

AMR CORP
Form 8-K
January 20, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of earliest event
reported: January 20, 2010

AMR CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	1-8400	75-1825172
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4333 Amon Carter Blvd.	Fort Worth, Texas	76155
(Address of principal executive offices)		(Zip code)

(817) 963-1234
(Registrant's telephone number)

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02 Results of Operations and Financial
Condition

AMR Corporation (the Company) is furnishing herewith a press release issued on January 20, 2010 by the Company as Exhibit 99.1, which is included herein. This press release was issued to report the Company's fourth quarter 2009 results.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1 Press Release of the Company dated January 20, 2010

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMR CORPORATION

/s/ Kenneth W. Wimberly
Kenneth W. Wimberly
Corporate Secretary

Dated: January 20, 2010

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release

CONTACT: Andy Backover
Corporate Communications
Fort Worth, Texas
817-967-1577
mediarelations@aa.com

FOR RELEASE: Wednesday, Jan. 20, 2010

Editor's Note: A live Webcast reporting fourth quarter results will be broadcast on the Internet on Jan. 20 at 2 p.m. EST (Windows Media Player required for viewing)

AMR CORPORATION REPORTS FOURTH QUARTER 2009 NET LOSS OF \$344 MILLION, COMPARED TO A LOSS OF \$347 MILLION IN FOURTH QUARTER 2008

IN SPITE OF DIFFICULT ECONOMIC AND INDUSTRY CONDITIONS IN 2009, COMPANY TOOK MANY POSITIVE STEPS TO MANAGE THROUGH NEAR-TERM CHALLENGES AND POSITION ITSELF FOR LONG-TERM SUCCESS

Company Reports Full-Year 2009 Net Loss of \$1.5 Billion,
Compared to a Loss of \$2.1 Billion for 2008

Excluding Special Items and a Non-Cash Tax Item, Fourth Quarter 2009 Loss was \$415 Million, while Full-Year 2009 Loss was \$1.4 Billion

FORT WORTH, Texas – AMR Corporation, the parent company of American Airlines, Inc., today reported a net loss of \$344 million, or \$1.03 per share, for the fourth quarter of 2009.

The fourth quarter 2009 results include the negative impact of \$177 million in non-cash special items, which consists primarily of impairment charges of approximately \$96 million to write down certain route and slot authorities mainly in Latin America; \$42 million to write down certain Embraer RJ-135 aircraft to their estimated fair values; and \$20 million associated with the retirement of the Airbus A300 fleet. Also included is the positive impact of a non-cash tax item of approximately \$248 million primarily related to hedging gains within Other Comprehensive Income during 2009. Excluding these special items and the non-cash tax item, the Company lost \$415 million, or \$1.25 per share, in the quarter.

The results for the fourth quarter of 2009 compare to a loss of \$347 million, or \$1.24 per share, for the fourth quarter of 2008.

The fourth quarter 2008 results included a \$23 million charge for aircraft groundings, facility write-offs and severance related to capacity reductions, and a \$103 million non-cash pension settlement charge driven by a large number of early pilot retirements. Excluding those special items, the Company lost \$221 million, or \$0.79 per share, in the fourth quarter of 2008.

For all of 2009, AMR recorded a net loss of \$1.5 billion, or \$4.99 per share, compared to a loss of \$2.1 billion, or \$8.16 per share, for 2008. Excluding special items and the non-cash tax item, the Company lost \$1.4 billion, or \$4.63 per share, for all of 2009, compared to a loss of \$1.2 billion, or \$4.76 per share, in 2008.

“In 2009, our company once again proved its resiliency and ability to battle through challenges while continuing to work toward a successful future,” said AMR Chairman and CEO Gerard Arpey. “The fuel crisis of 2008 was replaced by the worst recession in decades, which hurt travel demand severely, and tight capital markets. Yet, we took steps to address those challenges by bolstering our liquidity and financial flexibility and remaining disciplined with capacity. At the same time, we strengthened our global network, reinvested in our fleet and products, and made strides to improve our dependability and our customers’ experience.

“I want to thank our employees for their efforts during such challenging times. We are hopeful that better times lay ahead, and we are intensely focused on returning to profitability and executing on our FlightPlan 2020 to position us for long-term success.”

Arpey added that American expects to receive U.S. regulatory approval, in the near future, of its antitrust immunity application with fellow oneworld® members British Airways, Iberia, Finnair, and Royal Jordanian. This approval will pave the way for American, British Airways, and Iberia to launch a joint business relationship on flights between North America and Europe. Additionally, the companies continue to demonstrate the public benefits of their plans to regulators in the European Union.

Financial and Operational Performance (Excluding Impact of Special Items and Non-Cash Tax Item)

AMR reported fourth quarter consolidated revenues of approximately \$5.1 billion, a decrease of 7.4 percent year over year, largely driven by reduced capacity and the reduced demand for air travel and cargo resulting from the global economic downturn.

While the revenue and demand environment has remained challenging, the Company’s year-over-year declines in consolidated revenue, cargo revenue and mainline passenger unit revenue have narrowed sequentially in the third and fourth quarters.

Other revenues, from sources such as confirmed flight changes, purchased upgrades, Buy-on-Board food services, and baggage service charges, grew 6.8 percent to \$582 million in the fourth quarter, compared to the fourth quarter of 2008. Even with the drop off in demand and traffic throughout the year, for all of 2009 other revenue increased 5.4 percent to \$2.3 billion compared to 2008.

The Company’s cargo revenue declined by 16.4 percent to \$164 million in the fourth quarter compared to the same period in 2008.

American’s mainline passenger revenue per available seat mile (unit revenue) declined by 4.3 percent in the fourth quarter compared to the year-ago quarter.

While the Company’s fourth quarter unit revenue performance continues to reflect the effects of a challenging economy, the Company believes the strength of its network and its efforts to drive a revenue premium helped its mainline unit revenue performance outpace that of most of its legacy network competitors in 2009.

Mainline capacity, or total available seat miles, in the fourth quarter decreased by 4.9 percent compared to the same period in 2008, as the Company continued to exercise capacity discipline given the still-challenging demand environment.

American’s mainline load factor – or the percentage of total seats filled – was a record 81.1 percent during the fourth quarter, compared to 78.3 percent in the fourth quarter of 2008. American’s fourth quarter yield, which represents average fares paid, decreased by 7.6 percent compared to the fourth quarter of 2008. The decrease in yield was largely due to more aggressive pricing industry-wide and reduced traffic in the premium cabins.

