

Enhanced S&P 500 Covered Call Fund Inc.  
Form DEF 14A  
March 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**S&P 500® GEARED<sup>SM</sup> FUND INC.**

**DEFINED STRATEGY FUND INC.**

**S&P 500® COVERED CALL FUND INC.**

**DOW 30<sup>SM</sup> PREMIUM & DIVIDEND INCOME FUND INC.**

**ENHANCED S&P 500<sup>®</sup> COVERED CALL FUND INC.**

**SMALL CAP PREMIUM & DIVIDEND INCOME FUND INC.**

**GLOBAL INCOME & CURRENCY FUND INC.**

**NASDAQ PREMIUM INCOME & GROWTH FUND INC.**

**DOW 30<sup>SM</sup> ENHANCED PREMIUM & INCOME FUND INC.**

**MLP & STRATEGIC EQUITY FUND INC.**

**(Name of Registrant as Specified In Its Charter)**

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

Payment of Filing Fee (Check the appropriate box):

- .. No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

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

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(3)

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Per unit price or other underlying value of the 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 the transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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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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**DOW 30<sup>SM</sup> ENHANCED PREMIUM & INCOME FUND INC.**

**MLP & STRATEGIC EQUITY FUND INC.**

**NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON APRIL 24, 2009**

TO THE STOCKHOLDERS OF

S&P 500® GEARED<sup>SM</sup> FUND INC.

DEFINED STRATEGY FUND INC.

S&P 500® COVERED CALL FUND INC.

DOW 30<sup>SM</sup> PREMIUM & DIVIDEND INCOME FUND INC.

ENHANCED S&P 500® COVERED CALL FUND INC.

SMALL CAP PREMIUM & DIVIDEND INCOME FUND INC.

GLOBAL INCOME & CURRENCY FUND INC.

NASDAQ PREMIUM INCOME & GROWTH FUND INC.

DOW 30<sup>SM</sup> ENHANCED PREMIUM & INCOME FUND INC.

MLP & STRATEGIC EQUITY FUND INC.

NOTICE IS HEREBY GIVEN that the 2009 Annual Meeting of Stockholders (the Meeting ) of each of the above listed investment companies, each a Maryland corporation (each, a Fund ), will be held at the offices of IQ Investment Advisors LLC, 800 Scudders Mill Road, Plainsboro, New Jersey 08536 on Friday, April 24, 2009 for the following purposes:

- (1) To elect the Directors of each Fund to serve for the ensuing year and until their successors have been duly elected and qualify or until their earlier death, resignation or removal;
- (2) To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

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Each Fund's Board of Directors has fixed the close of business on February 24, 2009 as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting or any adjournment or postponement thereof.

You are cordially invited to attend the Meeting. **Stockholders who do not expect to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it promptly in the envelope provided for this purpose. If you have been provided with the opportunity on your proxy card or voting instruction form to provide voting instructions, and otherwise authorize the persons named as proxy holders in the enclosed proxy to act on your behalf at the Meeting via telephone or the Internet, please take advantage of these prompt and efficient voting options.** The enclosed proxy is being solicited on behalf of the Board of Directors of each Fund.

If you have any questions regarding the enclosed proxy material or need assistance in voting your shares, please contact our proxy solicitor, Broadridge Financial Solutions, Inc. at 1-866-615-7262.

By Order of the Boards of Directors,

COLLEEN R. RUSCH  
*Secretary*  
*S&P 500<sup>®</sup> GEARED<sup>SM</sup> Fund Inc.*  
*Defined Strategy Fund Inc.*  
*S&P 500<sup>®</sup> Covered Call Fund Inc.*  
*Dow 30<sup>SM</sup> Premium & Dividend Income Fund Inc.*  
*Enhanced S&P 500<sup>®</sup> Covered Call Fund Inc.*  
*Small Cap Premium & Dividend Income Fund Inc.*  
*Global Income & Currency Fund Inc.*  
*NASDAQ Premium Income & Growth Fund Inc.*  
*Dow 30<sup>SM</sup> Enhanced Premium & Income Fund Inc.*  
*MLP & Strategic Equity Fund Inc.*

