

Ares Dynamic Credit Allocation Fund, Inc.  
 Form 4  
 October 08, 2013

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SACHS DAVID A**

2. Issuer Name and Ticker or Trading Symbol  
**Ares Dynamic Credit Allocation Fund, Inc. [ARDC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2000 AVENUE OF THE STARS,  
 12TH FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/04/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	10/04/2013		P	1,800 A 18.11	42,100	D (2)	
				(1)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SACHS DAVID A 2000 AVENUE OF THE STARS, 12TH FLOOR LOS ANGELES, CA 90067	X			

## Signatures

/s/ Monica J. Shilling, by power of attorney 10/08/2013

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.08 to \$18.12, inclusive. The Reporting Person undertakes to provide to Ares Dynamic Credit Allocation Fund, Inc., any security holder of Ares Dynamic Credit Allocation Fund, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
  - (2) Of the 42,100 shares reported on this Form 4, 13,800 shares are held directly by David A. Sachs, 3,300 shares are held by David A. Sachs' IRA and 25,000 shares are held by the Sachs Revocable Trust dated 3-12-97.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. The nominating and governance committee looks to many sources for recommendations of qualified Board members, including current Board Members, employees of the Adviser, current shareholders of the Funds, third party sources and any other persons or entities that may be deemed necessary or desirable by the committee. Shareholders of the Funds who wish to nominate a candidate to their Fund's Board should mail information to the attention of Lorna Ferguson, Manager of Fund Board Relations, Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606. This information must include evidence of Fund ownership of the person or entity recommending the candidate, a full listing of the proposed candidate's education, experience, current employment, date of birth, names and addresses of at least three professional references, information as to whether the candidate is an "interested person" (as such term is defined in the 1940 Act) in relation to the Fund and such other information that would be helpful to the nominating and governance committee in evaluating the candidate. All

satisfactorily completed information regarding candidates will be forwarded to the chairman of the nominating and governance committee and the outside counsel to the Independent Board Members. Recommendations for candidates to the Board will be evaluated in light of whether the number of Board members is expected to change and whether the Board expects any vacancies. All nominations from Fund shareholders will be acknowledged, although there may be times when the committee is not actively recruiting new Board members. In those circumstances nominations will be kept on file until active recruitment is under way. The nominating and governance committee sets appropriate standards and requirements for nominations to the Board. In considering a candidate's qualifications, each candidate must meet certain basic requirements, including relevant skills and experience, time availability and, if qualifying as a non-"interested person" candidate, independence from the Adviser or other service providers. These experience requirements may vary depending on the current composition of the Board, since the goal is to ensure an appropriate range of skills and experience, in the aggregate. All candidates must meet high expectations of personal integrity, governance experience and professional competence that are assessed on the basis of personal interviews, recommendations, or direct knowledge by committee members. The committee may use any process it deems appropriate for the purpose of evaluating candidates, which process may include, without limitation, personal interviews, background checks, written submissions by the candidates and third party references. There is no difference in the manner in which the nominating and governance committee evaluates nominees when the nominee is submitted by a shareholder. The nominating and governance committee reserves the right to make the final selection regarding the nomination of any prospective Board member. The number of regular quarterly meetings held by the Board of each Fund and the number of special meetings held by the Board of each Fund during its last fiscal year is attached to the 29 proxy statement as Appendix E. During the last fiscal year, each Board Member attended 75% or more of each Fund's Board meetings and the committee meetings (if a member thereof) held during the period for which such Board Member was a Board Member. The policy of the Board relating to attendance by Board Members at annual meetings of the Funds [and the number of Board Members who attended the last annual meeting of shareholders of each Fund] is posted on the Funds' website at [www.nuveen.com/etf/products/fundGovernance.aspx](http://www.nuveen.com/etf/products/fundGovernance.aspx). 30 THE OFFICERS The following table sets forth information as of May 1, 2005 with respect to each officer of the Funds other than Mr. Schwertfeger (who is a Board Member and is included in the table relating to nominees for the Board). Officers receive no compensation from the Funds. The officers are elected by the Board on an annual basis to serve until successors are elected and qualified.

----- NUMBER OF POSITION(S)  
 TERM OF OFFICE AND PORTFOLIOS IN NAME, ADDRESS AND HELD WITH LENGTH OF TIME  
 PRINCIPAL OCCUPATION(S) FUND COMPLEX BIRTHDATE FUND SERVED\* DURING PAST 5 YEARS  
 SERVED BY OFFICER -----

Gifford R. Zimmerman Chief Term: Annual Managing Director 154 333 West Wacker Drive Administrative Length  
 of Service: (since 2002), Assistant Chicago, IL 60606 Officer Since 1988 Secretary and Associate (9/9/56) General  
 Counsel, formerly, Vice President of Nuveen Investments, LLC; Managing Director (since 2002), Assistant Secretary  
 and Associate General Counsel, formerly Vice President of Nuveen Asset Management; Managing Director (since  
 2004) and Assistant Secretary (since 1994) of Nuveen Investments, Inc.; Assistant Secretary of NWQ Investment  
 Management Company, LLC (since 2002); Vice President and Assistant Secretary of Nuveen Investments Advisers  
 Inc. (since 2002); Managing Director, Associate General Counsel and Assistant Secretary of Rittenhouse Asset  
 Management, Inc. (since 2003); previously, Managing Director (from 2002 to 2004), General Counsel and Assistant  
 Secretary, formerly, Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.; \*\* Chartered  
 Financial Analyst. 31 -----

----- NUMBER OF POSITION(S) TERM OF OFFICE AND PORTFOLIOS IN NAME, ADDRESS AND HELD WITH  
 LENGTH OF TIME PRINCIPAL OCCUPATION(S) FUND COMPLEX BIRTHDATE FUND SERVED\* DURING  
 PAST 5 YEARS SERVED BY OFFICER -----

----- Julia L. Antonatos Vice  
 President Term: Annual Managing Director 154 333 West Wacker Drive Length of Service: (since 2005), Chicago, IL  
 60606 Since 2004 previously, Vice (9/22/63) President (since 2002), formerly, Assistant Vice President (since 1999)  
 of Nuveen Investments, LLC; Chartered Financial Analyst. Michael T. Atkinson Vice President Term: Annual Vice  
 President (since 154 333 West Wacker Drive and Assistant Length of Service: 2002), formerly Chicago, IL 60606  
 Secretary Since 2002 Assistant Vice (2/3/66) President (from 2000), previously, Associate of Nuveen Investments,

LLC. Peter H. D'Arrigo Vice President Term: Annual Vice President of 154 333 West Wacker Drive and Treasurer Length of Service: Nuveen Investments, LLC Chicago, IL 60606 Since 1999 (since 1999); prior (11/28/67) thereto, Assistant Vice President (from 1997); Vice President and Treasurer (since 1999) of Nuveen Investments, Inc.; Vice President and Treasurer of Nuveen Asset Management (since 2002) and of Nuveen Investments Advisers Inc. (since 2002); Assistant Treasurer of NWQ Investments Management Company, LLC. (since 2002); Vice President and Treasurer of Nuveen Rittenhouse Asset Management, Inc. (since 2003); Vice President and Treasurer (from 1999 to 2004) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.; \*\* Chartered Financial Analyst. 32

----- NUMBER OF POSITION(S)

TERM OF OFFICE AND PORTFOLIOS IN NAME, ADDRESS AND HELD WITH LENGTH OF TIME PRINCIPAL OCCUPATION(S) FUND COMPLEX BIRTHDATE FUND SERVED\* DURING PAST 5 YEARS SERVED BY OFFICER -----

Jessica

R. Droeger Vice President Term: Annual Vice President (since 154 333 West Wacker Drive and Secretary Length of Service: 2002) and Assistant Chicago, IL 60606 Since 1998 General Counsel (since (9/24/64) 1998), formerly Assistant Vice President (from 1998) of Nuveen Investments, LLC; Vice President and Assistant Secretary (since 2005) of Nuveen Asset Management; Vice President (from 2002 to 2004) and Assistant Secretary (from 1998 to 2004), formerly, Assistant Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.\*\*

Lorna C. Ferguson Vice President Term: Annual Managing Director 154 333 West Wacker Drive Length of Service: (since 2004), Chicago, IL 60606 Since 1998 previously, Vice (10/24/45) President of Nuveen Investments, LLC; previously, Managing Director (2004), formerly, Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.\*\*

William M. Fitzgerald Vice President Term: Annual Managing Director of 154 333 West Wacker Drive Length of Service: Nuveen Asset Management Chicago, IL 60606 Since 1995 (since 2001); Vice (3/2/64) President of Nuveen Investments Advisers Inc. (since 2002); Managing Director (from 2001 to 2004), formerly, Vice President of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.\*\* Chartered Financial Analyst.

