

EATON VANCE INSURED PENNSYLVANIA MUNICIPAL BOND FUND
Form DEF 14A
May 28, 2008

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a -12

Eaton Vance Insured Municipal Bond Fund	Eaton Vance Insured Michigan Municipal Bond Fund
Eaton Vance Insured Municipal Bond Fund II	Eaton Vance Insured New Jersey Municipal Bond Fund
Eaton Vance Insured California Municipal Bond Fund	Eaton Vance Insured New York Municipal Bond Fund
Eaton Vance Insured California Municipal Bond Fund II	Eaton Vance Insured New York Municipal Bond Fund II
Eaton Vance Insured Massachusetts Municipal Bond Fund	Eaton Vance Insured Ohio Municipal Bond Fund
Eaton Vance Insured Pennsylvania Municipal Bond Fund	

(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 transaction applies:

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount)

filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

Eaton Vance Insured California Municipal Bond Fund
Eaton Vance Insured California Municipal Bond Fund II
Eaton Vance Insured Massachusetts Municipal Bond Fund
Eaton Vance Insured Michigan Municipal Bond Fund
Eaton Vance Insured Municipal Bond Fund
Eaton Vance Insured Pennsylvania Municipal Bond Fund

Eaton Vance Insured Municipal Bond Fund II
Eaton Vance Insured New Jersey Municipal Bond Fund
Eaton Vance Insured New York Municipal Bond Fund
Eaton Vance Insured New York Municipal Bond Fund II
Eaton Vance Insured Ohio Municipal Bond Fund

The Eaton Vance Building
255 State Street
Boston, Massachusetts 02109

May 28, 2008

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of your Fund, which will be held at The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109, on Friday, July 25, 2008 at 1:30 p.m. (Eastern time).

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

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

Sincerely,

Cynthia J. Clemson
Co-Director
Municipal Investments

Robert B. MacIntosh
Co-Director
Municipal Investments

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

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

Eaton Vance Insured California Municipal Bond Fund	Eaton Vance Insured Municipal Bond Fund II
Eaton Vance Insured California Municipal Bond Fund II	Eaton Vance Insured New Jersey Municipal Bond Fund
Eaton Vance Insured Massachusetts Municipal Bond Fund	Eaton Vance Insured New York Municipal Bond Fund
Eaton Vance Insured Michigan Municipal Bond Fund	Eaton Vance Insured New York Municipal Bond Fund II
Eaton Vance Insured Municipal Bond Fund	Eaton Vance Insured Ohio Municipal Bond Fund
Eaton Vance Insured Pennsylvania Municipal Bond Fund	

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held Friday, July 25, 2008

The Annual Meeting of Shareholders of each of the above registered investment companies, each a Massachusetts business trust (collectively the "Funds"), will be held at the principal office of each Fund, The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109, on Friday, July 25, 2008 at 1:30 p.m. (Eastern time), for the following purposes:

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

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

The Board of Trustees of each Fund has fixed the close of business on May 16, 2008 as the record date for the determination of the shareholders of a Fund entitled to notice of and to vote at the meeting and any adjournments or postponements thereof.

By Order of each Board of Trustees

May 28, 2008

Boston, Massachusetts

IMPORTANT

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

Eaton Vance Insured California Municipal Bond Fund	Eaton Vance Insured Municipal Bond Fund II
Eaton Vance Insured California Municipal Bond Fund II	Eaton Vance Insured New Jersey Municipal Bond Fund
Eaton Vance Insured Massachusetts Municipal Bond Fund	Eaton Vance Insured New York Municipal Bond Fund
Eaton Vance Insured Michigan Municipal Bond Fund	Eaton Vance Insured New York Municipal Bond Fund II
Eaton Vance Insured Municipal Bond Fund	Eaton Vance Insured Ohio Municipal Bond Fund
Eaton Vance Insured Pennsylvania Municipal Bond Fund	