New York, New York  
Dated: March 13, 2009

**COMBINED PROXY STATEMENT**

**S&P 500<sup>®</sup> GEARED<sup>SM</sup> FUND INC.**

**DEFINED STRATEGY FUND INC.**

**S&P 500<sup>®</sup> COVERED CALL FUND INC.**

**DOW 30<sup>SM</sup> PREMIUM & DIVIDEND INCOME FUND INC.**

**ENHANCED S&P 500<sup>®</sup> COVERED CALL FUND INC.**

**SMALL CAP PREMIUM & DIVIDEND INCOME FUND INC.**

**GLOBAL INCOME & CURRENCY FUND INC.**

**NASDAQ PREMIUM INCOME & GROWTH FUND INC.**

**DOW 30<sup>SM</sup> ENHANCED PREMIUM & INCOME FUND INC.**

**MLP & STRATEGIC EQUITY FUND INC.**

**2009 ANNUAL MEETING OF STOCKHOLDERS**

**April 24, 2009**

This Combined Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Boards of Directors (each a Board and, collectively, the Boards) of each of S&P 500<sup>®</sup> GEARED<sup>SM</sup> Fund Inc. (S&P GEARED), Defined Strategy Fund Inc. (Defined Strategy), S&P 500<sup>®</sup> Covered Call Fund Inc. (Covered Call), Dow 30<sup>SM</sup> Premium & Dividend Income Fund Inc. (Dow 30), Enhanced S&P 500<sup>®</sup> Covered Call Fund Inc. (Enhanced Covered Call), Small Cap Premium & Dividend Income Fund Inc. (Small Cap), Global Income & Currency Fund Inc. (Global Income), NASDAQ Premium Income & Growth Fund Inc. (NASDAQ Premium), Dow 30<sup>SM</sup> Enhanced Premium & Income Fund Inc. (Dow 30 Enhanced), and MLP & Strategic Equity Fund Inc. (MLP Fund) (each a Fund and, collectively, the Funds), to be voted at the 2009 Annual Meeting of Stockholders of each Fund (the Meeting), to be held at the offices of IQ Investment Advisors LLC (IQ Advisors), 800 Scudders Mill Road, Plainsboro, New Jersey 08536, on April 24, 2009 at 9:00 A.M. This Combined Joint Proxy Statement and the accompanying materials, or a Notice of Internet Availability of Proxy Materials, is being mailed to shareholders on or about March 13, 2009.

The Funds are organized as Maryland corporations. Please see Exhibit A to this Combined Proxy Statement for certain information relating to each Fund.

All properly executed proxies received prior to the Meeting will be voted at the Meeting in accordance with the instructions marked thereon or as otherwise provided. Unless instructions to the contrary are marked, proxies will be voted for the election of the director nominees of the applicable Fund to serve for the ensuing year. Any proxy may be revoked at any time prior to the exercise thereof by giving written notice to the Secretary of the applicable Fund at that Fund's address indicated above, by executing and delivering a later-dated proxy or by voting in person at the Meeting.

The Board of each Fund has fixed the close of business on February 24, 2009 as the record date (the Record Date) for the determination of stockholders entitled to notice of and to vote at the Meeting and at any adjournment thereof. Stockholders on the Record Date will be entitled to one vote for each share held, with no shares having cumulative voting rights. As of the Record Date, each Fund had outstanding the number of shares indicated in Exhibit A. Funds that have stockholders who beneficially own more than five percent of such Fund's outstanding shares as of the Record Date are listed in Exhibit A under Stock Ownership of Certain Beneficial Owners.

The Board of each Fund knows of no business other than the election of Directors that will be presented for consideration at the Meeting. If any other matter is properly presented at the Meeting, it is the intention of the persons named in the enclosed forms of proxy to vote in accordance with their discretion.

## ITEM 1. ELECTION OF DIRECTORS

At the Meeting, the stockholders of each Fund will consider and vote separately on the election of Directors for that Fund. If elected, each Director will serve for a term of one year and until his or her successor is duly elected and qualifies or until his or her earlier death, resignation or removal. The nominees are Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, and Laura S. Unger (each a Director Nominee and, collectively, the Director Nominees ).

With respect to each Fund in this Combined Proxy Statement, it is intended that all properly executed proxies will be voted (unless such authority has been withheld in the proxy or revoked as described herein) FOR the Director Nominees for each Fund listed in the following chart.

The Board of each Fund knows of no reason why any of the Director Nominees will be unable to serve, but in the event of any such unavailability, the proxies received will be voted for such substitute nominee or nominees as the Board may recommend.

Fund	Director Nominees	Recommendation of the Board of Directors
S&P GEARED	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
Defined Strategy	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
Covered Call	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
Dow 30	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
Enhanced Covered Call	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
Small Cap	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
Global Income	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
NASDAQ Premium	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
Dow 30 Enhanced	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes
MLP Fund	Paul Glasserman, Steven W. Kohlhausen, William J. Rainer, Laura S. Unger	Yes

Certain information concerning the Director Nominees, including share ownership and compensation of the Director Nominees, is set forth below. Additional information concerning the Director Nominees is set forth in Exhibit A to this Combined Proxy Statement.

### Biographical Information

Certain biographical and other information relating to the Director Nominees who are not interested persons, as defined by the Investment Company Act of 1940 (the Investment Company Act ), of any of the Funds ( non-interested Directors ) is set out below, including their ages, their principal occupations for at least the last five years, the length of time served, and the total number of portfolios overseen in the complex of funds advised by IQ Advisors and its affiliates (collectively, IQ affiliate-advised funds ), including BlackRock Investment Management LLC ( BlackRock ).



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Name, Address (Year of Birth)	Position(s)* Held with Each Fund	Term of Office** and Length of Time Served	Principal Occupation(s) During Past Five Years	Number of	
				IQ- Affiliate Funds and Portfolios Overseen	Public Directorships
Paul Glasserman (1962)	Director and Chairperson of the Board	Director of S&P GEARED since July 2004, Director of Defined Strategy since September 2004, Director of Covered Call since December 2004, Director of Dow 30 since January 2005, Director of Enhanced Covered Call since July 2005, Director of Small Cap since April 2005, Director of Global Income since September 2005, Director of NASDAQ Premium since December 2006, Director of Dow 30 Enhanced and MLP Fund since March 2007.	Professor, Columbia University Business School since 1991; Senior Vice Dean (July 2004-June 2008); Consultant and Visiting Scholar, Federal Reserve Bank of New York since 2008.	10	None
Steven W. Kohlhagen (1947)	Director and Chairperson of the Audit Committee	Director of S&P GEARED since January 2005, Director of Defined Strategy since January 2005, Director of Covered Call since January 2005, Director of Dow 30 since January 2005, Director of Enhanced Covered Call since July 2005, Director of Small Cap since April 2005, Director of Global Income since September 2005, Director of NASDAQ Premium since December 2006, Director of Dow 30 Enhanced and MLP Fund since March 2007.	Retired financial industry executive since August 2002.	10	Ametek, Inc. (manufacturer)
William J. Rainer (1946)	Director	Director of S&P GEARED since July 2004, Director of Defined Strategy since September 2004, Director of Covered Call since December 2004, Director of Dow 30 since January 2005, Director of Enhanced Covered Call since July 2005, Director of Small Cap since April 2005, Director of Global Income since September 2005, Director of NASDAQ Premium since December 2006, Director of Dow 30 Enhanced and MLP Fund since March 2007.	Retired securities and futures industry executive since November 2004; Chairman and Chief Executive Officer, OneChicago, LLC, a designated contract market (2001 to November 2004).	10	None
Laura S. Unger*** (1961)	Director and Chairperson of the Nominating and Corporate Governance Committee	Director of S&P GEARED, Defined Strategy, Covered Call, Dow 30, Enhanced Covered Call, Small Cap, Global Income, NASDAQ Premium, Dow 30 Enhanced, MLP Fund since September 2007.	Independent Consultant since 2002; Regulatory Expert for CNBC (2002-2003).	10	CA, Inc. (software) and Ambac Financial Group, Inc.

The address of each Director is P.O. Box 9095, Princeton, New Jersey 08543 9011.

\* Each of the non-interested Directors is a member of the Audit Committee and Nominating and Corporate Governance Committee of each Fund.

\*\* Each Director serves for a term of one year and until his or her successor is elected and qualifies, or his or her earlier death, resignation or removal as provided in each Fund's Bylaws, charter or by statute.



\*\*\* Peter Unger, spouse of independent director Laura Unger, is a partner in the law firm of Howrey LLP. Howrey LLP has been retained by various Bank of America entities (other than IQ Investment Advisors LLC) to provide legal counsel on matters unrelated to the Fund. Mr. Unger has not personally provided legal services to the Fund or IQ Investment Advisors LLC, and it is not expected that he will do so in the future. During 2008 and 2007 respectively, the amounts paid by Bank of America entities to Howrey LLP, in the aggregate, totaled approximately \$958,147 and \$283,921.

#### **Committees of the Boards of Directors**

Each Fund maintains two standing board committees, the Audit Committee and the Nominating and Corporate Governance Committee, each consisting of the non-interested Directors. Each non-interested Director is also independent as defined in the listing standards of the New York Stock Exchange ( NYSE ) and NASDAQ Stock Market ( NASDAQ ). Currently, Messrs. Glasserman, Kohlhausen, and Rainer and Ms. Unger are members of each Fund s Audit Committee and Nominating and Corporate Governance Committee.

#### ***Audit Committees***

The principal responsibilities of each Audit Committee, in its capacity as a committee of each Board of Directors, are: (i) overseeing the performance of the respective Fund s internal audit function, including the accounting and financial reporting processes of the Fund and the Fund s internal control over financial reporting; (ii) overseeing the integrity of the Fund s financial statements and the independent audit thereof; (iii) overseeing, or, as appropriate, assisting Board oversight of, the Fund s compliance with legal and regulatory requirements, including requirements relating to the Fund s accounting and financial reporting, internal control over financial reporting, and independent audits; (iv) the appointment, compensation, performance, retention, and oversight of the Fund s independent accountants, including the qualifications and independence of such accountants and the resolution of disagreements regarding financial reporting between Fund management and such independent accountants; and (v) as necessary, preparing, or overseeing the preparation of, any Audit Committee report required by the Securities and Exchange Commission ( SEC ) to be included in the Fund s annual report or proxy statement.

Each Fund has adopted a written Charter of the Audit Committee, which is attached as Exhibit B to this Combined Proxy Statement. Each Audit Committee is responsible for reviewing and discussing the audit of each Fund s financial statements with Fund management and the independent registered public accounting firm.

#### ***Audit Committee Reports***

Each Fund s Audit Committee has received written disclosures and a letter required by Independence Standards Board Standard No. 1, as may be modified or supplemented, from Deloitte & Touche LLP ( D&T ), independent registered public accounting firm for all of the Funds. Each Audit Committee has discussed with D&T such firm s independence with respect to each Fund and certain matters required to be discussed by Statements on Auditing Standards No. 61. Each Audit Committee has considered and concluded that the provision of non-audit services by each Fund s independent registered public accounting firm is compatible with maintaining the independence of that registered public accounting firm.

Each Audit Committee reviews and discusses the audit of each Fund s financial statements with Fund management and the independent registered public accounting firm. If any material concerns arise during the course of the audit and the preparation of the audited financial statements mailed to stockholders and included in the Fund s Annual Report to Stockholders as filed with the SEC, the Audit Committee would be notified by Fund management or the independent registered public accounting firm. The Audit Committees received no such notifications for any of the Funds. After each Audit Committee has reviewed and discussed the audit of each Fund s financial statements with Fund management and each Fund s independent registered public accounting firm, each Audit Committee would then recommend to the Directors that each Fund s audited financial statements for the fiscal year (each Fund s fiscal year end is set forth in Exhibit A) be included in each Fund s Annual Report to Stockholders.

#### ***Nominating and Corporate Governance Committees***

The purpose of each Nominating and Corporate Governance Committee is to identify and select director nominees qualified to serve as non-interested Directors of each Fund (consistent with criteria approved by the Board) and recommend its nominees for consideration by the full Board, develop and recommend to the Board a

set of corporate governance principles applicable to each Fund, oversee the evaluation of the Board and management, and undertake such other duties and responsibilities as may from time to time be delegated by the Board to the Committee. Each Fund has adopted a Charter of the Nominating and Corporate Governance Committee, a copy of which is attached hereto as Exhibit C.

The principal responsibilities of each Nominating and Corporate Governance Committee are to identify individuals qualified to serve as non-interested Directors of each Fund and to recommend its nominees for consideration by the full Board. The non-interested Directors have retained independent legal counsel to assist them in connection with these duties. While each Nominating and Corporate Governance Committee is solely responsible for the selection and nomination of each Fund's non-interested Directors, the Nominating and Corporate Governance Committee may consider nominations for the office of Director made by Fund stockholders, as it deems appropriate. Stockholders who wish to recommend a nominee should send a nomination submission to the applicable Fund's Secretary and include all information relating to the recommended nominee that is required to be disclosed in the solicitation or proxy statements for the election of Directors and set forth the qualifications of the proposed nominee. The Nominating and Corporate Governance Committee evaluates nominees from whatever source using the same standard.

In identifying and evaluating a potential nominee to serve as a non-interested Director of a Fund, the Nominating and Corporate Governance Committee will consider, to the extent required, compliance with the independence and other applicable requirements of the NYSE and NASDAQ listing standards and the Investment Company Act. The Nominating and Corporate Governance Committee will also consider, among other factors: (i) the contribution which the person can make to each Board, with consideration being given to the person's business and professional experience, education and such other factors as the Committee may consider relevant; (ii) the character and integrity of the person; (iii) whether the person is financially literate; (iv) whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related investment company complexes; and (v) whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Director of a Fund.

#### **Committee and Board of Directors Meetings**

During each Fund's last fiscal year, each of the Directors then in office attended at least 75% of the aggregate of the total number of meetings of the Board of Directors of that Fund held during the fiscal year and, if a member, the total number of meetings of the Audit Committee and Nominating and Corporate Governance Committee held during the period for which he or she served. For information about the number of meetings of the Board, the Audit Committee and the Nominating and Corporate Governance Committee held during each Fund's most recently completed fiscal year, see Exhibit A to the Combined Proxy Statement.

#### **Stockholder Communications**

Stockholders may send written communications to a Fund's Board of Directors or to an individual Director by mailing such correspondence to the Secretary of the applicable Fund (addressed to the Fund at P.O. Box 9011, Princeton, New Jersey 08543-9011). Such communications must be signed by the stockholder and identify the number of shares held by the stockholder. Properly submitted stockholder communications will, as appropriate, be forwarded to the entire Board or to the individual Director.

#### **Director Attendance at Stockholder Meetings**

The Funds have no formal policy regarding Director attendance at stockholder meetings.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) requires the Officers and Directors of each Fund and persons who own more than ten percent of a registered class of each

Fund's equity securities to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Officers, Directors and greater than ten percent stockholders are required by SEC regulations to furnish the applicable Fund with copies of all Forms 3, 4 and 5 they file.

Based solely on each Fund's review of the copies of such forms, and amendments thereto, furnished to it during or with respect to its most recent fiscal year, and written representations from certain reporting persons that they were not required to file Form 5 with respect to the most recent fiscal year, each Fund believes that all of its Officers, Directors, greater than ten percent beneficial owners and other persons subject to Section 16 of the Exchange Act due to the requirements of Section 30 of the Investment Company Act (*i.e.*, any advisory board member, IQ Advisors or affiliated person of IQ Advisors) have complied with all filing requirements applicable to them with respect to transactions during each Fund's most recent fiscal period, except that Donald C. Burke, Martin G. Byrne, Satyanarayan Chada, Mitchell M. Cox, Justin C. Ferri, Paul Glasserman, James E. Hillman, Catherine A. Johnston, Steven W. Kohlhausen, Paul Morton, Paul Mottola, William J. Rainer, Colleen R. Rusch, and IQ Advisors inadvertently made a late Form 3 filing reporting his, her, or its Initial Statement of Beneficial Ownership for Dow 30 Enhanced; Jonathan A. Clark inadvertently made a late Form 3 filing reporting his Initial Statement of Beneficial Ownership for S&P GEARED; Jeffrey L. Russo inadvertently made late Form 3 filings reporting his Initial Statement of Beneficial Ownership for S&P GEARED and Small Cap; and Horatio Valaris inadvertently made late Form 3 filings reporting his Initial Statement of Beneficial Ownership for Covered Call and Enhanced Covered Call.

### **Compensation of Directors**

IQ Advisors pays all compensation to all Officers of each Fund who are affiliated with itself, Bank of America Corporation ( Bank of America ), Merrill Lynch & Co. or their subsidiaries. Each Fund currently pays each non-interested Director a combined fee consisting of an annual fee plus a fee for each Board meeting attended. Information relating to the amount of fees and expenses paid by each Fund to its non-interested Directors for each Fund's most recent fiscal year end is set forth in Exhibit A to this Combined Proxy Statement.

### **Officers of the Funds**

Information relating to the Officers of each Fund is set forth in Exhibit A to this Combined Proxy Statement. Officers of a Fund are elected by the Board of Directors of that Fund annually. Officers of a Fund may be removed by the Board of Directors of that Fund, with or without cause, and Officers may resign in the manner provided in the Bylaws.

### **Stock Ownership**

Set forth in Exhibit A to this Combined Proxy Statement is the following information for each Director Nominee: (i) the aggregate dollar range of stock ownership in each Fund; and (ii) the aggregate dollar range of securities owned in all registered funds in the IQ affiliate-advised funds for which the Director Nominee currently serves as a Director.

As of the Record Date, no non-interested Director or his or her immediate family members owned beneficially or of record any securities of Bank of America. As of the Record Date, the Directors and Officers of each Fund as a group owned an aggregate of less than 1% of the shares of each Fund outstanding. At such date, the Officers of each Fund owned an aggregate of less than 1% of the outstanding shares of common stock of Bank of America.

**The Board of Directors of each Fund, which is currently comprised only of non-interested Directors, recommends that the stockholders of that Fund vote FOR the election of the Director Nominees.**

### Additional Information

**Expenses and Methods of Proxy Solicitation; Quorum.** The expenses of preparation, printing and mailing of the enclosed forms of proxy, the accompanying Notice, this Combined Proxy Statement, and the use of Notice of Internet Availability will be borne by each Fund in proportion to its relative net assets. Each Fund will reimburse banks, brokers and others for their reasonable expenses in forwarding proxy solicitation material to the beneficial owners of the shares of the Funds.

For each of the Funds, the presence in person or by proxy of the stockholders of the Fund entitled to cast a majority of votes entitled to be cast at the Meeting shall constitute a quorum. The quorum requirements for each Fund must be met separately by each Fund.

In order to obtain the necessary quorum and vote at the Meeting, supplementary solicitation may be made by mail, telephone, facsimile or personal interview by representatives of each Fund. If, by the time scheduled for the Meeting, a quorum of stockholders is not present or if a quorum is present but sufficient votes to allow action on the proposal are not received from the stockholders, the Chairperson of the Meeting may adjourn the Meeting to permit further solicitation of proxies from stockholders. The Meeting convened on the date it was called may be adjourned without further notice for 120 days after the original record date for that Meeting. Each Fund has retained Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, New York 11717, to assist in the solicitation and tabulation of proxies at a cost of approximately \$2,100 for each Fund.

**Voting Requirement.** All shares represented by properly executed proxies, unless such proxies have previously been revoked, will be voted at the Meeting in accordance with the directions on the proxies; if no direction is indicated, the shares will be voted FOR the Director Nominees.

Assuming a quorum is present at the Meeting, approval of Item 1 will require the affirmative vote of stockholders holding a majority of the applicable Fund's stock outstanding and entitled to vote thereon.

**Broker Non-Votes and Abstentions.** Broker-dealer firms, including Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S), 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 on the Item before the Meeting. Each Fund understands that, under the rules of certain securities exchanges, such broker-dealer firms may, without instructions from their customers and clients, grant authority to give a proxy to vote on routine matters, including the election of Directors (Item 1), if no instructions have been received prior to the date specified in the broker-dealer firm's request for voting instructions. However, an exchange also may provide that in certain non-routine matters, a broker member may not authorize any proxy without instructions from the customer. Votes that, in accordance with the exchange rules, are not cast by broker-dealer firms on those non-routine matters are called broker non-votes. Because the sole matter to be considered at the Meeting is routine (*i.e.*, the uncontested election of Directors), broker non-votes will not exist at the Meeting. MLPF&S has advised each Fund that if it votes shares held in its name for which no instructions are received, except as limited by agreement or applicable law, it will do so in the same proportion as the votes received from beneficial owners of those shares for which instructions have been received, whether or not held in nominee name. For purposes of the vote on the election of each Director Nominee, abstentions (*i.e.*, a vote to withhold) with respect to a Director Nominee will have the same effect as withhold votes in the election of that Director Nominee, although they will be considered present for purposes of determining the presence of a quorum at the Meeting.