Stephen D. Foy Vice President Term: Annual Vice President (since 154 333 West Wacker Drive and Controller Length of Service: 1993) and Funds Chicago, IL 60606 Since 1993 Controller (since 1998) (5/31/54) of Nuveen Investments, LLC; Vice President (since 1998) and formerly, Funds Controller of Nuveen Investments, Inc.; Certified Public Accountant. 33 -----

NUMBER OF POSITION(S) TERM OF OFFICE AND PORTFOLIOS IN NAME, ADDRESS AND HELD WITH LENGTH OF TIME PRINCIPAL OCCUPATION(S) FUND COMPLEX BIRTHDATE FUND SERVED\* DURING PAST 5 YEARS SERVED BY OFFICER -----

----- James D. Grassi Vice President

Term: Annual Vice President and 154 333 West Wacker Drive and Chief Length of Service: Deputy Director of Chicago, IL 60606 Compliance Since 2004 Compliance (since 2004) (4/13/56) Officer of Nuveen Investments, LLC, Nuveen Investments Advisers Inc., Nuveen Asset Management and Rittenhouse Asset Management, Inc.; previously, Vice President and Deputy Director of Compliance (2004) of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.;\*\* formerly, Senior Attorney (1994 to 2004), The Northern Trust Company. David J. Lamb Vice President Term: Annual Vice President of 154 333 West Wacker Drive Length of Service: Nuveen Investments, LLC Chicago, IL 60606 Since 2000 (since 2000); prior (3/22/63) thereto, Assistant Vice President (from 1999); formerly Associate of Nuveen Investments, LLC; Certified Public Accountant. Tina M. Lazar Vice President Term: Annual Vice President of 154 333 West Wacker Drive Length of Service: Nuveen Investments, LLC Chicago, IL 60606 Since 2002 (since 1999); prior (8/27/61) thereto, Assistant Vice President (since 1993) of Nuveen Investments, LLC. 34

----- NUMBER OF POSITION(S)

TERM OF OFFICE AND PORTFOLIOS IN NAME, ADDRESS AND HELD WITH LENGTH OF TIME PRINCIPAL OCCUPATION(S) FUND COMPLEX BIRTHDATE FUND SERVED\* DURING PAST 5 YEARS SERVED BY OFFICER -----

Larry

W. Martin Vice President Term: Annual Vice President, 154 333 West Wacker Drive and Assistant Length of Service: Assistant Secretary and Chicago, IL 60606 Secretary Since 1988 Assistant General (7/27/51) Counsel of Nuveen Investments, LLC; Vice President, Assistant General Counsel and Assistant Secretary of Nuveen Investments, Inc.; Vice President (since 2005) and Assistant Secretary (since 1997) of Nuveen Asset Management; Vice President (since 2000), Assistant Secretary and Assistant General Counsel (since 1998) of Rittenhouse Asset Management, Inc.; Vice President and Assistant Secretary of Nuveen Investments Advisers Inc. (since 2002); Assistant Secretary of NWQ

Investment Management Company, LLC. (since 2002); previously, Vice President and Assistant Secretary of Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp.\*\*

----- \* Length of Service indicates the year the individual became an officer of a fund in the Nuveen fund complex. \*\* Nuveen Advisory Corp. and Nuveen Institutional Advisory Corp. were organized into Nuveen Asset Management, effective January 1, 2005.

APPOINTMENT OF INDEPENDENT AUDITORS Each Board has appointed Ernst & Young LLP, independent registered public accounting firm, as independent auditors to audit the books and records of each Fund for its fiscal year. A representative of Ernst & Young LLP will be present at the Meetings to make a statement, if such representative so desires, and to respond to shareholders' questions. Ernst & Young LLP has informed each Fund that it has no direct or indirect material financial interest in each Fund, Nuveen, the Adviser or any other investment company sponsored by Nuveen. 35 AUDIT COMMITTEE REPORT The audit committee of the Board is responsible for the oversight and monitoring of (1) the accounting and reporting policies, processes and practices, and the audit of the financial statements, of each Fund, (2) the quality and integrity of the financial statements of the Funds, and (3) the independent auditors' qualifications, performance and independence. In its oversight capacity, the committee reviews each Fund's annual financial statements with both management and the independent auditors and the committee meets periodically with the independent auditors to consider their evaluation of each Fund's financial and internal controls. The committee also selects, retains, evaluates and may replace each Fund's independent auditors. The committee is currently composed of five Board Members and operates under a written charter adopted and approved by the Board, a copy of which is attached as Appendix H. Each committee member meets the independence and experience requirements applicable to the Funds of the New York Stock Exchange, the American Stock Exchange, Section 10A of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission. The committee, in discharging its duties, has met with and held discussions with management and each Fund's independent auditors. The committee has also reviewed and discussed the audited financial statements with management. Management has represented to the independent auditors that each Fund's financial statements were prepared in accordance with generally accepted accounting principles. The committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards ("SAS") No. 61, (Communication with Audit Committees), as amended by SAS No. 90 (Audit Committee Communications). Each Fund's independent auditors provided to the committee the written disclosure required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the committee discussed with representatives of the independent auditors their firm's independence. As provided in the Audit Committee Charter, it is not the committee's responsibility to determine, and the considerations and discussions referenced above do not ensure, that each Fund's financial statements are complete and accurate and presented in accordance with generally accepted accounting principles. Based on the committee's review and discussions with management and the independent auditors, the representations of management and the report of the independent auditors to the committee, the committee has recommended that the Board include the audited financial statements in each Fund's Annual Report. At the time the recommendation was made, the members of the committee were: Robert P. Bremner Lawrence H. Brown Jack B. Evans William J. Schneider Eugene S. Sunshine 36 AUDIT AND RELATED FEES. The following table provides the aggregate fees billed by Ernst & Young LLP during each Fund's last two fiscal years (i) to each Fund for services provided to the Fund and (ii) to the Adviser and certain entities controlling, controlled by, or under common control with the Adviser that provide ongoing services to each Fund ("Adviser Entities") for engagements directly related to the operations and financial reporting of each Fund.

	AUDIT FEES(1)		AUDIT RELATED FEES(2)		TAX FEES(3)		ADVISER AND ADVISER FUND		FUND ENTITIES FUND		FISCAL YEAR		FISCAL YEAR		FISCAL YEAR		FISCAL YEAR		FISCAL YEAR	
	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004
Municipal Value	\$	[ ]	\$	[ ]	\$	[ ]	\$	[ ]	\$	[ ]	\$	[ ]	\$	[ ]	\$	[ ]	\$	[ ]	\$	[ ]
Municipal Income	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
Premium Income	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
Performance Plus	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
Municipal Advantage	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
Municipal Market Opportunity	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
Investment Quality	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
Insured Quality	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
Select	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]

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Quality [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Quality Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Municipal Opportunity [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
] [ ] [ ] Premier Municipal [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premier Insured [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premium Income 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premium Income 4 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Premium Income 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Dividend
Advantage [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] ----- TAX
FEES(3) ALL OTHER FEES(4) ----- ADVISER AND ADVISER AND
ADVISER ADVISER ENTITIES FUND ENTITIES ----- FISCAL
FISCAL FISCAL FISCAL FISCAL FISCAL YEAR YEAR YEAR YEAR YEAR YEAR YEAR ENDED ENDED ENDED
ENDED ENDED ENDED 2003 2004 2003 2004 2003 2004

----- Municipal Value \$ [ ] \$ [ ] \$ [ ] \$ [ ] \$ [ ] \$ [ ] Municipal Income
[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premium Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Performance Plus [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Municipal Advantage [ ] [ ] [ ]
[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Municipal Market Opportunity [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Investment Quality [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Quality [ ] [ ] [ ]
[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Quality [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Quality Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Municipal Opportunity [ ] [ ] [ ] [ ] [ ] [ ]
[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premier Municipal [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premier Insured [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premium Income 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
Premium Income 4 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Premium Income 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Dividend Advantage [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
[ ] 37 -----

