (in the case of mortgage participations) interests in individual loans secured by residential real estate, including multi-family and/or single family residences, or commercial real estate, including shopping malls, retail space, office buildings and/or industrial or warehouse properties. The market values of and cash flows to these instruments are highly dependent on creditworthiness and economic situation of the particular borrowers under each loan, and therefore the performance of individual whole loans and mortgage participations may suffer even when general economic conditions are favorable. Whole loans and mortgage participations also may subject a Fund to a greater risk of loss arising from defaults by borrowers under the related loans than do mortgage-backed securities because whole loans and mortgage participations, unlike most mortgage-backed securities, generally are not backed by any government guarantee or private credit enhancement. Such risks may be greater during a period of declining or stagnant real estate values. The individual loans underlying whole loans and mortgage participations may be larger than those underlying mortgage-backed securities. There may be certain costs and delays in the event of a foreclosure, and there is no assurance that the subsequent sale of the property will produce an amount equal to the sum of the unpaid principal balance of the loan as of the date the borrower went into default, accrued but unpaid interest and all foreclosure expenses, in which case a Fund may suffer a loss. In addition to the foregoing, with respect to mortgage participations, a Fund generally will not be able to unilaterally enforce its rights in the event of a default, but rather will be dependent upon the cooperation of the other participation holders.

Investment in whole loans and mortgage participations relating to multi-family residential properties may subject a Fund to a higher level of risk than investment in whole loans and mortgage participations relating to other residential properties. Multi-family lending is generally viewed as involving a greater risk of loss than one- to four-family residential lending. Multi-family lending typically involves larger loans to single borrowers or groups of related borrowers than residential one- to four-family mortgage loans. Furthermore, the repayment of loans secured by income-producing multifamily properties is typically dependent upon the successful operation of the underlying real estate project. If the cash flow from the project is reduced (for example, if leases are not obtained or renewed), the borrower s ability to repay the multi-family loan may be impaired. The market values of and cash flow to multi-family real estate can be affected significantly by supply and demand in the local market for the residential rental property and, therefore, the value to a Fund of any whole loans or mortgage participations relating to multi-family properties will be highly sensitive to changes in the local economic conditions where such multi-family properties are located. In addition, market values may vary as a result of economic events or governmental regulations outside the control of the borrower or lender, such as rent control laws, which impact the future cash flow to the property.

Investment in whole loans and mortgage participations relating to commercial properties may subject a Fund to certain risks that do not typically apply to investment in whole loans and mortgage participations relating to residential properties. Market values of and cash flows to commercial real estate may be adversely affected by declines in rental or occupancy rates and extended vacancies, the management skills of the borrower or third-party manager operating a business at the commercial property, overbuilding and changes in zoning laws and other environmental and land use regulations. Mortgage loans relating to commercial properties are also generally not fully amortizing, meaning they may have a significant balloon payment due at maturity. Loans with a balloon payment may be riskier than fully amortizing loans because the ability of a borrower to make a balloon payment will typically depend on its ability to either refinance the loan or sell the property, which the borrower may not be able to accomplish on commercially acceptable terms, if at all. In addition, mortgage loans relating to commercial properties are typically non-recourse to the borrowers, resulting in a higher risk of loss in the event of a foreclosure.

Certain mortgage participations held by a Fund may continue to have the mortgage servicers reflected as record owners of the underlying mortgages. Accordingly, if the mortgage servicer under a particular mortgage participation were to become insolvent, to have a receiver, conservator or similar official appointed for it by an appropriate regulatory authority or to become a debtor in a bankruptcy proceeding, there is a risk that a Fund s rights to payments under the mortgage participation could become subject to the claims of the mortgage servicer s creditors, which would adversely affect the value of the mortgage participation to the Fund. A Fund could also incur costs and delays in enforcing its rights to such payments.

Whole loans and mortgage participations are illiquid and may be difficult to sell when the sub-adviser deems it advisable to do so. See Illiquid Securities Risk below. Whole loans and mortgage participations, like mortgage-backed securities, are also subject to pre-payment risk, which is the risk that the borrowers under the mortgage loans might pay off their mortgage loans sooner than expected, which could happened when interest rates fall or for other reasons, which could cause the value of a Fund s whole loans and mortgage participations to fall. Moreover, if the mortgage loans are paid off sooner than expected, a Fund may have to reinvest the proceeds in other securities that have lower yields.

The Target Fund s investment portfolio includes whole loans and unsecured mortgage-related interests, while the Acquiring Fund currently has no holdings of such investments. However, in connection with the Reorganization, it is expected that the Acquiring Fund will acquire whole loans and unsecured mortgage-related interests from the Target Fund and that the Acquiring Fund will continue to hold such investments following the Reorganization pursuant to its current investment policies.

*Warrants and Rights Risk*. Warrants and rights are subject to the same market risks as common stocks, but are more volatile in price. Warrants and rights do not carry the right to dividends or voting rights with respect to their underlying securities, and they do not represent any rights in the assets of the issuer. An investment in warrants or rights may be considered speculative. In addition, the value of a warrant or right does not necessarily change with the value of the underlying security, and a warrant or right ceases to have value if it is not exercised prior to its expiration date. The purchase of warrants or rights involves the risk that a Fund could lose the purchase price of a warrant or right if the right to subscribe for additional shares is not exercised prior to the warrants or rights expiration. Also, the purchase of warrants and rights involves the risk that the effective price paid for the warrant or right added to the subscription price of the related security may exceed the value of the subscribed security s market price such as when there is no movement in the price of the underlying security.

*Risks Associated with the Options Strategy*. There can be no assurance that either Fund will be successful in implementing its options strategy. Risks that may adversely affect the ability of a Fund to successfully implement its options strategy include the following:

Risks Associated with Selling Options. There are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its objectives. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. As the writer of a covered call option, a Fund forgoes, during the option s life, the opportunity to profit from increases in the market value of the security underlying the call option above the sum of the premium and the strike price of the call, but has retained the risk of loss should the price of the underlying security decline. As a Fund writes covered call options over more of its portfolio, its ability to benefit from capital appreciation becomes more limited and the risk of net asset value erosion increases. If a Fund experiences net asset value erosion, which itself may have an indirect negative effect on the market price of the Fund s shares, the Fund will have a reduced asset base over which to write call options, which may eventually lead to reduced distributions to shareholders. To the extent a Fund writes custom basket call options or other call options that are not fully covered by securities in its portfolio, it will lose money if the portion of the security or securities underlying the option that is not covered by securities in the Fund s portfolio appreciates in value above the exercise price of the option by an amount that exceeds the premium received on the option. The amount of this loss could be unlimited. Once an option writer has received an exercise notice, it cannot effect a closing purchase transaction in order to terminate its obligation under the option and must deliver cash or the underlying security at the exercise price.

Over-the-Counter Option Risk. The Funds may write (sell) unlisted over-the-counter options. OTC options differ from exchange-listed options in that they are two-party contracts, with exercise price, premium and other terms negotiated between buyer and seller, and generally have less market liquidity than exchange-listed options. The counterparties to these transactions typically will be major international banks, broker-dealers and financial institutions. A Fund may be required to treat as illiquid securities being used to cover certain written OTC options. The OTC options written by a Fund will not be issued, guaranteed or cleared by the Options Clearing Corporation. In addition, a Fund s ability to terminate the OTC options may be more limited than with exchange-traded options. Banks, broker-dealers or other financial institutions participating in such transactions may fail to settle a transaction in accordance with the terms of the option as written. In the event of default or insolvency of the counterparty, a Fund may be unable to liquidate an OTC option position.

Tax Risk. Generally, the income from an OTC option written by a Fund will not be recognized by the Fund for federal income tax purposes until the option is exercised, expires or is subject to a closing transaction (as defined by applicable regulations) pursuant to which the Fund s obligations with respect to the option are otherwise terminated. If the option expires without exercise or is otherwise subject to a closing transaction, the premiums received by the Fund from the writing of such an option will generally be characterized as short-term capital gain. If an option written by the Fund is exercised, the Fund may recognize taxable gain or loss depending on the exercise price of the option, the option premium, and the adjusted basis of the security underlying the option. The character of any gain or loss on the sale of the underlying security as short-term or long-term capital gain or loss will depend on the holding period of the Fund in the underlying security. In general, distributions received by shareholders of the Fund that are attributable to short-term capital gains recognized by the Fund from its option writing activities will be taxed to such shareholders as ordinary income and will not be eligible for the reduced tax rate applicable to qualified dividend income.

Each Fund may be subject to the straddle rules under U.S. federal income tax law to the extent it takes offsetting positions with respect to personal property. In general, investment positions will be offsetting if there is a substantial diminution in the risk of loss from holding one position by reason of holding one or more other positions. Under certain circumstances, the Funds may enter into options transactions or certain other investments that may constitute positions in a straddle. If two or more positions constitute a straddle, in addition to other possible tax consequences, recognition of a realized loss from one position must generally be deferred to the extent of unrecognized gain in an offsetting position. See Federal Income Tax Matters in the Reorganization SAI.

*Fixed-Income Securities Risk*. Risks associated with investments in fixed-income securities include the following:

Interest Rate Risk. Interest rate risk is the risk that fixed rate debt instruments will decline in value because of changes in market interest rates. When market interest rates rise, the market value of such instruments generally will fall. Longer-term debt securities are generally more sensitive to interest rate changes. A Fund s investment in such fixed rate instruments means that the net asset value and market price of common shares may decline if market interest rates rise. There may be less governmental intervention in the securities markets in the near future. The negative impact on fixed income securities if interest rates increase as a result could negatively impact the Funds.

Issuer Credit Risk. Issuers of debt instruments in which a Fund may invest may default on their obligations to pay principal or interest when due. This non-payment would result in a reduction of income to the Fund, a reduction in the value of a debt instrument experiencing non-payment and, potentially, a decrease in the net asset value of the Fund. There can be no assurance that liquidation of collateral would satisfy the issuer s obligation in the event of non-payment of scheduled interest or principal or that any collateral securing a debt instrument could be readily liquidated. In the event of the bankruptcy of an issuer, a Fund could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing a debt instrument. These risks are heightened if and to the extent a defaulting issuer has creditors with claims senior to those represented by the debt instruments held by the Fund. In addition, to the extent that the credit rating assigned to a security in a Fund s portfolio is downgraded, the market price and liquidity of such security may be adversely affected.

Call Risk. The Funds may invest in debt instruments, which are subject to call risk. Debt instruments may be redeemed at the option of the issuer, or called, before their stated maturity date. In general, an issuer will call its debt instruments if they can be refinanced by issuing new debt instruments that bear a lower interest rate. Each Fund is subject to the possibility that during periods of falling interest rates, an issuer will call its high-yielding debt instruments. Each Fund would then be forced to invest the unanticipated proceeds at lower interest rates, resulting in a decline in each Fund s income.

Income Risk. Each Fund s income could decline due to falling market interest rates. This is because in a falling interest rate environment, each Fund generally will have to invest the proceeds from maturing portfolio securities (or portfolio securities that have been called, see Call Risk above), in lower-yielding debt securities.

*Derivatives Risk, Including the Risk of Swaps*. Each Fund s use of derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in the investments underlying the derivatives, including: the imperfect correlation between the value of such instruments and the underlying assets of the Fund, which creates the possibility that the loss on such instruments may be greater than the gain in the value of the underlying assets in the Fund s portfolio; the loss of principal; the possible default of the other party to the transaction; and illiquidity of the derivative investments. If a Fund enters into a derivative transaction, it could lose more than the principal amount invested. Whether a Fund s use of derivatives is successful will depend on, among other things, if the Adviser correctly forecasts market values, interest rates and other applicable factors. If the Adviser incorrectly forecasts these and other factors, the investment performance of the Fund will be unfavorably affected.

The Funds may enter into debt-related derivatives instruments including interest rate and other swap contracts. Like most derivative instruments, the use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. In addition, the use of swaps requires an understanding by the Adviser of not only the referenced asset, rate or index, but also of the swap itself. The derivatives market is subject to a changing regulatory environment. It is possible that regulatory or other developments in the derivatives market could adversely affect each Fund s ability to successfully use derivative instruments.

Furthermore, the derivative investments may be illiquid. Although both OTC and exchange-traded derivatives markets may experience the lack of liquidity, OTC non-standardized derivative transactions are generally less liquid than exchange-traded instruments. The illiquidity of the derivatives markets may be due to various factors, including congestion, disorderly markets, limitations on deliverable supplies, the participation of speculators, government regulation and intervention and technical and operational or system failures. In addition, the liquidity of a secondary market in an exchange-traded derivative contract may be adversely affected by daily price fluctuation limits established by the exchanges which limit the amount of fluctuation in an exchange-traded contract price during a single trading day. Once the daily limit has been reached in the contract, no trades may be entered into at a price beyond the limit, thus preventing the liquidation of open positions. Prices have in the past moved beyond the daily limit on a number of consecutive trading days. If it is not possible to close an open derivative position entered into by a Fund, the Fund would continue to be required to make cash payments of variation (or mark-to-market) margin in the event of adverse price movements. In such a situation, if the Fund has insufficient cash, it may have to sell portfolio securities to meet variation margin requirements at a time when it may be disadvantageous to do so. The absence of liquidity may also make it more difficult for the Fund to ascertain a market value for such instruments. The inability to close futures or derivatives positions also could have an adverse impact on a Fund s ability to effectively hedge its portfolio.

*Derivatives Regulatory Risk*. Future regulatory developments could impact each Fund s ability to invest in certain derivatives. It is possible that government regulation of various types of derivative instruments, including futures, options and swap agreements, may limit or prevent a Fund from using such instruments as a part of its investment strategies, and could ultimately prevent a Fund from being able to achieve its investment objective. It is impossible to fully predict the effects of past, present or future legislation and regulation in this area, but the effects could be substantial and adverse. There is a likelihood of future regulatory developments altering, perhaps to a material extent, the nature of an investment in each Fund or the ability of each Fund to continue to implement its investment strategies. It is possible that legislative and regulatory activity could limit or restrict the ability of a Fund to use certain instruments as a part of its investment strategies. Limits or restrictions applicable to the counterparties with which a Fund engages in derivative transactions (for example, the Volcker Rule) could also prevent the Fund from using certain instruments.

The Dodd-Frank Act sets forth a regulatory framework for OTC derivatives, including financial instruments, such as swaps, in which the Funds may invest. The Dodd-Frank Act grants significant authority to the SEC and the Commodity Futures Trading Commission ( CFTC ) to regulate OTC derivatives and market participants, and requires clearing and exchange trading of many current OTC derivatives transactions. The implementation of the provisions of the Dodd-Frank Act by the SEC and the CFTC could adversely affect each Fund s ability to pursue its investment strategies. The Dodd-Frank Act and the rules promulgated thereunder could, among other things, adversely affect the value of the investments held by a Fund, restrict each Fund s ability to engage in derivatives transactions and/or increase the costs of such derivatives transactions.

Further, in February 2012, the CFTC issued a final rule rescinding and amending certain exemptions from registration requirements under the U.S. Commodity Exchange Act of 1936 (the CEA ) previously available to investment advisers registered with the SEC under the 1940 Act, including the exemption available under CFTC Rule 4.5. In the event that a Fund s investments in derivative instruments regulated under the CEA, including futures, swaps and options, exceed a certain threshold, the Adviser may be required to register as a commodity pool operator and/or commodity trading advisor with the CFTC. In the event the Adviser is required to register with the CFTC, it will become subject to additional recordkeeping and reporting requirements with respect to each Fund, which may increase each Fund s expenses.

*Clearing Broker and Central Clearing Counterparty Risk*. The CEA requires swaps and futures clearing brokers registered as futures commission merchants to segregate all funds received from customers with respect to any orders for the purchase or sale of U.S. domestic futures contracts and cleared swaps from the brokers proprietary assets. Similarly, the CEA requires each futures commission merchant to hold in a separate secure account all funds received from customers with respect to any orders for the purchase or sale of foreign futures contracts and segregate any such funds from the funds received with respect to domestic futures contracts. However, all funds and other property received by a clearing broker from its customers are held by the clearing broker on a commingled basis in an omnibus account and may be freely accessed by the clearing broker, which may also invest any such funds in certain instruments permitted under the applicable regulation. There is a risk that assets deposited by a Fund with any swaps or futures clearing broker as margin for futures contracts or cleared swaps may, in certain circumstances, be used to satisfy losses of other clients of the Fund s clearing broker. In addition, the assets of a Fund might not be fully protected in the event of the Fund s clearing broker s bankruptcy, as the Fund would be limited to recovering only a pro rata share of all available funds segregated on behalf of the clearing broker s combined domestic customer accounts.

Similarly, the CEA requires a clearing organization approved by the CFTC as a derivatives clearing organization to segregate all funds and other property received from a clearing member s clients in connection with domestic cleared futures and derivative contracts from any funds held at the clearing organization to support the clearing member s proprietary trading. Nevertheless, all customer funds held at a clearing organization in connection with any futures and derivative contracts are held in a commingled omnibus account and are not identified to the name of the clearing member s individual customers. With respect to futures and options contracts, a clearing organization may use assets of a non-defaulting customer held in an omnibus account at the clearing organization to satisfy payment obligations of a defaulting customer of the clearing member to the clearing organization. As a result, in the event of a default of the clearing broker s other clients or the clearing broker s failure to extend its own funds in connection with any such default, a Fund would not be able to recover the full amount of assets deposited by the clearing broker on behalf of the Fund with the clearing organization.

*Counterparty Risk*. Changes in the credit quality of the companies that serve as a Fund s counterparties with respect to derivatives, OTC options or other transactions supported by another party s credit may affect the value of those instruments. Certain entities that have served as counterparties to these transactions in the past have incurred significant losses and financial hardships, including bankruptcy, as a result of significant exposure to credit investments that have experienced defaults or otherwise suffered extreme credit deterioration. Such hardships reduced these entities capital and called into question their continued ability to perform their obligations. There can be no assurance that the counterparties to the Funds derivative instruments will not suffer similar financial hardships in the future. By using derivatives or other transactions supported by a counterparty s credit, each Fund assumes the risk that the counterparty could experience similar financial hardships. In the event of the insolvency of a counterparty, a Fund may sustain losses or be unable to liquidate a derivatives position.