If, at the Meeting, a validly executed proxy is submitted by a broker-dealer or record holder and no voting instructions are given, the shares represented by the proxy will be present for purposes of the Meeting and the persons named as proxy holders will cast all votes entitled to be cast pursuant to that proxy FOR each applicable Director Nominee.

**Other Matters.** Management knows of no other matters to be presented at the Meeting. However, if other matters are presented for a vote at the Meeting or any adjournments or postponements thereof, the persons named

as proxy holders on the enclosed form of proxy will vote the shares represented by properly executed proxies according to their discretion on those matters.

**Independent Registered Public Accounting Firms Fees.** The SEC's auditor independence rules require the Audit Committee of each Fund to pre-approve: (i) all audit and permissible non-audit services provided by the Fund's independent registered public accounting firm directly to the Fund; and (ii) those permissible non-audit services provided by the Fund's independent registered public accounting firm to the Fund's investment adviser and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to each Fund (the Affiliated Service Providers), if the services relate directly to the operations and financial reporting of each Fund.

At meetings held on September 12, 2007 and December 14, 2007, the Funds' Audit Committees retained D&T as the independent registered public accounting firm for the fiscal years ending September 30, 2008 for Defined Strategy; October 31, 2008 for MLP Fund; and December 31, 2008 for S&P GEARED, Covered Call, Dow 30, Enhanced Covered Call, Small Cap, Global Income, NASDAQ Premium and Dow 30 Enhanced. D&T has been the independent registered public accounting firm for all the Funds since their inceptions, and has informed the Funds that it has no material direct or indirect financial interest in any Fund.

The first two tables below set forth for each Fund, for its two most recent fiscal periods, the fees billed by D&T for: (i) all audit and non-audit services provided directly to the Fund; and (ii) those non-audit services provided to the Fund's Affiliated Service Providers that relate directly to the Fund's operations and financial reporting, and, therefore, require Audit Committee pre-approval. Services under the caption:

*Audit Fees* are for the audit of the Fund's annual financial statements included in the Fund's reports to stockholders and in connection with statutory and regulatory filings or engagements;

*Audit-Related Fees* include assurance and related services reasonably related to the performance of the audit of financial statements not included in Audit Fees;

*Tax Fees* include tax compliance, tax advice and tax planning; and

*All Other Fees* are for other products and services provided.

Each Fund also is required to disclose the total non-audit fees paid to its independent registered public accounting firm, for services rendered to the Fund and its Affiliated Service Providers regardless of whether those fees were pre-approved by the Audit Committee.

Fees for audit and non-audit services provided directly to each Fund:

Fund	Fiscal Year End	Audit Fees (\$)		Audit-Related Fees (\$)		Tax Fees (\$)*		All Other Fees (\$)	
		2008	2007	2008	2007	2008	2007	2008	2007
S&P GEARED	12/31	31,000	29,100	0	0	8,500	8,500	0	0
Defined Strategy	9/30	24,500	22,700	0	0	8,500	8,500	0	0
Covered Call	12/31	28,000	26,000	0	0	8,500	8,500	0	0
Dow 30	12/31	23,900	22,200	0	0	8,500	8,500	0	0
Enhanced Covered Call	12/31	28,000	26,000	0	0	8,500	8,500	0	0
Small Cap	12/31	35,400	33,000	0	0	8,500	8,500	0	0
Global Income	12/31	30,000	28,000	0	0	8,500	8,500	0	0
NASDAQ Premium	12/31	31,500	29,100	0	0	8,500	8,500	0	0
Dow 30 Enhanced	12/31	31,300	34,700	0	10,600	8,500	8,500	0	0
MLP Fund	10/31	40,500	6,700	0	9,900	10,000	8,500	0	0

\* Primarily related to tax compliance services associated with reviewing the Fund's tax returns.

All of the audit and non-audit services provided to each Fund for which pre-approval was required were pre-approved by the Audit Committee of each Fund.