AUDIT FEES(1) AUDIT RELATED FEES(2) TAX FEES(3) -----
----- ADVISER AND ADVISER AND ADVISER ADVISER FUND FUND ENTITIES
FUND ENTITIES ----- FISCAL
FISCAL FISCAL FISCAL FISCAL FISCAL FISCAL FISCAL FISCAL FISCAL FISCAL YEAR YEAR YEAR YEAR
YEAR YEAR YEAR YEAR YEAR YEAR ENDED ENDED ENDED ENDED ENDED ENDED ENDED ENDED ENDED
ENDED ENDED 2003 2004 2003 2004 2003 2004 2003 2004 2003 2004

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Dividend Advantage 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Dividend Advantage 3 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured
Dividend Advantage [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Tax-Free Advantage [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
Municipal High Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Maturities [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Portfolio [
] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Portfolio 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Portfolio 3 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]
[ ] California Portfolio [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] New York Portfolio [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

----- ALL OTHER FEES(4) -----
ADVISER AND ADVISER FUND ENTITIES ----- FISCAL FISCAL FISCAL FISCAL
YEAR YEAR YEAR YEAR ENDED ENDED ENDED ENDED 2003 2004 2003 2004 -----
----- Dividend Advantage 2 [ ] [ ] [ ] [ ] Dividend Advantage 3 [ ] [ ] [ ] [ ] Insured
Dividend Advantage [ ] [ ] [ ] [ ] Insured Tax-Free Advantage [ ] [ ] [ ] [ ] Municipal High Income [ ] [ ] [ ] [ ] Select
Maturities [ ] [ ] [ ] [ ] Select Portfolio [ ] [ ] [ ] [ ] Select Portfolio 2 [ ] [ ] [ ] [ ] Select Portfolio 3 [ ] [ ] [ ] [ ]
California Portfolio [ ] [ ] [ ] [ ] New York Portfolio [ ] [ ] [ ] [ ]

----- (1) "Audit Fees" are the aggregate fees billed for
professional services for the audit of the Fund's annual financial statements and services provided in connection with
statutory and regulatory filings or engagements. (2) "Audit Related Fees" are the aggregate fees billed for assurance
and related services reasonably related to the performance of the audit or review of financial statements and are not
reported under "Audit Fees." (3) "Tax Fees" are the aggregate fees billed for professional services for tax advice, tax
compliance and tax planning. (4) "All Other Fees" are the aggregate fees billed for products and services other than
"Audit Fees," "Audit Related Fees" and "Tax Fees." 38 NON-AUDIT FEES. The following table provides the
aggregate non-audit fees billed by Ernst & Young LLP for services rendered to each Fund, the Adviser and the
Adviser Entities during each Fund's last two fiscal years.

----- TOTAL
NON-AUDIT FEES BILLED TO ADVISER AND ADVISER ENTITIES (ENGAGEMENTS RELATED TOTAL
NON-AUDIT FEES DIRECTLY TO THE BILLED TO ADVISER AND TOTAL NON-AUDIT FEES
OPERATIONS AND FINANCIAL ADVISER ENTITIES BILLED TO FUND REPORTING OF FUND) (ALL
OTHER ENGAGEMENTS) TOTAL -----
FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR
ENDED 2003 ENDED 2004 ENDED 2003 ENDED 2004 ENDED 2003 ENDED 2004 ENDED 2003

----- Municipal

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Value \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] Municipal Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premium Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]  
 Performance Plus [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Municipal Advantage [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Municipal Market Opportunity [ ] [ ]  
 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Investment Quality [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Quality [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Quality [ ] [ ] [ ] [ ] [ ]  
 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Quality Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Municipal Opportunity [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premier Municipal [ ]  
 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premier Insured [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premium Income 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Premium Income 4 [ ] [ ]  
 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Premium Income 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Dividend Advantage [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Dividend  
 Advantage 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] ----- TOTAL ----- FISCAL YEAR ENDED 2004  
 ----- Municipal Value \$ [ ] Municipal Income [ ] Premium Income [ ] Performance Plus [ ]  
 Municipal Advantage [ ] Municipal Market Opportunity [ ] Investment Quality [ ] Insured Quality [ ] Select Quality [ ]  
 Quality Income [ ] Insured Municipal Opportunity [ ] Premier Municipal [ ] Premier Insured [ ] Premium Income 2 [ ]  
 Premium Income 4 [ ] Insured Premium Income 2 [ ] Dividend Advantage [ ] Dividend Advantage 2 [ ] 39

----- TOTAL  
 NON-AUDIT FEES BILLED TO ADVISER AND ADVISER ENTITIES (ENGAGEMENTS RELATED TOTAL  
 NON-AUDIT FEES DIRECTLY TO THE BILLED TO ADVISER AND TOTAL NON-AUDIT FEES  
 OPERATIONS AND FINANCIAL ADVISER ENTITIES BILLED TO FUND REPORTING OF FUND) (ALL  
 OTHER ENGAGEMENTS) TOTAL -----  
 FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR FISCAL YEAR  
 ENDED 2003 ENDED 2004 ENDED 2003 ENDED 2004 ENDED 2003 ENDED 2004 ENDED 2003

----- Dividend  
 Advantage 3 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Dividend Advantage [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Insured Tax-Free Advantage [ ] [ ]  
 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Municipal High Income [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Maturities [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Portfolio [ ] [ ]  
 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Portfolio 2 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] Select Portfolio 3 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] California Portfolio [ ] [ ]  
 [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] New York Portfolio [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] ----- TOTAL ----- FISCAL  
 YEAR ENDED 2004 ----- Dividend Advantage 3 [ ] Insured Dividend Advantage [ ] Insured  
 Tax-Free Advantage [ ] Municipal High Income [ ] Select Maturities [ ] Select Portfolio [ ] Select Portfolio 2 [ ] Select  
 Portfolio 3 [ ] California Portfolio [ ] New York Portfolio [ ] 40

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES. Generally, the audit committee must approve each Fund's independent auditor's engagements (i) with the Fund for audit or non-audit services and (ii) with the Adviser and Adviser Entities for non-audit services if the engagement relates directly to the operations and financial reporting of the Fund. Regarding tax and research projects conducted by the independent auditors for each Fund and the Adviser and Adviser Entities (with respect to the operations and financial reporting of each Fund), such engagements will be (i) pre-approved by the audit committee if they are expected to be for amounts greater than \$10,000; (ii) reported to the audit committee chairman for his verbal approval prior to engagement if they are expected to be for amounts under \$10,000 but greater than \$5,000; and (iii) reported to the audit committee at the next audit committee meeting if they are expected to be for an amount under \$5,000. For engagements with Ernst & Young LLP entered into on or after May 6, 2003, the audit committee approved in advance all audit services and non-audit services that Ernst & Young LLP provided to each Fund and to the Adviser and Adviser Entities (with respect to the operations and financial reporting of each Fund). None of the services rendered by Ernst & Young LLP to each Fund or the Adviser or Adviser Entities were pre-approved by the audit committee pursuant to the pre-approval exception under Rule 2.01(c)(7)(i)(C) or Rule 2.01(c)(7)(ii) of Regulation S-X. The audit committee has considered whether the provision of non-audit services rendered by Ernst & Young LLP to the Adviser and Adviser Entities that were not required to be pre-approved by the audit committee is compatible with maintaining Ernst & Young LLP's independence. ADDITIONAL INFORMATION SECTION 16(A) BENEFICIAL INTEREST REPORTING COMPLIANCE Section 30(h) of the 1940 Act and Section 16(a) of the 1934 Act require Board Members and officers, the investment adviser, affiliated persons of the investment adviser and persons who own more than 10% of a registered class of a Fund's equity securities to file forms reporting their affiliation with that Fund and reports of ownership and changes in ownership of that Fund's shares with the Securities and Exchange Commission and the New York Stock Exchange or American Stock Exchange, as applicable. These persons and entities are required by the Securities and Exchange Commission regulation to furnish the Funds with copies of all Section 16(a) forms they file. Based on a review of these forms furnished to each Fund, each Fund believes that its Board Members and officers, investment adviser and affiliated persons of the investment adviser have complied with all applicable Section 16(a) filing requirements during its last

fiscal year, except . To the knowledge of management of the Funds, no shareholder of a Fund owns more than 10% of a registered class of a Fund's equity securities. **SHAREHOLDER PROPOSALS** To be considered for presentation at the annual meeting of shareholders of the Funds to be held in 2006, a shareholder proposal submitted pursuant to Rule 14a-8 of the 1934 Act must be received at the offices of that Fund, 333 West Wacker Drive, Chicago, Illinois 60606, not later than , 200 . A shareholder wishing to provide notice in the manner prescribed by Rule 14a-4(c)(1) of a proposal submitted outside of the process of Rule 14a-8 41 must submit such written notice to the Fund not later than , 200 . Timely submission of a proposal does not mean that such proposal will be included in a proxy statement.