The Eaton Vance Building

255 State Street

Boston, Massachusetts 02109

PROXY STATEMENT

A proxy is enclosed with the foregoing Notice of the Annual Meetings of Shareholders of Eaton Vance Insured California Municipal Bond Fund (the "California Fund"), Eaton Vance Insured California Municipal Bond Fund II (the "California Fund II"), Eaton Vance Insured Massachusetts Municipal Bond Fund (the "Massachusetts Fund"), Eaton Vance Insured Michigan Municipal Bond Fund (the "Michigan Fund"), Eaton Vance Insured Municipal Bond Fund (the "Municipal Fund"), Eaton Vance Insured Municipal Bond Fund II (the "Municipal Fund II"), Eaton Vance Insured New Jersey Municipal Bond Fund (the "New Jersey Fund"), Eaton Vance Insured New York Municipal Bond Fund (the "New York Fund"), Eaton Vance Insured New York Municipal Bond Fund II (the "New York Fund II"), Eaton Vance Insured Ohio Municipal Bond Fund (the "Ohio Fund") and Eaton Vance Insured Pennsylvania Municipal Bond Fund (the "Pennsylvania Fund") (collectively the "Funds"), to be held July 25, 2008, for the benefit of shareholders who do not expect to be present at the meeting. This proxy is solicited on behalf of the Board of Trustees of each Fund, and is revocable by the person giving it prior to exercise by a signed writing filed with the Funds Secretary, or by executing and delivering a later dated proxy, or by attending the meeting and voting the shares in person. Each proxy will be voted in accordance with its instructions; if no instruction is given, an executed proxy will authorize the persons named as attorneys, or any of them, to vote in favor of the election of each Trustee. This proxy material is being mailed to shareholders on or about May 28, 2008.

The Board of Trustees of each Fund has fixed the close of business on May 16, 2008 as the record date for the determination of the shareholders entitled to notice of and to vote at the meeting and any adjournments or postponements thereof. Shareholders at the close of business on the record date will be entitled to one vote for each share held. The number of Common Shares, \$.01 par value per share, and the number of Auction Preferred Shares, \$.01 par value per share, liquidation preference \$25,000 per share ("APS"), of each Fund outstanding on May 16, 2008, were as follows:

Fund	No. of Common Shares Outstanding on May 16, 2008	No. of APS Shares Outstanding on May 16, 2008
California Fund	21,657,918	7,800
California Fund II	3,863,961	1,350
Massachusetts Fund	1,755,705	620
Michigan Fund	1,511,845	540
Municipal Fund	64,835,141	23,700

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Municipal Fund II	9,930,306	3,500
New Jersey Fund	2,567,445	900
New York Fund	15,740,402	5,700
New York Fund II	2,555,954	900
Ohio Fund	2,513,365	875
Pennsylvania Fund	2,943,829	1,040

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

As of May 16, 2008, to each Fund's knowledge, (i) no shareholder beneficially owned more than 5% of the outstanding shares of a Fund; and (ii) the Trustees and officers of each Fund, individually and as a group, owned beneficially less than 1% of the outstanding shares of each Fund.

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

PROPOSAL 1. ELECTION OF TRUSTEES

Each Fund's Agreement and Declaration of Trust provides that a majority of the Trustees shall fix the number of the entire Board and that such number shall be at least two and no greater than fifteen. Each Board will fix the appropriate number of Trustees from time to time. Each Fund's Agreement and Declaration of Trust further provides that the Board of Trustees shall be divided into three classes. The term of office of the Class III Trustees expires on the date of the 2008 Annual Meeting, and the term of office of the Class I and Class II Trustees will expire one and two years thereafter, respectively. Accordingly, nominees for Class III Trustee are currently proposed for election. In addition, one Class I Trustee is currently proposed for election for the reason described below. Trustees chosen to succeed the Trustees whose terms are expiring will be elected for a three-year term. An effect of staggered terms is to limit the ability of entities or persons to acquire control of a Fund.

Proxies will be voted for the election of the following Class III Trustee nominees: Ronald A. Pearlman and Heidi L. Steiger, and for Class I nominee Ralph F. Verni. Effective July 1, 2008, each Board has appointed Mr. Verni as an APS Trustee to replace Norton H. Reamer, an APS Trustee who is retiring as of that date, and Mr. Verni has been nominated for election by the holders of the APS at the July 25, 2008 meeting. Each nominee is currently serving as a Trustee and has consented to continue to so serve. In the event that a nominee is unable to serve for any reason (which is not now expected) when the election occurs, the accompanying Proxy will be voted for such other person or persons as the Board of Trustees may recommend. No nominee is a party adverse to the Funds or any of its affiliates in any material pending legal proceeding, nor does any nominee have an interest materially adverse to the Funds.

The Class I Trustees serving until the 2009 Annual Meeting are William H. Park, Lynn A. Stout and Mr. Verni. The Class II Trustees serving until the 2010 Annual Meeting are Benjamin C. Esty, Thomas E. Faust Jr. and Allen R. Freedman. Effective July 1, 2008, Mr. Reamer, currently a Class III Trustee, will retire.