*Convertible Securities Risk*. Convertible securities generally offer lower interest or dividend yields than non-convertible securities of similar quality. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. However, a convertible security s market value also tends to respond to changes in the market price of the common stock of the issuing company underlying the convertible security when that common stock price is greater than the convertible security s conversion price. The conversion price is defined as the predetermined price at which the convertible security could be exchanged for the associated common stock. As the market price of the underlying common stock declines, the price of the convertible security tends to be influenced more by the yield of the convertible security. However, convertible securities fall below debt obligations of the same issuer in order of preference or priority in the event of a liquidation and are typically unrated or rated lower than such debt obligations.

*Exchange-Traded Funds Risk*. The Funds may invest in the securities of ETFs, to the extent permitted by law. Most ETFs are investment companies that aim to track or replicate a desired index, such as a sector, market or global segment. Most ETFs are passively managed and their shares are traded on a national securities exchange. ETFs do not sell individual shares directly to investors and only issue their shares in large blocks known as creation units. The investor purchasing a creation unit may sell the individual shares on a secondary market. Therefore, the liquidity of ETFs depends on the adequacy of the secondary market. There can be no assurance that an ETF s investment objective will be achieved, as ETFs based on an index may not replicate and maintain exactly the composition and relative weightings of securities in the index. ETFs are subject to the risks of investing in the underlying securities. To the extent a Fund invests in the securities of an ETF, the Fund will bear its pro rata portion of the ETF s expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund s own operations. ETF shares may trade at a discount or premium to their net asset value. ETFs are subject to the risks of any exchange-traded instrument, including: (i) an active trading market for its shares may not develop or be maintained, (ii) trading of its shares may be halted by the exchange, and (iii) its shares may be delisted from the exchange.

*Exchange-Traded Notes Risk*. Like other index-tracking instruments, ETNs are subject to the risk that the value of the index may decline, at times sharply and unpredictably. In addition, ETNs which are debt instruments are subject to risk of default by the issuer. ETNs differ from ETFs. While

ETFs are subject to market risk, ETNs are subject to both market risk and the risk of default by the issuer. ETNs are also subject to the risk that a liquid secondary market for any particular ETN might not be established or maintained.

*Master Limited Partnerships Risk*. An MLP is an investment that combines the tax benefits of a limited partnership with the liquidity of publicly-traded securities. Entities commonly referred to as MLPs are generally organized under state law as limited partnerships or limited liability companies. An investment in MLP units involves risks that differ from a similar investment in equity securities, such as common stock, of a corporation. Holders of MLP units have the rights typically afforded to limited partners in a limited partnership. As compared to common stockholders of a corporation, holders of MLP units have significantly more limited rights to exercise control over the partnership and to vote on matters affecting the partnership. In addition, state law governing partnerships is often less restrictive than state law governing corporations. Accordingly, there may be fewer protections afforded investors in an MLP than investors in a corporation. Investments held by MLPs may be relatively illiquid, limiting the MLPs ability to vary their portfolios promptly in response to changes in economic or other conditions. MLPs may have limited financial resources and their securities may trade infrequently and in limited volumes and be subject to more abrupt or erratic price movements than securities of larger or more broadly-based companies. A Fund s investment in MLPs also subjects the Fund to the risks associated with the specific industry or industries in which the MLPs invest. Currently, most MLPs operate in the energy, natural resources or real estate sectors. Additionally, since MLPs generally conduct business in multiple states, a Fund may be subject to income or franchise tax in each of the states in which the partnership does business. The additional cost of preparing and filing the tax returns and paying the related taxes may adversely impact a Fund s return on its investment in MLPs. The value of any investment by a Fund in MLP units will depend on the MLP s ability to qualify as a partnership for U.S. federal income tax purposes. If an MLP fails to meet the requirements for partnership status under the Code, or if the MLP is unable to do so because of changes in tax law or regulation, the MLP could be taxed as a corporation. In that case, the MLP would be obligated to pay U.S. federal income tax at the entity level, and distributions received by the Fund would be taxed as dividend income. The Funds may also invest in debt securities issued by MLPs. See Fixed-Income Securities Risk Issuer Credit Risk, Fixed-Income Securities Risk Interest Rate Risk and Below Investment Grade Risk.

*Small and Mid-Capitalization Stock Risk*. The Funds may invest in companies with small, medium and large capitalizations. Smaller and medium-sized company stocks can be more volatile than, and perform differently from, larger company stocks. There may be less trading in the stock of a smaller or medium-sized company, which means that buy and sell transactions in that stock could have a larger impact on the stock s price than is typically the case with larger company stocks. Smaller and medium-sized companies may have fewer business lines; changes in any one line of business, therefore, may have a greater impact on a smaller or medium-sized company s stock price than is the case for a larger company. As a result, the purchase or sale of more than a limited number of shares of a small or medium-sized company may affect its market price. Each Fund may need a considerable amount of time to purchase or sell its positions in these securities. In addition, smaller or medium-sized company stocks may not be well known to the investing public.

*Investments in Unseasoned Companies*. The Funds may invest in the securities of less seasoned companies. These investments may involve greater risks than customarily are associated with investments in securities of more established companies. Some of the companies in which the Funds may invest will be start-up companies, which may have insubstantial operational or earnings histories or may have limited products, markets, financial resources or management depth. Some may also be emerging companies at the research and development stage with no products or technologies to market or approved for marketing. Securities of emerging companies may lack an active secondary market and may be subject to more abrupt or erratic price movements than securities of larger, more established companies or stock market averages in general. Less seasoned companies may seek to compete in markets and industries in which there are more established companies with substantially greater financial resources than they have, which could place such less seasoned companies at a significant competitive disadvantage and make it difficult for them to gain market share.

*When-Issued and Delayed-Delivery Transactions Risk*. The Funds may invest in securities on a when-issued or delayed-delivery basis. When-issued and delayed-delivery transactions may involve an element of risk because no interest accrues on the securities prior to settlement and, because securities are subject to market fluctuations, the value of the securities at time of delivery may be less (or more) than their cost. To the extent a Fund invests in securities on a when-issued or delayed-delivery basis, a separate account of the Fund will be established with its custodian consisting of cash equivalents or liquid securities having a market value at all times at least equal to the amount of any delayed payment commitment.

*Illiquid Securities Risk*. The Funds may invest in or hold securities and other instruments that are illiquid. Illiquid securities are securities that are not readily marketable and may include restricted securities, which are securities that may not be resold to the public without an effective registration statement under the Securities Act of 1933, as amended (the 1933 Act ), or, if the resale is unregistered, may be sold only in certain types of privately negotiated transactions or otherwise pursuant to an available exemption from registration. Illiquid securities involve the risk that the securities will not be able to be sold at the time desired by a Fund or at prices approximating the value at which a Fund is carrying the securities on its books. This risk will be heightened for the Acquiring Fund for so long as the Acquiring Fund retains certain less liquid holdings of the Target Fund, including whole loans and loan participations.

*Inflation Risk*. Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. As a result of inflation the real value of a Fund s common shares and distributions on these shares can decline over time.

*Other Investment Companies Risk*. The Funds may invest in securities of other open- or closed-end investment companies that invest primarily in securities of the types in which the Funds may invest directly. These securities may be leveraged. As a result, the Funds may be indirectly exposed to leverage through an investment in these securities. Utilization of leverage is a speculative investment technique and involves certain risks.

*Deflation Risk*. Deflation risk is the risk that prices throughout the economy decline over time, which may have an adverse effect on the market valuation of companies, their assets and revenues. In addition, because deflation increases the real cost of servicing debt obligations, deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of a Fund s portfolio.

*Market Disruption and Geopolitical Risk*. In the past, wars and other military operations, political and social unrest, terrorism and other geopolitical events have had an impact on the U.S. and world economies and securities markets and have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term economic effects. These risks may adversely affect individual issuers and securities markets, interest rates, secondary trading, investor psychology, inflation and other factors that could affect the value of the Funds shares.

*Legislation and Regulatory Risk*. Legislation or additional regulations may in the future be enacted that could negatively affect the assets of the Funds or the issuers of such assets. Changing approaches to regulation may have a negative impact on the entities and/or securities in which the Funds invest. Legislation or regulation may also change the way in which the Funds themselves are regulated, which could, among other things, increase each of the Fund s expenses or limit the instruments in which the Funds may invest. There can be no assurance that future legislation, regulation or deregulation will not have a material adverse effect on the Funds or will not impair the ability of each Fund to achieve its investment objective.

*Cybersecurity Risk*. Technology, such as the Internet, has become more prevalent in the course of business, and as such, the Funds and their service providers are susceptible to operational and information security risk resulting from cyber incidents. Cyber incidents refer to both intentional attacks and unintentional events including: processing errors, human errors, technical errors including computer glitches and system malfunctions, inadequate or failed internal or external processes, market-wide technical-related disruptions, unauthorized access to digital systems (through hacking or malicious software coding), computer viruses, and cyber-attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality (including denial of service attacks). Cyber incidents could adversely impact a Fund and cause the Fund to incur financial loss and expense, as well as face exposure to regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures. Cyber incidents may cause a Fund or its service providers to lose proprietary information, suffer data corruption, lose operational capacity or fail to comply with applicable privacy and other laws. Among other potentially harmful effects, cyber incidents also may result in theft, unauthorized monitoring and failures in the physical infrastructure or operating systems that support a Fund and its service providers. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. While each Fund s service providers have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, each Fund cannot control the cybersecurity plans and systems put in place by its service providers or any other third parties whose operations may affect the Fund.

*Certain Affiliations*. Certain broker-dealers may be considered to be affiliated persons of a Fund, or the Adviser. Absent an exemption from the SEC or other regulatory relief, each Fund is generally precluded from effecting certain principal transactions with affiliated brokers, and its ability to purchase securities being underwritten by an affiliated broker or a syndicate, including an affiliated broker, or to utilize affiliated brokers for agency transactions, is subject to restrictions. This could limit a Fund s ability to engage in securities transactions and take advantage of market opportunities.

*Anti-Takeover Provisions*. The declaration of trust and by-laws of each of the Funds include provisions that could limit the ability of other entities or persons to acquire control of a Fund or convert a Fund to open-end status. These provisions could have the effect of depriving shareholders of opportunities to sell their common shares at a premium to the then current market price of the common shares. See Additional Information About the Funds Certain Provisions in the Funds Declarations of Trust and By-Laws.

**C. INFORMATION ABOUT THE REORGANIZATION**

**General**

Each Fund s Board has determined that the Reorganization would be in the best interests of its Fund. Each Fund s Board considered the Reorganization as part of an ongoing initiative to rationalize the product offerings of Nuveen funds and eliminate overlapping products. As noted above, the Acquiring Fund and the Target Fund have the same investment objective, substantially similar investment policies and risks and substantially identical portfolio compositions (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests).

Based on information provided by the Adviser, the Reorganization is intended to benefit Fund shareholders in a number of ways, including, among other things:

Fee and expense savings for each Fund, following the recoupment of Reorganization-related expenses borne by the Fund, through economies of scale and cost savings from Nuveen s scaled governance platform, which may result in higher common share net earnings that, in turn, may support higher distribution rates over time;

Improved secondary market trading for common shares as a result of the combined fund s greater share volume, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements and, over time, narrower trading discounts relative to net asset value; and

Increased portfolio and leverage management flexibility due to the larger asset base of the combined fund.

The closing of the Reorganization is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for the Reorganization to occur, the requisite shareholder approval must be obtained at each Fund s Annual Meeting. Because the closing of the Reorganization is contingent upon each of the Target Fund and the Acquiring Fund obtaining such shareholder approval and satisfying (or obtaining the waiver of) other closing conditions, it is possible that the Reorganization will not occur, even if shareholders of your Fund entitled to vote on your Fund s Reorganization proposal approve such proposal and your Fund satisfies all of its closing conditions, if the other Fund does not obtain its requisite shareholder approval or satisfy (or obtain the waiver of) its closing conditions. If the Reorganization is not consummated, each Fund s Board may take such actions as it deems in the best interests of its Fund, including continuing to operate the Fund as a stand-alone fund.

**Terms of the Reorganization**

*General*. The Agreement and Plan of Reorganization by and between the Acquiring Fund and the Target Fund (the Agreement ), in the form attached as Appendix A to this Joint Proxy Statement/Prospectus, provides for: (1) the Acquiring Fund s acquisition of substantially all of the assets of the Target Fund in exchange for newly issued common shares of the Acquiring Fund, par value $0.01 per share, and the Acquiring Fund s assumption of substantially all of the liabilities of the Target Fund; and (2) the distribution of the newly issued Acquiring Fund common shares received by the Target Fund to its shareholders, as part of the liquidation, dissolution and termination of the Target Fund in accordance with applicable law. No fractional Acquiring Fund common shares will be distributed to the Target Fund s shareholders in connection with the Reorganization and, in lieu of such fractional shares, the Target Fund s shareholders entitled to receive a fractional share will receive cash in an amount equal to a pro-rata share of the proceeds from the sale by the Acquiring Fund s transfer agent of the aggregated fractional shares in the open market (as described further below), which may be higher or lower than net asset value.

As a result of the Reorganization, the assets of the Acquiring Fund and the Target Fund would be combined, and the shareholders of the Target Fund would become shareholders of the Acquiring Fund. The closing date is expected to be on or about [ ], or such other date as the parties may agree (the Closing Date ). Following the Reorganization, the Target Fund would terminate its registration as an investment company under the 1940 Act. The Acquiring Fund will continue to operate after the Reorganization as a registered closed-end management investment company, with the investment objective and policies described in this Joint Proxy Statement/Prospectus.

The aggregate net asset value, as of the Valuation Time (as defined below), of the Acquiring Fund common shares received by the Target Fund in connection with the Reorganization will equal the aggregate net asset value of the Target Fund common shares held by shareholders of the Target Fund as of the Valuation Time. However, no fractional Acquiring Fund common shares will be distributed to the Target Fund s shareholders in connection with the Reorganization. The Acquiring Fund s transfer agent will aggregate all fractional Acquiring Fund common shares that may be due to Target Fund shareholders as of the Closing Date and will sell the resulting whole shares for the account of holders of all such fractional interests at a value that may be higher or lower than net asset value, and each such holder will be entitled to a pro rata share of the proceeds from such sale. With respect to the aggregation and sale of fractional shares, the Acquiring Fund s transfer agent will act directly on behalf of the shareholders entitled to receive fractional shares and will accumulate fractional common shares, sell the shares and distribute the cash proceeds net of brokerage commissions, if any, directly to shareholders entitled to receive the fractional shares (without interest and subject to withholding taxes). For federal income tax purposes, shareholders will be treated as if they received fractional share interests and then sold such interests for cash. The holding period and the aggregate tax basis of the Acquiring Fund shares received by a shareholder, including fractional share interests deemed received by a shareholder, will be the same as the holding period and aggregate tax basis of the Target Fund common shares previously held by the shareholder and exchanged therefor, provided the Target Fund shares exchanged therefor were held as capital assets at the effective time of the Reorganization. As a result of the Reorganization, shareholders of each Fund will hold a smaller percentage of the outstanding common shares of the combined fund as compared to their percentage holdings of their respective Fund prior to the Reorganization and thus, shareholders will hold reduced percentages of ownership in the larger combined entity than they held in the Acquiring Fund or Target Fund individually.

*Valuation of Assets and Liabilities*. Pursuant to the Agreement, the value of the net assets of the Target Fund will be the value of its assets, less its liabilities, computed as of the close of regular trading on the NYSE on the business day immediately prior to the Closing Date (such time and date being hereinafter called the Valuation Time ). The value of the Target Fund s assets will be determined by using the valuation procedures of the Nuveen closed-end funds or such other valuation procedures as will be mutually agreed upon by the parties (and approved by the Board of the Target Fund and the Board of the Acquiring Fund).

*Distributions*. Undistributed net investment income represents net earnings from a Fund s investment portfolio that over time have not been distributed to shareholders. Under the terms of the

Agreement, if the Target Fund has undistributed net investment income or undistributed net capital gains, the Target Fund is required to declare a distribution, which, together with all previous dividends, has the effect of distributing to its shareholders all undistributed net investment income and undistributed realized net capital gains (after reduction by any available capital loss carryforwards and excluding any net capital gain on which the Target Fund paid tax under Section 852(b)(3)(A) of the Code) for all taxable periods ending on or before the Closing Date. The Acquiring Fund is not subject to a similar distribution requirement. Consequently, Target Fund shareholders effectively will purchase a pro rata portion of the Acquiring Fund s remaining undistributed net investment income and undistributed realized net capital gains, if any, which may be more or less than the Target Fund s undistributed net investment income and undistributed realized net capital gains immediately preceding the distributions described above, if any. As a result, the Acquiring Fund s existing shareholders will experience a corresponding reduction in their respective portion of undistributed net investment income and undistributed realized net capital gains per share, if any, such that the Acquiring Fund s undistributed net investment income and undistributed realized net capital gains per share immediately following the Reorganization is expected to be less than the Acquiring Fund s undistributed net investment income and undistributed realized net capital gains per share immediately preceding the Reorganization.

*Amendments*. Under the terms of the Agreement, the Agreement may be amended, modified or supplemented in such manner as may be mutually agreed upon in writing by each Fund as specifically authorized by each Fund s Board; provided, however, that following the receipt of shareholder approval of the Agreement at the Target Fund s Annual Meeting, no such amendment, modification or supplement may have the effect of changing the provisions for determining the number of Acquiring Fund common shares to be issued to Target Fund shareholders under the Agreement to the detriment of such shareholders without their further approval.