**SHAREHOLDER COMMUNICATIONS** Shareholders who want to communicate with the Board or any individual Board Member should write their Fund to the attention of Lorna Ferguson, Manager of Fund Board Relations, Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606. The letter should indicate that you are a Fund shareholder. If the communication is intended for a specific Board Member and so indicates it will be sent only to that Board Member. If a communication does not indicate a specific Board Member it will be sent to the chair of the nominating and governance committee and the outside counsel to the Independent Board Members for further distribution as deemed appropriate by such persons.

**EXPENSES OF PROXY SOLICITATION** The cost of preparing, printing and mailing the enclosed proxy, accompanying notice and proxy statement and all other costs in connection with the solicitation of proxies will be paid by . Solicitation may be made by letter or telephone by officers or employees of Nuveen or the Adviser, or by dealers and their representatives.

**FISCAL YEAR** The last fiscal year end for each Fund (except Select Maturities, Select Portfolio, Select Portfolio 2, Select Portfolio 3, California Portfolio and New York Portfolio) was October 31, 2004. The last fiscal year end for Select Maturities, Select Portfolio, Select Portfolio 2, Select Portfolio 3, California Portfolio and New York Portfolio was March 31, 2005.

**ANNUAL REPORT DELIVERY** Annual reports will be sent to shareholders of record of each Fund following each Fund's fiscal year end. Each Fund will furnish, without charge, a copy of its annual report and/or semi-annual report as available upon request. Such written or oral requests should be directed to such Fund at 333 West Wacker Drive, Chicago, Illinois 60606 or by calling 1-800-257-8787. Please note that only one annual report or proxy statement may be delivered to two or more shareholders of a Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual report or proxy statement, or for instructions as to how to request a separate copy of such documents or as to how to request a single copy if multiple copies of such documents are received, shareholders should contact the applicable Fund at the address and phone number set forth above.

**42 GENERAL** Management does not intend to present and does not have reason to believe that any other items of business will be presented at the Meetings. However, if other matters are properly presented to the Meetings for a vote, the proxies will be voted by the persons acting under the proxies upon such matters in accordance with their judgment of the best interests of the Fund. A list of shareholders entitled to be present and to vote at each Meeting will be available at the offices of the Funds, 333 West Wacker Drive, Chicago, Illinois, for inspection by any shareholder during regular business hours beginning ten days prior to the date of the Meetings. Failure of a quorum to be present at any Meeting will necessitate adjournment and will subject that Fund to additional expense. The persons named in the enclosed proxy may also move for an adjournment of any Meeting to permit further solicitation of proxies with respect to any of the proposals if they determine that adjournment and further solicitation is reasonable and in the best interests of the shareholders. Under each Fund's By-Laws, an adjournment of a meeting requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting.

**IF YOU CANNOT BE PRESENT AT THE MEETING, YOU ARE REQUESTED TO FILL IN, SIGN AND RETURN THE ENCLOSED PROXY PROMPTLY. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.** Jessica R. Droeger Vice President and Secretary , 2005

**43 APPENDIX A DATES RELATING TO ORIGINAL INVESTMENT MANAGEMENT AGREEMENTS(1)** ----- **DATE ORIGINAL INVESTMENT AGREEMENT WAS LAST APPROVED FOR FUND SHAREHOLDERS CONTINUANCE BY BOARD**

INVESTMENT AGREEMENT WAS LAST APPROVED FOR FUND SHAREHOLDERS CONTINUANCE BY BOARD	DATE ORIGINAL INVESTMENT AGREEMENT WAS LAST APPROVED FOR FUND SHAREHOLDERS CONTINUANCE BY BOARD
Municipal Value	May 1, 1989
July 28, 1993	May 11, 2005
Municipal Income	April 27, 1992
July 28, 1993	May 11, 2005
Premium Income	April 27, 1992
July 28, 1993	May 11, 2005
Performance Plus	July 28, 1993
July 28, 1993	May 11, 2005
Municipal Advantage	July 28, 1993
July 28, 1993	May 11, 2005
Municipal Market Opportunity	July 28, 1993
July 28, 1993	May 11, 2005
Insured Quality	July 28, 1993
July 28, 1993	May 11, 2005



2005 Select Quality March 15, 1991 July 28, 1993 May 11, 2005 Quality Income June 19, 1991 July 28, 1993 May 11, 2005 Insured Municipal Opportunity September 12, 1991 July 28, 1993 May 11, 2005 Premier Municipal December 16, 1991 July 28, 1993 May 11, 2005 Premier Insured December 16, 1991 July 28, 1993 May 11, 2005 Premium Income 2 July 20, 1992 July 28, 1993 May 11, 2005 Premium Income 4 February 16, 1993 July 28, 1993 May 11, 2005 Insured Premium Income 2 July 20, 1993 July 22, 1993 May 11, 2005 Dividend Advantage May 25, 1999 May 25, 1999 May 11, 2005 Dividend Advantage 2 February 20, 2001 March 27, 2001 May 11, 2005 Dividend Advantage 3 August 2, 2001 September 25, 2001 May 11, 2005 Insured Dividend Advantage February 20, 2002 March 25, 2002 May 11, 2005 Insured Tax-Free Advantage November 14, 2002 November 19, 2002 May 11, 2005 Municipal High Income November 3, 2003 November 12, 2003 May 11, 2005 Select Maturities September 14, 1992 July 28, 1993 May 11, 2005 Select Portfolio March 10, 1992 July 8, 1993 May 11, 2005 Select Portfolio 2 May 15, 1992 July 8, 1993 May 11, 2005 Select Portfolio 3 July 20, 1992 July 8, 1993 May 11, 2005 California Portfolio June 15, 1992 July 8, 1993 May 11, 2005 New York Portfolio June 15, 1992 July 8, 1993 May 11, 2005

----- (1) The Original Investment Management Agreements were between the Funds and Nuveen Advisory Corp. ("NAC") or Nuveen Institutional Advisory Corp. ("NIAC"). Effective January 1, 2005, NAC and NIAC were merged into NAM. As a result, NAC and NIAC became a part of NAM and ceased to exist separately. NAM assumed all of NAC and NIAC's obligations under the Original Investment Management Agreements. Like NAC and NIAC, NAM is a wholly owned subsidiary of Nuveen. The merger did not constitute a change in control. There was no change in who manages the Funds or in the Funds' investment objectives or policies as a result of the merger. A-1 APPENDIX B [INSERT FORM OF NEW INVESTMENT MANAGEMENT AGREEMENT] B-1 APPENDIX C COMPLEX-LEVEL FEE RATES

----- COMPLEX DAILY NET ASSETS FEE RATE  
----- First \$55 billion 0.2000% Next \$1 billion 0.1800% Next \$1 billion 0.1600% Next \$3 billion 0.1425% Next \$3 billion 0.1325% Next \$3 billion 0.1250% Next \$5 billion 0.1200% Next \$5 billion 0.1175% Next \$15 billion 0.1150% -----

FUND-LEVEL FEE RATES, AGGREGATE MANAGEMENT FEES PAID AND NET ASSETS  
----- FEES PAID TO THE ADVISER FUND AVERAGE DAILY NET DURING LAST NET ASSETS FUND ASSETS FEE RATE(1) FISCAL YEAR(2) AS OF 5/1/05 -----

Municipal Value For the first \$500 million 0.1500% [\$10,462,875] [ ] For the next \$500 million 0.1250% For net assets over \$1 billion 0.1000% Plus: 4.125% for the first \$50 million of gross interest income, 4.000% for the next \$50 million of gross interest income and 3.875% for gross interest income over \$100 million.