Fees for non-audit services provided to and paid by the Fund's Affiliated Service Providers for which pre-approval by the Audit Committee was required:

Fund	Audit-Related Fees (\$)*		Tax Fees (\$)		All Other Fees (\$)	
	2008	2007	2008	2007	2008	2007
S&P GEARED	0	0	0	0	0	0
Defined Strategy	0	0	0	0	0	0
Covered Call	0	0	0	0	0	0
Dow 30	0	0	0	0	0	0
Enhanced Covered Call	0	0	0	0	0	0
Small Cap	0	0	0	0	0	0
Global Income	0	0	0	0	0	0
NASDAQ Premium	0	0	0	0	0	0
Dow 30 Enhanced	0	0	0	0	0	0
MLP Fund	0	0	0	0	0	0

\* Primarily related to examinations of internal controls and investment management performance returns at Affiliated Service Providers. Aggregate non-audit fees for services provided to each Fund and their Affiliated Service Providers, regardless of whether pre-approval was required.

Fund	Aggregate Non-Audit Fees (\$)	
	2008	2007
S&P GEARED	2,057,500	2,100,500
Defined Strategy	2,057,500	2,100,500
Covered Call	2,057,500	2,100,500
Dow 30	2,057,500	2,100,500
Enhanced Covered Call	2,057,500	2,100,500
Small Cap	2,057,500	2,100,500
Global Income	2,057,500	2,100,500
NASDAQ Premium	2,057,500	2,100,500
Dow 30 Enhanced	2,057,500	2,111,100
MLP Fund	2,059,000	2,103,900

Primarily associated with project management of non-financial service systems implementations, advisory and management consulting services and examinations of internal controls for Affiliated Service Providers.

The Audit Committee of each Fund has reviewed the non-audit services provided by each Fund's independent registered public accounting firm to the Fund's Affiliated Service Providers that were not subject to the Audit Committee's pre-approval. The Audit Committee of each Fund has determined that the provision of such services is compatible with maintaining the independence of the independent registered public accounting firm.

*Audit Committee's Pre-Approval Policies and Procedures.* The Audit Committee of each Fund has adopted policies and procedures with regard to the pre-approval of services. Audit, audit-related and tax compliance services provided to each Fund on an annual basis require specific pre-approval by the Audit Committee. As noted above, the Audit Committee also must approve other non-audit services provided to a Fund and those non-audit services provided to each Fund's Affiliated Service Providers that relate directly to the operations and financial reporting of that Fund. Certain of these non-audit services that the Audit Committee believes are (i) consistent with the SEC's auditor independence rules; and (ii) routine and recurring services that will not impair the independence of the independent registered public accounting firm may be approved by the Audit

Committee without consideration on a specific case-by-case basis ( general pre-approval ). However, such services will only be deemed pre-approved provided that any individual project does not exceed \$5,000 attributable to each Fund or \$10,000 for the project as a whole. Any proposed services exceeding the pre-approved cost levels will require specific pre-approval by the Audit Committee, as will any other services not subject to general pre-approval (*e.g.*, unanticipated but permissible services). The Audit Committee is informed of each service approved subject to general pre-approval at the next regularly scheduled board meeting.

Non-audit services provided to each Fund's Affiliated Service Providers that have a direct impact on the operations or financial reporting of each Fund must be pre-approved by the Audit Committee of ML & Co. in addition to pre-approval by the Audit Committee.

The independent registered public accounting firm annually will provide the Audit Committee with a detailed analysis of all fees paid by ML & Co. and its affiliates.

*Other.* Representatives of D&T are expected to be available via telephone at the Meeting and will have an opportunity to make a statement if they so desire and to respond to questions from stockholders.

**Address of Investment Adviser.** The principal office of IQ Advisors is located at 4 World Financial Center, 6th Floor, New York, New York 10080.

**Annual Report Delivery.** Each Fund will furnish, without charge, a copy of its Annual Report for the Fund's last fiscal year to any stockholder upon request. Such requests should be directed to the attention of the Fund Secretary, P.O. Box 9011, Princeton, NJ 08543-9011, Attention: Colleen R. Rusch, or to 1-877-449-4742. A copy will also be available on [www.IQIAFunds.com](http://www.IQIAFunds.com).

**Householding and Delivery of Materials.** The Combined Proxy Statement or a Notice of Internet Availability of Proxy Materials will be delivered to two or more stockholders who share an address, unless either of the Funds has received contrary instructions from one or more stockholders. Each Fund will furnish, without charge, upon request, a separate copy of the Combined Proxy Statement to any stockholder at a shared address to which a single copy was delivered. Further, stockholders who share an address and are receiving multiple copies of the Combined Proxy Statement may contact each Fund in order to receive a single copy of any