

EATON VANCE MUNICIPAL INCOME TRUST  
Form DEF 14A  
January 26, 2011

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**

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

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[X] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Section 240.14a-12

Eaton Vance California Municipal Income Trust  
Eaton Vance Massachusetts Municipal Income Trust  
Eaton Vance Michigan Municipal Income Trust  
Eaton Vance Municipal Income Trust

Eaton Vance New Jersey Municipal Income Trust  
Eaton Vance New York Municipal Income Trust  
Eaton Vance Ohio Municipal Income Trust  
Eaton Vance Pennsylvania Municipal Income Trust

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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

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

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was

paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement no.:

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(3) Filing Party:

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(4) Date Filed:

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Eaton Vance California Municipal Income Trust  
Eaton Vance Massachusetts Municipal Income Trust  
Eaton Vance Michigan Municipal Income Trust  
Eaton Vance Municipal Income Trust

Eaton Vance New Jersey Municipal Income Trust  
Eaton Vance New York Municipal Income Trust  
Eaton Vance Ohio Municipal Income Trust  
Eaton Vance Pennsylvania Municipal Income Fund

**Two International Place**

**Boston, Massachusetts 02110**

January 26, 2011

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of your Fund, which will be held at Two International Place, Boston, Massachusetts 02110, on Friday, March 25, 2011 at 2:00 p.m. (Eastern time).

At this meeting you will be asked to consider the election of Trustees. The enclosed proxy statement contains additional information.

We hope that you will be able to attend the meeting. Whether or not you plan to attend and regardless of the number of shares you own, it is important that your shares be represented. We urge you to complete, sign and date the enclosed proxy card and return it in the enclosed postage-paid envelope as soon as possible to assure that your shares are represented at the meeting.

**YOUR VOTE IS IMPORTANT - PLEASE RETURN YOUR PROXY CARD PROMPTLY.**

**It is important that your shares be represented at the Annual Meeting. Whether or not you plan to attend in person, you are requested to complete, sign and return the enclosed proxy card as soon as possible. You may withdraw your proxy if you attend the Annual Meeting and desire to vote in person.**

Eaton Vance California Municipal Income Trust  
Eaton Vance Massachusetts Municipal Income Trust  
Eaton Vance Michigan Municipal Income Trust  
Eaton Vance Municipal Income Trust

Eaton Vance New Jersey Municipal Income Trust  
Eaton Vance New York Municipal Income Trust  
Eaton Vance Ohio Municipal Income Trust  
Eaton Vance Pennsylvania Municipal Income Trust

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on Friday, March 25, 2011: The Notice of Annual Meeting of Shareholders, Proxy Statement, Proxy Card and Shareholder Report are available on the Eaton Vance website at [www.eatonvance.com](http://www.eatonvance.com), by selecting "Individual Investors" followed by "Investor Resources" and then "Closed-End Funds".**

The Annual Meeting of Shareholders of each of the above registered investment companies, each a Massachusetts business trust (collectively the "Funds"), will be held at the principal office of each Fund, Two International Place, Boston, Massachusetts 02110, on Friday, March 25, 2011 at 2:00 p.m. (Eastern time), for the following purposes:

- (1) To elect two Class III Trustees of each Fund.
- (2) To consider and act upon any other matters that may properly come before the meeting and any adjourned or postponed session thereof.

Each Fund will hold a separate meeting. Shareholders of each Fund will vote separately.

The Board of Trustees of each Fund has fixed the close of business on January 12, 2011 as the record date for the determination of the shareholders of a Fund entitled to notice of and to vote at the meeting and any adjournments or postponements thereof.

January 26, 2011

Boston, Massachusetts

**IMPORTANT**

*Shareholders can help the Board of Trustees of their Fund avoid the necessity and additional expense to the Funds of further solicitations by promptly returning the enclosed proxy. The enclosed addressed envelope requires no postage if mailed in the United States and is intended for your convenience.*

Eaton Vance California Municipal Income Trust  
 Eaton Vance Massachusetts Municipal Income Trust  
 Eaton Vance Michigan Municipal Income Trust  
 Eaton Vance Municipal Income Trust

Eaton Vance New Jersey Municipal Income Trust  
 Eaton Vance New York Municipal Income Trust  
 Eaton Vance Ohio Municipal Income Trust  
 Eaton Vance Pennsylvania Municipal Income Trust