American’s mainline cost per available seat mile (unit cost) in the fourth quarter was essentially flat year over year, in part due to lower fuel prices. Taking into account the impact of fuel hedging, AMR paid \$2.17 per gallon for jet fuel in the fourth quarter versus \$2.60 a gallon in the fourth quarter of 2008, a 16.4 percent decrease. As a result, the Company paid \$287 million less for fuel in the fourth quarter of 2009 than it would have paid at prevailing prices from the prior-year period.

Excluding fuel, mainline unit costs in the fourth quarter of 2009 increased by 8.3 percent year over year, driven by reduced capacity, higher pension expenses, higher materials and repairs expenses, and investments in dependability initiatives.

An unaudited summary of full-year 2009 results is available in the tables at the back of this press release.

Balance Sheet Update

AMR ended the fourth quarter with approximately \$4.9 billion in cash and short-term investments, including a restricted balance of \$460 million, compared to a balance of \$3.6 billion in cash and short-term investments, including a restricted balance of \$459 million, at the end of the fourth quarter of 2008. In the third and fourth quarters of 2009, the Company closed approximately \$5 billion in financing transactions to bolster liquidity, finance the delivery of new Boeing 737-800 aircraft and refinance existing debt maturities.

AMR's Total Debt, which it defines as the aggregate of its long-term debt, capital lease obligations, the principal amount of airport facility tax-exempt bonds, and the present value of aircraft operating lease obligations, was \$16.1 billion at the end of the fourth quarter of 2009, compared to \$15.1 billion a year earlier.

AMR's Net Debt, which it defines as Total Debt less unrestricted cash and short-term investments, was \$11.7 billion at the end of the fourth quarter, compared to \$12.0 billion in the fourth quarter of 2008.

Fourth Quarter 2009 Highlights

- For the fourth consecutive year, the readers of Global Traveler magazine bestowed the honor of "Best Domestic First Class Airline" upon American Airlines. Global Traveler's annual GT Tested Awards program surveyed more than 25,000 business and leisure travelers to determine the best in business and luxury travel for 2009.
- American Airlines was also recognized by the readers of Business Traveler magazine as a leader in domestic travel. The airline was named "Best North American Airline for First-Class Service" and "Best Airline for North American Travel" by Business Traveler's 2009 Best in Business Travel Survey. Along with these awards, American also ranked second in the "Best North American Airline for International Travel" and "Best Inflight Services in North America" categories.
- In November, Mexicana, the leading airline in Mexico and Latin America, became part of the oneworld Alliance. Mexicana and its subsidiaries, MexicanaClick and MexicanaLink, offer the alliance's full range of services and benefits. They extend the oneworld network to almost 700 destinations in nearly 150 countries, with a combined fleet of some 2,250 aircraft operating more than 8,000 flights a day, carrying 325 million passengers a year, with annual revenues of \$100 billion.
- Also in November, American Eagle began nonstop jet service from Miami International Airport (MIA) to Charleston, S.C., and Knoxville, Tenn., as well as to Eleuthera, Treasure Cay, and Governor's Harbour in the Bahamas. American Eagle also began daily nonstop service to Santa Fe, N.M., from Los Angeles.
- The American Airlines brand served as the backdrop for the highly-acclaimed Paramount Pictures film, "Up in the Air," released in theatres in December. The film, directed by Jason Reitman, the Oscar®-nominated director of "Juno," is a dramatic comedy starring Oscar® winner George Clooney. American and its employees also played a key role in the movie's production. There was no AA financial investment in the film. The partnership with "Up in the Air" allowed American to provide access to airports, terminals and branded materials that gave a sense of realism to the project.

Guidance

Mainline and Consolidated Capacity

AMR expects its full-year mainline capacity to increase by 0.9 percent in 2010 compared to 2009, with domestic capacity down 0.5 percent and an increase of international capacity of 3.2 percent compared to 2009 levels. On a consolidated basis, AMR expects full-year capacity to increase by 1.3 percent in 2010 compared to 2009.

The Company's 2010 capacity levels include the reinstatement of flying that was canceled in 2009 due to the H1N1 virus and the launch of Chicago-Beijing service, which was deferred from 2009.

AMR expects mainline capacity in the first quarter of 2010 to decrease by 2.8 percent compared to the first quarter of 2009, with domestic capacity expected to be down 1.7 percent and international capacity expected to be down 4.5 percent compared to first quarter 2009 levels. AMR expects consolidated capacity in the first quarter of 2010 to decrease by 2.6 percent compared to the first quarter of 2009.

Fuel Expense and Hedging

While the cost of jet fuel has been increasing recently and remains volatile, based on the Jan. 8 forward curve, AMR is planning for an average system price of \$2.36 per gallon in the first quarter of 2010 and \$2.42 per gallon for all of 2010.

AMR has 30 percent of its anticipated first quarter 2010 fuel consumption hedged at an average cap of \$2.55 per gallon of jet fuel equivalent (\$97 per barrel crude equivalent), with 27 percent subject to an average floor of \$1.84 per gallon of jet fuel equivalent (\$67 per barrel crude equivalent). AMR has 24 percent of its anticipated full-year consumption hedged at an average cap of \$2.48 per gallon of jet fuel equivalent (\$93 per barrel crude equivalent), with 22 percent subject to an average floor of \$1.80 per gallon of jet fuel equivalent (\$65 per barrel crude equivalent). As of Jan. 8, the average 2010 market forward price of crude oil was more than \$85 per barrel. Consolidated consumption for the first quarter is expected to be 662 million gallons of jet fuel.

Mainline and Consolidated Cost per Available Seat Mile (CASM) – Excluding Impact of Special Items

	1Q2010 (est.) vs.		Full year 2010	
	1Q2009		(est.) vs. 2009	
	H/(L)	%	H/(L)	%
Mainline	9.6	%	5.9	%
Excluding Fuel	5.1		1.4	
Consolidated	9.4		5.9	
Excluding Fuel	4.5		1.1	

All of the expected 1.1 percent increase in consolidated cost per seat mile, excluding fuel, for 2010 is due to anticipated higher revenue-related expenses (such as booking fees and commissions) and financing costs related to Boeing 737-800 and other aircraft to be delivered in 2009 and 2010. However, 737-800 aircraft are 35 percent more fuel efficient on a seat-mile basis than the MD-80s they are replacing and mainline fuel efficiency for 2010 is expected to be better by over 2 percent versus last year.

Editor’s Note: AMR’s Chairman and Chief Executive Officer, Gerard Arpey, and its Executive Vice President and Chief Financial Officer, Thomas Horton, will make a presentation to analysts during a teleconference on Wednesday, January 20, at 2 p.m. EST. Following the analyst call, they will hold a question-and-answer conference call for media. Reporters interested in listening to the presentation or participating in the media Q&A should call 817-967-1577.