----- Municipal Income For the first \$125 million 0.4500% [\$555,018] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750% -----

Premium Income For the first \$125 million 0.4500% [\$9,099,976] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- C-1  
----- FEES PAID TO THE ADVISER FUND AVERAGE DAILY NET DURING LAST NET ASSETS FUND ASSETS FEE RATE(1) FISCAL YEAR(2) AS OF 5/1/05 -----

Performance Plus For the first \$125 million 0.4500% [\$8,700,777] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- Municipal Advantage For the first \$125 million 0.4500% [\$6,441,514] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750% -----

Municipal Market Opportunity For the first \$125 million 0.4500% [\$6,670,810] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next

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\$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- Investment Quality For the first \$125 million 0.4500% [\$5,398,345] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750% ----- Insured Quality For the first \$125 million 0.4500% [\$5,711,518] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750% -----

C-2 ----- FEES PAID TO THE ADVISER FUND AVERAGE DAILY NET DURING LAST NET ASSETS FUND ASSETS FEE RATE(1) FISCAL YEAR(2) AS OF 5/1/05 ----- Select Quality For the first \$125 million 0.4500% [\$5,017,364] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- Quality Income For the first \$125 million 0.4500% [\$7,880,764] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750% ----- Insured Municipal Opportunity For the first \$125 million 0.4500% [\$12,010,312] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- Premier Municipal For the first \$125 million 0.4500% [\$2,987,029] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750% ----- Premier Insured For the first \$125 million 0.4500% [\$2,959,435] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- C-3 ----- FEES PAID TO THE ADVISER FUND AVERAGE DAILY NET DURING LAST NET ASSETS FUND ASSETS FEE RATE(1) FISCAL YEAR(2) AS OF 5/1/05 -----

Premium Income 2 For the first \$125 million 0.4500% [\$6,055,655] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- Premium Income 4 For the first \$125 million 0.4500% [\$5,687,089] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750% ----- Insured Premium Income 2 For the first \$125 million 0.4500% [\$5,008,357] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For the next \$3 billion 0.3875% For net assets over \$5 billion 0.3750%

----- Dividend Advantage For the first \$125 million 0.4500% [\$5,597,581(3)] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For net assets over \$2 billion 0.3750%

----- Dividend Advantage 2 For the first \$125 million 0.4500% [\$4,214,666(3)] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For net assets over \$2 billion 0.3750%

----- Dividend Advantage 3 For the first \$125 million 0.4500% [\$5,714,225(3)] [ ] For the next \$125 million 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For net assets over \$2 billion 0.3750%

C-4

----- FEES PAID TO THE  
 ADVISER FUND AVERAGE DAILY NET DURING LAST NET ASSETS FUND ASSETS FEE RATE(1) FISCAL  
 YEAR(2) AS OF 5/1/05 -----

Insured Dividend Advantage For the first \$125 million 0.4500% [\$4,364,285(3)] [ ] For the next \$125 million  
 0.4375% For the next \$250 million 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For  
 net assets over \$2 billion 0.3750%

----- Insured Tax-Free Advantage  
 For the first \$125 million 0.4500% [\$2,638,419(4)] [ ] For the next \$125 million 0.4375% For the next \$250 million  
 0.4250% For the next \$500 million 0.4125% For the next \$1 billion 0.4000% For net assets over \$2 billion 0.3750%

----- Municipal High Income For the  
 first \$125 million 0.5500% [\$3,153,658(4)] [ ] For the next \$125 million 0.5375% For the next \$250 million 0.5250%  
 For the next \$500 million 0.5125% For the next \$1 billion 0.5000% For net assets over \$2 billion 0.4750%

----- Select Maturities For the first  
 \$125 million 0.3000% [ \$ ] [ ] For the next \$125 million 0.2875% For the next \$250 million 0.2750% For the next  
 \$500 million 0.2625% For the next \$1 billion 0.2500% For net assets over \$2 billion 0.2375%

----- Select Portfolio For the first  
 \$125 million 0.0500% [ \$ ] [ ] For the next \$125 million 0.0375% For the next \$250 million 0.0250% For the next  
 \$500 million 0.0125%

----- Select  
 Portfolio 2 For the first \$125 million 0.1000% [ \$ ] [ ] For the next \$125 million 0.0875% For the next \$250 million  
 0.0750% For the next \$500 million 0.0625% For the next \$1 billion 0.0500% For net assets over \$2 billion 0.0375%

C-5

----- FEES PAID TO THE  
 ADVISER FUND AVERAGE DAILY NET DURING LAST NET ASSETS FUND ASSETS FEE RATE(1) FISCAL  
 YEAR(2) AS OF 5/1/05 ----- Select

Portfolio 3 For the first \$125 million 0.1000% [ \$ ] [ ] For the next \$125 million 0.0875% For the next \$250 million  
 0.0750% For the next \$500 million 0.0625% For the next \$1 billion 0.0500% For net assets over \$2 billion 0.0375%

----- California Portfolio For the first  
 \$125 million 0.1000% [ \$ ] [ ] For the next \$125 million 0.0875% For the next \$250 million 0.0750% For the next  
 \$500 million 0.0625% For the next \$1 billion 0.0500% For net assets over \$2 billion 0.0375%

----- New York Portfolio For the first  
 \$125 million 0.1000% [ \$ ] [ ] For the next \$125 million 0.0875% For the next \$250 million 0.0750% For the next  
 \$500 million 0.0625% For the next \$1 billion 0.0500% For net assets over \$2 billion 0.0375%

----- (1) The fee rates shown above  
 went into effect on August 1, 2004. Prior to August 1, 2004, the investment management fee paid by each Fund was  
 calculated using the above fund-level fee rates plus 0.20% at each breakpoint asset level. There was no complex-level  
 component of the investment management fee. (2) Prior to January 1, 2005, investment management services were  
 provided to the Funds by Nuveen Advisory Corp. ("NAC") or Nuveen Institutional Advisory Corp. ("NIAC").

Effective January 1, 2005, NAC and NIAC were merged into NAM. As a result, NAC and NIAC became a part of  
 NAM and ceased to exist separately. Prior to the reorganization, management fees were paid to NAC or NIAC.

Currently and under the New Investment Management Agreements, all management fees will be paid to NAM. Like  
 NAM, NAC and NIAC were wholly- owned subsidiaries of Nuveen. (3) Includes fee waiver of 0.30%. (4) Includes  
 fee waiver of 0.32%. C-6 APPENDIX D OFFICERS AND DIRECTORS OF NUVEEN ASSET MANAGEMENT

("NAM") WHO ARE NOT OFFICERS OR BOARD MEMBERS OF THE FUNDS

----- NAME PRINCIPAL OCCUPATION

----- John P. Amboian President and Director of Nuveen  
 Investments, Inc., Nuveen Asset Management, Nuveen Investments, LLC, Rittenhouse Asset Management, Inc.,  
 Nuveen Investments Advisors Inc. and Nuveen Investments Holdings, Inc. Alan Berkshire Senior Vice President,  
 Secretary and General Counsel of Nuveen Investments, Inc., Nuveen Asset Management, Nuveen Investments, LLC,  
 Rittenhouse Asset Management, Inc. and Nuveen Investments Holdings, Inc.; Senior Vice President and Secretary of  
 Nuveen Investments Advisors Inc.; Assistant Secretary of NWQ Investment Management Company, LLC and

Secretary of Symphony Asset Management, LLC. Mary E. Keefe Managing Director of Nuveen Investments, Inc.; Managing Director and Chief Compliance Officer of Nuveen Investments, LLC, Nuveen Asset Management, Nuveen Investments Advisers Inc., Nuveen Investments Institutional Services Group LLC and Rittenhouse Asset Management, Inc. Margaret E. Wilson Senior Vice President, Finance of Nuveen Investments, Inc., Nuveen Asset Management, Nuveen Investments, LLC, Rittenhouse Asset Management, Inc., Nuveen Investments Advisers Inc. and Nuveen Investments Holdings, Inc. ----- D-1

APPENDIX E NUMBER OF COMMITTEE AND BOARD MEETINGS HELD DURING EACH FUND'S LAST FISCAL YEAR ----- COMPLIANCE NOMINATING REGULAR SPECIAL RISK AND BOARD BOARD EXECUTIVE MANAGEMENT GOVERNANCE DIVIDEND AUDIT FUND MEETING MEETING COMMITTEE COMMITTEE COMMITTEE COMMITTEE COMMITTEE -----