**Two International Place  
 Boston, Massachusetts 02110**

**PROXY STATEMENT**

A proxy is enclosed with the foregoing Notice of the Annual Meetings of Shareholders of Eaton Vance California Municipal Income Trust (the "California Fund"), Eaton Vance Massachusetts Municipal Income Trust (the "Massachusetts Fund"), Eaton Vance Michigan Municipal Income Trust (the "Michigan Fund"), Eaton Vance Municipal Income Trust (the "Municipal Fund"), Eaton Vance New Jersey Municipal Income Trust (the "New Jersey Fund"), Eaton Vance New York Municipal Income Trust (the "New York Fund"), Eaton Vance Ohio Municipal Income Trust (the "Ohio Fund") and Eaton Vance Pennsylvania Municipal Income Trust (the "Pennsylvania Fund") (collectively the "Funds"), to be held March 25, 2011, for the benefit of shareholders who do not expect to be present at the meeting. This proxy is solicited on behalf of the Board of Trustees of each Fund, and is revocable by the person giving it prior to exercise by a signed writing filed with the Funds' Secretary, or by executing and delivering a later dated proxy, or by attending the meeting and voting the shares in person. If you attend the meeting in person, please be prepared to present photo identification. Each proxy will be voted in accordance with its instructions; if no instruction is given, an executed proxy will authorize the persons named as attorneys, or any of them, to vote in favor of the election of each Trustee. This proxy material is being mailed to shareholders on or about January 26, 2011.

The Board of Trustees of each Fund has fixed the close of business on January 12, 2011 as the record date for the determination of the shareholders entitled to notice of and to vote at the meeting and any adjournments or postponements thereof. Shareholders at the close of business on the record date will be entitled to one vote for each share held. The number of Common Shares, \$.01 par value per share, and the number of Auction Preferred Shares, \$.01 par value per share, liquidation preference \$25,000 per share ("APS"), of each Fund outstanding on January 12, 2011, were as follows:

<u>Fund</u>	<u>No. of Common Shares Outstanding on January 12, 2011</u>	<u>No. of APS Shares Outstanding on January 12, 2011</u>
California Fund	7,217,856	1,999
Massachusetts Fund	2,738,328	802
Michigan Fund	2,116,293	700
Municipal Fund	22,648,095	4,806
New Jersey Fund	4,657,752	1,337
New York Fund	5,446,381	1,349
Ohio Fund	2,846,394	909
Pennsylvania Fund	2,716,608	847

Various Funds have received notice of filings on Schedule 13G indicating that a shareholder owned more than 5% of the Fund's Auction Preferred Shares. Information relating to the shareholder can be found at Exhibit C. As of January 12, 2011, to each Fund's knowledge, (i) no other shareholder beneficially owned more than 5% of the outstanding shares of a Fund; and (ii) the Trustees and officers of each Fund, individually and as a group, owned beneficially less than 1% of the outstanding shares of each Fund.

Each Fund will vote separately on each item; votes of multiple Funds will not be aggregated.

The Boards of Trustees of the Funds know of no business other than that mentioned in Item 1 of the Notice of Annual Meeting of Shareholders which will be presented for consideration. If any other matters are properly presented, it is the intention of the persons named as attorneys in the enclosed proxy to vote the proxies in accordance with their judgment on such matters.

Eaton Vance Municipal Income Trusts

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Proxy Statement dated January 26, 2011

**PROPOSAL 1. ELECTION OF TRUSTEES**

Each Fund's Agreement and Declaration of Trust provides that a majority of the Trustees shall fix the number of the entire Board and that such number shall be at least two and no greater than fifteen. Each Board will fix the appropriate number of Trustees from time to time. Each Fund's Agreement and Declaration of Trust further provides that the Board of Trustees shall be divided into three classes. The term of office of the Class III Trustees expires on the date of the 2011 Annual Meeting, and the term of office of the Class I and Class II Trustees will expire one and two years thereafter, respectively. Accordingly, two Class III Trustees are currently proposed for election. Class III Trustees chosen to succeed the Trustees whose terms are expiring will be elected for a three-year term. An effect of staggered terms is to limit the ability of entities or persons to acquire control of a Fund.

Proxies will be voted for the election of the following Class III Trustee nominees: William H. Park and Helen Frame Peters. Each nominee is currently serving as a Trustee and has consented to continue to so serve. In the event that a nominee is unable to serve for any reason (which is not now expected) when the election occurs, the accompanying Proxy will be voted for such other person or persons as the Board of Trustees may recommend. Election of Trustees is non-cumulative. Shareholders do not have appraisal rights in connection with the proposal in this proxy statement. The Trustees of each Fund shall be elected by the affirmative vote or a plurality of the shares of the Fund entitled to vote. No nominee is a party adverse to the Funds or any of its affiliates in any material pending legal proceeding, nor does any nominee have an interest materially adverse to the Funds.

The Class I Trustees serving until the 2012 Annual Meeting are Benjamin C. Esty, Ronald A. Pearlman and Lynn A. Stout. The Class II Trustees serving until the 2013 Annual Meeting are Thomas E. Faust Jr., Allen R. Freedman and Ralph E. Verni.