*Conditions*. Under the terms of the Agreement, the closing of the Reorganization is subject to the satisfaction or waiver of the following closing conditions, among others: (1) the requisite approval by the shareholders of each Fund of the applicable proposal with respect to the Reorganization in this Joint Proxy Statement/Prospectus, (2) each Fund s receipt of an opinion substantially to the effect that the Reorganization will qualify as a reorganization under the Code (see Material Federal Income Tax Consequences of the Reorganization ), (3) the absence of legal proceedings challenging the Reorganization, and (4) the Funds receipt of certain customary certificates and legal opinions.

*Termination*. The Agreement may be terminated by the mutual agreement of the parties and such termination may be effected by each Fund s Chief Administrative Officer or a Vice President without further action by each Fund s Board. In addition, either Fund may at its option terminate the Agreement at or before the closing due to: (1) a breach by the other party of any representation, warranty or agreement contained therein to be performed at or before the closing, if not cured within 30 days of the breach and prior to the closing; (2) a condition precedent to the obligations of the terminating party that has not been met and it reasonably appears it will not or cannot be met; or (3) a determination by its Board that the consummation of the transactions contemplated by the Agreement is not in the best interests of the Fund.

**Target Fund Board s Reasons for the Reorganization**

Based on the considerations below, the Board of the Target Fund, which is comprised entirely of Independent Board Members, has determined that the Reorganization would be in the best interests of the Fund and that the interests of the existing shareholders of the Target Fund would not be diluted as a result of the Reorganization. The Board approved the Reorganization and recommended that the Target Fund s shareholders approve the Reorganization.

In preparation for an in-person meeting of the Board of the Target Fund held on March 13, 2017 (the Meeting ) at which the Reorganization was considered, Nuveen provided the Target Fund Board, prior to the Meeting, with information regarding the proposed Reorganization, including the rationale therefor and alternatives to the Reorganization. Prior to approving the Reorganization, the Independent Board Members reviewed the foregoing information with their independent legal counsel and with management, reviewed with independent legal counsel applicable law and their duties in considering such matters, and met with independent legal counsel in a private session without management present. The Board of the Target Fund considered a number of principal factors presented at the time of the Meeting in reaching its determinations, including the following:

- the similarities and differences in the Target Fund s and Acquiring Fund s investment objectives and principal investment strategies;
- the Target Fund s and Acquiring Fund s relative risks;
- the Target Fund s relative size;
- the relative investment performance and trading discount history of the Target Fund;
- the relative fees and expense ratios of the Target Fund and the Acquiring Fund;
- the anticipated federal income tax-free nature of the Reorganization;
- the expected costs of the Reorganization and the extent to which the Target Fund would bear any such costs;
- the terms of the Reorganization and whether the Reorganization would dilute the interests of shareholders of the Target Fund;
- the effect of the Reorganization on shareholder services and shareholder rights;
- alternatives to the Reorganization; and
- any potential benefits to Nuveen and its affiliates as a result of the Reorganization.

*Investment Similarities and Differences.* Based on the information presented, the Board of the Target Fund considered that the Target Fund and Acquiring Fund have the same investment objective (high level of current income and long-term capital appreciation) and substantially similar investment policies. The Board of the Target Fund recognized that the Target Fund and the Acquiring Fund both employ structural leverage through borrowings from financial institutions and may utilize derivatives and other portfolio techniques that have the economic effect of leverage by creating additional investment exposure.

*Relative Risks.* The Board of the Target Fund noted that the Funds are subject to similar principal risks except that the Target Fund is also subject to risks related to its investment in whole loans.

*Relative Sizes.* The Board of the Target Fund noted that the Target Fund had total assets of approximately $324.6 million as of December 31, 2016 and the Acquiring Fund had total assets of approximately $176.4 as of December 31, 2016.

*Investment Performance and Portfolio Managers.* The Board of the Target Fund considered the investment performance of the Target Fund over various periods. The Board of the Target Fund took into account that most of the same portfolio managers that currently manage the Target Fund also manage the Acquiring Fund. The Board of the Target Fund considered the performance of the Acquiring Fund and noted that it differs from the Target Fund insofar as the Acquiring Fund does not invest in whole loans. The Board of the Target Fund considered the Target Fund s and the Acquiring Fund s discount trading history and noted that the Acquiring Fund may trade more strongly relative to net asset value due to its solution-oriented investment strategy focused on income-producing real asset investments; its position within a category of funds that historically has been able to attract more consistent secondary market demand over time; and its anticipated competitive distributions and attractive long-term return potential with lower volatility.

*Fees and Expense Ratios.* The Board of the Target Fund considered that the fee and expense structure of the Acquiring Fund is similar to that of the Target Fund s current fee and expense structure. The Board of the Target Fund noted that based on average assets as of December 31 2016, the management fee and total expenses under the Acquiring Fund s investment management agreement on a pro forma basis would have been slightly lower than the current management fee and total expenses paid by the Target Fund.

The Board of the Target Fund recognized that the investment advisory services to be provided under the investment management agreement between the Acquiring Fund and Nuveen Fund Advisors are similar to those provided under the current advisory agreement between the Target Fund and Nuveen Fund Advisors. The Board of the Target Fund noted that both investment management agreements are comprised of a fund-level fee rate and a complex-level fee rate, both of which include breakpoints and that the fee rate under both agreements is calculated based on Managed Assets.

*Tax Consequences of the Reorganization.* The Board of the Target Fund considered the federal income tax implications of the Reorganization. The Board of the Target Fund noted that the Reorganization of the Target Fund with and into the Acquiring Fund will be structured with the intention that it qualifies as a tax-free reorganization for federal income tax purposes. The Board further considered that, as a condition to closing, the Funds will receive an opinion of Vedder Price P.C. substantially to the effect that, subject to certain assumptions and representations to be made by the Funds, the proposed Reorganization will qualify as a tax-free reorganization under Section 368 of the Code. Accordingly, the Board noted that it is expected that neither Fund will recognize gain or loss for federal income tax purposes as a direct result of the Reorganization. The Board of the Target Fund noted that undistributed net investment income represents net earnings from a Fund s investment portfolio that over time have not been distributed to shareholders. The Board of the Target Fund considered that under the terms of the Agreement, if the Target Fund has undistributed net investment income or undistributed net capital gains, the Target Fund is required to declare a distribution, which, together with all previous dividends, has the effect of distributing to its shareholders all undistributed net investment income and undistributed realized net capital gains (after reduction by any available capital loss carryforwards and excluding any net capital gain on which the Target Fund paid tax under Section 852(b)(3)(A) of the Code) for all taxable periods ending on or before the Closing Date. The Board of the Target Fund further noted that the Acquiring Fund is not subject to a similar distribution requirement. Consequently, the Board of the Target Fund considered that Target Fund shareholders effectively will purchase a pro rata portion of the Acquiring Fund s remaining undistributed net investment income and undistributed realized net capital gains, if any, which may be more or less than the Target Fund s undistributed net investment income and undistributed realized net capital gains immediately preceding the distributions described above, if any. As a result, the Board of the Target Fund further noted that the Acquiring Fund s existing shareholders will experience a corresponding reduction in their respective portion of undistributed net investment income and undistributed realized net capital gains per share, if any, such that the Acquiring Fund s undistributed net investment income and undistributed realized net capital gains per share immediately following the Reorganization is expected to be less than the Acquiring Fund s undistributed net investment income and undistributed realized net capital gains per share immediately preceding the Reorganization.

*Costs of the Reorganization.* The Board of the Target Fund considered that shareholders will indirectly bear the costs of the Reorganization, whether or not the Reorganization is consummated. The Board noted that the total costs of the Reorganization are estimated to be $740,000, and each Fund s allocable share of such costs will be reflected in its net asset value at or before the close of trading on the business day immediately prior to the closing of the Reorganization. The Board of the Target Fund further noted that the estimated allocation of the costs between the Funds is as follows: $75,000 (0.04%) for the Acquiring Fund and $665,000 (0.20%) for the Target Fund (all percentages are based on average net assets for the twelve (12) months ended December 31, 2016). The Board of the Target Fund considered that the allocation of the costs of the Reorganization will be based on the relative expected benefits of the Reorganization during the first year following the Reorganization, including forecasted operating cost savings (i.e., total expenses excluding the costs of leverage) and improved secondary market trading, if any, to each Fund.

*Dilution.* The Board of the Target Fund considered that holders of common shares of the Target Fund will receive newly issued common shares of the Acquiring Fund, the aggregate net asset value of which will be equal to the aggregate net asset value of the common shares of the Target Fund as of the Valuation Time (including for this purpose any fractional Acquiring Fund common shares to which shareholders would be entitled). The Board of the Target Fund noted that fractional shares will be sold on the open market and shareholders will receive cash in lieu of such fractional shares.

*Alternatives to the Reorganization.* The Board of the Target Fund considered alternatives to the Reorganization, including the continued operation of the Target Fund as a stand-alone fund, but concluded that the Reorganization was in the best interests of the Target Fund and its shareholders.

*Potential Benefits to Nuveen.* The Board of the Target Fund recognized that the Reorganization may result in some benefits for Nuveen insofar as certain operational efficiencies that will be gained from the Reorganization.

*Conclusion.* The Board of the Target Fund approved the Reorganization, concluding that the Reorganization is in the best interests of the Target Fund and that the interests of existing shareholders of the Target Fund will not be diluted as a result of the Reorganization. The Board of the Target Fund did not identify any single factor discussed above as all-important or controlling, but considered all such factors together in approving the Reorganization.

**Capitalization**

The following table sets forth the unaudited capitalization of the Funds as of December 31, 2016 and the pro-forma combined capitalization of the combined fund as if the Reorganization had occurred on that date. The table reflects pro forma exchange ratios of approximately 1.00354461 shares of the Acquiring Fund issued for each share of the Target Fund. If the Reorganization is consummated, the actual exchange ratios may vary.

| | Acquiring Fund | Target Fund | Pro Forma Adjustments | Acquiring Fund Pro Forma[1] |
|---|---|---|---|---|
| **Shareholders Equity:** | | | | |
| Shares, $0.01 par value per share; 9,752,650 shares outstanding for the Acquiring Fund; 17,835,395 shares outstanding for Target Fund; and 27,651,232 shares outstanding for Acquiring Fund Pro Forma | $ 97,527 | $ 178,354 | $ 631[2] | $ 276,512 |
| Paid-in surplus | 179,837,139 | 434,682,235 | (740,631)[3] | 613,778,743 |
| Undistributed (over-distribution of) net investment income | (614,739) | 1,034,456 | (332,533)[4] | 87,184 |
| Accumulated net realized gain (loss) | (3,359,096) | (87,097,565) | | (90,456,661) |
| Net unrealized appreciation (depreciation) | 478,655 | (24,125,575) | | (23,646,920) |
| Net assets | $ 176,439,486 | $ 324,671,905 | ($ 1,072,533) | $ 500,038,858 |
| Net asset value per share outstanding (net assets, divided by shares outstanding) | $ 18.09 | $ 18.20 | | $ 18.08 |
| Authorized shares: | unlimited | unlimited | | unlimited |

(1) The pro forma balances are presented as if the Reorganization were effective as of December 31, 2016 and are presented for informational purposes only. The actual Closing Date of the Reorganization is expected to be on or about [ ], or such later time agreed to by the parties at which time the results would be reflective of the actual composition of shareholders equity as of that date. All pro forma adjustments are directly attributable to the Reorganization.

(2) Assumes the issuance of 17,898,582 Acquiring Fund shares in exchange for the net assets of the Target Fund. These numbers are based on the net asset value of the Acquiring Fund and the Target Fund as of December 31, 2016, adjusted for estimated Reorganization costs and the effect of distributions.

(3) Includes the impact of estimated total Reorganization costs of $740,000, which are currently expected to be borne by the Acquiring Fund and the Target Fund in the amounts of $75,000 and $665,000, respectively.

(4) Assumes the Target Fund makes net investment income distributions of $332,533.

**Expenses Associated with the Reorganization**

In evaluating the Reorganization, management of the Funds estimated the amount of expenses the Funds would incur to be approximately $740,000 which includes additional stock exchange listing fees, SEC registration fees, legal and accounting fees, proxy solicitation and distribution costs and other related administrative or operational costs. The expenses of the Reorganization (whether or not consummated) will be allocated between the Funds ratably based on the relative expected benefits of the Reorganization during the first year following the Reorganization, including forecasted operating cost savings (i.e., total expenses excluding the costs of leverage) and improved secondary market trading, if any, to each Fund. Reorganization expenses have been or will be accrued as expenses of each Fund prior to the Valuation Time. These estimated expenses are currently expected to be borne by the Acquiring Fund and the Target Fund in the amounts of $75,000 (0.04%) and $665,000 (0.20%) (all percentages are based on average net assets for the twelve (12) months ended December 31, 2016).

Additional solicitation may be made by letter or telephone by officers or employees of Nuveen or the Adviser, or by dealers and their representatives. The Funds have engaged Computershare Fund Services to assist in the solicitation of proxies at an estimated aggregate cost of $[ ] per Fund plus reasonable expenses, which is included in the foregoing estimate.

**Dissenting Shareholders Rights of Appraisal**

Under the charter documents of each Fund, shareholders do not have dissenters rights of appraisal with respect to the Reorganization.

**Material Federal Income Tax Consequences of the Reorganization**

As a condition to each Fund s obligation to consummate the Reorganization, each Fund will receive a tax opinion from Vedder Price P.C. (which opinion will be based on certain factual representations and certain customary assumptions) with respect to the Reorganization substantially to the effect that, on the basis of the existing provisions of the Code, current administrative rules and court decisions, for federal income tax purposes:

1. The transfer by the Target Fund of substantially all its assets to the Acquiring Fund solely in exchange for Acquiring Fund common shares and the assumption by the Acquiring Fund of substantially all the liabilities of the Target Fund, immediately followed by the pro rata distribution of all the Acquiring Fund common shares so received by the Target Fund to the Target Fund shareholders of record in complete liquidation of the Target Fund and the dissolution of the Target Fund as soon as practicable thereafter, will constitute a reorganization within the meaning of Section 368(a)(1) of the Code, and the Acquiring Fund and the Target Fund will each be a party to a reorganization, within the meaning of Section 368(b) of the Code, with respect to the Reorganization.

2. No gain or loss will be recognized by the Acquiring Fund upon the receipt of substantially all the Target Fund s assets solely in exchange for Acquiring Fund common shares and the assumption by the Acquiring Fund of substantially all the liabilities of the Target Fund.

3. No gain or loss will be recognized by the Target Fund upon the transfer of substantially all its assets to the Acquiring Fund solely in exchange for Acquiring Fund common shares and the assumption by the Acquiring Fund of substantially all the liabilities of the Target Fund or upon the distribution (whether actual or constructive) of such Acquiring Fund common shares to the Target Fund shareholders solely in exchange for such shareholders shares of the Target Fund in complete liquidation of the Target Fund.

4. No gain or loss will be recognized by the Target Fund shareholders upon the exchange, pursuant to the Reorganization, of all their shares of the Target Fund solely for Acquiring Fund common shares, except to the extent the Target Fund shareholders receive cash in lieu of a fractional Acquiring Fund common share.

5. The aggregate basis of the Acquiring Fund common shares received by each Target Fund shareholder pursuant to the Reorganization (including any fractional Acquiring Fund common share to which a Target Fund shareholder would be entitled) will be the same as the aggregate basis of the Target Fund common shares exchanged therefor by such shareholder.

6. The holding period of the Acquiring Fund common shares received by each Target Fund shareholder in the Reorganization (including any fractional Acquiring Fund common share to which a Target Fund shareholder would be entitled) will include the period during which the shares of the Target Fund exchanged therefor were held by such shareholder, provided such Target Fund common shares are held as capital assets at the effective time of the Reorganization.

7. The basis of the assets of the Target Fund received by the Acquiring Fund will be the same as the basis of such assets in the hands of the Target Fund immediately before the effective time of the Reorganization.

8. The holding period of the assets of the Target Fund received by the Acquiring Fund will include the period during which those assets were held by the Target Fund.

No opinion will be expressed as to (1) the effect of the Reorganization on the Target Fund, the Acquiring Fund or any Target Fund shareholder with respect to any asset (including, without limitation, any stock held in a passive foreign investment company as defined in Section 1297(a) of the Code) as to which any unrealized gain or loss is required to be recognized under federal income tax principles (a) at the end of a taxable year (or on the termination thereof) or (b) upon the transfer of such asset regardless of whether such transfer would otherwise be a non-taxable transaction under the Code, or (2) any other federal tax issues (except those set forth above) or any state, local or non-U.S. tax issues of any kind.

If a Target Fund shareholder receives cash in lieu of a fractional Acquiring Fund share, the shareholder will be treated as having received the fractional Acquiring Fund share pursuant to the Reorganization and then as having sold that fractional Acquiring Fund share for cash. As a result, each such Target Fund shareholder generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in the fractional Acquiring Fund share to which the shareholder is entitled. This gain or loss generally will be a capital gain or loss and generally will be long-term capital gain or loss if, as of the effective time of the Reorganization, the holding period for the shares (including the holding period of Target Fund shares surrendered therefor if such Target Fund shares were held as capital assets at the time of the Reorganization) is more than one year. The deductibility of capital losses is subject to limitations. Any cash received in lieu of a fractional share may be subject to backup withholding taxes.

Prior to the closing of the Reorganization, the Target Fund will declare a distribution to its shareholders, which, together with all other distributions to shareholders made with respect to the taxable year in which the Reorganization occurs and all prior taxable years, will have the effect of distributing to shareholders all its net investment income and realized net capital gains (after reduction by any available capital loss carryforwards and excluding any net capital gain on which the Target Fund paid tax under Section 852(b)(3)(A) of the Code), if any, through the Closing Date of the Reorganization. To the extent distributions are attributable to ordinary taxable income or capital gains, the distribution will be taxable to shareholders for federal income tax purposes. Additional distributions may be made if necessary. All dividends and distributions will be paid in cash unless a shareholder has made an election to reinvest dividends and distributions in additional shares under the Target Fund s dividend reinvestment plan. Taxable dividends and distributions are subject to federal income tax whether received in cash or additional shares.