The two nominees for Class III Trustee, one nominee for Class I Trustee and each Fund's other current Class I and Class II Trustees and their principal occupations for at least the last five years are as described below.

TRUSTEES

Name, Address and Date of Birth ⁽¹⁾	Position(s) with the Funds	Term of Office and Length of Service	Principal Occupation(s) During Past Five Years	Number of Portfolios in Fund Complex Overseen By Trustee ⁽²⁾	Other Directorships H
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CLASS I TRUSTEE AND CLASS III TRUSTEES NOMINATED FOR ELECTION

Noninterested Trustees

RONALD A. PEARLMAN 7/10/40	Class III Trustee	Until 2008. 3 years. Trustee since 2003.	Professor of Law, Georgetown University Law Center.	177	None
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HEIDI L. STEIGER 7/8/53	Class III Trustee	Until 2008. 3 years. Trustee since 2007.	President, Lowenhaupt Global Advisors, LLC (global wealth management firm) (since 2005). Formerly, President and Contributing Editor, Worth Magazine (2004-2005). Formerly, Executive Vice President and Global Head of Private Asset Management (and various other positions), Neuberger Berman (investment firm) (1986-2004).	177 Director of Nuclear Insurance Ltd. (nuclear insurance provider) Aviva USA (insurance provider)
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RALPH F. VERNI 1/26/43	Chairman of the Board and Class I APS Trustee ⁽³⁾	Until 2009. 1 year. Trustee since 2005; Chairman since 2007	Consultant and private investor.	177 None
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OTHER CLASS I AND CLASS II TRUSTEES

Interested Trustee

THOMAS E. FAUST JR. 5/31/58	Class II Trustee	Until 2010. 3 years. Trustee since 2007.	Chairman, Chief Executive Officer and President of Eaton Vance Corp. ("EVC"), President of Eaton Vance, Inc. ("EV"), Chief Executive Officer and President of Eaton Vance Management ("EVM" or "Eaton Vance") and Boston Management and Research ("BMR"), and Director of Eaton Vance Distributors, Inc. ("EVD"). Trustee and/or officer of 177 registered investment companies and 5 private investment companies managed by Eaton Vance or BMR.	177 Director of EVC
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Noninterested Trustees

BENJAMIN C. ESTY 1/2/63	Class II APS Trustee	Until 2010. 3 years. Trustee since 2005.	Roy and Elizabeth Simmons Professor of Business Administration, Harvard University Graduate School of Business Administration.	177 None
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ALLEN R. FREEDMAN 4/3/40	Class II Trustee	Until 2010. 3 years. Trustee since 2007.	Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Formerly, Chairman and a Director of Indus International Inc. (provider of enterprise management software to the power generating industry) (2005-2007).	177 Director of Assurance (insurance provider) Stonemor Partners I (owner and operator of cemeteries)
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WILLIAM H. PARK 9/19/47	Class I Trustee	Until 2009. 3 years. Trustee since 2003.	Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (since 2006). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005).	177 None
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LYNN A. STOUT 9/14/57	Class I Trustee	Until 2009. 3 years. Trustee since 2003.	Paul Hastings Professor of Corporate and Securities Law (since 2006) and Professor of Law (2001-2006), University of California at Los Angeles School of Law.	177 None
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- (1) The business address of each Trustee is The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109.
- (2) Includes both master and feeder funds in a master-feeder structure.
- (3) Mr. Verni will become an APS Trustee effective July 1, 2008.

Interested Trustee

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

Election of Trustees by APS and Common Shares

Under the terms of each Fund's By-Laws, as amended (the By-Laws), the holders of the APS are entitled as a class, to the exclusion of the holders of the Common Shares, to elect two Trustees of each Fund. Simply stated, the APS Trustees are only elected by the holders of the Fund's APS. Holders of Common Shares do not vote on the election of APS Trustees. Mr. Verni has been nominated for election by the holders of the APS at this meeting. The By-Laws further provide for the election of the other nominees named above by the holders of the Common Shares and the APS, voting as a single class. Election of Trustees is non-cumulative. Shareholders do not have appraisal rights in connection with the proposal in this proxy statement. The Trustees of each Fund shall be elected by the affirmative vote of a plurality of the shares of the Fund entitled to vote.