The nominees for Class III Trustee and each Fund's current Class I and Class II Trustees and their principal occupations for at least the last five years are as follows:

**TRUSTEES**

<u>Name, Address and Year of Birth</u> (1)	<u>Position(s) with the Funds</u>	<u>Term of Office and Length of Service</u>	<u>Principal Occupation(s) During Past Five Years and Other Relevant Experience</u>	<u>Number of Portfolios in Fund Complex Overseen By Trustee</u> (2)	
<b>CLASS III TRUSTEES NOMINATED FOR ELECTION</b>					
<b>Noninterested Trustees</b>					
WILLIAM H. PARK 1947	Class III Trustee	Until 2011. 3 years. Trustee since 2003.	Chief Financial Officer, Aveon Group, L.P. (an investment management firm) (since 2010). Formerly, Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (2006-2010). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). Formerly, Executive Vice President and Chief Financial Officer, United Asset Management Corporation (an institutional investment management firm) (1982-2001). Formerly, Senior Manager, Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm) (1972-1981).	175	N
HELEN FRAME PETERS 1948	Class III Trustee	Until 2011. 3 years. Trustee since 2008.	Professor of Finance, Carroll School of Management, Boston College. Formerly, Dean, Carroll School of Management, Boston College (2000-2002). Formerly, Chief Investment Officer, Fixed Income, Scudder Kemper Investments (investment management firm) (1998-	175	D In Fo SH

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1999). Formerly, Chief Investment Officer, Equity and Fixed Income,  
Colonial Management Associates (investment management firm)  
(1991-1998).

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<u>Name, Address and Year of Birth(1)</u>	<u>Position(s) with the Funds</u>	<u>Term of Office and Length of Service</u>	<u>Principal Occupation(s) During Past Five Years and Other Relevant Experience</u>	Number of P in Fund Cor Overseen (Trustee)
<b>CLASS I AND CLASS II TRUSTEES</b>				
<b>Interested Trustee</b>				
THOMAS E. FAUST JR. 1958	Class II Trustee	Until 2013. 3 years. Trustee since 2007.	Chairman, Chief Executive Officer and President of Eaton Vance Corp. ("EVC"), Director and President of Eaton Vance, Inc. ("EV"), Chief Executive Officer and President of Eaton Vance Management ("EVM" or "Eaton Vance") and Boston Management and Research ("BMR"), and Director of Eaton Vance Distributors, Inc. ("EVD"). Trustee and/or officer of 175 registered investment companies and 1 private investment company managed by Eaton Vance or BMR.	175
<b>Noninterested Trustees</b>				
ALLEN R. FREEDMAN 1940	Class II Trustee	Until 2013. 3 years. Trustee since 2007.	Private Investor and Consultant. Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Formerly, Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2005-2007).	175
RALPH F. VERNI 1943	Chairman of the Board and Class II APS Trustee	Until 2013. 3 years. Trustee since 2005; Chairman since 2007.	Consultant and private investor. Formerly, Chief Investment Officer (1982-1992), Chief Financial Officer (1988-1990) and Director (1982-1992), New England Life. Formerly, Chairperson, New England Mutual Funds (1982-1992). Formerly, President and Chief Executive Officer, State Street Management & Research (1992-2000). Formerly, Chairperson, State Street Research Mutual Funds (1992-2000). Formerly, Director, W.P. Carey, LLC (1998-2004) and First Pioneer Farm Credit Corp. (2002-2006).	175
BENJAMIN C. ESTY 1963	Class I APS Trustee	Until 2012. 3 years. Trustee since 2006.	Roy and Elizabeth Simmons Professor of Business Administration and Finance Unit Head, Harvard University Graduate School of Business Administration.	175
RONALD A. PEARLMAN 1940	Class I Trustee	Until 2012. 3 years. Trustee since 2003.	Professor of Law, Georgetown University Law Center. Formerly, Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury (1983-1985). Formerly, Chief of Staff, Joint Committee on Taxation, U.S. Congress (1988-	175

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1990).

LYNN A. STOUT  
1957

Class I Trustee    Until 2012.  
3 years.  
Trustee since  
1998.

Paul Hastings Professor of Corporate and Securities Law (since 2006) and Professor of Law (2001-2006), University of California at Los Angeles School of Law. Professor Stout teaches classes in corporate law and securities regulation and is the author of numerous academic and professional papers on these areas.

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- (1) The business address of each Trustee is Two International Place, Boston, Massachusetts 02110.
- (2) Includes both master and feeder funds in a master-feeder structure.
- (3) During their respective tenures, the Trustees also served as trustees of one or more of the following Eaton Vance funds (which operated in the years noted): Eaton Vance Credit Opportunities Fund (launched in 2005 and terminated in 2010); Eaton Vance Insured Florida Plus Municipal Bond Fund (launched in 2002 and terminated in 2009); and Eaton Vance National Municipal Income Fund (launched in 1998 and terminated in 2009).