After the Reorganization, the Acquiring Fund s ability to use the Target Fund s or the Acquiring Fund s pre-Reorganization capital losses may be limited under certain federal income tax rules applicable to reorganizations of this type. Therefore, in certain circumstances, shareholders may pay federal income taxes sooner, or pay more federal income taxes, than they would have had the Reorganization not occurred. However, the effect of these potential limitations will depend on a number of factors including the amount of the losses, the amount of gains to be offset, the exact timing of the Reorganization and the amount of unrealized capital gains in the Funds at the time of the Reorganization. As of December 31, 2016, the Funds had unused capital loss carryforwards available for federal income tax purposes to be applied against capital gains, if any, per the table below.

| | Acquiring Fund | Target Fund |
|---|---|---|
| Not subject to expiration | $ 1,519,011 | $ 78,506,734 |

A Fund is generally able to carry forward net capital losses arising in taxable years beginning after December 22, 2010 indefinitely.

In addition, the shareholders of the Target Fund will receive a proportionate share of any taxable income and gains realized by the Acquiring Fund and not distributed to its shareholders prior to the closing of the Reorganization when such income and gains are eventually distributed by the Acquiring Fund. Any gain the Acquiring Fund realizes after the Reorganization, including any built-in gain in the portfolio investments of the Target Fund and Acquiring Fund that was unrealized at the time of the Reorganization, may result in taxable distributions to shareholders holding shares of the Acquiring Fund (including former Target Fund shareholders who hold shares of the Acquiring Fund following the Reorganization). As a result, shareholders of the Target Fund and the Acquiring Fund may receive a greater amount of taxable distributions than they would have had the Reorganization not occurred.

This description of the federal income tax consequences of the Reorganization is made without regard to the particular facts and circumstances of any shareholder. Shareholders are urged to consult their own tax advisers as to the specific consequences to them of the Reorganization, including the applicability and effect of state, local, non-U.S. and other tax laws.

The foregoing is intended to be only a summary of the principal federal income tax consequences of the Reorganization and should not be considered to be tax advice. There can be no assurance that the Internal Revenue Service will concur on all or any of the issues discussed above. Shareholders are urged to consult their own tax advisers regarding the federal, state and local tax consequences with respect to the foregoing matters and any other considerations which may be applicable to them.

**Shareholder Approval**

The Reorganization is required to be approved by the affirmative vote of the holders of a majority (more than 50%) of the Target Fund s outstanding common shares entitled to vote on the matter.

Abstentions and broker non-votes will have the same effect as a vote against the approval of the Reorganization. Broker non-votes are shares held by a broker or nominee, typically in street name, for which the broker or nominee returns a valid proxy but are not voted because (1) instructions have not been received from the beneficial owners or persons entitled to vote and (2) the broker or nominee does not have discretionary authority to vote such shares.

The closing of the Reorganization is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for the Reorganization to occur, the requisite shareholder approval must be obtained at each Fund s Annual Meeting. Because the closing of the Reorganization is contingent upon each of the Target Fund and the Acquiring Fund obtaining such shareholder approval and satisfying (or obtaining the waiver of) other closing conditions, it is possible that the Reorganization will not occur, even if shareholders of your Fund entitled to vote on your Fund s Reorganization proposal approve such proposal and your Fund satisfies all of its closing conditions, if the other Fund does not obtain its requisite shareholder approval or satisfy (or obtain the waiver of) its closing conditions. If the Reorganization is not consummated, the Target Fund s Board may take such actions as it deems in the best interests of the Fund, including continuing to operate the Target Fund as a stand-alone fund.

**Description of Common Shares to Be Issued by the Acquiring Fund; Comparison to Target Fund**

***General***

As a general matter, the common shares of the Acquiring Fund and the Target Fund have equal voting rights and equal rights with respect to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of their respective Fund and have no preemptive, conversion or exchange rights, except as the Trustees may authorize, or rights to cumulative voting. Holders of whole common shares of each Fund are entitled to one vote per share on any matter on which the shares are entitled to vote, while each fractional share entitles its holder to a proportional fractional vote. Furthermore, the provisions set forth in the Acquiring Fund s declaration of trust are substantially similar to the provisions of the Target Fund s declaration of trust, and each contains, among other things, similar super-majority voting provisions (which are described under Additional Information About the Funds Certain Provisions in the Funds Declarations of Trust and By-Laws ). The full text of each Fund s declaration of trust is on file with the SEC and may be obtained as described on page 94.

The Acquiring Fund s declaration of trust authorizes an unlimited number of common shares, par value $0.01 per share. If the Reorganization is consummated, the Acquiring Fund will issue additional common shares on the Closing Date to the shareholders of the Target Fund based on the relative per share net asset value of the Acquiring Fund and the net asset value of the Target Fund assets that are transferred in the Reorganization, in each case as of the Valuation Time.

The terms of the Acquiring Fund common shares to be issued pursuant to the Reorganization will be identical to the terms of the Acquiring Fund common shares that are then outstanding. Acquiring Fund common shares have equal rights with respect to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. The Acquiring Fund common shares, when issued, will be fully paid and non-assessable and have no preemptive, conversion or exchange rights or rights to cumulative voting. See also Description of Massachusetts Business Trusts.

***Distributions***

The Funds have similar dividend policies with respect to the payment of dividends on their common shares. The Funds have a cash-flow based distribution program with distributions declared and paid on a monthly basis. Under a cash-flow based program, the Funds seek to maintain stable regular distributions based on the net cash flow received from portfolio investments. Fund distributions are not intended to include expected portfolio appreciation; however, the Funds invest in securities that make payments which ultimately may be fully or partially treated as gains or return of capital for tax purposes. Any net gains realized by the Funds on sales of securities are distributed to shareholders at least annually. As explained more fully below, at least annually, the Acquiring Fund may elect to retain rather than distribute all or a portion of any net capital gain (which is the excess of net long-term capital gain over net short-term capital loss) otherwise allocable to shareholders and pay federal income tax on the retained gain. As provided under federal income tax law, shareholders of record as of the end of the Acquiring Fund s taxable year will include their share of the retained net capital gain in their income for the year as a long-term capital gain (regardless of their holding period in the common shares), and will be entitled to an income tax credit or refund for the federal income tax deemed paid on their behalf by the Acquiring Fund. See Federal Income Tax Matters Associated with Investment in the Acquiring Fund under Additional Information About the Funds below and Federal Income Tax Matters in the Reorganization SAI.

***Dividend Reinvestment Plan***

Generally, the terms of the dividend reinvestment plan (the Plan ) for the Acquiring Fund and the Target Fund are identical. Under the Acquiring Fund s Plan, if your Acquiring Fund shares are registered directly with the Acquiring Fund or if you hold your shares with a brokerage firm that participates in the Acquiring Fund s Plan, your distributions, including any capital gain distributions, will automatically be reinvested in additional shares under the Plan unless you request otherwise. If you elect not to participate in the Plan, or are not eligible to participate because your brokerage firm does not participate in the Plan, you will receive all distributions in cash paid by check mailed directly to you or your brokerage firm by State Street Bank and Trust Company ( State Street ), as dividend paying agent. The tax character of distributions (as consisting of ordinary income or capital gain) will be the same regardless of whether such distributions are reinvested or received in cash. See Federal Income Tax Matters Associated with Investment in the Acquiring Fund under Additional Information About the Funds.

Under the Acquiring Fund s Plan, the number of shares you will receive will be determined as follows:

(1) If the shares are trading at or above net asset value at the time of valuation, the Acquiring Fund will issue new shares at a price equal to the greater of (i) net asset value per common share on that date or (ii) 95% of the market price on that date.

(2) If shares are trading below net asset value at the time of valuation, the Plan Agent will receive the dividend or distribution in cash and will purchase shares in the open market, on the NYSE or elsewhere, for the participants accounts. It is possible that the market price for the shares may increase before the Plan Agent has completed its purchases. Therefore, the average purchase price per share paid by the Plan Agent may exceed the market price at the time of valuation, resulting in the purchase of fewer shares than if the dividend or distribution had been paid in shares issued by the Acquiring Fund. The Plan Agent will use all dividends and distributions received in cash to purchase shares in the open market within 30 days of the valuation date. Interest will not be paid on any uninvested cash payments. The Plan provides that if shares start trading at or above net asset value before the Plan Agent has completed its purchases, the Plan Agent may cease purchasing shares in the open market, and may invest the uninvested portion in new shares at a price equal to the greater of (i) net asset value per share determined on the last business day immediately prior to the purchase date or (ii) 95% of the market price on that date.

You may withdraw from the Acquiring Fund s Plan at any time by giving written or telephonic notice to the Plan Agent. If you withdraw or the Plan is terminated, you will receive whole shares in your account under the Plan and you will receive a cash payment for any fraction of a share in your account. If you wish, the Plan Agent will sell your shares and send you the proceeds, minus brokerage commissions and a $2.50 service fee.

The Acquiring Fund reserves the right to amend or terminate the Plan if in the judgment of the Board the change is warranted. There is no direct service charge to participants in the Plan; however, the Acquiring Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan may be obtained from State Street, Attn: Computershare, Nuveen, P.O. Box 43071, Providence, Rhode Island 02940-3071, (800) 257-8787.

The Plan Agent maintains all shareholders accounts in the Plan and gives confirmation of all transactions in the accounts, including information you may need for tax records. Shares in your account will be held by the Plan Agent in non-certificated form. Any proxy you receive will include all shares you have received under the Plan.

There is no brokerage charge for reinvestment of your dividends or distributions in shares. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due upon receiving dividends and distributions.

If you hold your shares with a brokerage firm that does not participate in the Plan, you will not be able to participate in the Plan and any dividend reinvestment may be effected on different terms than those described above. Consult your financial adviser for more information.

In connection with the Reorganization, the Target Fund s Plan will be terminated and shareholders who elected to participate in such Plan as of the Closing Date will be automatically enrolled in the Acquiring Fund s Plan.

***Common Share Price Data***

The common shares of the Acquiring Fund and the Target Fund are listed on the NYSE. Upon the closing of the Reorganization, it is expected that the common shares of the Acquiring Fund will continue to be listed on the NYSE.

The following tables show for the periods indicated: (1) the high and low sales prices for common shares of each Fund reported as of the end of the day on the NYSE, (2) the high and low net asset values of the shares, and (3) the high and low of the premium/(discount) to net asset value (expressed as a percentage) of the common shares.

| | Acquiring Fund | | | | | |
|---|---|---|---|---|---|---|
| | **Market Place** | | **Net Asset Value** | | **Premium (Discount)** | |
| **Fiscal Quarter Ended** | **High** | **Low** | **High** | **Low** | **High** | **Low** |
| December 2016 | $ 17.24 | $ 15.30 | $ 19.23 | $ 17.39 | (9.71)% | (13.41)% |
| September 2016 | $ 17.90 | $ 16.70 | $ 19.71 | $ 18.75 | (7.89)% | (11.59)% |
| June 2016 | $ 16.90 | $ 15.15 | $ 18.80 | $ 17.57 | (10.06)% | (14.98)% |

| Fiscal Quarter Ended | Market Place | | Acquiring Fund Net Asset Value | | Premium (Discount) | |
|---|---|---|---|---|---|---|
| | High | Low | High | Low | High | Low |
| March 2016 | $ 15.37 | $ 13.00 | $ 17.82 | $ 15.46 | (10.44)% | (16.77)% |
| December 2015 | $ 17.14 | $ 14.49 | $ 18.27 | $ 16.54 | (5.17)% | (16.16)% |
| September 2015 | $ 17.89 | $ 14.69 | $ 19.20 | $ 17.13 | (4.88)% | (14.99)% |
| June 2015 | $ 19.82 | $ 17.01 | $ 20.30 | $ 18.95 | (1.06)% | (10.43)% |
| March 2015 | $ 20.04 | $ 18.74 | $ 20.52 | $ 19.39 | (0.67)% | (5.96)% |

| Fiscal Quarter Ended | Market Place | | Target Fund Net Asset Value | | Premium (Discount) | |
|---|---|---|---|---|---|---|
| | High | Low | High | Low | High | Low |
| February 2017 | $ 17.11 | $ 15.09 | $ 19.01 | $ 17.80 | (8.98)% | (15.78)% |
| November 2016 | $ 17.69 | $ 15.25 | $ 20.26 | $ 17.82 | (12.38)% | (16.01)% |
| August 2016 | $ 17.65 | $ 15.92 | $ 20.03 | $ 18.58 | (11.33)% | (14.89)% |
| May 2016 | $ 16.49 | $ 14.75 | $ 19.01 | $ 17.46 | (12.52)% | (16.34)% |
| February 2016 | $ 16.34 | $ 13.50 | $ 18.33 | $ 16.51 | (9.40)% | (18.58)% |
| November 2015 | $ 16.86 | $ 15.99 | $ 18.86 | $ 18.07 | (9.47)% | (12.10)% |
| August 2015 | $ 17.96 | $ 16.47 | $ 20.08 | $ 18.42 | (9.73)% | (11.87)% |
| May 2015 | $ 18.38 | $ 17.54 | $ 20.43 | $ 19.83 | (9.40)% | (12.34)% |
| February 2015 | $ 17.97 | $ 16.80 | $ 20.47 | $ 19.57 | (11.56)% | (14.67)% |
| November 2014[(1)] | $ 18.30 | $ 17.46 | $ 20.09 | $ 19.74 | (8.45)% | (12.74)% |

(1) For the period September 8, 2014 (commencement of operations) through November 30, 2014

On [ ], the closing sale prices of the Acquiring Fund and the Target Fund shares were $[ ] and $[ ], respectively. These prices represent a discount to net asset value for the Acquiring Fund and Target Fund of ([ ])% and ([ ])%, respectively.

Common shares of each Fund have historically traded at a discount to net asset value. It is not possible to state whether Acquiring Fund common shares will trade at a premium or discount to net asset value following the Reorganization, or to what the extent of any such premium or discount might be.

**Description of Massachusetts Business Trusts**

Each Fund is a Massachusetts business trust. The following description is based on relevant provisions of applicable Massachusetts law and each Fund s operative documents. This summary does not purport to be complete, and we refer you to applicable Massachusetts law and each Fund s operative documents.

***General***

A fund organized as a Massachusetts business trust is governed by the trust s declaration of trust or similar instrument.

Massachusetts law allows the trustees of a business trust to set the terms of a fund s governance in its declaration of trust. All power and authority to manage the fund and its affairs generally reside with the trustees, and shareholder voting and other rights are limited to those provided to the shareholders in the declaration of trust.

Because Massachusetts law governing business trusts provides more flexibility compared to typical state corporate statutes, the Massachusetts business trust is a common form of organization for closed-end funds. However, some consider it less desirable than other entities because it relies on the terms of the applicable declaration of trust and judicial interpretations rather than statutory provisions for substantive issues, such as the personal liability of shareholders and trustees, and does not provide the level of certitude that corporate laws, or newer statutory trust laws such as those of Delaware, provide.

Shareholders of a Massachusetts business trust are not afforded the statutory limitation of personal liability generally afforded to shareholders of a corporation from the trust s liabilities. Instead, the declaration of trust of a fund organized as a Massachusetts business trust typically provides that a shareholder will not be personally liable, and further provides for indemnification to the extent that a shareholder is found personally liable, for the fund s acts or obligations. The declaration of trust for each Fund contains such provisions.

Similarly, the trustees of a Massachusetts business trust are not afforded statutory protection from personal liability for the obligations of the trust. However, courts in Massachusetts have recognized limitations of a trustee s personal liability in contract actions for the obligations of a trust contained in the trust s declaration of trust, and declarations of trust may also provide that trustees may be indemnified out of the assets of the trust to the extent held personally liable. The declaration of trust for each Fund contains such provisions.

***The Funds***

Each Fund is organized as a Massachusetts business trust and is governed by its declaration of trust and by-laws. Under the declaration of trust, any determination as to what is in the interests of the Fund made by the trustees in good faith is conclusive, and in construing the provisions of the declaration of trust, there is a presumption in favor of a grant of power to the trustees. Further, the declaration of trust provides that certain determinations made in good faith by the trustees are binding upon the Fund and all shareholders, and shares are issued and sold on the condition and understanding, evidenced by the purchase of shares, that any and all such determinations will be so binding. The following is a summary of some of the key provisions of the Funds governing documents.

*Shareholder Voting*. The declaration of trust of each Fund requires a shareholder vote on a number of matters, including certain amendments to the declaration of trust, the election of trustees, the merger or reorganization of the Fund (under certain circumstances) or sales of assets in certain circumstances and matters required to be voted by the 1940 Act.

Meetings of shareholders may be called by the trustees and by the written request of shareholders owning at least 10% of the outstanding shares entitled to vote. The by-laws of each Fund provide that the holders of a majority (more than 50%) of the voting power of the shares of beneficial interest of the Fund entitled to vote at a meeting will constitute a quorum for the transaction of business. The declaration of trust of each Fund provides that the affirmative vote of the holders of a majority (more than 50%) of the shares present in person or by proxy and entitled to vote at a meeting of shareholders at which a quorum is present is required to approve a matter, except in the case of the election of trustees, which requires only a plurality vote, and for events to which other voting provisions apply under the 1940 Act or the declaration of trust and by-laws, such as the super-majority voting provisions with respect to a merger, consolidation or dissolution of, or sale of substantially all of the assets by, the Fund, or its conversion to an open-end investment company in certain circumstances under the terms of the declaration of trust.

*Election and Removal of Trustees*. The declaration of trust of each Fund provides that the trustees determine the size of the Board, subject to a minimum and a maximum number. Subject to the provisions of the 1940 Act, the declaration of trust also provides that vacancies on the Board may be filled by the remaining trustees. A trustee may be removed only for cause and only by action of at least two-thirds of the remaining trustees or by action of at least two-thirds of the outstanding shares of the class or classes that elected such trustee.

Pursuant to the Target Fund s by-laws, each member of the Target Fund s Board serves a single year term and stands for election each year. Pursuant to the Acquiring Fund s by-laws, the Acquiring Fund s Board is divided into three classes (Class I, Class II and Class III) with staggered multi-year terms, such that only the members of one of the three classes stand for election each year. The staggered board structure could delay for up to two years the election of a majority of the Board of each Fund. The board structure of the Acquiring Fund will remain in place following the closing of the Reorganization.