Board Meetings and Committees

During the fiscal year ended September 30, 2007, the Trustees of each Fund met ten times. Each Board of Trustees has several formal standing committees, an Audit Committee, a Contract Review Committee (formerly, the Special Committee), a Governance Committee, the Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee. The Audit Committee met eight times, the Contract Review Committee met twelve times and the Governance Committee met seven times during such period. The Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee were recently formed, so they did not convene during the fiscal year ended September 30, 2007. Each Trustee attended at least 75% of such Board and Committee meetings on which he or she serves. None of the Trustees attended the Funds' 2007 Annual Meetings of Shareholders.

The Audit, Contract Review and Governance Committees of the Board of Trustees of each Fund are each comprised of Trustees who are not interested persons as that term is defined under the 1940 Act (Independent Trustees). The respective duties and responsibilities of these Committees remain under the continuing review of the Governance Committee and the Board.

Messrs. Reamer (Chair) (until July 1, 2008), Park and Verni and Mmes. Steiger and Stout serve on the Audit Committee of the Board of Trustees of each Fund, such Audit Committee being established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. Each Audit Committee member is independent under applicable listing standards of the American Stock Exchange. The purposes of the Audit Committee are to (i) oversee each Fund's accounting and financial reporting processes, its internal control over financial reporting, and, as appropriate, the internal control over financial reporting of certain service providers; (ii) oversee or, as appropriate, assist Board oversight of the quality and integrity of each Fund's financial statements and the independent audit thereof; (iii) oversee, or, as appropriate, assist Board oversight of, each Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits; (iv) approve, prior to appointment, the engagement and, when appropriate, replacement of the independent auditors, and, if applicable, nominate independent auditors to be proposed for shareholder ratification in any proxy statement of each Fund; (v) evaluate the qualifications, independence and performance of the independent auditors and the audit partner in charge of leading the audit; and (vi) prepare, as necessary, such Audit Committee

reports consistent with the requirements of applicable Securities and Exchange Commission ("SEC"), American Stock Exchange and New York Stock Exchange rules for inclusion in the proxy statement for the Annual Meeting of Shareholders of the Fund. Each Fund's Board of Trustees has adopted a written charter for its Audit Committee, a copy of which is attached as Exhibit A. The written charter is also available on the Eaton Vance website, www.eatonvance.com. The Audit Committee's Report is set forth below under "Additional Information". The Board of Trustees of each Fund have designated Messrs. Park and Reamer as the Fund's Audit Committee financial experts.

Messrs. Verni (Chair), Esty, Freedman, Park, Pearlman and Reamer (until July 1, 2008) serve on the Contract Review Committee of the Board of Trustees of each Fund. The purposes of the Contract Review Committee are to consider, evaluate and make recommendations to the Board of Trustees concerning the following matters: (i) contractual arrangements with each service provider to each Fund, including advisory, sub-advisory, transfer agency, custodial and fund accounting, distribution services (if any) and administrative services; (ii) any and all other matters in which any of each Fund's service providers (including Eaton Vance or any affiliated entity thereof) has an actual or potential conflict of

interest with the interests of the Fund or its shareholders; and (iii) any other matter appropriate for review by the Independent Trustees, unless the matter is within the responsibilities of the Audit Committee or the Governance Committee of each Fund.

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

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

Mmes. Stout (Chair) and Steiger, and Messrs. Esty, Freedman, Park, Pearlman, Reamer (until July 1, 2008) and Verni serve on the Governance Committee of the Board of Trustees of each Fund. Each Governance Committee member is independent under applicable listing standards of the American Stock Exchange. The purpose of the Governance Committee is to consider, evaluate and make recommendations to the Board of Trustees with respect to the structure, membership and operation of the Board of Trustees and the Committees thereof, including the nomination and selection of Independent Trustees and a Chairperson of the Board and the compensation of Independent Trustees.

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

Communications with the Board

Shareholders wishing to communicate with the Board may do so by sending a written communication to the Chairperson of the Board, the Chairperson of any of the Committees or to the Independent Trustees as a group, at the following address: The Eaton Vance Building, 255 State Street, Boston, Massachusetts 02109, c/o the Secretary of the

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applicable Fund.

Share Ownership By Trustee

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

Name of Trustee	Dollar Range of Fund Shares Held+	Aggregate Dollar Range of Equity Securities in all Eaton Vance Funds Overseen by Trustee*
Interested Trustee		
Thomas E. Faust Jr.	None	over \$100,000
Noninterested Trustees		
Benjamin C. Esty	None	over \$100,000
Allen R. Freedman	None	over \$100,000

Name of Trustee	Dollar Range of Fund Shares Held+	Aggregate Dollar Range of Equity Securities in all Eaton Vance Funds Overseen by Trustee*
William H. Park	None	over \$100,000
Ronald A. Pearlman	None	over \$100,000
Heidi L. Steiger	None	\$50,001 - \$100,000
Lynn A. Stout	None	over \$100,000*
Ralph F. Verni	None	over \$100,000

+Figures are as of May 16, 2008.