For each Fund, except 4 9 0 6 5 5 Municipal High Income 4 9 0 6 5 5 Select Maturities 4 9 0 6 5 5 Select Portfolio 4 9 0 6 5 5 Select Portfolio 2 4 9 0 6 5 5 Select Portfolio 3 4 9 0 6 5 5 California Portfolio 4 9 0 6 5 5 New York Portfolio 4 9 0 6 5 5 Municipal High Income(1) 4 9 2 6 5 6 Select Maturities 4 5 0 4 5 4 Select Portfolio 4 5 0 4 5 4 Select Portfolio 2 4 5 0 4 5 4 Select Portfolio 3 4 5 0 4 5 4 California Portfolio 4 5 0 4 5 4 New York Portfolio 4 5 0 4 5 4 -----

(1) Municipal High Income's fiscal year consists of November 19, 2003 -- October 31, 2004. E-1 APPENDIX F NUVEEN MANAGEMENT INVESTMENT COMPANIES AUDIT COMMITTEES CHARTER Revised January 18, 2005 I. ORGANIZATION AND MEMBERSHIP There shall be a committee of each Board of Directors/Trustees (the "Board") of the Nuveen Management Investment Companies (the "Funds" or, individually, a "Fund") to be known as the Audit Committee. The Audit Committee shall be comprised of at least three Directors/ Trustees. Audit Committee members shall be independent of the Funds and free of any relationship that, in the opinion of the Directors/Trustees, would interfere with their exercise of independent judgment as an Audit Committee member. In particular, each member must meet the independence and experience requirements applicable to the Funds of the New York Stock Exchange, the American Stock Exchange, Section 10a of the Securities Exchange Act of 1934 (the "Exchange Act"), and the rules and regulations of the Securities and Exchange Commission (the "Commission"). Each such member of the Audit Committee shall have a basic understanding of finance and accounting, be able to read and understand fundamental financial statements, and be financially literate, and at least one such member shall have accounting or related financial management expertise, in each case as determined by the Directors/Trustees, exercising their business judgment (this person may also serve as the Audit Committee's "financial expert" as defined by the Commission). The Board shall appoint the members and the Chairman of the Audit Committee, on the recommendation of the Nominating and Governance Committee. The Audit Committee shall meet periodically but in any event no less frequently than on a semi-annual basis. Except for the Funds, Audit Committee members shall not serve simultaneously on the audit committees of more than two other public companies. II. STATEMENT OF POLICY, PURPOSE AND PROCESSES The Audit Committee shall assist the Board in oversight and monitoring of (1) the accounting and reporting policies, processes and practices, and the audits of the financial statements, of the Funds; (2) the quality and integrity of the financial statements of the Funds; (3) the Funds' compliance with legal and regulatory requirements, (4) the independent auditors' qualifications, performance and independence; and (5) oversight of the Pricing Procedures of the Funds and the Valuation Group. In exercising this oversight, the Audit Committee can request other committees of the Board to assume responsibility for some of the monitoring as long as the other committees are composed exclusively of independent directors. In doing so, the Audit Committee shall seek to maintain free and open means of communication among the Directors/Trustees, the independent auditors, the internal auditors and the management of the Funds. The Audit Committee shall meet periodically with Fund management, the Funds' internal auditor, and the Funds' independent auditors, in separate executive sessions. The Audit Committee shall prepare reports of the Audit Committee as required by the Commission to be included in the Fund's annual proxy statements or otherwise. F-1 The Audit Committee shall have the authority and resources in its discretion to retain special legal, accounting or other consultants to advise the Audit Committee and to otherwise discharge its responsibilities, including appropriate funding as determined by the Audit Committee for compensation to independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for a Fund, compensation to advisers employed by the Audit Committee, and ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, as determined in its

discretion. The Audit Committee may request any officer or employee of Nuveen Investments, Inc. (or its affiliates) (collectively, "Nuveen") or the Funds' independent auditors or outside counsel to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Funds' independent auditors and internal auditors shall have unrestricted accessibility at any time to Committee members. RESPONSIBILITIES

Fund management has the primary responsibility to establish and maintain systems for accounting, reporting, disclosure and internal control. The independent auditors have the primary responsibility to plan and implement an audit, with proper consideration given to the accounting, reporting and internal controls. Each independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Funds shall report directly to the Audit Committee. The independent auditors are ultimately accountable to the Board and the Audit Committee. It is the ultimate responsibility of the Audit Committee to select, appoint, retain, evaluate, oversee and replace any independent auditors and to determine their compensation, subject to ratification of the Board, if required. These Audit Committee responsibilities may not be delegated to any other Committee or the Board. The Audit Committee is responsible for the following: With respect to Fund financial statements: 1. Reviewing and discussing the annual audited financial statements and semi-annual financial statements with Fund management and the independent auditors including major issues regarding accounting and auditing principles and practices, and the Funds' disclosures in its periodic reports under "Management's Discussion and Analysis." 2. Requiring the independent auditors to deliver to the Chairman of the Audit Committee a timely report on any issues relating to the significant accounting policies, management judgments and accounting estimates or other matters that would need to be communicated under Statement on Auditing Standards (SAS) No. 90, Audit Committee Communications (which amended SAS No. 61, Communication with Audit Committees), that arise during the auditors' review of the Funds' financial statements, which information the Chairman shall further communicate to the other members of the Audit Committee, as deemed necessary or appropriate in the Chairman's judgment. 3. Discussing with management the Funds' press releases regarding financial results and dividends, as well as financial information and earnings guidance F-2 provided to analysts and rating agencies. This discussion may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made. The Chairman of the Audit Committee shall be authorized to have these discussions with management on behalf of the Audit Committee. 4. Discussing with management and the independent auditors (a) significant financial reporting issues and judgments made in connection with the preparation and presentation of the Funds' financial statements, including any significant changes in the Funds' selection or application of accounting principles and any major issues as to the adequacy of the Funds' internal controls and any special audit steps adopted in light of material control deficiencies; and (b) analyses prepared by Fund management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements. 5. Discussing with management and the independent auditors the effect of regulatory and accounting initiatives on the Funds' financial statements. 6. Reviewing and discussing reports, both written and oral, from the independent auditors and/or Fund management regarding (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments and disclosures, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences. 7. Discussing with Fund management the Funds' major financial risk exposures and the steps management has taken to monitor and control these exposures, including the Funds' risk assessment and risk management policies and guidelines. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to risk assessment and risk management. 8. Reviewing disclosures made to the Audit Committee by the Funds' principal executive officer and principal financial officer during their certification process for the Funds' periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Funds' internal controls. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to deficiencies in internal controls, material weaknesses, or any fraud associated with internal controls. F-3

With respect to the independent auditors: 1. Selecting, appointing, retaining or replacing the independent auditors, subject, if applicable, only to Board and shareholder ratification; and compensating, evaluating and overseeing the

work of the independent auditor (including the resolution of disagreements between Fund management and the independent auditor regarding financial reporting). 2. Meeting with the independent auditors and Fund management to review the scope, fees, audit plans and staffing for the audit, for the current year. At the conclusion of the audit, reviewing such audit results, including the independent auditors' evaluation of the Funds' financial and internal controls, any comments or recommendations of the independent auditors, any audit problems or difficulties and management's response, including any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management, any accounting adjustments noted or proposed by the auditor but not made by the Fund, any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement, any significant changes required from the originally planned audit programs and any adjustments to the financial statements recommended by the auditors. 3. Pre-approving all audit services and permitted non-audit services, and the terms thereof, to be performed for the Funds by their independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10a of the Exchange Act that the Audit Committee approves prior to the completion of the audit, in accordance with any policies or procedures relating thereto as adopted by the Board or the Audit Committee. The Chairman of the Audit Committee shall be authorized to give pre-approvals of such non-audit services on behalf of the Audit Committee. 4. Obtaining and reviewing a report or reports from the independent auditors at least annually (including a formal written statement delineating all relationships between the auditors and the Funds consistent with Independent Standards Board Standard 1, as may be amended, restated, modified or replaced) regarding (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditor and the Funds and their affiliates, in order to assist the Audit committee in assessing the auditor's independence. After reviewing the foregoing report[s] and the independent auditor's work throughout the year, the Audit Committee shall be responsible for evaluating the qualifications, performance and independence of the independent auditor and their compliance with all applicable requirements for independence and peer review, and a review and evaluation of the lead partner, taking into account the opinions of Fund management and the internal auditors, and discussing such F-4 reports with the independent auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board. 5. Reviewing any reports from the independent auditors mandated by Section 10A(b) of the Exchange Act regarding any illegal act detected by the independent auditor (whether or not perceived to have a material effect on the Funds' financial statements) and obtaining from the independent auditors any information about illegal acts in accordance with Section 10A(b). 6. Ensuring the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, and further considering the rotation of the independent auditor firm itself. 7. Establishing and recommending to the Board for ratification policies for the Funds', Fund management or the Fund adviser's hiring of employees or former employees of the independent auditor who participated in the audits of the Funds. 8. Taking, or recommending that the Board take, appropriate action to oversee the independence of the outside auditor. With respect to any internal auditor: 1. Reviewing the proposed programs of the internal auditor for the coming year. It is not the obligation or responsibility of the Audit Committee to confirm the independence of any Nuveen internal auditors performing services relating to the Funds or to approve any termination or replacement of the Nuveen Manager of Internal Audit. 2. Receiving a summary of findings from any completed internal audits pertaining to the Funds and a progress report on the proposed internal audit plan for the Funds, with explanations for significant deviations from the original plan. With respect to pricing and valuation oversight: 1. The Board has responsibilities regarding the pricing of a Fund's securities under the 1940 Act. The Board has delegated this responsibility to the Committee to address valuation issues that arise between Board meetings, subject to the Board's general supervision of such actions. The Committee is primarily responsible for the oversight of the Pricing Procedures and actions taken by the internal Valuation Group ("Valuation Matters"). The Valuation Group will report on Valuation Matters to the Committee and/or the Board of Directors/Trustees, as appropriate. 2. Performing all duties assigned to it under the Funds' Pricing Procedures, as such may be amended from time to time. 3. Periodically reviewing and making recommendations regarding modifications to the Pricing Procedures as well as consider recommendations by the Valuation Group regarding the Pricing Procedures. F-5 4. Reviewing any issues relating to the valuation of a Fund's securities brought to the Committee's attention, including

suspensions in pricing, pricing irregularities, price overrides, self-pricing, NAV errors and corrections thereto, and other pricing matters. In this regard, the Committee should consider the risks to the Funds in assessing the possible resolutions of these Valuation Matters. 5. Evaluating, as its deems necessary or appropriate, the performance of any pricing agent and recommend changes thereto to the full Board. 6. Reviewing any reports or comments from examinations by regulatory authorities relating to Valuation Matters of the Funds and consider management's responses to any such comments and, to the extent the Committee deems necessary or appropriate, propose to management and/or the full Board the modification of the Fund's policies and procedures relating to such matters. The Committee, if deemed necessary or desirable, may also meet with regulators. 7. Meeting with members of management of the Funds, outside counsel, or others in fulfilling its duties hereunder, including assessing the continued appropriateness and adequacy of the Pricing Procedures, eliciting any recommendations for improvements of such procedures or other Valuation Matters, and assessing the possible resolutions of issues regarding Valuation Matters brought to its attention. 8. Performing any special review, investigations or oversight responsibilities relating to Valuation as requested by the Board of Directors/Trustees. 9. Investigating or initiating an investigation of reports of improprieties or suspected improprieties in connection with the Fund's policies and procedures relating to Valuation Matters not otherwise assigned to another Board committee. Other responsibilities: 1. Reviewing with counsel to the Funds, counsel to Nuveen, the Fund adviser's counsel and independent counsel to the Board legal matters that may have a material impact on the Fund's financial statements or compliance policies. 2. Receiving and reviewing periodic or special reports issued on exposure/controls, irregularities and control failures related to the Funds. 3. Reviewing with the independent auditors, with any internal auditor and with Fund management, the adequacy and effectiveness of the accounting and financial controls of the Funds, and eliciting any recommendations for the improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose payments, transactions or procedures that might be deemed illegal or otherwise improper. 4. Reviewing the reports of examinations by regulatory authorities as they relate to financial statement matters. F-6 5. Discussing with management and the independent auditor any correspondence with regulators or governmental agencies that raises material issues regarding the Funds' financial statements or accounting policies. 6. Obtaining reports from management with respect to the Funds' policies and procedures regarding compliance with applicable laws and regulations. 7. Reporting regularly to the Board on the results of the activities of the Audit Committee, including any issues that arise with respect to the quality or integrity of the Funds' financial statements, the Funds' compliance with legal or regulatory requirements, the performance and independence of the Funds' independent auditors, or the performance of the internal audit function. 8. Performing any special reviews, investigations or oversight responsibilities requested by the Board. 9. Reviewing and reassessing annually the adequacy of this charter and recommending to the Board approval of any proposed changes deemed necessary or advisable by the Audit Committee. 10. Undertaking an annual review of the performance of the Audit Committee. 11. Establishing procedures for the receipt, retention and treatment of complaints received by the Funds regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters by employees of Fund management, the investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the Funds, as well as employees of the Funds. Although the Audit Committee shall have the authority and responsibilities set forth in this Charter, it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Funds' financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent auditors. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors or to ensure compliance with laws and regulations. F-7

**APPENDIX G  
AMENDED AND RESTATED NOMINATING AND GOVERNANCE COMMITTEE CHARTER I.  
NOMINATING AND GOVERNANCE COMMITTEE: MEMBERSHIP AND PURPOSE** The Nominating and Governance Committee shall be composed entirely of independent directors of the Board with one independent director elected as chair of the committee. The term "independent director" as used in this Charter means any director or trustee who is not an "interested person" of the Funds as such term is defined in the Investment Company Act of 1940, as amended, and any rules or regulations adopted thereunder (the "1940 Act"). The purpose of the Committee is to seek, identify and recommend to the Board qualified candidates for election or appointment to the Funds' Board of Directors, and matters related thereto. In addition, the Committee oversees matters of corporate governance, including

the evaluation of Board performance and processes, and assignment and rotation of Committee members, the establishment of corporate governance guidelines and procedures, to the extent necessary or desirable, and matters related thereto. II. BOARD: SELECTION AND TENURE A. The Committee shall periodically review the composition of the Board of Directors, including its size and mix of skills, experience, and background. B. The Committee shall, as part of the recruitment process, and with the assistance of its counsel, define and clarify the duties and responsibilities of Board members. In performing this function, the Committee shall consider, among other things, legal and fiduciary duties; expectations regarding preparation, attendance, and participation at meetings; fund ownership; and limitations on investments. C. The Committee shall make nominations for director membership on the Board of Directors, with input from various sources as the committee deems necessary. The Committee shall evaluate the members of the current Board of Directors and identify, recruit and evaluate candidates for Board membership, including evaluation of their independence from the Funds' investment adviser and other principal service providers, including any affiliates of such persons, if applicable. The Committee shall consider the effect of any relationships beyond those delineated in the 1940 Act and any other applicable federal securities laws and regulations and rules and regulations of self-regulatory organizations that might impair their independence, e.g., business, financial or family relationships with the Funds' investment adviser and service providers, including any affiliates of such persons. D. The Committee shall review on an annual basis questionnaires completed by all directors regarding their independence. G-1 E. The Committee shall periodically review and make recommendations with regard to the tenure of the directors, including term limits and/or age limits. F. The Committee shall look to many sources for recommendations of qualified directors. These sources shall include current directors, members of the management company, current security holders of the Funds, third party sources and any other persons or entities as may be deemed necessary or desirable by the Committee. The Committee may, but shall not be required to, develop and establish additional material elements of the foregoing policy in furtherance of the objectives and elements currently stated therein. G. The Committee may, but shall not be required to, establish necessary or desirable minimum qualifications to be possessed by all nominees and may also establish specific qualities or skills to be possessed by one or more directors. III. COMMITTEES: SELECTION AND REVIEW A. Subject to the approval of the full Board, the Committee shall review committee assignments at least annually and make nominations for director membership on all committees. The committee shall also recommend to the full Board the chair of each committee. B. The Committee shall periodically review and make recommendations to the full Board regarding the responsibilities and charters of any committee (other than the Audit Committee) of the Board, the continuing need for each committee, the need for additional committees, and the need or desire to combine or reorganize committees. IV. BOARD: EDUCATION AND OPERATIONS A. The Committee shall periodically review and make recommendations concerning continuing education for incumbent directors and appropriate orientation materials and procedures for new directors. B. The Committee shall periodically review and make recommendations concerning the organization of Board of Directors meetings, including the frequency, timing, content, and agendas of the meetings. C. The Committee shall evaluate the performance of the Board at least annually, with a view towards enhancing its effectiveness. D. The Committee shall establish a process by which security holders will be able to communicate in writing with members of the Board of Directors via regular mail. The Manager of Fund Board Relations, or such other person designated by the Committee, shall assist the Committee in developing and implementing this process. The process will also provide that the Manager of Fund Board Relations, or such other person designated by the Committee, will be appointed to administer the operations of the communications process established hereunder. Written communications to directors should be G-2 addressed to the Funds at the address of the principal offices of the Funds, which currently is 333 West Wacker Drive, Chicago, Illinois 60606. If the communication is intended for a specific director and so indicated it will be sent only to that director. If a communication does not indicate a specific director it will be sent to the Chair of the Committee and the outside counsel to the independent directors for further distribution as deemed appropriate by such persons. The Committee is hereby authorized to oversee the administration, implementation and maintenance of this communications process and further develop and refine this process as deemed necessary or desirable by the Committee. E. The Committee shall establish a policy relating to attendance by directors at annual meetings of the Funds. V. OTHER POWERS AND RESPONSIBILITIES A. The Committee shall monitor the performance of legal counsel, and any other service providers (other than the independent auditors, which are monitored by the Audit Committee) that are chosen by the directors, and shall supervise counsel for the independent directors. B. The Committee shall periodically review and make recommendations regarding director compensation to the full Board of