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**Interested Trustee**

Mr. Faust is an interested person (as defined in the Investment Company Act of 1940, as amended (the 1940 Act )) by reason of his affiliation with EVM, each Fund's investment adviser, and EVC, a publicly-held holding company, which owns all the outstanding shares of EVM and of EVM's trustee, EV. (EVM, EVC, and their affiliates are sometimes referred to collectively as the Eaton Vance Organization .) Mr. Faust holds positions with other Eaton Vance affiliates that are comparable to his position with Eaton Vance listed above.

**Election of Trustees by APS and Common Shares**

Under the terms of each Fund's By-Laws, as amended (the By-Laws ), the holders of the APS are entitled as a class, to the exclusion of the holders of the Common Shares, to elect two Trustees of each Fund. Simply stated, the APS Trustees are only elected by the holders of the Fund's APS. Holders of Common Shares do not vote on the election of APS Trustees. There are no Trustees nominated for election by the holders of the APS at this meeting. The By-Laws further provide for the election of the nominees named above by the holders of the Common Shares and the APS, voting as a single class. Election of Trustees is non-cumulative. Shareholders do not have appraisal rights in connection with the proposal in this proxy statement. The Trustees of each Fund shall be elected by the affirmative vote of a plurality of the shares of the Fund entitled to vote.

**Share Ownership By Trustee**

The following table shows the dollar range of shares beneficially owned in each Fund and in all Eaton Vance funds by each Trustee:

<u>Name of Trustee</u>	<u>Dollar Range of Fund Shares Held+</u>	<u>Aggregate Dollar Range of Equity Securities in all Eaton Vance Funds Overseen by Trustee<sup>+</sup></u>
<b>Interested Trustee</b>		
Thomas E. Faust Jr.	None	over \$100,000
<b>Noninterested Trustees</b>		
Benjamin C. Esty	None	over \$100,000
Allen R. Freedman	None	over \$100,000
William H. Park	None	over \$100,000
Ronald A. Pearlman	None	over \$100,000
Helen Frame Peters	None	over \$100,000
Lynn A. Stout	None	over \$100,000*
Ralph F. Verni	None	over \$100,000

+ Figures are as of January 12, 2011.

\* Includes shares which may be deemed to be beneficially owned through the Trustee Deferred Compensation Plan.

**Board Meetings and Committees**

The Board of Trustees has general oversight responsibility with respect to the business and affairs of each Fund. The Board has engaged an investment adviser and (if applicable) a sub-adviser (collectively the "adviser") to manage each Fund and an administrator to administer each Fund is responsible for overseeing such adviser and administrator and other service providers to the Fund. The Board is currently composed of eight Trustees, including seven Trustees who are not "interested persons" of a Fund, as that term is defined in the 1940 Act (each an Independent Trustee ). In addition to eight regularly scheduled meetings per year, the Board holds special meetings or informal conference calls to discuss specific matters that may require action prior to the next regular meeting. As discussed below, the Board has established five committees to assist the Board in performing its oversight responsibilities.

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The Board has appointed an Independent Trustee to serve in the role of Chairman. The Chairman's primary role is to participate in the preparation of the agenda for meetings of the Board and the identification of information to be presented to the Board with respect to matters to be acted upon by the Board. The Chairman also presides at all meetings of the Board and acts as a liaison with service providers, officers, attorneys, and other Trustees generally between meetings. The Chairman may perform such other

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functions as may be requested by the Board from time to time. Except for any duties specified herein or pursuant to each Fund's Declaration of Trust or By-laws, the designation of Chairman does not impose on such Independent Trustee any duties, obligations or liability that is greater than the duties, obligations or liability imposed on such person as a member of the Board, generally.

Each Fund is subject to a number of risks, including, among others, investment, compliance, operational, and valuation risks. Risk oversight is part of the Board's general oversight of each Fund and is addressed as part of various activities of the Board of Trustees and its Committees. As part of its oversight of each Fund, the Board directly, or through a Committee, relies on and reviews reports from, among others, Fund management, the adviser, the administrator, the principal underwriter, the Chief Compliance Officer (the CCO), and other Fund service providers responsible for day-to-day oversight of Fund investments, operations and compliance to assist the Board in identifying and understanding the nature and extent of risks and determining whether, and to what extent, such risks can be mitigated. The Board also interacts with the CCO and with senior personnel of the adviser, the administrator, principal underwriter and other Fund service providers and provides input on risk management issues during meetings of the Board and its Committees. Each of the adviser, the administrator, the principal underwriter and the other Fund service providers has its own, independent interest and responsibilities in risk management, and its policies and methods for carrying out risk management functions will depend, in part, on its individual priorities, resources and controls. It is not possible to identify all of the risks that may affect a Fund or to develop processes and controls to eliminate or mitigate their occurrence or effects. Moreover, it is necessary to bear certain risks (such as investment-related risks) to achieve a Fund's goals.