Statements in this release contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which represent the Company's expectations or beliefs concerning future events. When used in this release, the words “expects”, “plans,” “anticipates,” “indicates,” “believes,” “forecast,” “guidance,” “outlook”, “may,” “will,” “should”, “seeks”, similar expressions are intended to identify forward-looking statements. Similarly, statements that describe our objectives, plans or goals, or actions we may take in the future, are forward-looking statements. Forward-looking statements include, without limitation, the Company’s expectations concerning operations and financial conditions, including changes in capacity, revenues, and costs; future financing plans and needs; the amounts of the Company’s unencumbered assets and other sources of liquidity; fleet plans; overall economic and industry conditions; plans and objectives for future operations; regulatory approvals and actions, including the Company’s application for antitrust immunity with other oneworld alliance members; and the impact on the Company of its results of operations in recent years and the sufficiency of its financial resources to absorb that impact. Other forward-looking statements include statements which do not relate solely to historical facts, such as, without limitation, statements which discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this release are based upon information available to the Company on the date of this release. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise. This release includes forecasts of unit cost and revenue performance, fuel prices and fuel hedging, capacity and traffic estimates, other income/expense estimates, share count, statements regarding the Company’s liquidity, and

statements regarding expectations of regulatory approval of our application for antitrust immunity with other oneworld members, each of which is a forward-looking statement. Forward-looking statements are subject to a number of factors that could cause the Company's actual results to differ materially from the Company's expectations. The following factors, in addition to other possible factors not listed, could cause the Company's actual results to differ materially from those expressed in forward-looking statements: the materially weakened financial condition of the Company, resulting from its significant losses in recent years; weaker demand for air travel and lower investment asset returns resulting from the severe global economic downturn; the Company's need to raise substantial additional funds and its ability to do so on acceptable terms; the ability of the Company to generate additional revenues and reduce its costs; continued high and volatile fuel prices and further increases in the price of fuel, and the availability of fuel; the Company's substantial indebtedness and other obligations; the ability of the Company to satisfy certain covenants and conditions in certain of its financing and other agreements; changes in economic and other conditions beyond the Company's control, and the volatile results of the Company's operations; the fiercely and increasingly competitive business environment faced by the Company; potential industry consolidation and alliance changes; competition with reorganized carriers; low fare levels by historical standards and the Company's reduced pricing power; changes in the Company's corporate or business strategy; government regulation of the Company's business; conflicts overseas or terrorist attacks; uncertainties with respect to the Company's international operations; outbreaks of a disease (such as SARS, avian flu or the H1N1 virus) that affects travel behavior; labor costs that are higher than those of the Company's competitors; uncertainties with respect to the Company's relationships with unionized and other employee work groups; increased insurance costs and potential reductions of available insurance coverage; the Company's ability to retain key management personnel; potential failures or disruptions of the Company's computer, communications or other technology systems; losses and adverse publicity resulting from any accident involving the Company's aircraft; changes in the price of the Company's common stock; and the ability of the Company to reach acceptable agreements with third parties. Additional information concerning these and other factors is contained in the Company's Securities and Exchange Commission filings, including but not limited to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (as updated by the Company's Current Report on Form 8-K filed on April 21, 2009) and the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009.

Detailed financial information follows:

AMR CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share amounts)
(Unaudited)

	Three Months Ended December 31,		
	2009	2008	Percent Change
Revenues			
Passenger - American Airlines	\$ 3,798	\$ 4,174	(9.0)
- Regional			
Affiliates	519	554	(6.3)
Cargo	164	196	(16.4)
Other revenues	582	545	6.8
Total operating revenues	5,063	5,469	(7.4)
Expenses			
Wages, salaries and benefits	1,719	1,720	(0.1)
Aircraft fuel	1,468	1,819	(19.3)
Other rentals and landing fees	347	314	10.7
Depreciation and amortization	278	285	(2.6)
Maintenance, materials and repairs	332	294	12.9
Commissions, booking fees and credit card expense	208	217	(4.2)
Aircraft rentals	129	120	7.3
Food service	122	123	(0.9)
Special charges	71	23	*
Other operating expenses	779	750	3.9
Total operating expenses	5,453	5,665	(3.7)
Operating Income/(Loss)	(390)	(196)	99.2
Other Income (Expense)			
Interest income	7	43	(83.0)
Interest expense	(209)	(195)	7.2
Interest capitalized	11	10	7.9
		Harriett	
		Tee Ralph F.	
Miscellaneous – net California Fund	(17	Taggart Verni ⁽³⁾	

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	\$	\$	\$	\$	\$	\$	\$	\$	\$
	1,789	1,943	1,829	1,943	1,943	1,789	1,943	1,789	2,704
California Fund II	364	395	372	395	395	364	395	364	550
Massachusetts Fund	216	234	220	234	234	216	234	216	326
Michigan Fund	195	212	200	212	212	195	212	195	295
Municipal Fund	5,616	6,099	5,739	6,099	6,099	5,616	6,099	5,616	8,486
Municipal Fund II	850	923	869	923	923	850	923	850	1,285
New Jersey Fund	282	306	288	306	306	282	306	282	426
New York Fund	1,410	1,532	1,441	1,532	1,532	1,410	1,532	1,410	2,131
New York Fund II	276	299	282	299	299	276	299	276	417
Ohio Fund	249	270	254	270	270	249	270	249	376
Pennsylvania Fund	309	336	316	336	336	309	336	309	468
Total Compensation from \$ Fund and Fund Complex ⁽¹⁾	\$ 223,500	\$ 252,500	\$ 237,500	\$ 252,500	\$ 252,500	\$ 223,500	\$ 252,500 ⁽⁴⁾	\$ 223,500	\$ 351,250 ⁽⁵⁾

(1)

As of May 9, 2012, the Eaton Vance Fund Complex consisted of 181 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, 2011 or the full calendar year ended December 31, 2011. Amounts do not include expenses reimbursed to Trustees for attending Board meetings, which in the aggregate amounted to \$48,518 for the calendar year ended December 31, 2011. Heidi L. Steiger resigned as a Trustee effective November 29, 2010. For the calendar year ended December 31, 2011, Ms. Steiger received \$35,000 from the Funds and Fund Complex. Mr. Eston and Ms. Taggart were elected as Trustees effective September 1, 2011, and thus the compensation figures listed for each Fund and the Fund and Fund Complex are estimated based on amounts each would have received if they had been Trustees for the full fiscal year and 2011 calendar year.

(2)

Includes deferred compensation as follows: California - \$369, California II - \$75, Massachusetts - \$44, Michigan - \$40, Municipal - \$1,158, Municipal II - \$175, New Jersey - \$58, New York - \$291, New York II - \$57, Ohio - \$51 and Pennsylvania - \$64.