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

Remuneration of Trustees

Each Independent Trustee is compensated for his or her services according to a fee schedule adopted by each Board of Trustees, and receives a fee that consists of an annual retainer and a committee service component. Each Fund currently pays each Independent Trustee a pro rata share, as described below of: (i) an annual retainer of \$170,000; (ii) an additional annual retainer of \$115,000 for serving as the Chair of the Independent Trustees; (iii) an additional annual retainer of \$40,000 for Committee Service; (iv) an additional annual retainer of \$20,000 for serving as the Governance Committee Chair, the Audit Committee Chair, the Compliance Committee Chair or the Portfolio Management Committee Chair; and (v) out-of-pocket expenses. The pro rata share paid by each Fund is based on the Fund's average net assets as a percentage of the average net assets of all the funds in the Eaton Vance Fund Complex. For the fiscal year ended September 30, 2007, the Trustees of each Fund earned the compensation set forth below in their capacities as Trustees of each Fund. For the calendar year ended December 31, 2007, the Trustees earned the compensation set forth below in their capacities as Trustees of the funds in the Eaton Vance Fund Complex⁽¹⁾:

	Benjamin C. Esty	Allen R. Freedman	William H. Park ⁽²⁾	Ronald A. Pearlman	Heidi L. Steiger	Lynn A. Stout ⁽³⁾	Ralph F. Verni ⁽⁴⁾
California Fund	\$ 2,286	\$ 1,142	\$ 2,287	\$ 1,887	\$ 1,128	\$ 2,453	\$ 2,602
California Fund II	852	396	919	672	352	835	998
Massachusetts Fund	224	117	214	190	121	253	251
Michigan Fund	22	12	21	19	12	25	25
Municipal Fund	3,362	1,702	3,313	2,798	1,710	3,667	3,806
Municipal Fund II	1,479	723	1,518	1,204	691	1,543	1,700
New Jersey Fund	224	117	214	190	121	253	251
New York Fund	1,748	862	1,774	1,432	837	1,846	2,001
New York Fund II	224	117	214	190	121	253	251
Ohio Fund	224	117	214	190	121	253	251
Pennsylvania Fund	224	117	214	190	121	253	251
Total Compensation from Funds and Fund Complex	\$200,000	\$150,000	\$200,000 ⁽⁵⁾	\$166,667	\$150,000	\$217,500 ⁽⁶⁾	\$257,500 ⁽⁷⁾

(1) As of May 16, 2008, the Eaton Vance Fund Complex consisted of 177 registered investment companies or series thereof. The compensation schedule disclosed above reflects the current compensation schedule, but may not have been in place for each Fund's full fiscal year ended September 30, 2007 or the full calendar year ended

December 31, 2007. Amounts do not include expenses reimbursed to Trustees for attending Board meetings, which in the aggregate amounted to \$25,870 for the calendar year ended December 31, 2007.

- (2) Includes deferred compensation as follows: California - \$1,109, California II - \$445, Massachusetts - \$104, Michigan - \$10, Municipal - \$1,606, Municipal II - \$736, New Jersey - \$104, New York - \$860, New York II - \$104, Ohio - \$104 and Pennsylvania - \$104.
- (3) Includes deferred compensation as follows: California - \$628, California II - \$214, Massachusetts - \$65, Michigan - \$6, Municipal - \$939, Municipal II - \$395, New Jersey - \$65, New York - \$473, New York II - \$65, Ohio - \$65 and Pennsylvania - \$65.
- (4) Includes deferred compensation as follows: California - \$1,581, California II - \$606, Massachusetts - \$152, Michigan - \$15, Municipal - \$2,312, Municipal II - \$1,033, New Jersey - \$152, New York - \$1,216, New York II - \$152, Ohio - \$152 and Pennsylvania - \$152.
- (5) Includes \$80,000 of deferred compensation.
- (6) Includes \$45,000 of deferred compensation.
- (7) Includes \$128,750 of deferred compensation.