The Board, with the assistance of management and with input from the Board's various committees, reviews investment policies and risks in connection with its review of Fund performance. The Board has appointed a Fund CCO who oversees the implementation and testing of each Fund compliance program and reports to the Board regarding compliance matters for the Funds and their principal service providers. In addition, as part of the Board's periodic review of the advisory, subadvisory (if applicable), distribution and other service provider agreements, the Board may consider risk management aspects of their operations and the functions for which they are responsible. With respect to valuation, the Board approves and periodically reviews valuation policies and procedures applicable to valuing each Fund's shares. The administrator and the adviser are responsible for the implementation and day-to-day administration of these valuation policies and procedures and provides reports periodically to the Board regarding these and related matters. In addition, the Board or the Audit Committee of the Board receives reports periodically from the independent public accounting firm for each Fund regarding tests performed by such firm on the valuation of all securities, as well as with respect to other risks associated with mutual funds. Reports received from service providers, legal counsel and the independent public accounting firm assist the Board in performing its oversight function.

Each Fund's Declaration of Trust does not set forth any specific qualifications to serve as a Trustee. The Charter of the Governance Committee also does not set forth any specific qualifications, but does set forth certain factors that the Committee may take into account in considering Independent Trustee candidates. In general, no one factor is decisive in the selection of an individual to join the Board. Among the factors the Board considers when concluding that an individual should serve on the Board are the following: (i) knowledge in matters relating to the mutual fund industry; (ii) experience as a director or senior officer of public companies; (iii) educational background; (iv) reputation for high ethical standards and professional integrity; (v) specific financial, technical or other expertise, and the extent to which such expertise would complement the Board of Trustees' existing mix of skills, core competencies and qualifications; (vi) perceived ability to contribute to the ongoing functions of the Board of Trustees, including the ability and commitment to attend meetings regularly and work collaboratively with other members of the Board of Trustees; (vii) the ability to qualify as an Independent Trustee for purposes of the 1940 Act and any other actual or potential conflicts of interest involving the individual and each Fund; and (viii) such other factors as the Board determines to be relevant in light of the existing composition of the Board of Trustees.

Among the attributes or skills common to all Trustees are their ability to review critically, evaluate, question and discuss information provided to them, to interact effectively with the other Trustees, management, sub-advisers, other service providers, counsel and independent registered public accounting firms, and to exercise effective and independent business judgment in the performance of their duties as Trustees. Each Trustee's ability to perform his or her duties effectively has been attained through the Trustee's business, consulting, public service and/or academic positions and through experience from service as a Board member in the Eaton Vance Group of Funds (and/or in other capacities, including for any predecessor funds), public companies, or nonprofit entities or other organizations as set forth below. Each Trustee's ability to perform his or her duties effectively also has been enhanced by his or her educational background, professional training, and/or other life experiences.

In respect of each current Trustee, the individual's substantial professional accomplishments and experience, including in fields related to the operations of the Eaton Vance Group of Funds, were a significant factor in the determination that the individual should serve as a Trustee. The following is a summary of each Trustee's particular professional experience and additional considerations that contributed to the Board's conclusion that he or she should serve as a Trustee:

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*Benjamin C. Esty.* Mr. Esty has served as a Trustee in the Eaton Vance Group of Funds since 2005 and is the Chairperson of the Portfolio Management Committee. He is the Roy and Elizabeth Simmons Professor of Business Administration and Finance Unit Head at the Harvard University Graduate School of Business Administration.

*Thomas E. Faust Jr.* Mr. Faust has served as a Trustee in the Eaton Vance Group of Funds since 2007. He is currently Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of Eaton Vance and BMR, and Director of EVD.

*Allen R. Freedman.* Mr. Freedman has served as a Trustee in the Eaton Vance Group of Funds since 2007. Mr. Freedman also serves as a Director of Assurant, Inc. and Stonemor Partners L.P. Mr. Freedman was previously a Director of Systems & Computer Technology Corp. from 1983-2004 and Chairman from 2002-2004, a Director of Loring Ward International from 2005-2007 and Chairman and a Director of Indus International, Inc. from 2005-2007. Mr. Freedman was formerly the Chairman and Chief Executive Officer of Fortis, Inc. (predecessor to Assurant, Inc.), a specialty insurance company he founded in 1978 and from which he retired in 2000. Mr. Freedman also previously served as a Director of the Fortis Mutual Funds. Mr. Freedman is a founding director of the Association of Audit Committee Members, Inc.

*William H. Park.* Mr. Park has served as a Trustee in the Eaton Vance Group of Funds since 2003 and is the Chairperson of the Audit Committee. He has been Chief Financial Officer of Aveon Group, L.P. since 2010. Previously, Mr. Park served as Vice Chairman of Commercial Industrial Finance Corp. from 2006-2010, as President and Chief Executive Officer of Prizm Capital Management, LLC from 2002-2005, as Executive Vice President and Chief Financial Officer of United Asset Management Corporation from 1982-2001 and as Senior Manager of Price Waterhouse (now PricewaterhouseCoopers) from 1972-1981.

*Ronald A. Pearlman.* Mr. Pearlman has served as a Trustee in the Eaton Vance Group of Funds since 2003 and is the Chairperson of the Compliance Reports and Regulatory Matters Committee. He is a Professor of Law at Georgetown University Law Center. Previously, Mr. Pearlman was Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury from 1983-1985 and served as Chief of Staff, Joint Committee on Taxation, U.S. Congress from 1988-1990.

*Helen Frame Peters.* Ms. Peters has served as a Trustee in the Eaton Vance Group of Funds since 2008. She is currently a Professor of Finance at Carroll School of Management, Boston College and a Director of BJ's Wholesale Club, Inc. Formerly, Ms. Peters was the Dean of Carroll School of Management, Boston College from 2000-2002. In addition, Ms. Peters was the Chief Investment Officer, Fixed Income at Scudder Kemper Investments from 1998-1999 and Chief Investment Officer, Equity and Fixed Income at Colonial Management Associates from 1991-1998. Ms. Peters also served as a Trustee of SPDR Index Shares Funds and SPDR Series Trust from 2000-2009 and as a Director of the Federal Home Loan Bank of Boston from 2007-2009.

*Lynn A. Stout.* Ms. Stout has served as a Trustee in the Eaton Vance Group of Funds since 1998 and is the Chairperson of the Governance Committee. She has been the Paul Hastings Professor of Corporate and Securities Law at the University of California at Los Angeles School of Law since 2006. Previously, Ms. Stout was Professor of Law at the University of California at Los Angeles School from 2001-2006.

*Ralph F. Verni.* Mr. Verni has served as a Trustee in the Eaton Vance Group of Funds since 2005 and is the Independent Chairperson of the Board and the Chairperson of the Contract Review Committee. Mr. Verni was formerly the Chief Investment Officer (from 1982-1992), Chief Financial Officer (from 1988-1990) and Director (from 1982-1992) of New England Life. Mr. Verni was also the Chairperson of the New England Mutual Funds from 1982-1992; President and Chief Executive Officer of State Street Management & Research from 1992-2000; Chairperson of the State Research Mutual Funds from 1992-2000; Director of W.P. Carey, LLC from 1998-2004; and Director of First Pioneer Farm Credit Corp. from 2002-2006.

During the fiscal year ended November 30, 2010, the Trustees of each Fund met eight times. Each Board of Trustees has several formal standing committees: an Audit Committee; a Contract Review Committee; a Governance Committee; a Portfolio Management Committee; and a Compliance Reports and Regulatory Matters Committee. The Audit Committee met sixteen times, the Contract Review Committee met eight times, the Governance Committee met five times, the Portfolio Management Committee met eight times and the Compliance Reports and Regulatory Matters Committee met twelve times during such period. Each Trustee attended at least 75% of such Board and Committee meetings on which he or she serves. None of the Trustees attended the Fund's 2010 Annual Meeting of Shareholders.

Each Committee of the Board of Trustees of each Fund is comprised of only Independent Trustees. The respective duties and responsibilities of these Committees remain under the continuing review of the Governance Committee and the Board.

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Messrs. Park (Chair) and Verni, and Mmes. Peters and Stout serve on the Audit Committee of the Board of Trustees of each Fund, such Audit Committee being established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. Each Audit Committee member is independent under applicable listing standards of the NYSE Amex or New York Stock Exchange (as applicable). The purposes of the Audit Committee are to (i) oversee each Fund's accounting and financial reporting processes, its internal control over financial reporting, and, as appropriate, the internal control over financial reporting of certain service

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providers; (ii) oversee or, as appropriate, assist Board oversight of the quality and integrity of each Fund's financial statements and the independent audit thereof; (iii) oversee, or, as appropriate, assist Board oversight of, each Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits; (iv) approve, prior to appointment, the engagement and, when appropriate, replacement of the independent auditors, and, if applicable, nominate independent auditors to be proposed for shareholder ratification in any proxy statement of each Fund; (v) evaluate the qualifications, independence and performance of the independent auditors and the audit partner in charge of leading the audit; and (vi) prepare, as necessary, such Audit Committee reports consistent with the requirements of applicable Securities and Exchange Commission ("SEC") and stock exchange rules for inclusion in the proxy statement for the Annual Meeting of Shareholders of the Fund. Each Fund's Board of Trustees has adopted a written charter for its Audit Committee, a copy of which is attached as Exhibit A. The written charter is also available on the Eaton Vance website, [www.eatonvance.com](http://www.eatonvance.com), by selecting "Individual Investors" followed by "Investor Resources" and then "Corporate Governance". The Audit Committee's Report is set forth below under "Additional Information". The Board of Trustees of each Fund has designated Mr. Park as the Fund's Audit Committee financial expert.

Messrs. Verni (Chair), Esty, Freedman, Park and Pearlman, and Ms. Peters serve on the Contract Review Committee of the Board of Trustees of each Fund. The purposes of the Contract Review Committee are to consider, evaluate and make recommendations to the Board of Trustees concerning the following matters: (i) contractual arrangements with each service provider to each Fund, including advisory, sub-advisory, transfer agency, custodial and fund accounting, distribution services (if any) and administrative services; (ii) any and all other matters in which any of each Fund's service providers (including Eaton Vance or any affiliated entity thereof) has an actual or potential conflict of interest with the interests of the Fund or its shareholders; and (iii) any other matter appropriate for review by the Independent Trustees, unless the matter is within the responsibilities of the Audit Committee or the Governance Committee of each Fund.

Messrs. Esty (Chair) and Freedman, and Ms. Peters are currently members of the Portfolio Management Committee of the Board of Trustees of each Fund. The purposes of the Portfolio Management Committee are to: (i) assist the Board of Trustees in its oversight of the portfolio management process employed by each Fund and their investment adviser and sub-adviser(s), if applicable, relative to the Funds' stated objective(s), strategies and restrictions; (ii) assist the Board of Trustees in its oversight of the trading policies and procedures and risk management techniques applicable to the Funds; and (iii) assist the Board of Trustees in its monitoring of the performance results of all funds, giving special attention to the performance of certain funds that it or the Board of Trustees identifies from time to time.

Messrs. Pearlman (Chair) and Park, and Ms. Stout are currently members of the Compliance Reports and Regulatory Matters Committee of the Board of Trustees of each Fund. The purposes of the Compliance Reports and Regulatory Matters Committee are to: (i) assist the Board of Trustees in its oversight role with respect to compliance issues and certain other regulatory matters affecting the Funds; (ii) serve as a liaison between the Board of Trustees and the Funds' CCO; and (iii) serve as a qualified legal compliance committee within the rules promulgated by the SEC.

Mmes. Stout (Chair) and Peters, and Messrs. Esty, Freedman, Park, Pearlman and Verni serve on the Governance Committee of the Board of Trustees of each Fund. Each Governance Committee member is independent under applicable listing standards of the NYSE Amex or New York Stock Exchange (as applicable). The purpose of the Governance Committee is to consider, evaluate and make recommendations to the Board of Trustees with respect to the structure, membership and operation of the Board of Trustees and the Committees thereof, including the nomination and selection of Independent Trustees and a Chairperson of the Board and the compensation of Independent Trustees.

Each Fund's Board of Trustees has adopted a written charter for its Governance Committee, a copy of which is available on the Eaton Vance website, [www.eatonvance.com](http://www.eatonvance.com), by selecting "Individual Investors" followed by "Investor Resources" and then "Corporate Governance". The Governance Committee identifies candidates by obtaining referrals from such sources as it deems appropriate, which may include current Trustees, management of the Fund, counsel and other advisors to the Trustees, and shareholders of the Funds who submit recommendations in accordance with the procedures described in the Committee's charter. In no event shall the Governance Committee consider as a candidate to fill any vacancy an individual recommended by management of the Funds, unless the Governance Committee has invited management to make such a recommendation. The Governance Committee will, when a vacancy exists or is anticipated, consider any nominee for Independent Trustee recommended by a shareholder if such recommendation is submitted in writing to the Governance Committee, contains sufficient background information concerning the candidate, including evidence the candidate is willing to serve as an Independent Trustee if selected for the position, and is received in a sufficiently timely manner. The Governance Committee's procedures for identifying and evaluating candidates for the position of Independent Trustee, including the procedures to be followed by shareholders of a Fund wishing to recommend such candidates for consideration by the Governance Committee and the qualifications the Governance Committee will consider, are set forth in an appendix to the Committee's charter.

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The Governance Committee does not have a formal policy to consider diversity when identifying candidates for the position of Independent Trustee. Rather, as a matter of practice, the Committee considers the overall diversity of the Board's composition when identifying candidates. Specifically, the Committee considers how a particular candidate could be expected to contribute to overall diversity in the backgrounds, skills and experiences of the Board's members and thereby enhance the effectiveness of the Board. In addition, as part of its annual self-evaluation, the Board has an opportunity to consider the diversity of its members, including specifically whether the Board's members have the right mix of characteristics, experiences and skills. The results of the self-evaluation are considered by the Governance Committee in its decision-making process with respect to candidates for the position of Independent Trustee.

### Communications with the Board of Trustees

Shareholders wishing to communicate with the Board may do so by sending a written communication to the Chairperson of the Board of Trustees, the Chairperson of any Committee of the Board of Trustees or to the Independent Trustees as a group, at the following address: Two International Place, Boston, Massachusetts 02110, c/o the Secretary of the applicable Fund.

### Remuneration of Trustees

Each Independent Trustee is compensated for his or her services according to a fee schedule adopted by each Board of Trustees, and receives a fee that consists of an annual retainer and a committee service component. Each Fund currently pays each Independent Trustee a pro rata share, as described below of: (i) an annual retainer of \$170,000; (ii) an additional annual retainer of \$115,000 for serving as the Chair of the Independent Trustees; (iii) an additional annual retainer of \$40,000 for Committee Service; (iv) an additional annual retainer of \$20,000 for serving as the Governance Committee Chair, the Audit Committee Chair, the Compliance Committee Chair or the Portfolio Management Committee Chair; and (v) out-of-pocket expenses. The pro rata share paid by each Fund is based on the Fund's average net assets as a percentage of the average net assets of all the funds in the Eaton Vance Fund Complex. For the fiscal year ended November 30, 2010, the Trustees of each Fund earned the compensation set forth below in their capacities as Trustees of each Fund. For the calendar year ended December 31, 2010, the Trustees earned the compensation set forth below in their capacities as Trustees of the funds in the Eaton Vance Fund Complex(1):

	Benjamin C. <u>Esty</u>	Allen R. <u>Freedman</u>	William H. <u>Park</u>	Ronald A. <u>Pearlman</u>	Helen Frame <u>Peters</u>	Lynn A. <u>Stout</u> (2)	Ralph F. <u>Verni</u> (3)
California Fund	\$ 697	\$ 636	\$ 697	\$ 697	\$ 636	\$ 697	\$ 984
Massachusetts Fund	314	286	314	314	286	314	443
Michigan Fund	253	231	253	253	231	253	358
Municipal Fund	1,839	1,679	1,839	1,839	1,679	1,839	2,599
New Jersey Fund	492	449	492	492	449	492	695
New York Fund	556	508	556	556	508	536	786
Ohio Fund	325	296	325	325	296	325	459
Pennsylvania Fund	314	286	314	314	286	314	443
Total Compensation from Funds and Fund Complex(1)	\$230,000	\$210,000	\$230,000	\$230,000	\$210,000	\$230,000(4)	\$325,000(5)

- (1) As of January 12, 2011, the Eaton Vance Fund Complex consisted of 175 registered investment companies or series thereof. The compensation schedule disclosed above reflects the current compensation schedule, but may not have been in place for each Fund's full fiscal year ended November 30, 2010 or the full calendar year ended December 31, 2010. Amounts do not include expenses reimbursed to Trustees for attending Board meetings, which in the aggregate amounted to \$45,817 for the calendar year ended December 31, 2010. Heidi L. Steiger resigned as a Trustee effective November 29, 2010. For the fiscal year ended November 30, 2010, Ms. Steiger received Trustees fees of \$636 from California Fund, \$286 from Massachusetts Fund, \$231 from Michigan Fund, \$1,679 from Municipal Fund, \$449 from New Jersey Fund, \$508 from New York Fund, \$296 from Ohio Fund and \$286 from Pennsylvania Fund. For the calendar year ended December 31, 2010, she received \$210,000 from the Fund and Fund Complex.
- (2) Includes deferred compensation as follows: California - \$149, Massachusetts - \$67, Michigan - \$54, Municipal - \$394, New Jersey - \$105, New York - \$119, Ohio - \$70 and Pennsylvania - \$67.
- (3) Includes deferred compensation as follows: California - \$640, Massachusetts - \$243, Michigan - \$196, Municipal - \$1,422, New Jersey - \$380, New York - \$430, Ohio - \$251 and Pennsylvania - \$242.
- (4) Includes \$45,000 of deferred compensation.

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(5) Includes \$162,500 of deferred compensation.

Trustees of each Fund who are not affiliated with Eaton Vance may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of a Trustees Deferred Compensation Plan (the Trustees Plan ). Under the Trustees Plan, an eligible Trustee may elect to have his or her deferred fees invested by each Fund in the shares of one or more funds in the Eaton Vance Fund Complex, and the amount paid to the Trustees under the Trustees Plan will be determined based upon the performance

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of such investments. Deferral of Trustees' fees in accordance with the Trustees' Plan will have a negligible effect on a Fund's assets, liabilities, and net income per share, and will not obligate a Fund to retain the services of any Trustee or obligate a Fund to pay any particular level of compensation to the Trustee. No Fund has a retirement plan for its Trustees.

**The Board of Trustees recommends that shareholders vote FOR the election of the Class III Trustee nominees.**

**NOTICE TO BANKS AND BROKER/DEALERS**

Each Fund has previously solicited all Nominee and Broker/Dealer accounts as to the