(3)

Includes deferred compensation as follows: California - \$1,404, California II - \$286, Massachusetts - \$169, Michigan - \$153, Municipal - \$4,406, Municipal II - \$667, New Jersey - \$221, New York - \$1,106, New York II - \$216, Ohio - \$195 and Pennsylvania - \$243.

(4)

Includes \$45,000 of deferred compensation.

(5)

Includes \$171,250 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 Class I, Class II and Class III Trustee nominees.

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 call 1-866-439-6787, send an email to info@amstock.com or forward such requests to American Stock Transfer & Trust Company, 59 Maiden Lane, New York, NY 10038.

Eaton Vance Municipal Bond Funds

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Proxy Statement dated May 24, 2012

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 (Communication with Audit Committees), 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 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, 2011 for filing with the SEC. As mentioned, the Audit Committee is currently comprised of Messrs. Park (Chair), Eston and Verni, and Mmes. Peters 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 not expected to be present at the Annual Meeting, but has been given the opportunity to make a statement if they desire to do so and will be available should any matter arise requiring their presence.

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.

Eaton Vance Municipal Bond Funds

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Proxy Statement dated May 24, 2012

Name, Address and Year 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 1963	President of California, California II, Michigan, New York, New York II, Ohio and Pennsylvania Funds	Since 2005	Vice President of Eaton Vance and BMR. Officer of 24 registered investment companies managed by Eaton Vance or BMR.
THOMAS M. METZOLD 1958	President of Massachusetts, Municipal, Municipal II and New Jersey Funds	Since 2010	Vice President of Eaton Vance and BMR. Officer of 29 registered investment companies managed by Eaton Vance or BMR.
PAYSON F. SWAFFIELD 1956	Vice President	Since 2011	Chief Income Investment Officer of EVC. Vice President of Eaton Vance and BMR. Officer of 129 registered investment companies managed by Eaton Vance or BMR.
BARBARA E. CAMPBELL 1957	Treasurer	Since 2005	Vice President of Eaton Vance and BMR. Officer of 181 registered investment companies managed by Eaton Vance or BMR.
MAUREEN A. GEMMA 1960	Vice President, Secretary and Chief Legal Officer	Vice President since 2011, Secretary since 2007 and Chief Legal Officer since 2008	Vice President of Eaton Vance and BMR. Officer of 181 registered investment companies managed by Eaton Vance or BMR.
PAUL M. O NEIL 1953	Chief Compliance Officer	Since 2004	Vice President of Eaton Vance and BMR. Officer of 181 registered investment companies managed by Eaton Vance or BMR.

(1)

The business address of each officer is Two International Place, Boston, Massachusetts 02110.

(2)

Includes both master and feeder funds in a master-feeder structure.

Investment Adviser and Administrator

Eaton Vance Management, with its principal office at Two International Place, Boston, Massachusetts 02110, serves as the investment adviser and administrator to each Fund.

Proxy Solicitation and Tabulation

The expense of preparing, printing and mailing this Proxy Statement and enclosures and the costs of soliciting proxies on behalf of the Board of Trustees of each Fund will be borne ratably by the Funds. Proxies will be solicited by mail and may be solicited in person or by telephone or facsimile by officers of a Fund, by personnel of its administrator, Eaton Vance, by the transfer agent, American Stock Transfer & Trust Company, or by broker-dealer firms. The expenses associated with the solicitation of these proxies and with any further proxies which may be solicited by a Fund's officers, by Eaton Vance personnel, by American Stock Transfer & Trust Company, or by broker-dealer firms, in person, or by telephone or by facsimile will be borne by that Fund. A written proxy may be delivered to a Fund or its transfer agent prior to the meeting by facsimile machine, graphic communication equipment or similar electronic transmission. A Fund will reimburse banks, broker-dealer firms, and other persons holding shares registered in their names or in the names of their nominees, for their expenses incurred in sending proxy material to and obtaining proxies from the beneficial owners of such shares. Total estimated proxy solicitation costs per Fund are approximately \$8,000.

All proxy cards solicited by the Board of Trustees that are properly executed and received by the Secretary prior to the meeting, and which are not revoked, will be voted at the meeting. Shares represented by such proxies will be voted in accordance with the instructions thereon. If no specification is made on the proxy card with respect to Proposal 1, it will be voted FOR the matters specified on the proxy card. All shares that are voted and votes to ABSTAIN will be counted towards establishing a quorum, as will broker non-votes. (Broker non-votes are shares for which (i) the beneficial owner has not voted and (ii) the broker holding the shares does not have discretionary authority to vote on the particular matter.) Accordingly, abstentions and broker non-votes, which will be treated as shares that are present at the meeting but which have not been voted, will assist a Fund in obtaining a quorum but will have no effect on the outcome of Proposal 1.

Eaton Vance Municipal Bond Funds

A quorum requires the presence, in person or by proxy, of a majority of the outstanding shares of a Fund entitled to vote. In the event that a quorum is not present at the meeting, or if a quorum is present at the meeting but sufficient votes by the shareholders of a Fund in favor of the Proposal set forth in the Notice of this meeting are not received by July 20, 2012, the persons named as attorneys in the enclosed proxy may propose one or more adjournments of the meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of the holders of a majority of the shares of that Fund present in person or by proxy at the session of the meeting to be adjourned. The persons named as attorneys in the enclosed proxy will vote in favor of such adjournment those proxies which they are entitled to vote in favor of the Proposal for which further solicitation of proxies is to be made. They will vote against any such adjournment those proxies required to be voted against such Proposal. The costs of any such additional solicitation and of any adjourned session will be borne by the Funds. If any of the nominees are not elected by shareholders, the current Trustees may consider other courses of action.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of the copies of the forms received by the Funds, all of the Trustees and officers of each Fund, EVM and its affiliates, and any person who owns more than ten percent of a Fund's outstanding securities have made all filings required under Section 16(a) of the Securities Exchange Act of 1934 regarding ownership of shares of the Funds for the Funds' fiscal year ended September 30, 2011.

Each Fund will furnish without charge a copy of its most recent Annual and Semi-Annual Reports to any shareholder upon request. Shareholders desiring to obtain a copy of such reports should call 1-866-439-6787, send an email to info@amstock.com or write to the Fund c/o American Stock Transfer & Trust Company, 59 Maiden Lane, New York, NY 10038. Shareholder reports are also available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

SHAREHOLDER PROPOSALS

To be considered for presentation at a Fund's 2013 Annual Meeting of Shareholders, a shareholder proposal submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 must be received at the Fund's principal office c/o the Secretary of the Fund no later than the close of business January 24, 2013. Written notice of a shareholder proposal submitted outside of the processes of Rule 14a-8 must be delivered to the Fund's principal office c/o the Secretary of the Fund no later than the close of business April 22, 2013 and no earlier than March 22, 2013. In order to be included in the Fund's proxy statement and form of proxy, a shareholder proposal must comply with all applicable legal requirements. Timely submission of a proposal does not guarantee that such proposal will be included.