*Issuance of Shares*. Under the declaration of trust of each Fund, the trustees are permitted to issue an unlimited number of shares for such consideration and on such terms as the trustees may determine. Shareholders are not entitled to any preemptive rights or other rights to subscribe to additional shares, except as the trustees may determine. Shares are subject to such other preferences, conversion, exchange or similar rights, as the trustees may determine.

*Classes*. The declaration of trust of each Fund gives broad authority to the trustees to establish classes or series in addition to those currently established and to determine the rights and preferences, conversion rights, voting powers, restrictions, limitations, qualifications or terms or conditions of redemptions of the shares of the classes or series. The trustees are also authorized to terminate a class or series without a vote of shareholders under certain circumstances.

*Amendments to Declaration of Trust*. Amendments to the declaration of trust generally require the consent of shareholders owning more than 50% of shares entitled to vote, voting in the aggregate. Certain amendments may be made by the trustees without a shareholder vote, and any amendment to the voting requirements contained in the declaration of trust requires the approval of two-thirds of the outstanding shares, voting in the aggregate and not by class except to the extent that applicable law or the declaration of trust may require voting by class.

*Shareholder, Trustee and Officer Liability*. The declaration of trust of each Fund provides that shareholders have no personal liability for the acts or obligations of the Fund and require the Fund to indemnify a shareholder from any loss or expense arising solely by reason of his or her being or having been a shareholder and not because of his or her acts or omissions or for some other reasons. In addition, the Fund will assume the defense of any claim against a shareholder for personal liability at the request of the shareholder. Similarly, the declaration of trust provides that any person who is a trustee, officer or employee of the Fund is not personally liable to any person in connection with the affairs of the Fund, other than to the Fund and its shareholders arising from bad faith, willful misfeasance, gross negligence or reckless disregard for his or her duty. The declaration of trust further provides for indemnification of such persons and advancement of the expenses of defending any such actions for which indemnification might be sought. The declaration of trust also provides that the trustees may rely in good faith on expert advice.

*Derivative Actions*. Massachusetts has what is commonly referred to as a universal demand statute, which requires that a shareholder make a written demand on the board, requesting the trustees to bring an action, before the shareholder is entitled to bring or maintain a court action or claim on behalf of the entity.

**D. ADDITIONAL INFORMATION ABOUT THE INVESTMENT POLICIES**
**Comparison of the Investment Objectives and Policies of the Acquiring Fund and the Target Fund**

***Investment Objectives and Policies***

The Funds have the same investment objective and substantially similar investment policies and risks. The investment objective of each Fund is to provide a high level of current income and long-term capital appreciation. Each Fund seeks to achieve its investment objective by investing in real asset related companies located anywhere in the world, with a focus on infrastructure and real estate companies securities. Real assets and real asset related investments are any tangible assets, as distinguished from financial assets, and generally include real estate, infrastructure and natural resources. For the Target Fund, real asset related investments also may include whole loans, loan participations and other mortgage-related interests. The investment portfolios of the Acquiring Fund and the Target Fund are substantially identical except for the Target Fund s investments in whole loans and unsecured mortgage-related interests. The Acquiring Fund currently has no holdings of such investments. In connection with the Reorganization, it is expected that the Acquiring Fund will acquire whole loans and unsecured mortgage-related interests from the Target Fund and that the Acquiring Fund will continue to hold such investments following the Reorganization pursuant to its current investment policies.

Each Fund actively manages its portfolio allocation among real asset sectors, with flexibility to invest across the capital structure in any type of equity and debt securities offered by a particular company. Each Fund seeks to invest in income-producing securities that provide an attractive balance of high current yield and long-term capital appreciation potential.

Under normal conditions, the Target Fund will invest at least 80% of its Managed Assets in securities or other instruments that provide investment exposure to real assets. Real assets are any tangible assets, as distinguished from financial assets, and generally include real estate, infrastructure and natural resources. Real asset related investments are: (i) whole loans, loan participations and other mortgage-related interests; (ii) securities of companies that are in the energy, telecommunications, utilities or materials sectors; (iii) securities of companies in the real estate or transportation industry groups; (iv) securities of companies that, if not in one of these sectors or industry groups (a) derive at least 50% of their revenues or profits from the ownership, management, operation, development, construction, financing or sale of real assets or (b) have at least 50% of the fair market value of their assets invested in real assets or (v) pooled investment vehicles that invest primarily in the foregoing companies or that are otherwise designed primarily to provide investment exposure to real assets.

Under normal market conditions, the Acquiring Fund will invest at least 80% of its Managed Assets in equity and debt securities issued by real asset related companies located anywhere in the world. Real asset related companies are defined as: (i) companies that are in the energy, telecommunications, utilities or materials sectors; (ii) companies in the real estate or transportation industry groups; (iii) companies that, if not in one of these sectors or industry groups (a) derive at least 50% of their revenues or profits from the ownership, management, operation, development, construction, financing or sale of real assets or (b) have at least 50% of the fair market value of their assets invested in real assets; or (iv) pooled investment vehicles that primarily invest in the foregoing companies or that are otherwise designed primarily to provide investment exposure to real assets.

To the extent a Fund employs leverage, the Fund s total assets attributable to the principal amount of any borrowings, reverse repurchase agreements and any preferred shares or other senior securities issued by the Fund that may be outstanding, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage) are referred to as Managed Assets.

***Principal Investments***

Each Fund invests in both equity securities and debt securities. Equity securities include common stocks, preferred stocks, convertible securities, hybrid securities, warrants, rights, depositary receipts, ETNs, shares of other registered investment companies (including ETFs), equity securities issued by REITs and equity interests in MLPs. Debt securities in which the Funds may invest include corporate debt instruments, MBS, CMBS and debt securities issued by MLPs and REITs. Each Fund may invest in debt securities that are, at the time of investment, rated below investment grade or unrated but judged by the portfolio managers to be of comparable quality. Such debt securities are regarded as having predominantly speculative characteristics with respect to an issuer s capacity to pay interest and repay principal, and are commonly referred to as junk bonds or high yield debt. These characteristics imply higher price volatility and default risk than investment grade securities of comparable quality and duration. MBS and CMBS in which a Fund invests will be rated BB-/Ba3 or higher at the time of investment, or unrated but judged to be of comparable quality by the Fund s portfolio managers. Each Fund does not currently invest in any asset-backed securities ( ABS ); however, to the extent that a Fund does invest in ABS, such ABS will be offered by an issuer of real estate and/or infrastructure securities.

Each Fund may invest in companies located anywhere in the world. Each Fund s non-U.S. investments may be denominated in non-U.S. currencies without limit. Generally, the Funds will not hedge such non-U.S. currencies exposures, unless for defensive purposes, Nuveen Asset Management determines that it is in the best interests of shareholders to hedge non-U.S. currency exposure or increase allocations to U.S. securities. Each Fund may invest up to 75% of its Managed Assets in securities of non-U.S. issuers through the direct investment in securities of non-U.S. companies and through depositary receipts. Under normal conditions, the Acquiring Fund will invest at least 25% of its Managed Assets in the securities of non-U.S. issuers, while the Target Fund is not subject to any such minimum investment. Non-U.S. issuers are those (i) whose securities are traded principally on a stock exchange or OTC in a non-U.S. country, (ii) that are organized under the laws of and have a principal office(s) in a non-U.S. country or (iii) that have at least 50% of their revenues, profits or assets in non-U.S. countries.

Under normal market conditions, no more than 40% of the Acquiring Fund s Managed Assets may be invested in debt securities, at the time of investment, while the Target Fund is not subject to a percentage limitation on investment in debt securities.

Under normal conditions, all of the debt securities of each Fund may be rated lower than investment grade quality (BB+/Ba1 or lower), and no more than 10% of each Fund s Managed Assets may be invested in debt securities rated CCC+/Caa1 or lower (except that this limitation does not apply to the Target Fund with respect to its investments in whole loans, mortgage participations and other mortgage-related instruments).

Individual security ratings are based on information from Moody s, S&P and/or Fitch. For purposes of investment rating limitations in this Joint Proxy Statement/Prospectus, a security is considered to have the highest rating assigned to it by an NRSRO. In the case of an unrated security, it is considered to have the same rating as rated securities judged by the portfolio managers to be of comparable quality. Investment rating limitations are considered to apply only at the time of investment and will not be considered violated unless an excess or deficiency occurs or exists immediately after, and as a result of, an acquisition of securities.

Each Fund may invest up to 10% of its total assets in securities of other open- or closed-end investment companies (including ETFs) that invest primarily in securities of the types in which the Fund may invest directly.

The Target Fund s investment portfolio includes whole loans and unsecured mortgage-related interests, while the Acquiring Fund currently has no holdings of such investments. However, in connection with the Reorganization, it is expected that the Acquiring Fund will acquire whole loans and unsecured mortgage-related interests from the Target Fund and that the Acquiring Fund will continue to hold such investments following the Reorganization pursuant to its current investment policies.

The Funds also utilize derivatives, including options, swaps, futures contracts, options on futures contracts and forward foreign currency exchange contracts. The Funds may use derivatives to manage market or business risk, to enhance return or to hedge against adverse movements in currency exchange rates.

*Options Strategy*. Each Fund employs, to a limited extent, an integrated and dynamic option writing strategy focused on securities issued by real asset related companies (previously defined as the Options Strategy ) that seeks to enhance the Fund s risk-adjusted total returns over time.

Each Fund implements the Options Strategy by writing (selling) call options primarily on custom baskets of real estate securities not owned by the Fund. Each Fund may also write (sell) covered call options on individual real estate and/or infrastructure securities owned by the Fund. The call options written by a Fund will be collateralized by a portion of the Fund s portfolio. A custom basket call option is an option whose value is linked to the market value of the portfolio of securities underlying the call options. The Funds also may write call options on stock indices or ETFs when Nuveen Asset Management believes such techniques are more efficient than writing custom basket call options and may add value. As the seller of a call option, a Fund creates the potential for a liability to the extent the asset(s) underlying the option appreciates to a level above the strike price. In addition, the Fund will continue to bear the risk of the declines in the value of the Fund s investment portfolio that serves as collateral for the written options.

Custom basket call options are OTC options and generally the contract settlement will be European style, meaning that generally, the options only may be exercised on their expiration date. Nuveen Asset Management generally will hold such options positions until expiration at which time Nuveen Asset Management will roll the contract forward by entering into a new position. The premium, the exercise price and the market value of the basket or security underlying the option at expiration or contract termination determine the gain or loss realized by a Fund as the seller of the call option.

The Funds primarily write (sell) custom basket call options on real estate securities. In selecting real estate securities for each custom basket, the Funds seek to minimize the difference between the returns of the underlying stocks of the custom basket and an index of real estate securities (commonly referred to as tracking error) and, at the same time, maximize exposure to securities that the portfolio managers believe are less likely to outperform the relevant market benchmarks over time. Securities selected for each custom basket will primarily consist of underweighted positions relative to the relevant market benchmarks, and may include securities held and not held in the Fund s portfolio. The objective in structuring these custom baskets is to produce option premiums without limiting the upside potential for specific securities that the portfolio managers believe may outperform over time. The Funds also may write (sell) covered call options on individual securities issued by real asset related companies.

With respect to call options written on individual securities, the Funds will not write naked or uncovered call options. A call option written by a Fund on an individual security is covered if the Fund owns the security underlying the call or has an absolute and immediate right to acquire that security without additional cash consideration. Custom basket call options written by the Funds will generally not be fully covered because the Funds will not own each of the underlying securities comprising the basket or have the right to acquire such securities without additional cash consideration. Writing uncovered custom basket call options subjects the Funds to risks. See B. Risk Factors Risks Associated with the Options Strategy Risks Associated with Selling Options.

The notional value of the call options written by the Funds may range from 0% to 25% of Managed Assets, depending on market conditions and Nuveen Asset Management s ongoing assessment of the attractiveness of writing call options from a risk-adjusted return standpoint. When a Fund writes call options, the potential appreciation from the portion of the portfolio on which calls have been written is limited.

The Options Strategy will be actively managed by Nuveen Asset Management in a manner that is consistent with the Funds investment objective of providing a high level of current income and long-term capital appreciation. In implementing the Options Strategy, Nuveen Asset Management will use its proprietary investment process to evaluate projections of global and sector returns, taking into account potential market volatility, tracking error, and the correlation of returns between the Funds investment portfolio and the Options Strategy. There can be no assurance that the Options Strategy will be successful.

Each of the foregoing investment policies of the Funds, including each Fund s investment objective and policy of investing at least 80% of its Managed Assets in certain investments, is a non-fundamental investment policy that can be changed by the Fund s Board without a shareholder vote. However, each Fund s investment objective and 80% policy may be changed by the Board only following the provision of 60 days prior notice to shareholders.

**Portfolio Composition and Other Information**

The Funds have substantially identical portfolio compositions (other than the Target Fund s holdings of whole loans and unsecured, mortgage-related interests). The following investments represent the principal components of the Funds portfolios. More detailed information about the Funds portfolio investments is contained in the Reorganization SAI under Portfolio Composition.

***Equity Securities***

*Common Stock*. Common stock generally represents an equity ownership interest in an issuer. Although common stocks have historically generated higher average total returns than fixed-income securities over the long term, common stocks also have experienced significantly more volatility in those returns and may under-perform relative to fixed-income securities during certain periods. An adverse event, such as an unfavorable earnings report, may depress the value of a particular common stock held by the Funds. Also, prices of common stocks are sensitive to general movements in the stock market and a drop in the stock market may depress the price of common stocks to which the Funds have exposure. Common stock prices fluctuate for several reasons including changes in investors perceptions of the financial condition of an issuer or the general condition of the relevant stock market, or the occurrence of political or economic events which effect the issuers. In addition, common stock prices may be particularly sensitive to rising interest rates, which increases borrowing costs and the costs of capital.

*Preferred Stock*. Preferred stock, which generally pays fixed or adjustable rate dividends or interest to investors, has preference over common stock in the payment of dividends or interest and the liquidation of a company s assets, which means that a company typically must pay dividends or interest on its preferred stock before paying any dividends on its common stock. On the other hand, preferred stock is junior to all forms of the company s debt, including both senior and subordinated debt. Because of its subordinated position in the capital structure of an issuer, the ability to defer dividend or interest payments for extended periods of time without adverse consequences to the issuer, and certain other features, preferred stock is often treated as an equity-like instrument by both issuers and investors, as its quality and value is heavily dependent on the profitability and cash flows of the issuer rather than on any legal claims to specific assets.

*Convertible Securities*. Convertible securities have characteristics of both equity and debt securities and, as a result, are exposed to certain additional risks that are typically associated with debt. Convertible securities generally offer lower interest or dividend yields than non-convertible securities of similar credit quality. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. However, the convertible security s market value tends to reflect the market price of the common stock of the issuing company when that stock price is greater than the convertible security s conversion price. The conversion price is defined as the predetermined price at which the convertible security could be exchanged for the associated common stock. As the market price of the underlying common stock declines, the price of the convertible security tends to be influenced more by the yield of the convertible security. However, convertible securities fall below debt obligations of the same issuer in order of preference or priority in the event of a liquidation and are typically unrated or rated lower than such debt obligations.

*Other Investment Companies*. Each Fund may invest up to 10% of its total assets in securities of other open- or closed-end investment companies (including ETFs) that invest primarily in securities of the types in which the Fund may invest directly. The Funds may invest in investment companies that are advised by Nuveen Fund Advisors or its affiliates to the extent permitted by applicable law and/or pursuant to exemptive relief from the SEC. As a shareholder in an investment company, a Fund will bear its ratable share of that investment company s expenses, and would remain subject to payment of the Fund s management fees with respect to assets so invested. Shareholders would therefore be subject to duplicative expenses to the extent a Fund invests in other investment companies. Nuveen Asset Management will take expenses into account when evaluating the investment merits of an investment in an investment company relative to available security investments.

*REITs*. REITs are typically publicly traded corporations or trusts that invest in residential or commercial real estate. REITs generally can be divided into the following three types: (i) equity REITs which invest the majority of their assets directly in real property and derive their income primarily from rents and capital gains or real estate appreciation; (ii) mortgage REITs which invest the majority of their assets in real estate mortgage loans and derive their income primarily from interest payments; and (iii) hybrid REITs which combine the characteristics of equity REITs and mortgage REITs. The Funds can invest in common stock, preferred stock, debt securities and convertible securities issued by REITs.

*Other Equity Securities*. The Funds may invest in other equity securities, including hybrid securities (which have characteristics of both equity and fixed-income instruments), warrants, rights and depositary receipts (which reference ownership of underlying non-U.S. securities). For more information, see Portfolio Composition in the Reorganization SAI.

***Debt Securities***

*Debt Instruments*. Debt instruments generally are used by corporations to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and normally must repay the amount borrowed on or before maturity. Certain debt instruments in which the Funds invest may be perpetual in that they have no maturity date and some may be convertible into equity securities of the issuer or its affiliates. The Funds may invest in debt instruments of any quality and such debt instruments may be secured or unsecured. In addition, certain debt instruments in which the Funds may invest may be subordinated to the payment of an issuer s senior debt.

*High Yield Bonds*. Bonds that are rated lower than investment grade are commonly referred to as high yield bonds or junk bonds. These bonds generally provide high income in an effort to compensate investors for their higher risk of default, which is the failure to make required interest or principal payments. High yield bond issuers include small or relatively new companies lacking the history or capital to merit investment-grade status, former blue chip companies downgraded because of financial problems, companies electing to borrow heavily to finance or avoid a takeover or buyout, and firms with heavy debt loads.

*Exchange-Traded Notes (ETNs)*. ETNs are a type of senior, unsecured, unsubordinated debt security issued by financial institutions that combine aspects of both bonds and ETFs. An ETN s returns are based on the performance of a market index minus fees and expenses. Similar to ETFs, ETNs are listed on an exchange and traded in the secondary market. However, unlike an ETF, an ETN can be held until the ETN s maturity, at which time the issuer will pay a return linked to the performance of the market index to which the ETN is linked minus certain fees.

*Commercial Paper and Repurchase Agreements*. For information regarding commercial paper and repurchase agreements, see Portfolio Composition Commercial Paper and Portfolio Composition Repurchase Agreements in the Reorganization SAI.

***Mortgage-Backed Securities***

A mortgage-backed security is a type of pass-through security backed by an ownership interest in a pool of mortgage loans. The Funds may invest in mortgage-backed securities guaranteed by, or secured by collateral that is guaranteed by, the United States government, its agencies, instrumentalities or sponsored corporations. The Funds also may invest in privately issued mortgage-backed securities, including commercial mortgage-backed securities. A commercial mortgage-backed security is a type of mortgage-backed security that is secured by the loans on commercial properties.

Similar to a mortgage-backed security, the ownership interest of a commercial mortgage-backed security is in a pool of mortgages on commercial property.

***Whole Loans and Loan Participations***

Whole loans are entire ownership interests in mortgage loans or installment sales contracts on residential property, including multifamily and/or single family residences. An installment sales contract is an agreement by a seller to deliver a deed to property when certain conditions have been met, such as the completion of payment by the purchaser. Payments typically include an initial down payment with the balance being paid in installments over a period of time. Mortgage participations are fractional interests in mortgage loans or installment sales contracts on residential property, including multifamily and/or single family residences. Payments of principal and interest on each underlying mortgage loan or installment sales contract are made by the borrower to the mortgage servicer who in turn is responsible for remitting to each mortgage participation holder its proportionate share of such payments in accordance with each holder s percentage interest in the underlying mortgage or installment sales contract.

***Derivatives and Other Portfolio Components***

*Derivatives*. The Funds may invest in certain derivative instruments. Such instruments may include interest rate swaps, and other derivative instruments. Interest rate swaps involve the exchange by a Fund with a counterparty of their respective commitments to pay or receive interest, such as an exchange of fixed-rate payments for floating rate payments. A Fund will usually enter into interest rate swaps on a net basis; that is, the two payment streams will be netted out in a cash settlement on the payment date or dates specified in the instrument, with the Fund receiving or paying, as the case may be, only the net amount of the two payments.

The Funds may utilize certain derivative instruments as a hedging technique to protect against potential adverse changes in the market value of portfolio securities. The Funds also may use derivatives to attempt to protect the net asset value of the Fund, to facilitate the sale of certain portfolio securities, to manage the Fund s effective interest rate exposure as a temporary substitute for purchasing or selling particular securities. From time to time, the Funds also may utilize derivative instruments to create investment exposure to the extent such derivatives may facilitate implementation of its strategy more efficiently than through outright purchases or sales of portfolio securities.

Other derivative instruments that may be used, or other transactions that may be entered into, by the Funds may include the purchase or sale of futures contracts on securities, credit-linked notes, securities indices, other indices or other financial instruments; options on futures contracts; exchange-traded and OTC options on securities or indices; index linked securities; swaps, including credit default swaps; and currency exchange transactions. A credit default swap is a bilateral contract that enables an investor to buy or sell protection against a defined-issuer credit event. Some, but not all, of the derivative instruments may be traded and listed on an exchange. The positions in derivatives will be marked-to-market daily at the closing price established on the exchange or at a fair value. For more information, see Portfolio Composition in the Reorganization SAI.

There is no assurance that these derivative strategies will be available at any time, that Nuveen Fund Advisors and Nuveen Asset Management will determine to use them for either Fund or, if used, that the strategies will be successful.

*Non-U.S. Issuers*. Each Fund may invest up to 75% of its Managed Assets in securities of non-U.S. issuers through the direct investment in securities of non-U.S. companies and through depositary receipts. Non-U.S. companies are those (i) whose securities are traded principally on a stock exchange or OTC in a non-U.S. country, (ii) that are organized under the laws of and have a principal office(s) in a non-U.S. country or (iii) that have at least 50% of their revenues, profits or assets in non-U.S. countries.

*Emerging Markets Issuers*. Each Fund may invest up to 50% of its Managed Assets in securities of emerging markets issuers. Emerging markets issuers are those (i) whose securities are traded principally on a stock exchange or OTC in an emerging market country, (ii) that are organized under the laws of and have a principal office(s) in an emerging market country or (iii) that have at least 50% of their revenues, profits or assets in emerging market countries. Emerging market countries include any country other than Canada, the United States and the countries comprising the MSCI EAFE® Index (currently, Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom).

*Master Limited Partnerships (MLPs)*. MLPs are publicly traded limited partnerships. The partnership units are registered with the SEC and are freely exchanged on a securities exchange or in the OTC market. MLPs that are taxed as partnerships for federal income tax purposes are limited by the Code to enterprises that engage in certain businesses, mostly pertaining to the use of natural resources, such as petroleum and natural gas extraction and transportation. Some real estate enterprises also may qualify as MLPs taxed as partnerships.

*When-issued and Delayed Delivery Transactions*. The Funds may buy and sell securities on a when-issued or delayed delivery basis, making payment or taking delivery at a later date, normally within 15 to 45 days of the trade date.

*Illiquid Securities*. The Funds may invest in securities and other instruments that, at the time of investment, are illiquid (i.e., securities that are not readily marketable). For this purpose, illiquid securities may include, but are not limited to, restricted securities (securities the disposition of which is restricted under the federal securities laws), securities that may only be resold pursuant to Rule 144A under the 1933 Act that are deemed to be illiquid, and certain repurchase agreements.

Restricted securities may be sold only in privately negotiated transactions or in a public offering with respect to which a registration statement is in effect under the 1933 Act. Where registration is required, a Fund may be obligated to pay all or part of the registration expenses and a considerable period may elapse between the time of the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than that which prevailed when it decided to sell. Illiquid securities will be priced at fair value as determined in good faith by the Board or its delegate. If, through the appreciation of illiquid securities or the depreciation of liquid securities, the Fund should be in a position where more than 50% of the value of its Managed Assets is invested in illiquid securities, including restricted securities that are not readily marketable, the Fund will take such steps as are deemed advisable, if any, to protect liquidity.

***Other Policies***

During temporary defensive periods or in order to keep cash fully invested, each Fund may deviate from its investment policies and objective. During such periods, a Fund may invest up to 100% of its Managed Assets in short-term investments, including high quality, short-term securities or may invest in short-, intermediate-, or long-term U.S. Treasury Bonds. There can be no assurance that such strategies will be successful.

The Funds cannot change their fundamental investment restrictions without the approval of the holders of a majority of the outstanding common shares. When used with respect to particular shares of a Fund, a majority of the outstanding shares means (i) 67% or more of the shares present at a meeting, if the holders of more than 50% of the shares are present or represented by proxy or (ii) more than 50% of the shares, whichever is less. See Investment Restrictions in the Reorganization SAI for information regarding the Funds fundamental investment restrictions. All of the Funds other investment policies, including as noted above, are non-fundamental and can be changed by the Board without a vote of the shareholders.

**The Board of the Target Fund recommends that shareholders vote FOR the approval of the Reorganization.**

**PROPOSAL NO. 2 APPROVAL OF ISSUANCE OF ADDITIONAL COMMON SHARES OF ACQUIRING FUND (SHAREHOLDERS OF THE ACQUIRING FUND ONLY)**

In connection with the proposed Reorganization, the Acquiring Fund will issue additional Acquiring Fund common shares to the Target Fund. Subject to notice of issuance, the Acquiring Fund expects to list such shares on the NYSE. The Acquiring Fund will acquire substantially all of the assets of the Target Fund in exchange for newly issued Acquiring Fund common shares and the assumption of substantially all of the liabilities of the Target Fund. The Target Fund will distribute such Acquiring Fund common shares to its shareholders and will then terminate its registration under the 1940 Act and dissolve under applicable state law. Based on information from Nuveen Fund Advisors, LLC, the Fund s investment adviser, the proposed Reorganization is intended to benefit shareholders in a number of ways, including, among other things: (i) fee and expense savings for the Fund, following the recoupment of Reorganization-related expenses borne by the Fund, through economies of scale and cost savings from Nuveen s scaled governance platform, which may result in higher common share net earnings that, in turn, may support higher distribution rates over time; (ii) improved secondary market trading for common shares as a result of the combined fund s greater share volume, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements and, over time, narrower trading discounts relative to net asset value; and (iii) increased portfolio and leverage management flexibility due to the larger asset base of the combined fund.

The aggregate net asset value, as of the Valuation Time, of the Acquiring Fund common shares received by the Target Fund in connection with the Reorganization will equal the aggregate net asset value of the Target Fund common shares held by shareholders of the Target Fund as of the Valuation Time. Prior to the Valuation Time, the net asset values of the Target Fund and the Acquiring Fund will be reduced by the costs of the Reorganization borne by each Fund. No fractional Acquiring Fund common shares will be distributed to the Target Fund s shareholders in connection with the Reorganization and, in lieu of such fractional shares, the Target Fund s shareholders entitled to receive such fractional shares will receive cash in an amount equal to a pro-rata share of the proceeds from the sale of such shares in the open market, which may be higher or lower than net asset value. As a result of the Reorganization, shareholders of the Funds will hold reduced percentages of ownership in the larger combined entity than they held in the Acquiring Fund or Target Fund individually. See Proposal No. 1 C. Information About the Reorganization Terms of the Reorganization.

It is expected that no gain or loss will be recognized by the Acquiring Fund for federal income tax purposes as a direct result of the Reorganization. To the extent that portfolio securities of the Target Fund are sold prior to the closing of the Reorganization, the Target Fund may realize gains or losses, which may increase or decrease the net capital gains or net investment income to be declared prior to the closing of the Reorganization and distributed by the Target Fund. The shareholders of the Target Fund will receive a proportionate share of any income and gains realized by the Acquiring Fund and not distributed to its shareholders prior to the closing of the Reorganization when such income and gains are eventually distributed by the Acquiring Fund.

The Acquiring Fund will continue to operate following the Reorganization as a registered closed-end management investment company with the investment objective and policies described in this Joint Proxy Statement/Prospectus.

While applicable state and federal law does not require the shareholders of the Acquiring Fund to approve the Reorganization, applicable NYSE rules require shareholder approval of additional Acquiring Fund common shares to be issued in connection with the Reorganization.

Shareholder approval of the issuance of additional common shares of the Acquiring Fund requires the affirmative vote of a majority of the votes cast on the proposal, provided a quorum is present. Abstentions and broker non-votes will have no effect on the proposal. Broker non-votes are shares held by brokers or nominees, typically in street name, as to which (1) instructions have not been received from the beneficial owners or persons entitled to vote and (2) the broker or nominee does not have discretionary authority to vote such shares.

The consummation of the Reorganization is contingent on the satisfaction or waiver of all closing conditions, including approval of the proposals relating to the Reorganization by the Target Fund s shareholders and the Acquiring Fund s shareholders.

**The Board of the Acquiring Fund recommends that shareholders of the Acquiring Fund vote FOR the approval of the issuance of additional Acquiring Fund common shares in connection with the Reorganization.**

**PROPOSAL NO. 3 THE ELECTION OF BOARD MEMBERS (SHAREHOLDERS OF THE TARGET FUND ONLY)**

At the Annual Meeting, holders of shares of Diversified Real Asset Income Fund (previously defined as the Target Fund or the Fund ) will be asked to elect the nominees listed in the table below for a term expiring at the next annual meeting of shareholders 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 each of such nominees unless the proxy is marked otherwise. Each of the nominees has agreed to serve as a Board Member of the 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 the Fund s current Board.

The affirmative vote of a plurality (the greatest number of affirmative votes) of the Fund s shares present and entitled to vote at the Annual Meeting will be required to elect the Board Members of the Fund. When there are four (4) nominees for election to the Board, as is the case here, a vote by plurality means the four nominees with the highest number of affirmative votes, regardless of the votes withheld for the nominees, will be elected. For purposes of determining the approval of the proposal to elect nominees for the Fund, abstentions and broker non-votes will have no effect on the election of Fund s Board Members.

Each Board Member nominee is not an interested person, as defined in the 1940 Act, of the Fund or of Nuveen Fund Advisors, LLC (previously defined as Nuveen Fund Advisors or the Adviser ), the investment adviser to the Fund, and has never been an employee or director of Adviser, the Adviser s parent company, or any affiliate. Accordingly, the Board Members nominees are deemed Independent Board Members.

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

**Board Nominees/Board Members**

| Name, Address and Year of Birth | Position(s) Held with Fund | Year First Elected or Appointed and Term[1] | Principal Occupation(s) Including other Directorships During Past 5 Years | Number of Portfolios in Nuveen Fund Complex Overseen by Board Member |
|---|---|---|---|---|
| Leonard W. Kedrowski<br><br>901 Marquette Avenue<br><br>Minneapolis, MN 55402<br><br>1941 | Chairman of the Board; Board Member | 2014 (since inception)<br><br>Term: Annual | Owner and President, Executive and Management Consulting, Inc., a management consulting firm; Chief Executive Officer, Blue Earth Internet, a web site development company; Board member, GC McGuiggan Corporation (d/b/a Smyth Companies), a label printer; Member, investment advisory committee, Sisters of the Good Shepherd; Certified Public Accountant; former Vice President, Chief Financial Officer, Treasurer, Secretary, and Director, Andersen Windows, a large privately-held manufacturer of wood windows; former Director, Protection Mutual Insurance Company, an international property and casualty insurer; former Independent Board Member, First American Fund Complex (1993-2016) (two registered investment companies, including six portfolios). | 1 |
| Roger A. Gibson<br><br>901 Marquette Avenue<br><br>Minneapolis, MN 55402<br><br>1946 | Board Member | 2014 (since inception)<br><br>Term: Annual | Advisor/Consultant, Future Freight , a logistics/supply chain company; former Director, Charterhouse Group, Inc., a private equity firm; non-profit board member; prior to retirement in 2005, served in several executive positions for United Airlines, including Vice President and Chief Operating Officer Cargo; Independent Board Member, First American Fund Complex since 1997 (two registered investment companies, including six portfolios). | 1 |

| Name, Address and Year of Birth | Position(s) Held with Fund | Year First Elected or Appointed and Term(1) | Principal Occupation(s) Including other Directorships During Past 5 Years | Number of Portfolios in Nuveen Fund Complex Overseen by Board Member |
|---|---|---|---|---|
| Richard K. Riederer<br><br>901 Marquette Avenue<br><br>Minneapolis, MN 55402<br><br>1944 | Board Member | 2014 (since inception)<br><br>Term: Annual | Owner and Chief Executive Officer, RKR Consultants, Inc., a consulting company providing advice on business strategy, mergers and acquisitions; Certified Financial Analyst; non-profit board member; former Director, Cliffs Natural Resources, Inc. (a producer of iron ore pellets and coal); former Chief Executive Officer and President, Weirton Steel Corporation; former Vice President and Treasurer, Harnischfeger Industries, a capital machinery manufacturer; former Treasurer and Director of Planning, Allis Chalmers Corporation, an equipment manufacturing company; former Chairman, American Iron & Steel Institute, a North American steel industry trade association; Independent Board Member, First American Fund Complex since 2001 (two registered investment companies, including six portfolios) and Firstar Funds 1988-2001. | 1 |
| James M. Wade<br><br>901 Marquette Avenue<br><br>Minneapolis, MN 55402<br><br>1943 | Board Member | 2014 (since inception)<br><br>Term: Annual | Owner and President, Jim Wade Homes, a homebuilding company; formerly, Vice President and Chief Financial Officer, Johnson Controls, Inc.; Independent Board Member, First American Fund Complex since 2001 (two registered investment companies, including six portfolios) and Firstar Funds 1988-2001. | 1 |

(1) Each Board Member serves for a one-year term that expires at the next annual meeting of shareholders, or, if earlier, until his death, resignation, removal or disqualification.

**Board Member Investments in the Fund**

The following table sets forth for each Board Member the dollar range of equity securities beneficially owned in the Fund as of December 31, 2017:

| Board Members/Nominees who are not interested persons of the Target Fund | Target Fund |
|---|---|
| Roger A. Gibson | $10,001-$50,000 |
| Leonard W. Kedrowski | Over $100,000 |
| Richard K. Riederer | None |
| James M. Wade | None |

The Board Members of the Fund do not oversee any other funds in the Nuveen family of investment companies.

No Independent Board Member or his or her immediate family member owns beneficially or of record any security of Nuveen Fund Advisors, Nuveen Asset Management, LLC, the Fund s sub-adviser (previously defined as Nuveen Asset Management or the Sub-Adviser ), Nuveen or any person (other than a registered investment company) directly or indirectly controlling, controlled by or under common control with Nuveen Fund Advisors, Nuveen Asset Management or Nuveen.

On [ ], 2017, the Board Members and executive officers of the Fund as a group beneficially owned approximately [ ] shares of the Fund. As of [ ], 2017, each Board Member s individual beneficial shareholdings of the Fund constituted less than 1% of the Fund s outstanding shares. As of [ ], 2017, the Board Members and executive officers as a group beneficially owned less than 1% of the outstanding shares of the Fund. Information regarding beneficial owners of 5% or more of any class of the Fund is provided under General Information Shareholders of the Acquiring Fund and the Target Fund.

**Compensation**

Prior to January 1, 2017, the Board Members received an annual retainer of $40,000 ($66,250 in the case of the Chairman). The Audit Committee Chairman and Governance Committee Chairman each receive an additional $3,750 retainer. Effective January 1, 2017, the Board Members receive an annual retainer of $55,000 ($82,500 in the case of the Chairman). The Audit Committee Chairman and Governance Committee Chairman each receive an additional $6,000 retainer. The Board Members also receive $1,750 per day when travelling out of town on Fund business that does not involve a Board or committee meeting. In addition, Board Members are reimbursed for their out-of-pocket expenses in traveling from their primary or secondary residence to Board and committee meetings, on Fund business and to attend mutual fund industry conferences or seminars.

The Fund does not have retirement or pension plans.

The Fund has no employees. The officers of the Fund serve without any compensation from the Fund.

The table below shows, for each Independent Board Member, the aggregate compensation paid by the Fund to each Board Member nominee during the fiscal year ended May 31, 2016.

**Aggregate Compensation from the Fund**

| Roger A. Gibson | Leonard W. Kedrowski | Richard K. Riederer | James M. Wade |
|---|---|---|---|
| $45,173 | $67,590 | $44,678 | $41,731 |

**Board Leadership Structure and Risk Oversight**

The Board oversees the operations and management of the Fund, including the duties performed for the Fund by the Adviser. When the Board, through its Governance Committee discussed below, seeks nominees for the Board, the Board Members consider not only the candidate s particular background, skills and experience, among other things, but also whether such background, skills and experience enhance the Board s diversity and at the same time complement the Board given its current composition and the mix of skills and experiences of the incumbent Board Members. The Governance Committee believes that the Board generally benefits from diversity of background, experience and views among its members, and considers this a factor in evaluating the composition of the Board, but has not adopted any specific policy on diversity or any particular definition of diversity.

The Board believes its current structure enhances good and effective governance.

As noted above, the Board consists entirely of Independent Board Members, and the Chairman of the Board is an Independent Board Member. The Board recognizes that a chairman can perform an important role in setting the agenda for the Board, establishing the boardroom culture, establishing a point person on behalf of the Board for Fund management, and reinforcing the Board s focus on the long-term interests of shareholders. The Board recognizes that a chairman may be able to better perform these functions without any conflicts of interests arising from a position with Fund management. Accordingly, the Board Members have elected Leonard W. Kedrowski as the independent Chairman of the Board. Specific responsibilities of the Chairman include: (i) presiding at all meetings of the Board and of the shareholders when present (see by-laws); (ii) seeing that all orders and resolutions of the Board Members are carried into effect; and (iii) maintaining records of and, whenever necessary, certifying all proceedings of the Board Members and the shareholders.

Although the Board has direct responsibility over various matters (such as advisory contracts and Fund performance), the Board also exercises certain of its oversight responsibilities through committees that it has established and which report back to the full Board. The Board believes that a committee structure is an effective means to permit Board Members to focus on particular operations or issues affecting the Fund. The Board has established two standing committees: the Audit Committee and the Governance Committee. The Board may also from time to time create ad hoc committees to focus on particular issues as the need arises. The membership and functions of the standing committees are summarized below.

*Audit Committee*. The purposes of the Audit Committee are (1) to oversee the Fund s accounting and financial reporting policies and practices, their internal controls and, as appropriate, the internal controls of certain service providers; (2) to oversee the quality of the Fund s financial statements and the independent audit thereof; (3) to oversee the valuation of the securities held by the Fund; (4) to assist Board oversight of the Fund s compliance with legal and regulatory requirements; and (5) to act as a liaison between the Fund s independent auditors and the full Board. The Audit Committee, together with the Board, has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the outside auditor (or to nominate the outside auditor to be proposed for shareholder approval in any proxy statement). The Audit Committee has adopted a written charter setting forth, among other things, requirements with respect to the composition of the Committee, the purposes of the Committee, and the Committee s duties and powers. The Audit Committee currently consists of Mr. Gibson (chair), Mr. Kedrowski, Mr. Riederer and Mr. Wade. The Board has determined that each member of the Audit Committee is independent within the meaning of New York Stock Exchange listing standards and is not an interested person as defined in the 1940 Act. The Board has designated Mr. Riederer and Mr. Kedrowski as Audit Committee financial experts. A copy of the Audit Committee s Charter is included in Appendix B. The Audit Committee met six times during the fiscal year ended May 31, 2016.

*Governance Committee*. The Governance Committee of the Board is responsible for nominating board members and making recommendations to the Board concerning Board composition, committee structure and governance, board member education and governance practices. The members of the Governance Committee are Mr. Riederer (Chair), Mr. Gibson, Mr. Kedrowski and Mr. Wade. The Board has determined that each member of the Governance Committee is independent within the meaning of New York Stock Exchange listing standards and is not an interested person as defined in the 1940 Act. The Governance Committee met four times during the fiscal year ended May 31, 2016.

*Board Member Attendance*. The Board held four regular quarterly meetings and five special meetings during the Fund s fiscal year ended May 31, 2016. During the last fiscal year, each Board Member attended 100% of the Fund s Board meetings and committee meetings. The Board encourages Board Members to attend annual shareholder meetings of the Fund in person or by telephone.

*Board Diversification and Board Member Qualifications*. In determining that a particular Board Member was qualified to serve on the Board, the Board considered each Board Member s background, skills, experience and other attributes in light of the composition of the Board with no particular factor controlling.

Each Board Member served as Board Member of the predecessor funds to the Fund, as noted in the descriptions below. Because of this experience, each Board Member is knowledgeable regarding the Fund s business and service provider arrangements, as well as the Fund s current business and service provider arrangements. In addition, each Board Member has served for a number of years as a director of funds in the First American Fund Complex, as indicated in the descriptions below. Among the factors the Board considered when concluding that an individual should serve on the Board were the following: (i) the individual s business and professional experience and accomplishments; (ii) the individual s ability to work effectively with other members of the Board; (iii) the individual s prior experience, if any, serving on the boards of public companies and other complex enterprises and organizations; and (iv) how the individual s skills, experiences and attributes would contribute to an appropriate mix of relevant skills, diversity and experience on the Board. The Board believes that, collectively, its Board Members have balanced and diverse qualifications, skills, experiences, and attributes, which allow the Board to operate effectively in governing the Fund and protecting the interests of shareholders.

Accordingly, set forth below is a summary of the experiences, qualifications, attributes, and skills that led to the conclusion, as of the date of this document, that each Board Member should serve in that capacity. References to the experiences, qualifications, attributes and skills of Board Members are pursuant to requirements of the SEC, do not constitute holding out the Board or any Board Member as having any special expertise or experience and shall not impose any greater responsibility or liability on any such person or on the Board by reason thereof.

***Roger A. Gibson***

Mr. Gibson has served as an Independent Board Member of the Fund since its inception and served as a Board Member of each of the predecessors to the Fund since August 1998. He is an advisor/consultant for Future Freight , a logistics/supply chain company. Mr. Gibson also serves as a board member for several non-profit organizations. Prior to his retirement in 2005, Mr. Gibson served in several executive positions for United Airlines, including Vice President and Chief Operating Officer Cargo. He also serves as a director of Charterhouse Group, Inc., a private equity firm. He has served as an Independent Board Member for the First American Fund Complex since 1997.

***Leonard W. Kedrowski***

Mr. Kedrowski has served as Chairman and Independent Board Member of the Fund since its inception and served as a Board Member of each of the predecessor funds of the Fund since August 1998, including as Chairman since January 2011. He is the Owner and President of Executive and Management Consulting, Inc., a management consulting firm; the Chief Executive Officer of Blue Earth Internet, a web site development company; and a Board member of GC McGuiggan Corporation (d/b/a Smyth Companies), a label printer. Mr. Kedrowski is also a member of the investment advisory committee of Sisters of the Good Shepherd. He is a Certified Public Accountant; and former Vice President, Chief Financial Officer, Treasurer, Secretary, and Director of Andersen Windows, a large privately-held manufacturer of wood windows.
Mr. Kedrowski is also a former Director of Protection Mutual Insurance Company, an international property and casualty insurer. He served as an Independent Board Member for the First American Fund Complex from 1993 to 2016

***Richard K. Riederer***

Mr. Riederer has served as an Independent Board Member of the Fund since its inception and served as a Board Member of each of the predecessor funds of the Fund since August 2001. He is the owner and Chief Executive Officer of RKR Consultants, Inc., a consulting company providing advice on business strategy, mergers and acquisitions; a former director of Cliffs Natural Resources, Inc.; a Certified Financial Analyst; former Chief Executive Officer and President of Weirton Steel Corporation; former Vice President and Treasurer of Harnischfeger Industries, a capital machinery manufacturer; former Treasurer and Director of Planning at Allis Chalmers Corporation, an equipment manufacturing company; and former Chairman at American Iron & Steel Institute, a North American steel industry trade association. He also serves on several non-profit boards. Mr. Riederer has served as an Independent Board Member for the First American Fund Complex since 2001 and prior to that, served as an Independent Board Member for the Firstar Funds from 1988 to 2001.

***James M. Wade***

Mr. Wade has served as an Independent Board Member of the Fund since its inception and served as a Board Member of each of the predecessor funds of the Fund since August 2001. He is also currently the owner and President of Jim Wade Homes, a homebuilding company. He formerly served as Vice President and Chief Financial Officer of Johnson Controls, Inc. Mr. Wade has served as an Independent Board Member for the First American Fund Complex since 2001 and prior to that, served as an Independent Board Member for the Firstar Funds from 1988 to 2001.

*Board Member Terms*. All Board Members of the Fund are elected annually.

**Fund Officers**

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

| Name, Address and Year of Birth | Position(s) Held with Target Fund | Year First Elected or Appointed[(1)] | Principal Occupation(s) During Past 5 Years[(2)] | Number of Portfolios in Fund Complex Served by Officer[(2)] |
|---|---|---|---|---|
| Cedric H. Antosiewicz<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1962 | Chief Administrative Officer | Term: Annual<br>Length of Service: Since 2014 (since inception) | Senior Managing Director (since January 2017), formerly, Managing Director (2004-2017) of Nuveen Securities LLC; Senior Managing Director (since January 2017), formerly, Managing Director (2014-2017) of Nuveen Fund Advisors, LLC. | 75 |
| William Adams IV<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1955 | Vice President | Term: Annual<br>Length of Service: Since 2014 (since inception) | Co-Chief Executive Officer and Co-President (since March 2016), formerly, Senior Executive Vice President, Global Structured Products of Nuveen Investments, Inc. (2010-2016); Executive Vice President (since February 2017) of Nuveen, LLC; Co-President, Global Products and Solutions (since January 2017), formerly, Co-Chief Executive Officer (2016-2017), formerly, Senior Executive Vice President of Nuveen Securities, LLC; Co-President of Nuveen Fund Advisors, LLC (since 2011); President (since 2011), formerly, Managing Director (2010-2011), of Nuveen Commodities Asset Management, LLC; Board Member of the Chicago Symphony Orchestra and of Gilda s Club Chicago. | 183[(3)] |

| Name, Address and Year of Birth | Position(s) Held with Target Fund | Year First Elected or Appointed[1] | Principal Occupation(s) During Past 5 Years[2] | Number of Portfolios in Fund Complex Served by Officer[2] |
|---|---|---|---|---|
| Margo L. Cook<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1964 | Vice President | Term: Annual<br>Length of Service: Since 2014 (since inception) | Co-Chief Executive Officer and Co-President (since March 2016), formerly, Senior Executive Vice President of Nuveen Investments, Inc.; Executive Vice President (since February 2017) of Nuveen LLC; Co-President (since October 2016), formerly, Senior Executive Vice President (2015-2016) of Nuveen Fund Advisors, LLC (Executive Vice President since 2011); Co-President, Global Products and Solutions (since January 2017), formerly, Co-Chief Executive Officer (2015-2016), formerly, Executive Vice President (2013-2015), of Nuveen Securities, LLC; formerly, Managing Director Investment Services of Nuveen Commodities Asset Management, LLC (2011-2016); Chartered Financial Analyst. | 183[3] |
| Lorna C. Ferguson<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1945 | Vice President | Term: Annual<br>Length of Service: Since 2014 (since inception) | Managing Director (since 2004) of Nuveen. | 183 |
| Stephen D. Foy<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1954 | Vice President and Controller | Term: Annual<br>Length of Service: Since 2014 (since inception) | Managing Director (since 2014), formerly, Senior Vice President (2013 2014) and Vice President (2005-2013) of Nuveen Fund Advisors, LLC; Chief Financial Officer of Nuveen Commodities Asset Management, LLC (since 2010); Managing Director (since 2016) of Nuveen Securities, LLC; Certified Public Accountant. | 183 |
| Nathaniel T. Jones<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1979 | Vice President and Treasurer | Term: Annual<br>Length of Service: Since 2016 | Managing Director (since February 2017), formerly, Senior Vice President (2016-2017), formerly, Vice President (2011-2016) of Nuveen; Chartered Financial Analyst. | 183 |
| Walter M. Kelly<br>333 West Wacker Drive<br>Chicago, Illinois 60606 | Chief Compliance Officer and Vice President | Term: Annual | Managing Director (since February 2017), formerly, Senior Vice President (2008-2017) of Nuveen. | 183 |

| | |
|---|---|
| 1970 | Length of Service:<br>Since 2014 (since<br>inception) |

| Name, Address and Year of Birth | Position(s) Held with Target Fund | Year First Elected or Appointed(1) | Principal Occupation(s) During Past 5 Years(2) | Number of Portfolios in Fund Complex Served by Officer(2) |
|---|---|---|---|---|
| Tina M. Lazar<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1961 | Vice President | Term: Annual<br>Length of Service: Since 2014 (since inception) | Managing Director (since January 2017), formerly, Senior Vice President (2014-2017) of Nuveen Securities, LLC. | 183 |
| Kevin J. McCarthy<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1966 | Vice President and Assistant Secretary | Term: Annual<br>Length of Service: Since 2014 (since inception) | Senior Managing Director (since February 2017), formerly, Executive Vice President (2016-2017); Secretary and General Counsel (since 2016), formerly, Managing Director and Assistant Secretary of Nuveen Investments, Inc.; Senior Managing Director (since January 2017), formerly, Executive Vice President (2016-2017), formerly, Managing Director (2008-2016), and Assistant Secretary (since 2008) of Nuveen Securities, LLC; Senior Managing Director (since February 2017), formerly, Executive Vice President (2016-2017) and Secretary (since 2016), formerly, Managing Director (2008-2016) and Assistant Secretary (2007-2016), and Co-General Counsel (since 2011) of Nuveen Fund Advisors, LLC; Senior Managing Director (since February 2017), formerly, Executive Vice President (2016-2017); and Secretary (since 2016), formerly, Managing Director and Assistant Secretary (2011-2016), and Associate General Counsel (since 2011) of Nuveen Asset Management, LLC; Senior Managing Director (since February 2017), formerly, Executive Vice President (2016-2017), and Secretary (since 2016) of Nuveen Investments Advisers, LLC; Vice President (since 2007) and Secretary (since 2016) of NWQ Investment Management Company, LLC, Symphony Asset Management LLC, Santa Barbara Asset Management, LLC and Winslow Capital Management, LLC (since 2010); Vice President (since 2010) and Secretary (since 2016), formerly, Assistant Secretary of Nuveen Commodities Asset Management, LLC. | 183 |

| Name, Address and Year of Birth | Position(s) Held with Target Fund | Year First Elected or Appointed[1] | Principal Occupation(s) During Past 5 Years[2] | Number of Portfolios in Fund Complex Served by Officer[2] |
|---|---|---|---|---|
| Kathleen L. Prudhomme<br>901 Marquette Avenue<br>Minneapolis,<br>Minnesota 55402<br>1953 | Vice President and Assistant Secretary | Term: Annual<br>Length of Service: Since 2014 (since inception) | Managing Director and Assistant Secretary of Nuveen Securities, LLC (since 2011); Managing Director, Assistant Secretary and Co-General Counsel (since 2011) of Nuveen Fund Advisors, LLC; Managing Director, Assistant Secretary and Associate General Counsel (since 2011) of Nuveen Asset Management, LLC. | 183 |
| Christopher M. Rohrbacher<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1971 | Vice President and Assistant Secretary | Term: Annual<br>Length of Service:<br>Since 2014 (since inception) | Managing Director (since February 2017), formerly, Senior Vice President (October 2016-February 2017) and Assistant Secretary (since October 2016) of Nuveen Fund Advisors, LLC; Managing Director (since January 2017) of Nuveen Securities LLC; Vice President and Assistant Secretary (since 2010) of Nuveen Commodities Asset Management, LLC. | 183 |
| Joel T. Slager<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1978 | Vice President and Assistant Secretary | Term: Annual<br>Length of Service:<br>Since 2014 (since inception) | Fund Tax Director for Nuveen Funds (since 2013); previously, Vice President of Morgan Stanley Investment Management, Inc., Assistant Treasurer of the Morgan Stanley Funds (from 2010 to 2013). | 183 |

| Name, Address and Year of Birth | Position(s) Held with Target Fund | Year First Elected or Appointed(1) | Principal Occupation(s) During Past 5 Years(2) | Number of Portfolios in Fund Complex Served by Officer(2) |
|---|---|---|---|---|
| Gifford R. Zimmerman<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1956 | Vice President and Secretary | Term: Annual<br><br>Length of Service: Since 2014 (since inception) | Managing Director (since 2002) and Assistant Secretary of Nuveen Securities, LLC; Managing Director (since 2002), Assistant Secretary (since 1997) and Co-General Counsel (since 2011) of Nuveen Fund Advisors, LLC; Managing Director (since 2004) and Assistant Secretary (since 1994) of Nuveen Investments, Inc.; Managing Director, Assistant Secretary and Associate General Counsel of Nuveen Asset Management, LLC (since 2011); Vice President (since February 2017), formerly, Managing Director (2003-2017) and Assistant Secretary (since 2003) of Symphony Asset Management LLC; Managing Director and Assistant Secretary (since 2002) of Nuveen Investments Advisers, LLC; Vice President and Assistant Secretary of NWQ Investment Management Company, LLC, Santa Barbara Asset Management, LLC (since 2006) and of Winslow Capital Management, LLC (since 2010); Chartered Financial Analyst. | 183 |
| John G. Wenker<br><br>901 Marquette Avenue<br><br>Minneapolis,<br><br>Minnesota 55402<br><br>1951 | Vice President | Term: Annual<br><br>Length of Service: Since 2014 (since inception) | Managing Director, Head of Real Assets, Nuveen Asset Management, LLC since January 2011. | 1 |
| Sharon E. Walton<br><br>901 Marquette Avenue<br><br>Minneapolis,<br><br>Minnesota 55402<br><br>1974 | Vice President | Term: Annual<br><br>Length of Service: Since 2016 | Assistant Vice President, Research Analyst, Nuveen Asset Management, LLC since January 2011. | 1 |

(1) Officers serve one year terms ending in June of each year.
(2) Information as of [ ], 2017.
(3) Mr. Adams and Ms. Cook serve as Board Members of Nuveen Real Asset Income and Growth Fund and of the other portfolios in the fund complex.

**PROPOSAL NO. 4 THE ELECTION OF BOARD MEMBERS (SHAREHOLDERS OF THE ACQUIRING FUND ONLY)**

Pursuant to the organizational documents of Nuveen Real Asset Income and Growth Fund (previously defined as the Acquiring Fund or the Fund ), the Board is divided into three classes (Class I, Class II and Class III), to be elected by the holders of the outstanding shares to serve until the third succeeding annual meeting of shareholders subsequent to their election or thereafter, in each case until their successors have been duly elected and qualified.

Four (4) Board Members are to be elected by holders of shares. Board Members Adams, Kundert, Nelson and Toth have been designated as Class II Board Members and are nominees for election at the Annual Meeting to serve for a term expiring at the 2020 annual meeting of shareholders or until their successors have been duly elected and qualified. Board Members Cook, Evans, Hunter, Moschner, Schneider, Stockdale, Stone and Wolff are continuing Board Members. Board Members Cook, Evans, Moschner and Schneider have been designated as Class III Board Members to serve for a term expiring at the 2018 annual meeting of shareholders or until their successors have been duly elected and qualified. Board Members Hunter, Stockdale, Stone and Wolff have been designated as Class I Board Members for a term expiring at the 2019 annual meeting of shareholders 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 the 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 the Fund s current Board.

Class II Board Members Adams, Kundert, Nelson and Toth were last elected at the annual meeting of shareholders held on August 5, 2014. Class III Board Members Evans and Schneider were last elected at the annual meeting of shareholders held on March 26, 2015. Class III Board Members Cook and Moschner were appointed to the Board on June 22, 2016, effective as of July 1, 2016. Class I Board Members Hunter, Stockdale, Stone and Wolff were last elected at the annual meeting of shareholders held on April 22, 2016.

Other than Board Members Adams and Cook, each of the Board Members and Board Member nominees is not an interested person, as defined in the 1940 Act, of the Fund or of Nuveen Fund Advisors, LLC (previously defined as Nuveen Fund Advisors or the Adviser ), the investment adviser to the Fund, and has never been an employee or director of the Adviser, the Adviser s parent company, or any affiliate. Accordingly, such Board Members are deemed Independent Board Members.

The affirmative vote of a plurality (the greatest number of affirmative votes) of the shares present and entitled to vote at the Annual Meeting will be required to elect each Board Member of the Fund. When there are four (4) nominees for election to the Board, as is the case here, a vote by plurality means the four nominees with the highest number of affirmative notes, regardless of the votes withheld for the nominees, will be elected. For purposes of determining the approval of the proposal to elect nominees for the Fund, abstentions and broker non-votes will have no effect on the election of Board Members.

**The Board of the Fund unanimously recommends that shareholders vote FOR the election of each Board Member identified in the table below as designated as a Class II Board Member.**

**Board Nominees/Board Members**

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served[1] | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| **Nominees/Board Members who are not interested persons of the Funds** | | | | | |
| William J. Schneider[2]<br>c/o Nuveen<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1944 | Chairman of the Board, Board Member | Term: Class III Board Member until 2018 Annual Meeting<br>Length of Service: Since 1996, Chairman of the Board Since July 1, 2013 | Chairman of Miller-Valentine Partners Ltd., a real estate investment company; Board Member of WDPR Public Radio Station; formerly, Senior Partner and Chief Operating Officer (retired, 2004) of Miller-Valentine Group; formerly, Director, Dayton Development Coalition; formerly, Board Member, Business Advisory Council, Cleveland Federal Reserve Bank and University of Dayton Business School Advisory Council. | 182 | None |
| Jack B. Evans<br>c/o Nuveen<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1948 | Board Member | Term: Class III Board Member until 2018 Annual Meeting<br>Length of Service: Since 1999 | President, The Hall-Perrine Foundation, a private philanthropic corporation (since 1996); Director, The Gazette Company; Life Trustee of Coe College and Iowa College Foundation; formerly, Director, Federal Reserve Bank of Chicago; formerly, President and Chief Operating Officer, SCI Financial Group, Inc., a regional financial services firm; formerly, Member and President Pro Tem of the Board of Regents for the State of Iowa University System. | 182 | Director and Chairman, United Fire Group, a publicly held company; formerly, Director, Alliant Energy. |

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served[1] | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| William C. Hunter<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1948 | Board Member | Term: Class I Board Member until 2019 Annual Meeting<br><br>Length of Service: Since 2004 | Dean Emeritus (since 2012), formerly, Dean (2006-2012), Tippie College of Business, University of Iowa; past Director (2005-2015) and past President (2010-2014), Beta Gamma Sigma, Inc., The International Business Honor Society; formerly, Director (1997-2007), Credit Research Center at Georgetown University; formerly, Dean and Distinguished Professor of Finance, School of Business at the University of Connecticut (2003-2006); previously, Senior Vice President and Director of Research at the Federal Reserve Bank of Chicago (1995-2003). | 182 | Director (since 2009) of Wellmark, Inc.; Director (since 2004) of Xerox Corporation. |
| David J. Kundert<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1942 | Board Member | Term: Class II Board Member until 2017 Annual Meeting<br><br>Length of Service: Since 2005 | Formerly, Director, Northwestern Mutual Wealth Management Company (2006-2013); retired (since 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 Corporation and Chairman and CEO, Banc One Investment Management Group; Regent Emeritus, Member of Investment Committee, Luther College; Member of the Wisconsin Bar Association; Member of Board of Directors and Chair of Investment Committee, Greater Milwaukee Foundation; Member of the Board of Directors (Milwaukee), College Possible; Member of the Board of Trustees, Milwaukee Repertory Theater. | 182 | None |

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served[1] | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| Albin F. Moschner<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1952 | Board Member | Term: Class III Board Member until 2018 Annual Meeting<br><br>Length of Service: Since 2016 | Founder and Chief Executive Officer, Northcroft Partners, LLC, a management consulting firm (since 2012); previously, held positions at Leap Wireless International, Inc., including Consultant (2011-2012), Chief Operating Officer (2008-2011), and Chief Marketing Officer (2004-2008); formerly, President, Verizon Card Services division of Verizon Communications, Inc. (2000-2003); formerly, President, One Point Services at One Point Communications (1999-2000); formerly, Vice Chairman of the Board, Diba, Incorporated (1996-1997); formerly, various executive positions with Zenith Electronics Corporation (1991-1996). | 182 | Director, USA Technologies, Inc., a provider of solutions and services to facilitate electronic payment transactions (since 2012); formerly, Director, Wintrust Financial Corporation (1996-2016). |

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served[1] | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| John K. Nelson<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1962 | Board Member | Term: Class II Board Member until 2017 Annual Meeting<br><br>Length of Service: Since 2013 | Member of Board of Directors of Core12 LLC (since 2008), a private firm which develops branding, marketing and communications strategies for clients; Director of The Curran Center for Catholic American Studies (since 2009) and The President s Council, Fordham University (since 2010); formerly, senior external advisor to the financial services practice of Deloitte Consulting LLP (2012-2014); formerly, Chief Executive Officer of ABN AMRO N.V. North America, and Global Head of its Financial Markets Division (2007-2008); prior senior positions held at ABN AMRO include Corporate Executive Vice President and Head of Global Markets the Americas (2006-2007), CEO of Wholesale Banking North America and Global Head of Foreign Exchange and Futures Markets (2001-2006), and Regional Commercial Treasurer and Senior Vice President Trading North America (1996-2001); formerly, Trustee at St. Edmund Preparatory School in New York City; formerly, Chair of the Board of Trustees of Marian University (2011-2014). | 182 | None |

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served[1] | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| Judith M. Stockdale<br>c/o Nuveen<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1947 | Board Member | Term: Class I Board Member until 2019 Annual Meeting<br>Length of Service: Since 1997 | Board Member of the U.S. Endowment for Forestry and Communities (since 2013); Board Member of the Land Trust Alliance (since 2013); formerly, Executive Director (1994-2012), Gaylord and Dorothy Donnelley Foundation; prior thereto, Executive Director, Great Lakes Protection Fund (1990-1994). | 182 | None |
| Carole E. Stone<br>c/o Nuveen<br>333 West Wacker Drive<br>Chicago, Illinois 60606<br>1947 | Board Member | Term: Class I Board Member until 2019 Annual Meeting<br>Length of Service: Since 2007 | Director, Chicago Board Options Exchange, Inc. (since 2006); Director, C2 Options Exchange, Incorporated (since 2009); formerly, Commissioner, New York State Commission on Public Authority Reform (2005-2010). | 182 | Director, CBOE Holdings, Inc. (since 2010). |

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served(1) | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| Terence J. Toth(3)<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1959 | Board Member | Term: Class II Board Member until 2017 Annual Meeting<br><br>Length of Service: Since 2008 | Co-Founding Partner, Promus Capital (since 2008); Director, Fulcrum IT Service LLC (since 2010), Quality Control Corporation (since 2012); formerly Director, LogicMark LLC (2012-2016); formerly, Director, Legal & General Investment Management America, Inc. (2008-2013); formerly, CEO and President, Northern Trust Global Investments (2004-2007); Executive Vice President, Quantitative Management & Securities Lending (2000-2004); prior thereto, various positions with Northern Trust Company (since 1994); Member, Chicago Fellowship Board (since 2005), Catalyst Schools of Chicago Board (since 2008) and Mather Foundation Board (since 2012) and Chair of its Investment Committee; formerly, Member, Northern Trust Mutual Funds Board (2005-2007), Northern Trust Global Investments Board (2004-2007), Northern Trust Japan Board (2004-2007), Northern Trust Securities Inc. Board (2003-2007) and Northern Trust Hong Kong Board (1997-2004). | 182 | None |

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served[1] | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| Margaret L. Wolff<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1955 | Board Member | Term: Class I Board Member until 2019 Annual Meeting<br><br>Length of Service: Since 2016 | Formerly, Of Counsel, Skadden, Arps, Slate, Meagher & Flom LLP (Mergers & Acquisitions Group) (2005-2014); Member of the Board of Trustees of New York-Presbyterian Hospital (since 2005); Member (since 2004) and Chair (since 2015) of the Board of Trustees of The John A. Hartford Foundation (a philanthropy dedicated to improving the care of older adults); formerly, Member (2005-2015) and Vice Chair (2011-2015) of the Board of Trustees of Mt. Holyoke College. | 182 | Member of the Board of Directors (since 2013) of Travelers Insurance Company of Canada and The Dominion of Canada General Insurance Company (each, a part of Travelers Canada, the Canadian operation of The Travelers Companies, Inc.). |
| **Nominee/Board Members who are interested persons of the Funds** | | | | | |
| William Adams IV[4]<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1955 | Board Member | Term: Class II Board Member until 2017 Annual Meeting<br><br>Length of Service: Since 2013 | Co-Chief Executive Officer and Co-President (since March 2016), formerly, Senior Executive Vice President, Global Structured Products of Nuveen Investments, Inc. (2010-2016); Executive Vice President (since February 2017) of Nuveen, LLC; Co-President, Global Products and Solutions (since January 2017), formerly, Co-Chief Executive Officer (2016-2017), formerly, Senior Executive Vice President of Nuveen Securities, LLC; Co-President of Nuveen Fund Advisors, LLC (since 2011); President (since 2011), formerly, Managing Director (2010-2011), of Nuveen Commodities Asset Management, LLC; Board Member of the Chicago Symphony Orchestra and of Gilda s Club Chicago. | 182 | None |

| Name, Address and Year of Birth | Position(s) Held with Fund | Term of Office and Length of Time Served[(1)] | Principal Occupation(s) During Past Five Years | Number of Portfolios in Fund Complex Overseen by Board Member | Other Directorships Held by Board Member During the Past Five Years |
|---|---|---|---|---|---|
| Margo L. Cook[(4)]<br><br>c/o Nuveen<br><br>333 West Wacker Drive<br><br>Chicago, Illinois 60606<br><br>1964 | Board Member | Term: Class III Board Member until 2018 Annual Meeting<br><br>Length of Service: Since 2016 | Co-Chief Executive Officer and Co-President (since March 2016), formerly, Senior Executive Vice President of Nuveen Investments, Inc.; Executive Vice President (since February 2017) of Nuveen LLC; Co-President (since October 2016), formerly, Senior Executive Vice President (2015-2016) of Nuveen Fund Advisors, LLC (Executive Vice President since 2011); Co-President, Global Products and Solutions (since January 2017), formerly, Co-Chief Executive Officer (2015-2016), formerly, Executive Vice President (2013 2015), of Nuveen Securities, LLC; formerly, Managing Director Investment Services of Nuveen Commodities Asset Management, LLC (2011-2016); Chartered Financial Analyst. | 182 | None |

(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) Mr. Schneider is one of several owners and managing members in two limited liability companies and a general partner and one member of the governing body of a general partnership, each engaged in real estate ownership activities. In connection with their ordinary course of investment activities, court appointed receivers have been named for certain individual properties owned by such entities. The individual properties for which a receiver has been appointed represent an immaterial portion of the portfolio assets owned by these entities.

(3) Mr. Toth serves as a director on the Board of Directors of the Mather Foundation (the Foundation ) and is a member of its investment committee. The Foundation is the parent of the Mather LifeWays organization, a non-profit charitable organization. Prior to Mr. Toth joining the Board of the Foundation, the Foundation selected Gresham Investment Management ( Gresham ), an affiliate of Nuveen Fund Advisors, to manage a portion of the Foundation s investment portfolio, and pursuant to this selection, the Foundation has invested that portion of its investment portfolio in a private commodity pool managed by Gresham.

(4) Each of Board Members Adams and Cook is an interested person, as defined in the 1940 Act, by reason of his/her respective position(s) with Nuveen and/or certain of its subsidiaries.

**Board Members Investments in the Fund**

In order to create an appropriate identity of interests between Board Members and shareholders, the Boards of Trustees of the Nuveen funds have adopted a governance principle pursuant to which each Board Member is expected to invest, either directly or on a deferred basis, at least the equivalent of one year of compensation in the funds in the Nuveen fund complex.

The following table sets forth for each Board Member the dollar range of equity securities beneficially owned in the Fund and all Nuveen funds overseen by the Board Member as of December 31, 2016:

**Dollar Range of Equity Securities**

| Name of Board Member | Acquiring Fund | Family of Investment Companies[1] |
|---|---|---|
| **Board Members who are not interested persons of the Fund** | | |
| Jack B. Evans | None | Over $100,000 |
| William C. Hunter | None | Over $100,000 |
| David J. Kundert | None | Over $100,000 |
| Albin F. Moschner[2] | None | None |
| John K. Nelson | None | Over $100,000 |
| William J. Schneider | None | Over $100,000 |
| Judith M. Stockdale | None | Over $100,000 |
| Carole E. Stone | None | Over $100,000 |
| Terence J. Toth | None | Over $100,000 |
| Margaret L. Wolff[3] | None | Over $100,000 |
| **Board Members who are interested persons of the Fund** | | |
| William Adams IV | None | Over $100,000 |
| Margo L. Cook[2] | None | Over $100,000 |

(1) The amounts reflect the aggregate dollar range of equity securities beneficially owned by the Board Member in the Funds and in all Nuveen funds overseen by the Board Member as of December 31, 2016.
(2) On June 22, 2016, Ms. Cook and Mr. Moschner were appointed to the Board effective July 1, 2016.
(3) Ms. Wolff was appointed to the Board effective February 15, 2016.

No Independent Board Member or his or her immediate family member owns beneficially or of record any security of Nuveen Fund Advisors, Nuveen Asset Management, LLC, the Funds sub-adviser (previously defined as Nuveen Asset Management or the Sub-Adviser ), Nuveen or any person (other than a registered investment company) directly or indirectly controlling, controlled by or under common control with Nuveen Fund Advisors, Nuveen Asset Management or Nuveen.

As of December 31, 2016, Board Members and executive officers as a group beneficially owned approximately 930,000 shares of all funds managed by the Adviser (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 March 1, 2017, each Board Member s individual beneficial shareholdings of the Fund constituted less than 1% of the outstanding shares of the Fund. As of March 1, 2017, the Board Members and executive officers of the Fund as a group beneficially owned less than 1% of the total outstanding shares of the Fund. Information regarding beneficial owners of 5% or more of any class of shares of the Fund is provided under General Information Shareholders of the Acquiring Fund and the Target Fund.

**Compensation**

Each Independent Board Members receives a $170,000 annual retainer plus: (1) a fee of $5,500 per day for attendance in person or by telephone at regularly scheduled meetings of the Board; (2) a fee of $3,000 per meeting for attendance in person or by telephone at special, non-regularly scheduled meetings of the Board where in-person attendance is required and $2,000 per meeting for attendance by telephone or in person at such meetings where in-person attendance is not required; (3) a fee of

$2,500 per meeting for attendance in person or by telephone at Audit Committee meetings where in-person attendance is required and $2,000 per meeting for attendance by telephone or in person at such meetings where in-person attendance is not required; (4) a fee of $2,500 per meeting for attendance in person or by telephone at Compliance, Risk Management and Regulatory Oversight Committee meetings where in-person attendance is required and $2,000 per meeting for attendance by telephone or in person at such meetings where in-person attendance is not required; (5) a fee of $1,000 per meeting for attendance in person or by telephone at Dividend Committee meetings; (6) a fee of $2,500 per meeting for attendance in person or by telephone at Closed-End Funds Committee meetings where in-person attendance is required and $2,000 per meeting for attendance by telephone or in person at such meetings where in-person attendance is not required, provided that no fees are rece