Directors. C. The Committee shall have the resources and authority to discharge its responsibilities, including authority to retain special counsel and other experts or consultants at the expense of the appropriate Fund(s). D. The Committee shall be authorized to adopt Key Practices to further develop, clarify and implement its duties and responsibilities as set forth in this Charter, which Key Practices may be amended and/or restated from time to time upon the approval of a majority of the members of the Committee. G-3 [NUVEEN INVESTMENTS LOGO] Nuveen Investments 333 West Wacker Drive Chicago, IL 60606-1286 (800) 257-8787 www.nuveen.com NUV0705 [NUVEEN INVESTMENTS LOGO] Nuveen Investments 333 West Wacker Drive Chicago, IL 60606 www.nuveen.com 3 EASY WAYS TO VOTE YOUR PROXY 1. Automated Touch Tone Voting: Call toll-free 1-800-690-6903 and follow the recorded instructions. 2. On the Internet at www.proxyweb.com, and follow the simple instructions. 3. Sign, Date and Return this proxy card using the enclosed postage-paid envelope, to Proxy Tabulator, PO Box 9122, Hingham, MA 02043. \*\*\*\* CONTROL NUMBER: 999 999 999 99 98 \*\*\*\* [FUND NAME PRINTS HERE] THIS PROXY IS SOLICITED BY THE BOARD OF THE FUND FOR AN ANNUAL MEETING OF SHAREHOLDERS, JULY 26, 2005 The Annual Meeting of shareholders will be held in the Assembly Room of The Northern Trust Company, 50 South LaSalle Street, Chicago, Illinois, on Tuesday, July 26, 2005, at 10:30 a.m., Chicago time. At this meeting, you will be asked to vote on the proposals described in the proxy statement attached. The undersigned hereby appoints Timothy R. Schwertfeger, Jessica R. Droeger and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of shareholders to be held on July 26, 2005, or any adjournment or adjournments thereof. WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED. AS AN ALTERNATIVE, PLEASE CONSIDER VOTING BY TELEPHONE (800) 690-6903 OR OVER THE INTERNET (www.proxyweb.com).

Date: \_\_\_\_\_ SIGN HERE EXACTLY AS NAME(S) APPEAR(S) ON LEFT. (Please sign in Box) \_\_\_\_\_

NOTE: PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS ON THIS PROXY. IF SHARES ARE HELD JOINTLY, EACH HOLDER MUST SIGN THE PROXY, IF YOU ARE SIGNING ON BEHALF OF AN ESTATE, TRUST OR CORPORATION, PLEASE STATE YOUR TITLE OR CAPACITY. PLEASE FILL IN BOX(ES) AS SHOWN USING BLACK OR BLUE INK OR NUMBER 2 PENCIL. [X] PLEASE DO NOT USE FINE POINT PENS. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. PROPERLY EXECUTED PROXIES WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, SUCH SHARES WILL BE VOTED "FOR" THE PROPOSAL SET FORTH IN THIS PROXY AND "FOR" THE ELECTION OF NOMINEES TO THE BOARD. 1. For shareholders of all Funds: FOR AGAINST ABSTAIN Approval of the new investment management agreement. [ ] [ ] [ ] 2a. For shareholders of all Funds (except Nuveen Municipal Value Fund, Inc., Nuveen Municipal Income Fund, Inc., Nuveen Select Maturities Municipal Fund, Nuveen Select Tax-Free Income Portfolio, Nuveen Select Tax-Free Income Portfolio 2, Nuveen Select Tax-Free Income Portfolio 3, California Select Tax-Free Income Portfolio and New York Select Tax-Free Income Portfolio): Election of Board Members: WITHHOLD FOR NOMINEES AUTHORITY listed at left to vote for all (except as marked nominees listed to the contrary) at left [ ] [ ] (01) Robert P. Bremner (05) David J. Kundert (02) Lawrence H. Brown (06) Judith M. Stockdale (03) Jack B. Evans (07) Eugene S. Sunshine (04) William C. Hunter (INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE(S), WRITE THE NUMBER(S) OF THE NOMINEE(S) ON THE LINE PROVIDED BELOW.) ----- 2b. For shareholders of Nuveen Municipal Value Fund, Inc. and Nuveen Municipal Income Fund, Inc. only: Election of Board Members: WITHHOLD FOR NOMINEES AUTHORITY listed at left to vote for all (except as marked nominees listed to the contrary) at left [ ] [ ] (01) William C. Hunter (03) Eugene S. Sunshine (02) David J. Kundert (INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE(S), WRITE THE NUMBER(S) OF THE NOMINEE(S) ON THE LINE PROVIDED BELOW.) ----- 2c. For shareholders of Nuveen Select Maturities Municipal Fund, Nuveen Select Tax-Free Income Portfolio, Nuveen Select Tax-Free Income Portfolio 2, Nuveen Select Tax-Free Income Portfolio 3, California Select Tax-Free Income Portfolio and New York Select Tax-Free Income Portfolio only: Election of Board Members: WITHHOLD FOR NOMINEES AUTHORITY listed at left to vote for all (except as marked nominees listed to the contrary) at left [ ] [ ]

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(01) Robert P. Bremner (06) William J. Schneider (02) Lawrence H. Brown (07) Timothy R. Schwertfeger (03) Jack B. Evans (08) Judith M. Stockdale (04) William C. Hunter (09) Eugene S. Sunshine (05) David J. Kundert (INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE(S), WRITE THE NUMBER(S) OF THE NOMINEE(S) ON THE LINE PROVIDED BELOW.)

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NOTE: PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS ON THIS PROXY. IF SHARES ARE HELD JOINTLY, EACH HOLDER MUST SIGN THE PROXY, IF YOU ARE SIGNING ON BEHALF OF AN ESTATE, TRUST OR CORPORATION, PLEASE STATE YOUR TITLE OR CAPACITY. PLEASE FILL IN BOX(ES) AS SHOWN USING BLACK OR BLUE INK OR NUMBER 2 PENCIL. [X] PLEASE DO NOT USE FINE POINT PENS. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting. PROPERLY EXECUTED PROXIES WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, SUCH SHARES WILL BE VOTED "FOR" THE PROPOSAL SET FORTH IN THIS PROXY AND "FOR" THE ELECTION OF NOMINEES TO THE BOARD FOR AGAINST ABSTAIN 1. Approval of the new investment management agreement. [ ] [ ] [ ] 2. Election of Board Members: WITHHOLD FOR NOMINEES AUTHORITY listed at left to vote for all (except as marked nominees listed to the contrary) at left [ ] [ ] (01) Robert P. Bremner (06) William J. Schneider (02) Lawrence H. Brown (07) Timothy R. Schwertfeger (03) Jack B. Evans (08) Judith M. Stockdale (04) William C. Hunter (09) Eugene S. Sunshine (05) David J. Kundert (INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE(S), WRITE THE NUMBER(S) OF THE NOMINEE(S) ON THE LINE PROVIDED BELOW.) ----- PLEASE SIGN ON REVERSE SIDE