May 24, 2012

Eaton Vance Municipal Bond Funds

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Proxy Statement dated May 24, 2012

EXHIBIT A

EATON VANCE FUNDS

AUDIT COMMITTEE CHARTER

I. Composition of the Audit Committee.

The Audit Committee (the Committee) of each registered investment company sponsored by Eaton Vance Management (each a Fund) shall be comprised of a minimum of three members appointed by the Board of Trustees, which shall also determine the number and term of such members. All members of the Committee shall be Trustees who are not interested persons (as defined under the Investment Company Act of 1940, as amended) of any Fund or of the investment adviser or sub-adviser of any Fund (each, an Independent Trustee and collectively, the Independent Trustees). Unless otherwise determined by the Board of Trustees, the Chairperson of the Board of Trustees shall be a member of the Committee. A Chairperson of the Committee shall be appointed by the Board of Trustees on the recommendation of the Governance Committee. In the event that a resignation, retirement, removal or other event or circumstance causes the number of Committee members to fall below the minimum set forth above, the Committee shall nevertheless be authorized to take any and all actions otherwise permitted under this charter pending the appointment, within a reasonable time, of one or more Independent Trustees to fill the vacancy created thereby.

The following requirements shall also be satisfied with respect to the membership and composition of the Committee:

1. each member of the Committee shall have been determined by the Board of Trustees to have no material relationship that would interfere with the exercise of his or her independent judgment;
2. no member of the Committee shall receive any compensation from a Fund except compensation for service as a member or Chairperson of the Board of Trustees or of a committee of the Board of Trustees;
3. each member of the Committee shall also satisfy the applicable Committee membership requirements imposed under the rules of the NYSE Amex (formerly the American Stock Exchange) and New York Stock Exchange (and any other national securities exchange on which a Fund's shares are listed), as in effect from time to time, including with respect to the member's former affiliations or employment and financial literacy;
4. at least one member of the Committee must have the accounting or related financial management expertise and financial sophistication required under applicable rules of the NYSE Amex and New York Stock Exchange; and
5. unless it determines that no member of the Committee qualifies as an audit committee financial expert as defined in Item 3 of Form N-CSR, the Board of Trustees will identify one (or in its discretion, more than one) member of the Committee as an audit committee financial expert.

II. Purposes of the Committee.

The purposes of the Committee are to:

1. 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;
- 2.

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- oversee or, as appropriate, assist Board of Trustees oversight of the quality and integrity of the Funds' financial statements and the independent audit thereof;
3. oversee, or, as appropriate, assist Board of Trustees oversight of, the Funds' compliance with legal and regulatory requirements that relate to the Funds' accounting and financial reporting, internal control over financial reporting and independent audits;

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4. approve prior to appointment the engagement and, when appropriate, replacement of the independent registered public accountants (independent auditors), and, if applicable, nominate independent auditors to be proposed for shareholder ratification in any proxy statement of a Fund;
5. evaluate the qualifications, independence and performance of the independent auditors and the audit partner in charge of leading the audit; and
6. prepare such audit committee reports consistent with the requirements of applicable Securities and Exchange Commission, NYSE Amex and New York Stock Exchange rules for inclusion in the proxy statement for the annual meeting of shareholders of a Fund.

The primary function of the Committee is oversight. The Committee is not responsible for managing the Funds or for performing tasks that are delegated to the officers of any Fund, any investment adviser to a Fund, the custodian of a Fund, and other service providers for the Funds, and nothing in this charter shall be construed to reduce the responsibilities or liabilities of management or the Funds' service providers, including the independent auditors. It is management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting. Specifically, management is responsible for: (1) the preparation, presentation and integrity of the financial statements of each Fund; (2) the maintenance of appropriate accounting and financial reporting principles and policies; and (3) the maintenance of internal control over financial reporting and other procedures designed to assure compliance with accounting standards and related laws and regulations. The independent auditors are responsible for planning and carrying out an audit consistent with applicable legal and professional standards and the terms of their engagement letter, and shall report directly to the Committee. In performing its oversight function, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management, the independent auditors and such experts, advisors and professionals as may be consulted by the Committee.

III. Meetings of the Committee.

Meetings of the Committee shall be held at such times (but not less frequently than annually), at such places and for such purposes (consistent with the purposes set forth in this charter) as determined from time to time by the Board of Trustees, the Chairperson of the Board of Trustees, the Committee or the Chairperson of the Committee. The Committee shall set its agenda and the places and times of its meetings. The Committee may meet alone and outside the presence of management personnel with any auditor of a Fund, and shall periodically meet separately with management, with internal auditors (or other personnel responsible for internal control of financial reporting), with any independent auditors rendering reports to the Committee or the Board of Trustees and with legal counsel. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting, and the decision of a majority of the members present and voting shall determine any matter submitted to a vote. The Committee may adopt such procedures or rules as it deems appropriate to govern its conduct under this charter. Each Independent Trustee of the Board of Trustees shall receive notice of all Committee meetings, and such meetings shall be open for any Independent Trustee to attend.

IV. Duties and Powers of the Committee.

To carry out its purposes, the Committee shall have the following duties and powers with respect to each Fund:

1. To meet to review and discuss with management and the independent auditors the audited financial statements and other periodic financial statements of the Fund (including the Fund's specific disclosures under the item Management's Discussion of Fund Performance); provided that discussion with the independent auditors shall not be required with respect to any periodic financial statement of the Fund that was not the subject of a review by such auditors.
2. To consider the results of the examination of the Fund's financial statements by the independent auditors, the independent auditors' opinion with respect thereto, and any management letter issued by the independent auditors.
3. To review and discuss with the independent auditors: (a) the scope of audits and audit reports and the policies relating to internal auditing procedures and controls and the accounting principles employed in the Fund's financial reports and any proposed changes therein; (b) the personnel, staffing, qualifications and experience of the independent auditors; and (c) the compensation of the independent auditors.
4. To review and assess the performance of the independent auditors and to approve, on behalf of the Board of Trustees, the appointment and compensation of the independent auditors. Approval by the Committee shall be in addition to any approval required under applicable law by a majority of the members of the Board of Trustees who are not interested persons of the Fund as defined in Section 2(a)(19) of the 1940 Act. In performing this function, the Committee shall: (a) consider whether there should be a regular rotation of the Fund's independent auditing firm; (b) discuss with the independent auditors matters bearing upon the qualifications of such auditors as independent under applicable standards of independence established from time to time by the Securities and Exchange Commission (SEC), the Public Company Accounting Oversight Board and other regulatory authorities; and (c) shall secure from the independent auditors the information required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, as in effect from time to time. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors.
5. To pre-approve: (a) audit and non-audit services provided by the independent auditors to the Fund; and (b) non-audit services provided by the independent auditors to the adviser or any other entity controlling, controlled by or under common control with the adviser that provides on-going services to the Fund (Adviser Affiliates) if the engagement of the independent auditors relates directly to the operations and financial reporting of the Fund, as contemplated by the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) and the rules issued by the SEC in connection therewith (except, in the case of non-audit services provided to the Fund or any Adviser Affiliate, those within applicable *de minimis* statutory or regulatory exceptions), and to consider the possible effect of providing such services on the independence of the independent auditors.
6. To adopt, to the extent deemed appropriate by the Committee, policies and procedures for pre-approval of the audit or non-audit services referred to above, including policies and procedures by which the Committee may delegate to one or more of its members authority to grant such pre-approval on behalf of the Committee (subject to subsequent reporting to the Committee). The Committee hereby delegates to each of its members the authority to pre-approve any non-audit services referred to above between meetings of the Committee, provided that: (i) all reasonable efforts shall be made to obtain such pre-approval from the Chairperson of the Committee prior to seeking such pre-approval from any other member of the Committee; and (ii) all such pre-approvals shall be reported to the Committee not later than the next meeting thereof.

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7. To consider the controls implemented by the independent auditors and any measures taken by management to ensure that all items requiring pre-approval by the Committee are identified and referred to the Committee in a timely fashion.
8. To receive at least annually and prior to the filing with the SEC of the independent auditors' report on the Fund's financial statements, a report from such independent auditors of: (i) all critical accounting policies and practices used by the Fund (or, in connection with any update, any changes in such accounting policies and practices), (ii) all material alternative accounting treatments within GAAP that have been discussed with management since the last annual report or update, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm, (iii) other material written communications between the independent auditors and the management of the Fund since the last annual report or update, (iv) a description of all non-audit services provided, including fees associated with the services, to any fund complex of which the Fund is a part since the last annual report or update that was not subject to the pre-approval requirements as discussed above; and (v) any other matters of concern relating to the Fund's financial statements, including any uncorrected misstatements (or audit differences) whose effects management believes are immaterial, both individually and in aggregate, to the financial statements taken as a whole. If this information is not communicated to the Committee within 90 days prior to the audit report's filing with the SEC, the independent auditors will be required to provide an update, in the 90 day period prior to the filing, of any changes to the previously reported information.
9. To review and discuss with the independent auditors the matters required to be communicated with respect to the Fund pursuant to Statement on Auditing Standards (SAS) No. 61 - Communication With Audit Committees, as in effect from time to time, and to receive such other communications or reports from the independent auditors (and management's responses to such reports or communications) as may be required under applicable listing standards of the national securities exchanges on which the Fund's shares are listed, including a report describing: (1) the internal quality-control procedures of the independent auditors, any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional regulatory authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and (2) all relationships between the independent auditors and the Fund and any other relationships or services that may impact the objectivity and independence of the independent auditors. To the extent unresolved disagreements exist between management and the independent auditors regarding the financial reporting of the Fund, it shall be the responsibility of the Committee to resolve such disagreements.
10. To consider and review with the independent auditors any reports of audit problems or difficulties that may have arisen in the course of the audit, including any limitations on the scope of the audit, and management's response thereto.
11. To establish hiring policies for employees or former employees of the independent auditors who will serve as officers or employees of the Fund.
12. With respect to each Fund the securities of which are listed on a national securities exchange, to: (a) provide a recommendation to the Board of Trustees regarding whether the audited financial statements of the Fund should be included in the annual report to shareholders of the Fund; and (b) to prepare an audit committee report consistent with the requirements of Rule 306 of Regulation S-K for inclusion in the proxy statement for the Fund's annual meeting of shareholders.
13. To discuss generally the Fund's earnings releases, as well as financial information and guidance provided to analysts and rating agencies, in the event a Fund issues any such releases or provides such information or guidance. Such discussions may include the types of information to be disclosed and the type of presentation to be made. The Committee need not discuss in advance each earnings release or each instance in which earnings guidance may be provided.

14. To consider the Fund's major financial risk exposures and the steps management has taken to monitor and control such exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken.
15. To review and report to the Board of Trustees with respect to any material accounting, tax, valuation, or record-keeping issues which may affect the Fund, its respective financial statements or the amount of their dividend or distribution rates.
16. To establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Fund regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Fund or its service providers (including its investment advisers, administrators, principal underwriters and any other provider of accounting related services to the Fund) of concerns regarding questionable accounting or auditing matters.
17. To direct and supervise investigations with respect to the following: (a) evidence of fraud or significant deficiencies in the design or implementation of internal controls reported to the Committee by the principal executive or financial officers of the Fund pursuant to the requirements of the Sarbanes-Oxley Act and related rules; and (b) any other matters within the scope of this charter, including the integrity of reported facts and figures, ethical conduct, and appropriate disclosure concerning the financial statements of the Funds.
18. To review and recommend to the Board of Trustees policies and procedures for valuing portfolio securities of the Fund and to make recommendations to the Board of Trustees with respect to specific fair value determinations and any pricing errors involving such portfolio securities.
19. To coordinate its activities with the other committees of the Board of Trustees as necessary or appropriate and to communicate with such other committees regarding any material concerns or questions such committees may wish to consider in exercising their respective powers.
20. To act on such other matters as may be delegated to the Committee by the Board of Trustees from time to time.
21. To review the adequacy of this charter and evaluate the Committee's performance of its duties and responsibilities hereunder at least annually, and to make recommendations to the Board of Trustees for any appropriate changes or other action.
22. To make recommendations to the Board of Trustees with respect to any of the above or such other matters as the Committee may deem necessary or appropriate in connection therewith.

V. Reports to the Board of Trustees.

The Committee shall periodically report its activities to the Board of Trustees.

VI. Resources and Authority of the Committee.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to engage independent auditors for special audits, reviews and other procedures and to retain special counsel and other experts or consultants at the expense of the Funds. The Committee may determine the appropriate levels of funding for payment of compensation to such independent auditors, counsel, experts and consultants, and the ordinary administrative expenses of the Committee necessary or appropriate in exercising its powers and fulfilling its responsibilities under this charter, including the reasonable costs of specialized training for Committee members. The Committee shall have direct access to such officers and employees of the Funds, Eaton Vance Management and any of its affiliated companies and the Funds' other services providers as it deems necessary or desirable.