Trustees of each Fund who are not affiliated with Eaton Vance may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of a Trustees Deferred Compensation Plan (the Trustees Plan). Under the Trustees Plan, an eligible Trustee may elect to have his or her deferred fees invested by each Fund in the shares of one or more funds in the Eaton Vance Fund Complex, and the amount paid to the Trustees under the Trustees Plan will be determined based upon the performance of such investments. Deferral of Trustees fees in accordance with the Trustees Plan will have a negligible effect on a Fund's assets, liabilities, and net income per share, and will not obligate a Fund to retain the services of any Trustee or obligate a Fund to pay any particular level of compensation to the Trustee. No Fund has a retirement plan for its Trustees.

The Board of Trustees recommends that shareholders vote FOR the election of the two Class III Trustee nominees and the one Class I Trustee nominee.

NOTICE TO BANKS AND BROKER/DEALERS

Each Fund has previously solicited all Nominee and Broker/Dealer accounts as to the number of additional proxy statements required to supply owners of shares. Should additional proxy material be required for beneficial owners, please forward such requests to American Stock Transfer & Trust Company, 59 Maiden Lane, New York, NY 10038.

ADDITIONAL INFORMATION

Audit Committee Report

Each Audit Committee reviewed and discussed the audited financial statements with Fund management. Each Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by SAS 61 (Codification of Statements on Auditing Standards), as modified or supplemented. Each Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), as modified or supplemented, and discussed with the independent registered public accounting firm their independence.

Based on the review and discussions referred to above, each Audit Committee recommended to the Board of Trustees that the audited financial statements be included in the Fund's annual report to shareholders for the fiscal year ended September 30, 2007 for filing with the SEC. As mentioned, the Audit Committee is currently comprised of Messrs. Reamer (Chair) (until July 1, 2008), Park and Verni and Mmes. Steiger and Stout.

Auditors, Audit Fees and All Other Fees. Deloitte & Touche LLP (Deloitte), 200 Berkeley Street, Boston, Massachusetts 02116, serves as the independent registered public accounting firm of each Fund. Deloitte is expected to be present at the Annual Meeting, but if not, a representative will be available by telephone should the need for consultation arise. Representatives of Deloitte will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

Aggregate audit, audit-related, tax, and other fees billed to each Fund by the Fund's independent registered public accounting firm for the relevant periods are set forth on Exhibit B hereto. Aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed for the relevant periods to (i) each Fund by the Fund's independent registered public accounting firm; and (ii) the Eaton Vance Organization by the Fund's independent registered public accounting firm are also set forth on Exhibit B hereto.

Each Fund's Audit Committee has adopted policies and procedures relating to the pre-approval of services provided by the Fund's independent registered public accounting firm (the Pre-Approval Policies). The Pre-Approval Policies

establish a framework intended to assist the Audit Committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the Audit Committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the Audit Committee. The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by each Fund's Audit Committee at least annually. Each Fund's Audit Committee maintains full responsibility for the appointment, compensation, and oversight of the work of the Fund's independent registered public accounting firm.

Each Fund's Audit Committee has considered whether the provision by the Fund's independent registered public accounting firm of non-audit services to the Fund's investment adviser, as well as any of its affiliates that provide ongoing services to the Fund, that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the independent registered public accounting firm's independence.

Officers of the Funds

The officers of the Funds and their length of service are set forth below. The officers of the Funds hold indefinite terms of office. Because of their positions with Eaton Vance and their ownership of EVC stock, the officers of the Funds will benefit from the advisory and administration fees paid by each Fund to Eaton Vance. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with Eaton Vance listed below.

Name, Address and Date of Birth(1)	Position(s) Held with the Funds	Term of Office and Length of Service	Principal Occupation(s) During Past Five Years(2)
CYNTHIA J. CLEMSON 3/2/63	President of California, California II, Michigan, New York, New York II, Ohio and Pennsylvania Funds; Vice President of Massachusetts, Municipal, Municipal II and New Jersey Funds	President since 2005 and Vice President since 2004	Vice President of Eaton Vance and BMR. Officer of 90 registered investment companies managed by Eaton Vance or BMR.
ROBERT B. MACINTOSH 1/22/57	President of Massachusetts, Municipal, Municipal II and New Jersey Funds; Vice President of California, California II, Michigan, New York, New York II, Ohio and Pennsylvania Funds	President since 2005 and Vice President since 2002	Vice President of Eaton Vance and BMR. Officer of 90 registered investment companies managed by Eaton Vance or BMR.
WILLIAM H. AHERN, JR. 7/28/59	Vice President of Michigan, Municipal II and Ohio Funds	Of Michigan since 2002, of Municipal II since 2004 and of	Vice President of Eaton Vance and BMR. Officer of 75 registered investment companies managed by Eaton Vance or BMR.

Ohio since 2005