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EXHIBIT B

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEE INFORMATION

The following table presents the aggregate fees billed to each Fund for the fiscal years ended September 30, 2011 and September 30, 2010 by each Fund's independent registered public accounting firm for professional services rendered for the audit of each Fund's annual financial statements and fees billed for other services rendered by each Fund's independent registered public accounting firm during these periods. No services described in the table below were approved by a Fund's Audit Committee pursuant to the de minimis exception set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

	AUDIT-RELATED				ALL OTHER				TOTAL	
	AUDIT FEES		FEES ⁽¹⁾		TAX FEES ⁽²⁾		FEES ⁽³⁾		Fiscal	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
	9/30/11	9/30/10	9/30/11	9/30/10	9/30/11	9/30/10	9/30/11	9/30/10	9/30/11	9/30/10
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
California Fund	59,970	59,480	0	0	13,320	12,854	300	500	73,470	72,834
California Fund II	28,875	28,615	3,915	3,915	8,800	8,720	300	500	41,890	41,750
Massachusetts Fund	24,223	23,933	3,915	3,915	7,700	7,607	300	500	36,138	36,015
Michigan Fund	20,420	20,220	3,915	3,915	7,200	7,130	300	500	31,835	31,765
Municipal Fund	97,140	96,430	0	0	22,200	21,758	300	500	119,640	118,688
Municipal Fund II	41,998	31,420	3,915	3,915	13,200	13,013	300	500	59,413	48,848
New Jersey Fund	24,778	24,548	3,915	3,915	8,000	7,925	300	500	36,993	36,888
New York Fund	57,750	57,260	0	0	11,700	11,582	300	500	69,750	69,342
New York Fund II	26,720	26,490	3,915	3,915	9,200	9,038	300	500	40,135	39,943
Ohio Fund	24,500	24,270	3,915	3,915	7,900	7,766	300	500	36,615	36,451
Pennsylvania Fund	25,610	25,380	3,915	3,915	8,500	8,402	300	500	38,325	38,197

(1)

Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of financial statements and are not reported under the category of audit fees and specifically include fees for the performance of certain agreed-upon procedures relating to the Funds' APS.

(2)

Tax fees consist of the aggregate fees billed for professional services rendered by the independent registered public accounting firm relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation.

(3)

All other fees consist of the aggregate fees billed for products and services provided by the independent registered public accounting firm other than audit, audit-related, and tax services.

The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed for services rendered to each Fund for the fiscal years ended September 30, 2011 and September 30, 2010 by the Fund's independent registered public accounting firm; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the Eaton Vance Organization for the Funds' fiscal years ended September 30, 2011 and September 30, 2010 by each Fund's independent registered public accounting firm.

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	Fiscal Year Ended 9/30/11	Fiscal Year Ended 9/30/10
	\$	\$
California Fund	13,500	13,354
California Fund II	9,100	9,220
Massachusetts Fund	8,000	8,107
Michigan Fund	7,500	7,630
Municipal Fund	22,500	22,258
Municipal Fund II	13,500	13,513
New Jersey Fund	8,300	8,425
New York Fund	12,000	12,082
New York Fund II	9,500	9,538
Ohio Fund	8,200	8,266
Pennsylvania Fund	8,800	8,902
Eaton Vance ⁽¹⁾	226,431	278,551

(1)

The Funds' investment adviser and any of its affiliates, which are subsidiaries of Eaton Vance Corp. that provide ongoing services to the Funds.

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EXHIBIT C

SCHEDULE 13G FILINGS

Various Funds have received notice of filings on Schedule 13G indicating that a shareholder owned more than 5% of the Fund's Shares. Information relating to the shareholder can be found below.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent
Eaton Vance California Municipal Bond Fund Common Stock	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	4,645,826 shares with sole voting and dispositive power ⁽¹⁾	21.4%
Eaton Vance California Municipal Bond Fund II Common Stock	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	516,593 shares with sole voting and dispositive power ⁽¹⁾	13.3%
Eaton Vance California Municipal Bond Fund II Auction Rate Preferred Stock	UBS AG Bahnhofstrasse 45 PO Box CH-8021 Zurich, Switzerland	586 shares with sole voting and dispositive power ⁽¹⁾	57.0%
Eaton Vance Municipal Bond Fund Common Stock	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	4,805,303 shares with shared voting and dispositive power ⁽¹⁾	7.1%
Eaton Vance New Jersey Municipal Bond Fund Common Stock	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	270,348 shares with shared voting and dispositive power ⁽¹⁾	10.5%
Eaton Vance New York Municipal Bond Fund Common Stock	First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 120 East Liberty Drive, Suite 400 Wheaton, IL 60187	3,117,932 shares with shared voting and dispositive power ⁽²⁾	19.7%
Eaton Vance Pennsylvania Municipal Bond Fund Auction Rate Preferred Stock	UBS AG Bahnhofstrasse 45 PO Box CH-8021 Zurich, Switzerland	347 shares with sole voting and dispositive power ⁽¹⁾	39.9%

⁽¹⁾ As of December 31, 2011

⁽²⁾ As of February 29, 2012

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE CALIFORNIA MUNICIPAL BOND FUND II

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

Please sign, date, vote, and
mail your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting

If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

To change the address on your account, please check the box at right and indicate your new

address in the address space above. Please note that changes to the registered name(s) on

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE CALIFORNIA MUNICIPAL BOND FUND II

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance California Municipal Bond Fund II, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE MASSACHUSETTS MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

Please sign, date, vote, and
mail your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting

If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

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To change the address on your account, please check the box at right and indicate your new

address in the address space above. Please note that changes to the registered name(s) on

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE MASSACHUSETTS MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance Massachusetts Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints THOMAS M. METZOLD, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of

the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE MICHIGAN MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

Please sign, date, vote, and
mail your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting

If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

To change the address on your account, please check the box at right and indicate your new

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Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE MICHIGAN MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance Michigan Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continue and to be signed on the reverse side)

Comments:

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ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE MUNICIPAL BOND FUND II

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

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YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

William H. Park

(Class I)

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

Scott E. Eston

(Class II)

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

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Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

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EATON VANCE MUNICIPAL BOND FUND II

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance Municipal Bond Fund II, a Massachusetts business trust (the fund), hereby appoints THOMAS M. METZOLD, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of

the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE NEW JERSEY MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

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Shareholder

Date:

Signature of
Shareholder

Date:

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EATON VANCE NEW JERSEY MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance New Jersey Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints THOMAS M. METZOLD, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE NEW YORK MUNICIPAL BOND FUND II

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

Meeting Attendance

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Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE NEW YORK MUNICIPAL BOND FUND II

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance New York Municipal Bond Fund II, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE OHIO MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

Meeting Attendance

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Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE OHIO MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance Ohio Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE PENNSYLVANIA MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

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Meeting Attendance

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Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

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EATON VANCE PENNSYLVANIA MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF AUCTION PREFERRED SHARES

The undersigned holder of Auction Preferred Shares of beneficial interest of Eaton Vance Pennsylvania Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Auction Preferred Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE CALIFORNIA MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

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YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

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Date:

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EATON VANCE CALIFORNIA MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance California Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, DEBORAH A. CHLEBEK, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE CALIFORNIA MUNICIPAL BOND FUND II

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

Please sign, date, vote, and
mail your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Scott E. Eston

(Class II)

FOR ALL NOMINEES

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

To change the address on your account, please check the box at right and indicate your new

address in the address space above. Please note that changes to the registered name(s) on ..

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting ..

If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE CALIFORNIA MUNICIPAL BOND FUND II

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance California Municipal Bond Fund II, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE MASSACHUSETTS MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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as possible.

Please detach along perforated line and mail in the envelope provided.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Scott E. Eston

(Class II)

FOR ALL NOMINEES

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

To change the address on your account, please check the box at right and indicate your new

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting

If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

address in the address space above. Please note that changes to the registered name(s) on "

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE MASSACHUSETTS MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance Massachusetts Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints THOMAS M. METZOLD, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE MICHIGAN MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Scott E. Eston

(Class II)

FOR ALL NOMINEES

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

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To change the address on your account, please check the box at right and indicate your new

Meeting Attendance

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to present photo identification.

address in the address space above. Please note that changes to the registered name(s) on "

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE MICHIGAN MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance Michigan Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

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(Continue and to be signed on the reverse side)

Comments:

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ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting

If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

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Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints THOMAS M. METZOLD, DEBORAH A. CHLEBEK, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

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(Continue and to be signed on the reverse side)

Comments:

Edgar Filing: AMR CORP - Form 8-K
ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE MUNICIPAL BOND FUND II

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Scott E. Eston

(Class II)

FOR ALL NOMINEES

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

To change the address on your account, please check the box at right and indicate your new

Meeting Attendance

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If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

address in the address space above. Please note that changes to the registered name(s) on "

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE MUNICIPAL BOND FUND II

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance Municipal Bond Fund II, a Massachusetts business trust (the fund), hereby appoints THOMAS M. METZOLD, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE NEW JERSEY MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

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CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Scott E. Eston

(Class II)

FOR ALL NOMINEES

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

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Meeting Attendance

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to present photo identification.

address in the address space above. Please note that changes to the registered name(s) on "

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE NEW JERSEY MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance New Jersey Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints THOMAS M. METZOLD, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE NEW YORK MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

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YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Ralph F. Verni

(Class I)

FOR ALL NOMINEES

o

Scott E. Eston

(Class II)

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

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Meeting Attendance

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If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

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address in the address space above. Please note that changes to the registered name(s) on

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE NEW YORK MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance New York Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, DEBORAH A. CHLEBEK, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE NEW YORK MUNICIPAL BOND FUND II

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

The Notice of Annual Meeting of Shareholders, Proxy Card and Shareholder Report are available on the Eaton Vance website, www.eatonvance.com, by selecting Individual Investors followed by Resources and then Closed-End Funds.

Please sign, date, vote, and
mail your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

**TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE OF THIS
CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Scott E. Eston

(Class II)

FOR ALL NOMINEES

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s),

mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

To change the address on your account, please check the box at right and indicate your new

Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting

If you plan to attend the Annual Meeting in person, please be prepared

to present photo identification.

address in the address space above. Please note that changes to the registered name(s) on "

the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE NEW YORK MUNICIPAL BOND FUND II

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance New York Municipal Bond Fund II, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, KRISTIN S. ANAGNOST, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

PLEASE SIGN, DATE AND VOTE ON OTHER SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED. IF NO SPECIFICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE TRUSTEES AS SET FORTH ON THE REVERSE SIDE AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO ALL OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF. THE UNDERSIGNED ACKNOWLEDGES RECEIPT OF THE ACCOMPANYING NOTICE OF ANNUAL MEETING AND PROXY STATEMENT.

(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE OHIO MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

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CARD.**

**PLEASE SIGN, DATE, VOTE & MAIL PROMPTLY IN THE ENCLOSED ENVELOPE, PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

William H. Park

(Class I)

o

Lynn A. Stout

(Class I)

..

WITHHOLD AUTHORITY

o

Scott E. Eston

(Class II)

FOR ALL NOMINEES

o

Harriett Tee Taggart

(Class III)

..

FOR ALL EXCEPT

(See instructions below)

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to present photo identification.

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the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE OHIO MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance Ohio Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments:

ANNUAL MEETING OF SHAREHOLDERS OF

EATON VANCE PENNSYLVANIA MUNICIPAL BOND FUND

July 20, 2012

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL

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1.

Election of Trustees:

NOMINEES:

..

FOR ALL NOMINEES

o

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(Class I)

o

Lynn A. Stout

(Class I)

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WITHHOLD AUTHORITY

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Scott E. Eston

(Class II)

FOR ALL NOMINEES

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Harriett Tee Taggart

(Class III)

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FOR ALL EXCEPT

(See instructions below)

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the account may not be submitted via this method.

Signature of
Shareholder

Date:

Signature of
Shareholder

Date:

NOTE: Please sign exactly as your name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a partnership, please sign in partnership name by authorized person.

EATON VANCE PENNSYLVANIA MUNICIPAL BOND FUND

Annual Meeting of Shareholders, July 20, 2012

Proxy Solicited on Behalf of Board of Trustees

HOLDERS OF COMMON SHARES

The undersigned holder of Common Shares of beneficial interest of Eaton Vance Pennsylvania Municipal Bond Fund, a Massachusetts business trust (the fund), hereby appoints CYNTHIA J. CLEMSON, JUSTINE L. EDDY, BARBARA E. CAMPBELL and MAUREEN A. GEMMA, each of them, with full power of substitution and revocation, as proxies to represent the undersigned at the Annual Meeting of Shareholders of the Fund to be held at the principal office of the Fund, Two International Place, Boston, Massachusetts 02110, on July 20, 2012 at 2:00 P.M. (Eastern Time), and at any and all adjournments or postponements thereof, and to vote all Common Shares of the Fund which the undersigned would be entitled to vote, with all powers the undersigned would possess if personally present, in accordance with the instructions of this proxy.

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(Continue and to be signed on the reverse side)

Comments: